



NATIONAL ACCESS AND SCAFFOLDING CONFEDERATION LIMITED

BYELAWS AND RULES

In accordance with the constitution of the company, as set out in the Memorandum and Articles of Association, these Byelaws and Rules are adopted pursuant to clause 51 of the said Articles, by resolution of the Board of Directors ("the Board") at the NASC AGM on 18 November 2011.

NAME

- 1 The name shall be the National Access and Scaffolding Confederation Limited, hereinafter referred to as NASC. The NASC is a Company Limited by Guarantee.

OFFICE

- 2 The principal address of the NASC shall be 4th Floor, 12 Bridewell Place, London EC4V 6AP or such other address as the Board shall decide.

MEMBERSHIP

- 3.1 There shall be three grades of Membership:
- 3.2 Full Membership of the NASC shall be restricted to companies whose significant business activity includes the supply and erection of scaffolding in the UK. Multi-discipline companies with scaffolding divisions whose business operation can be audited independently may also qualify as members.
- 3.3 Non Contracting Full Membership of the NASC is restricted to companies which are engaged in the hire, sale, and manufacturing of access and scaffolding and associated products.
- 3.4 Information Membership of the NASC may be extended to clients, merchants and suppliers engaged in the provision of products or services to the access and scaffolding industry as defined above, including health and safety, training, and design, who are not otherwise eligible for full membership of the NASC. Information Members shall be entitled to attend General Meetings but shall not be eligible to vote. Information Members shall not be entitled to use the NASC logo.

MEMBERSHIP REQUIREMENTS

- 4.1 It shall be a condition of membership that:
- 4.2 New applicants shall have been engaged in access and scaffolding operations for a period of not less than two years as the significant activity of their business, and shall be able to provide accounts for two years of trading prepared by the company's accountant or auditor.

- 4.3 In the case of an application failing to meet membership requirements, the applicant will be advised of the reasons why the original application did not meet membership requirements, and the timescale for reapplication.
- 4.4 Companies trading under an insolvency event (eg CVA, administration) will not be accepted into membership.
- 4.5 Each application for membership of the NASC shall be made to the NASC in writing on the prescribed application form. If the application is approved by Council the applicant shall, on payment of subscription, become entitled to membership of the NASC under the terms and provisions of the Memorandum and Articles and the Byelaws and Rules.
- 4.6 Any applicant for membership having failed to meet the membership requirements may appeal to the Managing Director. Appeals will be considered by an appeal panel comprised of the Managing Director and any one Officer, following which the outcome of the appeal will be advised in writing to the applicant. The decision of the appeal panel shall be final. An appeal will not be considered if it is based on information incorrectly submitted at the time of application.
- 4.7 It shall be the duty of a member company to notify any change in the nature of their business to the Managing Director of the NASC, for reporting at the next Council Meeting.

Any member entering into an insolvency event (eg CVA, administration) will have their membership terminated.

- 4.8 Membership of the NASC cannot be transferred to another company by amalgamation or acquisition without prior approval of the NASC Officers, who will consider each case on an individual basis. The Officers may require the new owners to undergo the same procedure for admission to the NASC as described within Rule 4.2.
- 4.9 In the event of any member of whatever category violating the Memorandum and Articles, Byelaws and Rules, Membership Criteria, or Code of Conduct of the NASC, or acting against the best interests of the NASC, the Officers shall investigate any complaints made against that member. When investigating any complaint, the Officers shall give the member concerned a full statement of any complaints in writing and shall give them an opportunity to answer these complaints in writing within 21 days (or an agreed timescale).

If the Officers are unable to resolve this matter, a meeting will be arranged with either one or both parties at which further representations may be made. Following this meeting the Officers will make a report to Council. After considering the report of the Officers, Council may either reprimand, suspend or expel the said member. The member will be advised in writing of the decision by Council, and shall be given seven days notice in which to appeal.

An appeal panel will be comprised of any two Officers and two other members of Council and the NASC Managing Director. Prior to appeal, the member company will be given 21 days in which to make representations regarding the original decision. If not presented within 21 days then the original decision will stand. No representative of companies involved in the appeal will be allowed to sit on the appeal panel or to vote at Council on this matter.

