

No.2751630

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE BRITISH FLORIST ASSOCIATION LIMITED

(Revised and adopted by Special Resolution passed on 11th September 2001,
amendments following the AGM of 2006, 2007 and 2009 as adopted and approved.)

WEDNESDAY



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RM 18/11/2009 49
COMPANIES HOUSE

1. General

1.1 In these Articles and in the Bye-laws for the time being in force the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: -

Words	Meanings
The Act.	The Companies Act 1985, as including any statutory modification or re-enactment thereof, for the time being in force.
The Association.	The above named Association.
The Council.	The Council of Management for the time being of the Association.
The Office.	The registered office of the Association.
The Seal.	The Common Seal of the Association.
Month.	Calendar Month.
In writing.	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

Person. Individual or partnership or company or educational establishment, or other form of corporate entity.

Words importing the singular number only shall include the plural number and vice versa.

1.3 Words importing the masculine gender only shall include the feminine gender.

1.4 Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

1.5 Except where otherwise provided by these Articles and if not inconsistent with the subject or context the expression "Members" shall include those as defined in Article 2 and its sub articles.

2 Membership

2.1 The subscribers to the Memorandum of Association and such other persons as are entitled to membership in accordance with the Articles shall be Members of the Association.

2.2 No person shall be admitted a Member of the Association unless he is approved by the Council.

2.3 Every person who wishes to become a Member shall deliver to the Council an Application for Membership in such form, as the Council requires executed by him.

2.4 A Member may at any time withdraw from the Association on giving one month's notice in writing to the Association and upon expiration of such notice cease to be a Member but shall remain liable for any monies, which at the date of expiration of such notice may be owing or payable to the Association.

2.5 All members by the payment of their annual subscription undertake to adhere to the terms of any Code of Practice or any similar regulations, which may be approved by the Council from time to time.

Should a member fail to observe the terms of such a regulation, or are found to have so failed by an arbitrator appointed by the Council, such a failure will be reported to the Council, which at its meeting next following such report shall decide the penalty to be imposed upon the member for such failure.

The Council may in this respect or in any other respect and at its entire discretion terminate or suspend the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Council.

- 2.6 The membership of the Association shall consist of Florist Member, Student member, Associate Member, Corporate Member, Patron, Patron +, Honorary Member and Retired Member, the composition of these groups being defined as follows, the detailed definition of such groups being resolved by the Council from time to time:-
- 2.6.1 Florist Member: A person engaged in the business of retail floristry or in training others in the profession.
- 2.6.2 Student Member. A person attending a full or part time recognised course or receiving in house shop training.
- 2.6.3 Associate Member: A Business supplying goods and/or services to florists.
- 2.6.4. Corporate Member: Manufacturers and sourcing companies supplying goods and/or services to florists.
- 2.6.5 Patron A company, association or marketing group supplying goods and/or services to a national network of florists
- 2.6.6. Patron + A company, association or marketing group supplying goods and/or services to a national network of florists and who wishes to give support to the Association by appointing a representative to serve as an observer on the Council.
- 2.6.7. Honorary Member: Any Member of the Association who, in Council's opinion, has rendered distinguished service to the Association and shall have conferred upon him by Council the status of Honorary Member and as such be entitled to all the benefits of Full Membership of the Association without further subscription.
- 2.6.8. Retired Member: A person who has retired from their business within the floristry industry, but who wishes to individually continue to support the Association
- 2.7 No person shall use or display the Association's Logo or Word Mark after ceasing to be a Member of the Association.
- 2.8 The amount of any subscription or entrance fee payable by Members shall be such sums as may from time to time be decided upon by the Council but all such decisions shall be presented for ratification at the next General Meeting of the Association.
3. General Meetings
- 3.1 The Association shall in each calendar year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, provided that not more than fifteen months shall elapse between the date of one

Annual General Meeting of the Association and the next.

3.2 The Annual general Meeting in each year shall be held at such time and place, as the Council shall appoint.

3.3 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

3.4 The Council may call general meetings and on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.

4. Notice of General Meetings

4.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear day's notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed.

4.1.1 In the case of an Annual General Meeting by all the Members entitled to attend and vote thereat.

4.1.2 In the case of any other meeting by a majority in number of the Members having the right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the Members.

4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

Notice shall be given to all Members but the accidental omission to give notice of a meeting to or the non receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or the proceedings at that meeting.

5. Proceedings at General Meetings

5.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the reports of the Council and of the Accountants and the election of Members of the Council in the place of those retiring by rotation.

5.2 No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the

Members personally present shall be a quorum if there are present not less than fifteen Members entitled to attend and vote.

- 5.3 If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and time and at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

The President, or in his absence, the Vice President shall preside as Chairman at every general meeting but, if at any meeting neither be present within fifteen minutes after the time appointed for holding the same, or if neither shall be willing to preside, the Members present shall choose a Member of the Council, or if no such Member be present or willing to preside, they shall choose a Member of the Association who shall be present and willing to preside.

- 5.5 The Chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

- 5.6 Whenever a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and save as aforesaid, the Members shall not be entitled to any notice of an adjournment.

