



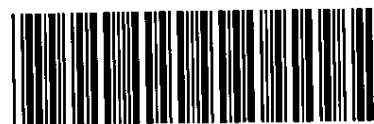
BRITISH FLORIST
ASSOCIATION.ORG

British Florist Association Ltd

Annual General Meeting
21/10/2017

**Hilton Hotel Metropole, National
Exhibition Centre. Birmingham. B40 1PP**

TUESDAY



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A15

14/11/2017

#138

COMPANIES HOUSE

Brian Wills Pope, Sandie Griffiths, Tracy Tomlinson, Sarah Cunningham, Denis van Wonderen, Lorraine Key, Nikki Meader, Russell Meader, Katie Bennett, Mark Bennett, Sally Bennett, David Bolton, Mark Ward, Mark Eijsackers, Ann Bricklebank, Sandra Griffin, Tracy Griffin, Sue Wills Pope, Katie Jane Hermes, Sue Stones, Angela Turner.

- Appendix A: Attendees
- Appendix B: Unaudited Financial Statement 31/1/17
- Appendix C: Articles of Association.

1. Chairman's Welcome:

17:00 Brian Wills Pope (BWP herewith) Welcomed the members and formally opened the Meeting.

1.1) Agenda Approval:

BWP asked if the members for approval of the Agenda. – The agenda was unanimously approval by the members.

2. Apologies:

BWP reported that there were no apologies received.

3. Minutes of the AGM of 22nd October 2016:

BWP asked if the members had received and read the 2016 AGM minutes. The members approved the minutes unanimously. BWP went on to ask the members for approval of the 2016 AGM minutes.

4. Matters arising from the 2016 Minutes:

BWP asked if there were any matters arising from the 2016 minutes. The members reported there were no matters arising from the minutes of the 2016 general meeting.

5. Chairman's Annual Report for 2016/2017:

BWP went on to discuss the Chairman's Annual Report. Mark Ward Reported that there was not an annual report in the information pack the attendees had been given. The members confirmed it was missing and BWP read the report to the members and asked for approval. - The members unanimously approved the chairman's annual report for 2016/2017.

6. The Financial Accounts year ending 31st January 2017:

BWP asked the members if they had read the financial accounts Y/E 31st January 2017. Ann Bricklebank reported that 2016 financial accounts were in the information pack and not the 2017 accounts. BWP asked if they had read them on the BFA website. Mark Ward reported the 2016 financial accounts were on the BFA web site were also not the 2017 accounts. BWP apologised and asked the members if they were happy for him to read out the accounts for Y/E 2017. The members agreed and BWP read out the accounts and explained the increase of expenditure were due to the costs of the florist get together's and increased admin cost due to the increase of members.

BWP asked for approval of the Y/E 31/12/017 financial accounts. - Mark Bennett moved the motion and Nikki Meader second the motion. The members approved it unanimously.

7. The proposed changes to the Articles of Association:

7.1 Change the Council of Management to the Board of Management and amend the articles accordingly

7.2 Amend the name of Extraordinary General Meeting to General Meeting.

7.3 Remove the reference to Annual General Meeting

7.4 Add IoPF to the list of members (Articles 2.6/2.6.8)

7.5 Removal of the Florist Member as a membership class (article 2.6.2)

7.6 Removal of the Article which provides for FBFA (Article 2.6.10)

7.7 Change the length of terms of the membership of the Board to the following:

a) Article 8.1.2 – Chairman and Secretary – 4 years

b) Article 8.1.2 – Vice Chairman – 2 years

c) Article 8.1.5 – Full members – 3 years

7.8 Provision for the Board to extend the terms of any Board member (Article 8.1.3)

7.9 The reduction of the number of Full Board members from 12 to 6 (Article 8.1.5)

And in the event that such changes are agreed upon the by the requisite majority to implement the same to pass the necessary written resolution in order to effect the proposed changes to the articles of association.

BWP explained the need to change the articles of association point by point. The members were asked to approve the changes to the Articles of Association. - Mark Ward Moved the motion, Katie Jane Hermes second the motion and the members approved it unanimously.

