



DATE \_\_\_\_\_ 2023

**BRITISH PEST CONTROL ASSOCIATION**

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**RULES**  
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## 1. INTERPRETATION

1.1 In these Rules, unless the context otherwise requires:

**Articles:** means the Association's articles of association for the time being in force;

**common-control:** means Members, for the purpose of the Rules, that meet the definition of associated bodies corporate set out in section 256 of the Companies Act 2006;

**director:** means a director of the Association and includes any individual occupying the position of director, by whatever name called;

**Executive Board:** means the Officers, chairpersons of committees appointed, together with all other directors of the Association;

**Member:** means a person whose name is entered in the Register of Members of the Association and **Membership** shall be construed accordingly;

**Member Representative:** means a director who is an individual who is a director or employee of a Member, a partner in a business partnership that is a Member, a sole trader that is a Member, or member of a limited liability partnership that is a Member;

**Non-member Representative:** means any director other than a Member Representative;

**Officer:** means the President, the Vice President(s), the Treasurer and the Immediate Past President of the Association;

**person:** includes an individual, firm, company, corporation, partnership, unincorporated body of persons, government, state or agency of a state or any association, trust, joint venture, or consortium (whether or not having separate legal personality) and the definition shall apply as the context requires in these Rules.

1.2 Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders.

1.3 These are the Rules of the Association (**Rules**) made pursuant to article 44 of the Articles.

The Rules are for the management of the Association and for the furtherance of the purpose for which the Association is established. If there is any conflict between the Rules and the Articles, the latter apply.

The Executive Board shall have power from time to time to make, alter or revoke these Rules provided that such Rules do not conflict with the provisions of the Articles. The introduction, substantive amendment or cancellation of Rules will be proposed to the Membership and agreed in general meeting (as defined by the Companies Act 2006). Minor amendments or additions to the Rules may be made by the Executive Board without further reference to the Membership.

A copy of such Rules for the time being in force, and a copy of any alteration thereof shall be made available to every Member. Any such Rules for the time being in force shall be binding upon all Members and no Member shall be absolved from complying with such Rules by reason of them not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

## 2. EXECUTIVE BOARD

2.1 The Executive Board will ensure there is an application process in place for Member Representative and Non-member Representative vacancies on the Executive Board.

- 2.2 Anyone appointed to the Executive Board as a Member Representative of a Member of the Association must be nominated by two eligible Members for this purpose.
- 2.3 All Member Representative candidates will be presented to the Membership for ballot. To be valid, the ballot must be completed by a quorate number of members (see article 32.2) from which a simple majority vote will determine the ballot outcome.
- 2.4 No more than one Member Representative may serve on the Executive Board at any one time except where a committee chairperson is appointed from a Member who already has a representative on the Executive Board. In that instance the maximum number of Member Representatives on the Executive Board is two from any Member.
- 2.5 The number of Non-member Representatives on the Executive Board at any point in time will be no more than two.
- 2.6 An Association employee may not be appointed as a director of the Association.
- 2.7 Membership of the Executive Board shall be personal to the individual appointed.
- 2.8 For the purpose of Executive Board appointments only, Members under common-control are deemed to be one Member.

### **3. OFFICERS**

- 3.1 The Executive Board shall appoint the Officers of the Association from amongst themselves. Vice-presidents shall be no more than three in number at any point in time.
- 3.2 No more than one Member Representative from any one member may be an Officer of the Association.
- 3.3 Only a Member Representative shall in any circumstances be eligible to hold office as an Officer, with the exception of the Treasurer.
- 3.4 The Immediate Past President is not appointed but the position as an Officer is held by the retiring President should they choose to take up the post.

### **4. COMMITTEE CHAIRPERSONS**

- 4.1 Any committee chairperson appointed to the Executive Board must be nominated by their committee for this purpose in accordance with the committee's terms of reference.
- 4.2 No one Member may represent more than one committee at any one time unless they are appointed by the Executive Board to fill a vacancy of any committee without a chairperson.