- 4.10 Any member wishing to resign from the NASC shall give notice in writing to the Managing Director of the NASC before 1 October for the following calendar year. Resignations will be effective immediately but no refunds will be given on subscriptions already paid in that year. Resignations received after 1 October will be effective immediately but subscriptions for the following year shall be payable in full.

Upon resignation, members shall pay up on all indebtedness and shall cease to have any interest or claim on any funds of the NASC.

If a member company is expelled for reasons other than non payment of subscription they shall be liable for subscription until the date of expulsion. Benefits of membership will cease from the date of expulsion.

Date of expulsion for non payment of subscription will be taken as date of resignation and the company will be liable for the balance of annual subscription payable from the date of expulsion. A company expelled for non payment of subscription may subsequently reapply for membership although no application will be considered until all indebtedness has been repaid.

Any company reapplying for NASC full membership having previously defaulted on membership subscriptions for whatever reason shall be required to pay the balance of any unpaid subscriptions in the previous five year period prior to any application being reconsidered. This would include an applicant where there was a demonstrable link to the previous member trading entity.

A company expelled for reasons other than non payment of subscription cannot reapply for a period of twelve months. No application for membership will be considered until all indebtedness has been repaid.

- 4.11 It shall be the duty of NASC members to conform with the Memorandum and Articles and Byelaws and Rules, and the terms of any agreements that may be entered into by NASC, and to abide by the Code of Conduct and Membership Criteria and satisfy the requirements of the NASC biennial audit and annual safety return. New NASC members will be re-audited after 12 months probationary membership and audited biennially thereafter.

BOARD OF DIRECTORS

- 5.1 The Directors of the NASC shall normally be comprised of the Managing Director and Officers, namely the President and Vice President. Additional Directors shall normally include the immediate Past President. A serving Director shall normally be invited to become the next Vice President for a two year period, by rotation. The President shall act as Chairman of the Board.
- 5.2 Should an NASC Officer resign in post, the next Officer in succession will serve the remainder of the year until the next Annual General Meeting and will then take up that post for two years. Should an immediate Past President resign in post, the post will be left unfilled until the next succession.
- 5.3 The Officers may propose the appointment of up to three additional Directors by Council, to serve for a period of two years. Additional Directors, who shall not be Officers, should normally have served on Council.

- 5.4 Directorships are normally to be held by the individual who will remain in post provided the individual is continually employed by a member company, subject to agreement by the former employer. No member company to have more than one Directorship at any one time.

MANAGEMENT

- 6 The Management and control of the business and affairs of NASC shall be vested in the Board of Directors, who may do all things necessary for attaining the aforementioned objects and for exercising the powers, authorities and discretion of NASC. The Board shall be guided by the decisions of Council except in such matters as are directed by the Byelaws and Rules, the Memorandum and Articles or Company Law.

THE COUNCIL

- 7.1 Council shall normally be comprised of representatives of full member companies only and shall be constituted as follows:
- 7.1.1 The Officers and Directors;
 - 7.1.2 the Chairman or representative from each regional committee;
 - 7.1.3 the Chairman or representative from each standing committee; and
 - 7.1.4 up to three additional representatives, one each from large, medium, and small member companies (based on turnover) not already represented on Council, may be co-opted for election at an Annual General Meeting, to serve for a period of two years;
 - 7.1.5 up to two additional representatives (non-voting) may be co-opted for election at an Annual General Meeting, to serve for a period of two years.
- 7.2 The Council shall meet at least twice a year. Five members shall constitute a quorum, of which at least one must be an Officer.
- 7.3 Questions before the Council shall be decided by the majority of members present and voting. The President or other Officer presiding shall have a casting vote in addition to his deliberative vote.
- 7.4 A member of Council may resign his office by notice in writing addressed to the Managing Director and such resignation shall take effect immediately.
- 7.5 Any member of Council whose company may give notice of resignation or is expelled as a member of NASC shall not continue to act as a member of the Council from the date of such notice or expulsion.
- 7.6 The Council shall, from time to time, appoint representatives to serve on the Council and/or Committees of other bodies in industry. Such representatives need not be Full Members.
- 7.7 No member company shall have more than three representatives on Council.