8. To elect Officers. The council have already received and accepted nominations for office and recommend them to the membership as follows:

Brian Wills Pope (Chairman)

Sandie Griffiths (vice Chairman)

Tracy Tomlinson (Board member and Secretary)

Sarah Cunningham (Board Member)

Steven France (Board Member)

Lorraine Key (Board Member)

BWP asked the members if they were happy to vote for the complete Board jointly or singly and explained that Steve France could not be at the meeting. Mark Ward raised the question why Dennis van Wonderen was missed off the list. BWP explained that Dennis had decided to resign from the BFA Board but is staying with the BFA as shows manager. BWP went on to thank Dennis for his hard work and commitment to the BFA over the years. The members went on to applaud Dennis. Mark Ward also asked for confirmation that Tracy Tomlinson was secretary of the BFA as well as a Board member. BWP confirmed that Tracy Tomlinson is secretary and a Board member of the BFA. The members decided to vote for the board as a whole. - The members voted for the BFA Board members unanimously.

9. To reappoint the company accountants for the ensuring year – Wilkes Tranter.

BWP explained the need to retain the accountants as we are part way through the financial year. But they are expensive and we may review. The members voted unanimously to reappoint the Wilkes Tranter accountants for the ensuring year.

10. AOB

BWP asked if there was any other business.

Mark Ward wanted to thank the Board of directors and the volunteers for what they had achieved for the BFA and the members. The members present supported the comment. BWP thanked Mark and the other members on behalf of the board.

11. Close of Business.

BWP thanked everyone for attending and brought the meeting to a close at 17.45 pm

Signed 

Date 11th NOVEMBER 2017

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, 2009, the EGM of 2010 and AGM of 2010 and the AGM of 2011 and the AGM of 2013 and the EGM of 2014 and the AGM of 2016 and the GM of 2017 as adopted and approved.)

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 Board.	The Board 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.

Affiliate Membership. A membership of the Association which will be a subdivision

Subdivision. A member with Affiliate Membership which has been authorised to operate as a branch of the Association by the board of directors of the Association and or an independent body with membership of the Association.

1.2 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 Board.

2.3 Every person who wishes to become a Member shall deliver to the Board an Application for Membership in such form, as the Board 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 Board 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 Board, such a failure will be reported to the Board, which at its meeting next following such report shall decide the penalty to be imposed upon the member for such failure.

The Board 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 Board.

- 2.6 The membership of the association shall consist of Florist Business Member, Florist Member, Associate Member, Corporate Member, Patron Member, Patron + Member, Honorary Member, Concessionary Member and the Institute of Professional Florists. The composition of these groups being defined as follows, the detailed definition of such groups being resolved by the Board from time to time. The Officers of the Board can change the definition, composition and inclusion of the membership categories at any time in their absolute discretion.
- 2.6.1 Florist Business Member. A person, persons or company engaged in the business of retail floristry from a retail out let or freelance with suitable trade insurance's in place and registered with the appropriate government authorities.
- 2.6.2 Associate Member. A regional business supplying goods and/or services to florists.
- 2.6.3 Corporate Member. National or International Manufacturers and sourcing companies supplying good and/or services to florists.
- 2.6.4 Patron A company, association or marketing group supplying goods and/or services to a national network of florists
- 2.6.5 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 Board.
- 2.6.6 Honorary Member: Any Member of the Association who, in the Board's opinion, has rendered distinguished service to the Association and shall have conferred upon him by the Board the status of Honorary Member and as such be entitled to all the benefits of Full Membership of the Association without further subscription.
- 2.6.7 Concessionary Member. A person attending a full or part time recognised course or receiving in house shop training as a student up to and including a recognised level three or equivalent floristry qualification. Or a person who has retired from the floristry industry having attained the

national pensionable age but who wishes to individually continue to support the Association.