### **5. TERMS OF OFFICE**

- 5.1 Subject to Rule 5.4, directors will be appointed for a fixed term of three years, save where the Executive Board sets a shorter term prior to the appointment. Directors, other than committee chairpersons (see Rule 5.5), will cease to be a director on the date of the first Board meeting following the third anniversary of their appointment but may, subject to Rule 5.3, be reappointed as:
  - 5.1.1 an Officer in accordance with Rule 3, or
  - 5.1.2 a Member Representative or Non-member Representative in accordance with Rule 2.
- 5.2 Subject to Rule 5.4, no director may serve beyond nine consecutive years in office, and for this purpose time served on the Executive Board in whatever capacity shall be counted, save where the majority of the Executive Board agree by way of a secret ballot that circumstances exist

where it would be in the best interests of the Association for a director to serve for a longer period.

- 5.3 Subject to Rule 5.4, any director having completed nine years' continuous service (or nine years' consecutive service plus any extended period agreed by the Executive Board under Rule 5.2) on the Executive Board shall not be eligible for re-appointment to any position on the Executive Board for a period of three years.
- 5.4 The Immediate Past President's term is one year which will end on the date of the first Board meeting following the first anniversary of a person's appointment as Immediate Past President. For the avoidance of doubt, this term can be served in addition to the fixed terms set out in Rules 5.1 and 5.2 and the application of Rule 5.3 will be amended accordingly.
- 5.5 A committee chairperson nominated and appointed to the Executive Board in accordance with Rule 4, will cease to be a director on the earliest of:
- 5.5.1 the date of the first Board meeting following the third anniversary of their appointment but may, subject to Rule 5.3, be reappointed as committee chairperson in accordance with Rule 4; or
- 5.5.2 the date they resign or are removed as committee chairperson.

## **6. DUTIES AND POWERS OF THE EXECUTIVE BOARD**

- 6.1 The President shall chair the meetings of the Executive Board and may at any time revoke such appointment.
- 6.2 The Executive Board shall meet as and when necessary in the interests of the Association. A meeting may be called at seven days' notice on the request of any director, or in an emergency, on the authority of the President at less than seven days' notice.
- 6.3 Directors will be subject to performance review. Any issues identified will be investigated and appropriate action taken.
- 6.4 The Executive Board may form committees of the Board. Each such committee shall have clear terms of reference agreed by the Executive Board, and its chairperson shall be appointed in accordance with Rule 4.
- 6.5 The conduct of meetings of committees shall be in accordance with terms of reference laid down by the Executive Board from time to time.
- 6.6 The Executive Board can disband a committee if it is determined it is no longer required, or the committee are unable to comply with the terms of reference or successively fail to nominate a chairperson.
- 6.7 The Executive Board shall have power:
- 6.7.1 to form working groups from the Members or Officers of the Association or from others, to consider any special matter(s) and either report back to the Executive Board or take any action in accordance with its terms of reference. At least one member of any such working group must be a member of the Executive Board who shall be responsible for the reporting to the Executive Board.
- 6.7.2 to appoint Members of the Association or others to represent the Association on other bodies.
- 6.8 The President or, in their absence, a Vice President, shall be an ex-officio member of any committee or working group which may be formed.

## **7. GOVERNANCE AND ACCOUNTABILITY**

- 7.1 The Executive Board will be accountable to the wider Membership through:
- 7.1.1 Ballot for Member Representative vacancies on the Executive Board;
  - 7.1.2 Governance reviews undertaken from time to time;
  - 7.1.3 Engagement with the Membership when setting strategy;
  - 7.1.4 An annual meeting of the Membership convened at intervals of no more than 18 months apart at which the Executive Board will deliver:
    - 7.1.4.1 a President's Report;
    - 7.1.4.2 a Treasurer's Report;
    - 7.1.4.3 Reports from the Committees of the Board;
    - 7.1.4.4 Statutory financial statements, produced in accordance with the provisions of the Companies Act 2006 and which will, as a minimum, have been subjected to independent examination undertaken by a suitably qualified UK professional;
    - 7.1.4.5 Items of general interest to the Membership.
- 7.2 Should a director receive remuneration in accordance with Article 24 for services provided to the Association, then the names of those involved and the amounts paid will be disclosed to the Membership at least annually.
- 7.3 Except to the extent (if any) required by law or regulation, no confidential information given by any Member to any director, the Chief Executive Officer or employee of the Association shall be published or otherwise disclosed by the recipient to any other Members of the Association or to any other person, or used by such director, Chief Executive Officer or employee of the Association except with the consent of the Member by whom the information was given, and subject to such conditions (if any) as he may impose unless it can be shown that the information was in the public domain or can be shown to have been given to the Members from another source.