At all general meetings a resolution put to the vote of a meeting shall be decided on a show of hands by a majority of the Members present and entitled to vote unless before, or on the declaration of the result of, the show of hands a poll is demanded in writing by the Chairman or by at least five of the Members present and entitled to vote.

Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 5.9 If a poll were duly demanded, it shall be taken at the meeting and without adjournment, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

- 5.10 No poll shall be demanded upon the election of a Chairman of a meeting or on any question of adjournment.
- 5.11 In the case of an equity of votes, whether on a show of hands or on a poll, the Chairman of a meeting shall be entitled to a casting vote in addition to the vote to which he may be entitled as a Member.
- 5.12 The provisions of Section 377 of the Act shall apply in all cases of Members desiring any special business or resolution to be submitted at a general meeting save that the Council may in any case where they think fit, waive or modify any one or more of the requirements of such section which they have power to waive or modify.

6 Votes of Members

- 6.1 On a show of hands every Member, having the right to vote who (being an individual) is present in person or who (being a Corporation) is present by a Representative not being himself a Member, shall have one vote and on a poll every Member shall have one vote.
- 6.2 Any Corporate Body having the right to vote may by resolution of its Directors or other Governing Body authorise any of its Officials to act as its Representative at any meeting of the Association, such resolution shall be available for inspection by the Company Secretary should he so request and the person so authorised will be entitled to exercise the same powers on behalf of the Corporate Body which he represents as if he had been an individual Member of the Company.
- 6.3 No person other than a Member duly registered who has paid every subscription and other sum (if any), which is due and payable to the Association in respect of his membership or otherwise shall be entitled to be present or to vote on any question at a general meeting.

7. General Secretary

- 7.1 The General Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it.

The Council may from time to time by resolution appoint an Assistant or Deputy General Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

8. Composition of the Council of Management

- 8.1 The Council shall consist of: -

- 8.1.1 Officers of the Association: -

- (i) The President
- (ii) The Vice President
- (iii) The Treasurer/Company Secretary

These Officers shall be elected annually at the Association's Annual General Meeting.

8.1.2 Elected and Co-opted Members of Council: -

- (i) Twelve Full Members to be elected annually at the Annual General Meeting.
- (ii) The Immediate Past President ex-officio.
- (iii) No more than three further Full Members to be co-opted, as the Council shall decide.

8.1.3 When elected, the Officers and Members of the Council shall be automatically appointed Directors of the Company, subject to their completion of the Companies Act form agreeing to act in that capacity.

8.2 The Council may from time to time and at any time fill any casual vacancy occurring in the office of President, Vice President or Treasurer provided that any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election and the Council may also from time to time and at any time fill any vacancy in the membership of the Council.

The provisions of the Act, which relate to Directors, shall apply to the Members of the Council.

9. Disqualification of Members of the Council

9.1 The office of a Member of the Council shall be vacated: -

- 9.1.1** If a Receiving Order is made against him or he makes any arrangement or composition with his Creditors.
- 9.1.2** If he becomes of unsound mind.
- 9.1.3** If he ceases to be a Full Member of the Association.
- 9.1.4** If without leave of the Council he absents himself from the meetings of the Council for six consecutive months.
- 9.1.5** If by notice in writing to the Association he resigns his office.
- 9.1.6** If he ceases to hold office by virtue of any provision of the Act, or he becomes prohibited by Law from holding office.

9.1.7

Upon a Member of Council ceasing to hold office for whatever reason, he shall be presumed to have resigned as a Director of the Company.

10. Rotation of Elected Members of the Council

10.1 A retiring Elected Member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or he is re-elected or until it is determined not to fill his place.

10.2 The Association shall at the meeting at which any Elected Member of Council retire in manner aforesaid, fill up the vacated office of each Member by electing a person thereto.

10.3 No person shall be eligible for election to office on the Council at any General Meeting unless not less than four weeks before the date of the meeting, there shall have been given to the Secretary notice in writing of his nomination by a Member duly qualified to be present and vote at the meeting for which such notice is given, and also notice in writing signed by the person to be proposed, of his willingness to be elected.

If at any meeting at which an election of Members of the Council ought to take place, the places of the retiring Elected Members or some of them are not filled up, the retiring Elected members, or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected.

11. Power of the Council

11.1 The business of the Association shall be managed by the Council who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by Statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of Statutes for the time being in force and affecting the Association and such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

11.2 Members of the Council shall be entitled to be paid all such travelling and hotel and other expenses as shall be approved by the Council and shall have been incurred by

them in or about the performance of their duties as Members of the Council and the Council may pay the travelling and hotel and other expenses of any Member of the Association (whether or not a Member of the Council or any Committee or Sub-Committee) requested to attend any meeting of the Council or appointed to any special work on behalf of the Association.

11.3 All accounts and investments of the Company shall be operated by any two of the signatures of the following persons: - The Treasurer, The President, The Vice-President, The Immediate Past President and The General Secretary.

11.4.1 Members of the council may be paid a daily attendance allowance to attend at meetings of the Council and Committees. The amount shall be determined by the Council and reviewed from time to time.