- 2.6.8 Institute of Professional Florists, made up of the following levels:
- 2.6.8.1 Student Member -Training, semi-skilled basic knowledge, timescale in the industry for achievement 1 year either in training in the workplace or registered with a college or private trainer
 - 2.6.8.2 Florist Member – FioPF - Craft/skilled 2 years within the Industry, successful achievement of a recognised awarding body of a level 2 floristry qualification OR 3 years proven current floristry industry experience
 - 2.6.8.3 Senior Member -SMIoPF -Supervisor level, 3+ years within the Industry. Successfully achieved a recognised Level 3 floristry qualification OR 5 years proven current floristry experience.
 - 2.6.8.4 Licentiate – LioPF -Timescale within the Industry 4+ years. Fully competent in all aspects of Technical Floristry Skills. Achieved Level 4 Floristry qualification OR 6 years proven current consistent experience within a floristry business.
 - 2.6.8.5 Fellow – FioPF - Timescale within the Industry 4+ years. Fully competent in all aspects of Technical Floristry Skills. Achieved Level 5 Floristry qualification OR 6 years proven current consistent experience within a floristry business.
 - 2.6.8.6 Academic Member – AMIoPF - Category for Tutors – Tutor having achieved Level 3 floristry qualification and working towards Level 4.
 - 2.6.8.7 Academic Fellow – AFioPF - Category for Tutors – Having achieved Level 4 or Level 5.
- 2.6.9 A College or other training institution that provides training in professional floristry and undertakes the delivery of and assessment of accredited qualifications.
- 2.6.10 Affiliate Membership
- 2.6.10.1 The Association may accept an application for formal Affiliate Membership from another body, association or non-governmental organisation which shall be governed by this Article 2.6.11.
 - 2.6.10.2 Affiliate Membership will be considered and granted at the sole discretion of the board of directors of the Association in accordance with the rules and regulations governing application for membership with the Association from time to time and the Affiliate Member and or the Association shall be entitled to terminate the Affiliate Membership upon the giving of 30 days' written notice to the other at any time.
 - 2.6.10.3 In applying for Affiliate Membership to the Association the member will become a Subdivision of the Association and:
 - 2.6.10.3.1 Its members will become members of the Association upon payment of a membership fee paid to the Association;
 - 2.6.10.3.2 An Affiliate Member may send a representative to attend a Board

- meeting of the Association;
 - 2.6.10.3.3 it may hold itself out as representing the Association save that no decisions can be made by the Subdivision on behalf of the Association without the prior approval of the board of directors of the Association;
 - 2.6.10.3.4 Control remains with the Subdivision save that the Subdivision must act in accordance with the rules of the Association in place from time to time; it must act in accordance with any confidentiality agreements which are in place in relation to the Association.
- 2.6.10.4 Members of the Subdivision must act in accordance with the rules of the Association in force at the time of application and from time to time revised subject to approval by members of the Association at its General Meeting.
- 2.6.10.5 In the event of a dispute between the Association and the Subdivision the rules of the Association will prevail and the decision of the Board shall be final and binding on the Subdivision
- 2.6.10.6 These Articles of Association will apply to membership of an Affiliate Member.”
- 2.6.11 Limitation of Liability
 - 2.6.11.1 Neither the Association nor its’ members of Board or the board of directors shall be liable to an Affiliate Member or Subdivision for any damages, liability, demands, loss or costs incurred by the Affiliate and or Subdivision in respect of its’ membership to the Association, neither shall the Subdivision or it’s members of its Board be liable to the Association or it’s members of Board or the board of directors for any damages, liability, demands, loss or costs incurred by the Association in respect of its Affiliate Membership save in respect of monies due to the Association in respect of the Affiliate Membership.
 - 2.6.11.2 In the event that the Subdivision holds itself out as representing the Association without the authorisation of the board of directors and or it acts in contravention of the rules of the Association from time to time and or it makes a decision which was not approved by the board of directors the Affiliate will indemnify the Association in full at all times on a £1.00 for £1.00 basis against all liabilities, damages, demands, losses, or costs in respect of the same.”
 - 2.6.11.3 In the event that the Association holds itself out as representing the Subdivision without the authorisation of the Board members of the Subdivision and acts in such a way as to bring the Subdivision into disrepute the Association will indemnify the Branch in full at all times on a £1.00 for £1.00 basis against all liabilities, damages, demands, losses or costs in respect of the same.
 - 2.6.11.4 The Association agrees that it will not incorporate its own organisation

which competes with the services provided by any Subdivision from time to time.

2.6.11.5 Termination of the Affiliate Membership under Article 2.6.12.2 shall not exclude the Affiliate Member's and or the Association's liability under article 2.6.12.

- 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 Board but all such decisions shall be presented for ratification at the next meeting of Directors of the Association.

3 General Meetings

3.1 All general meetings shall be called General Meetings.

3.2 The Board may call General Meetings and on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of the requisition.

4. Notice of General Meetings

4.1 A General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other 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 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
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 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 nine Members entitled to attend and vote.

5.2 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.