## **8. MEMBERSHIP**

- 8.1 The admitted Membership of the Association shall consist of any categorisation of members as the Executive Board may from time to time determine. Such categorisation will clearly set out the rights, voting rights (if any), ability (if any) to nominate a Member Representative for the Executive Board, and obligations of each category.
- 8.2 The Executive Board may lay down conditions of Membership to be adhered to and shall have the power to vary these conditions as they think necessary.
- 8.3 Honorary life members shall be such persons as are admitted by the Executive Board according to criteria determined by the Executive Board from time to time.
- 8.4 The subscription of Members shall be decided by the Executive Board.

## **9. APPLICATIONS FOR MEMBERSHIP**

- 9.1 Every applicant shall submit themselves to an examination by the Executive Board. Every applicant shall give, in a prescribed form, full particulars of eligibility for a membership category and shall be required to pay an application fee (if any) determined by the Executive Board on application, and submit any other information desired by the Executive Board.

- 9.2 The Executive Board shall have the power to categorise and accept or decline any application for membership without statement of reasons by simple majority vote of Board members if, in its opinion, the interests of the Association require it.

## **10. RIGHTS AND PRIVILEGES OF MEMBERSHIP**

- 10.1 No applicant for membership shall be admitted to any privileges of the Association until after payment of the first subscription or part thereof and such payment will entitle a Member to all the privileges of the Association applicable to that category of membership. Payment of the first subscription or part thereof shall be regarded as a declaration on their part of their submission to these Rules.
- 10.2 Any Member whose subscription payment is two months in arrears, and who has been duly notified of the fact, shall be suspended from the privileges of membership until such time as the arrears are paid, and the Executive Board may in its discretion terminate the membership and shall give notice to the Member accordingly.
- 10.3 Any Member taking over another Member shall remain liable for the subscription of the Member acquired for the current subscription period which shall be non-cancellable and non-refundable.
- 10.4 If membership has been terminated or a membership application declined, for whatever reason, a former member wishing to re-join the Association or previous applicant wishing to be reconsidered for membership must re-apply as if it was a first application. The Executive Board has the right to set minimum periods before a re-application can be considered, without statement of reason, which will be communicated on termination or at the time a membership application is declined.

A person re-applying for membership must, on application, undertake to settle any previous liabilities outstanding at the point of earlier termination.

## **11. STANDARDS OF MEMBERSHIP CONDUCT OR PERFORMANCE**

- 11.1 The Executive Board will put in place Codes of Conduct, Codes of Best Practice and a Membership Assessment process which form part of membership conditions and criteria with which all Members are required to comply.
- 11.2 Members are required to complete renewal information for each subscription period confirming compliance with all membership conditions and criteria along with any other information required for renewal processing.
- 11.3 Compliance with membership conditions and criteria is determined on application and, ongoing, by the Membership Assessment process.

## **12. FAILURE TO COMPLY**

- 12.1 Any failure by a Member in their Standards of Membership Conduct or Performance (see Rule 11) may involve disciplinary action(s) which could include expulsion from membership by the Executive Board.

## **13. ASSOCIATION LOGO**

- 13.1 The Association Logo in all of its forms is a registered trade mark. It may only be displayed by members permitted by the Association, or those other organisations authorised in writing by the Association to do so. If a membership should cease for whatever reason they must cease displaying the logo forthwith.
- 13.2 The Association Logo is a corporate asset of the Association. The misuse or unauthorised

display of the logo will be treated as an infringement of proprietary rights. The Association as a matter of policy will vigorously protect its interest and hold the defaulting party responsible for any or all damage caused.

**14. TRANSITION / ADOPTION OF THESE RULES**

- 14.1 Rule 5 (Terms of Office) will not come into effect until the first Board meeting following adoption of these Rules by the Membership in general meeting.

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