ADMINISTRATION

- 8.1 A Managing Director shall be appointed by the Board for such period and on such terms as the Board may determine. His/her duties shall be generally to conduct the affairs of the NASC subject to the approval of the Board. He/she shall be a member of the Council and may attend Committee meetings as he/she sees fit, but shall have no vote.

- 8.2 The Board shall appoint the Company Secretary, but failing such nomination the Managing Director shall be the Company Secretary.
- 8.3 The Managing Director shall be responsible for the appointment of other members of staff subject to approval by the Board.

COMMITTEES

- 9 Further to guidance from Council the Officers may appoint such Committees as they consider necessary and may co-opt persons other than Members to serve thereon.

RAISING OF FUNDS

- 10 Funds of the NASC shall be raised on Full and Information Members by application fees (prospective Full Members), annual subscriptions, commercial enterprises (eg publications), donations, and such levies as may from time to time be authorised by the Board of Directors.

BASIS OF SUBSCRIPTION

- 11 The basis of subscription for each Full Member shall be the Member's turnover for access and scaffolding related activities for the Member's financial year ending in the calendar year two years before the calendar year in respect of which the subscription is payable. The basis of subscription for Information Membership shall be determined by the Board.

PROCEDURE FOR PAYMENT OF SUBSCRIPTIONS AND PENALTIES FOR NON PAYMENT

- 12.1 A Member shall be suspended from membership if the subscription duly demanded in accordance with these rules remains unpaid two months after the date of the demand. Suspension shall take effect forthwith at the expiration of that period.
- 12.2 If the subscription continues to remain unpaid after the expiration of the period specified in Rule 12.1 the Council may expel the member, whether suspended or not, provided that at least 30 days notice shall have been given of the intention to expel. NB the date of expulsion for non payment of subscriptions will represent the date of resignation from the NASC, and the member will be liable for twelve months subscription from that date.

CONTROL OF FUNDS

- 13 An annual budget for NASC shall be prepared by the Managing Director in conjunction with the Honorary Treasurer for approval at the Annual General Meeting.

STATEMENT OF ACCOUNTS

- 14.1 The Managing Director will arrange for a statement of accounts to be presented at each Council meeting.
- 14.2 The annual statement of accounts shall be presented at the Annual General Meeting, as prepared by the Company accountants.
- 14.3 No personal liability shall attach to the Honorary Treasurer in respect of any error or omission in the statements of accounts or in respect of any default or alleged default in

the discharge of the duties of his office except where such error, omission or default is as a result of fraud.

INDEMNIFICATION OF OFFICERS, DIRECTORS AND STAFF

- 15 NASC shall put in place appropriate policies to protect and indemnify NASC Directors, Officers and Staff in the course of their professional duties on behalf of the NASC.

EMPLOYMENT AFFAIRS

- 16 The NASC shall not negotiate with, or enter into, any agreement affecting wages and conditions of employment with any trade union or group or federation of trade unions which is a party to or affiliated to a party to the Construction Industry Joint Council (CIJC). Members of the NASC shall be encouraged to have regard to all decisions of the CIJC as regards the terms and conditions of employment of all labour employed by them whose employment is covered by the rules and decisions of the CIJC and/or to provide terms and conditions of employment which, although at variance, are overall no less favourable.

ALTERATIONS TO THE BYE LAWS AND RULES

- 17.1 Alterations to the Bye Laws and Rules will be made by the Board following any General Meeting called for the purpose of agreeing such changes or at any other General Meeting, provided that special notice of the proposed alterations has been duly given to the Managing Director in writing. On receipt of the said notice the proposed alterations shall be at once communicated to all members for their consideration.
- 17.2 Amendments to the proposed alterations may be made prior to the relevant General Meeting provided that 21 days notice of the proposed amendments has been duly given to the Managing Director in writing. On receipt of such proposed amendments, they shall be at once communicated to all members, if practicable.

*NASC Byelaws and Rules
Approved 18 November 2011
NASC AGM, Radisson Blu Hotel, Glasgow G2 8DL*



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Registered in England: 4866191

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