11.4.2 The office of President may be paid a yearly honorarium. The amount shall be determined by the council and reviewed from time to time.

11.4.3 The office of the Vice-President may be paid a yearly honorarium. The amount shall be determined by the Council and reviewed from time to time.

12. Proceedings of the Council

The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum (being not less than 5) necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

12.2 The Council shall meet not less than twice each year.

12.3 On the request of the President or the Vice President or of not less than six members of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is temporarily absent from the United Kingdom shall not be entitled to notice of a meeting.

All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council, and of Committees of the Council, and all business transacted at such meeting, and any such Minutes of any meeting if purporting to be

signed by a Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council or such Committee duly convened and constituted.

At the meeting of the Council held not less than eight weeks before the date fixed for the Annual General Meeting and every year the Council shall nominate candidates for the offices of President, Vice President and Treasurer and any five Members of the Association may also nominate candidates for such offices by notice in writing lodged at the Office not less than four weeks before the date of every such Annual General Meeting.

13. Delegation of Powers of the Council

13.1 The Council may delegate any of their powers to Committees consisting of such members of the Council or of such Members of the Association or both as they think fit, and any Committee so formed shall, in the execution of the power so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meeting and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

14. Examination Board

The Council shall from time to time as and when requisite appoint an Examination Board for such period or periods or for such examination or competition examinations or competitions as the Council may from time to time determine and consisting of such number of persons as the Council may from time to time deem necessary. The Council may provide for representation on the Examination Board of any other Society, Association or Organisation supporting the aims and objectives of the Association, and in particular for representation of: -

14.1.1 A Ministry of Education by an Assessor

14.1.2 The Royal Horticultural Society by a nominee of that Society

14.1.3 Representatives of such other bodies engaged in the industry as may be, from time to time, decided by the Council

At all times the majority of the persons constituting the Examinations Board shall be Educationalists of the Association and one at least a Member of the Association.

Any vacancy occurring in the membership of the Examination Board by reason of an assessor of the Ministry of Education or a nominee of the Royal Horticultural Society or of the aforesaid Advisory Committee ceasing to be a member thereof may from time to

time be filled, as the case may be, by the Ministry of Education or by the nominator of the person so ceasing to be a Member. The Council may from time to time fill any other vacancy.

15. Borrowing Powers

15.1 The Council may exercise all the powers of the Association to borrow or raise money upon such terms as they deem fit and for the purpose of securing the same and interest or for any other purpose to create Mortgages or Charges of any description on the property of the Association and to issue Debentures and other Securities and to make, draw, accept, endorse and negotiate cheques or other negotiable instruments provided that every such instrument drawn, made or accepted shall be signed by such person or persons as the Council may appoint for the purpose and to invest or lend the funds of the Association in such manner and for such purpose as the Council deem fit.

16. Seal

The Seal of the Association shall not be affixed to any instrument except by the authority of a Resolution of the Council and in the presence of at least two members of the Council and of the Secretary and the said Members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence.

17. Bylaws

17.1 The Council may at any time and from time to time make such General Bylaws as they shall think conducive to the attainment of any of the aims and objectives of the Association and they may at any time and from time to time rescind or alter any of such Bylaws for the time being in force but no such Bylaw and no rescission or any alteration thereof made by the Council shall have any force or effect until such Bylaw or such rescission or alteration has been approved by a Resolution of a majority of the Members present and voting at a General Meeting. The General Bylaws for the time being in force shall be binding on all Members of the Association and such Members shall observe and conform to such Bylaws for the time being in force accordingly.

No Bylaw shall be made under the powers conferred by the preceding Article, which would amount to such an addition to, or modification of the Articles as could only legally be made by a Special Resolution.

18. Accounts

18.1 The Council shall cause proper Books of Account to be kept with respect to: -

- (a) All sums of money received and expended by the Association and matters in respect of which such receipts and expenditure take place.
- (b) All sales and purchases of goods by the Association;

(c) The assets and liabilities of the Association.

18.2 Proper Books shall not be deemed to be kept if there are not kept such Books of Account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

18.3 The Books of Account shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

18.4 The Council may from time to time make reasonable conditions and Regulations as to the time and manner of the inspection by Members of the Accounts and Books of the Association or any of them, and subject to such conditions and Regulations the Accounts and Books of the Association shall be open to the inspection of Members at all reasonable times during business hours.

18.5 At the Annual General Meeting in every year the Council shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper Reports of the Council and the appointed Reporting Accountants and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by Law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which Notices are hereinafter directed to be served. The Accountant's Report shall be read before the Meeting as required by the Act.

18.6 At least once in every year, the Accounts of the Association shall be examined by a properly qualified Reporting Accountant, appointed by the Council, in order that he/she may make his/her report, in accordance with section 249c of the Act.

19. Notices

A Notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appears in the Register of Members.

Any Member described in the Register of Members by an address not within the United Kingdom, who shall, from time to time, give the Association an address within the United Kingdom at which Notices may be served upon him, shall be entitled to have Notices served upon him at such address but, save as aforesaid, only Members described in the Register of Members by an address within the United Kingdom shall be entitled to receive Notices from the Association.

Any Notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office as a prepaid letter.