- 5.3 The Chairman, or in his absence, The Vice Chairman 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 Board, 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.
- 5.7 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.
- 5.8 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 equality 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 Board 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. Association Manager

- 7.1 The Association Manager shall be appointed by the Board 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 Board may from time to time by resolution appoint an Assistant or Deputy Association Manager, 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 Board of Management

- 8.1 The Board shall consist of: -

8.1.1 Officers of the Association: -

- (i) The Chairman
- (ii) The Vice Chairman
- (iii) Company Secretary

8.1.2 Duration of the Officers' Term:

- i. The Chairman shall be elected for a minimum term of four years.
- ii. The Vice Chairman shall be elected for a minimum term of two years.

- iii. The Company Secretary shall be elected for a minimum term of four years.

(“Minimum Terms”)

8.1.3 The board shall have authority to extend any one or more of the Minimum Terms for a further period equal to that of the relevant Minimum Term by way of unanimous vote.

8.1.4 Elections to appoint new Officers shall be held upon expiry of the Officer’s Minimum Term provided that this has not been extended in accordance with Article 8.1.3. Where a Minimum Term has been extended elections shall be held on the expiry of such extended term.

8.1.5 Elected and Co-opted Members of Board: -

- (i) Six Full Members to be elected for a period of three years at a General Meeting held for the purpose of electing such members (“**Election General Meeting**”) following the expiry of the previous Full Members’ term.
- (ii) The Immediate Past President ex-officio and or Immediate Past Chairman ex-officio (as applicable)
- (iii) No more than three further Full Members to be co-opted, as the Board shall decide.

8.1.6 When elected, the Officers and Members of the Board 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 Board may from time to time and at any time fill any casual vacancy occurring in the office of Chairman or Vice Chairman provided that any Member so appointed shall retain his office only until the next Election General Meeting but he shall then be eligible for re-election and the Board may also from time to time and at any time fill any vacancy in the membership of the Board.

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

9. Disqualification of Members of the Board

9.1 The office of a Member of the Board 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. If without leave of the Board he absents himself from the meetings of the Board for six consecutive months.

9.1.4 If by notice in writing to the Association he resigns his office.

9.1.5 If he ceases to hold office by virtue of any provision of the Act, or he becomes prohibited by Law from holding office.

9.1.6 Upon a Member of Board 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 Board

10.1 A retiring Elected Member of the Board 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 Board 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 Board 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 Board 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 Board

11.1 The business of the Association shall be managed by the Board 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 Board which would have been valid if such regulation had not been made.

11.2 Members of the Board shall be entitled to be paid all such travelling and hotel and other expenses as shall be approved by the Board and shall have been incurred by them in or about the performance of their duties as Members of the Board and the Board may pay the travelling and hotel and other expenses of any Member of the Association (whether or not a Member of the Board or any Committee or Sub- Committee) requested to attend any meeting of the Board 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 Chairman, The Vice- Chairman, The Immediate Past Chairman and The General Secretary.
- 11.4 Members of the Board may be paid a daily attendance allowance to attend at meetings of the Board and Committees. The amount shall be determined by the Board and reviewed from time to time.
- 11.4.1 The office of Chairman may be paid a yearly honorarium. The amount shall be determined by the Board and reviewed from time to time.
- 11.4.2 The office of the Vice-Chairman may be paid a yearly honorarium. The amount shall be determined by the Board and reviewed from time to time.
12. Proceedings of the Board
- 12.1 The Board 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 Board shall meet not less than twice each year.
- 12.3 On the request of the Chairman or the Vice-Chairman or of not less than six members of the Board the Secretary shall at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is temporarily absent from the United Kingdom shall not be entitled to notice of a meeting.
- 12.4 All acts bona fide done by any meeting of the Board or of any Committee of the Board, or by any person acting as a member of the Board, 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 Board.

The Board shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Board, and of Committees of the Board, 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 Board or of any Committee of the Board shall be as valid and effectual as if it had been passed at a Meeting of the Board or such Committee duly convened and constituted.

At the meeting of the Board held not less than eight weeks before the date of the Election General Meeting the Board shall nominate candidates for the offices of Chairman, Vice-Chairman 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 Election General Meeting.

13. Delegation of Powers of the Board

- 13.1 The Board may delegate any of their powers to Committees consisting of such members of the Board 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 Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

14. Examination Board

The Board 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 Board may from time to time determine and consisting of such number of persons as the Board may from time to time deem necessary. The Board 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 Board
- 14.1.4 The Education and Training of Floristry Judges will be the responsibility of the UK Floristry Judges Guild while affiliated to the British Florist Association. The UK Floristry Judges Guild will have the responsibility of the awarding of any qualifications and accreditation of Floristry Judges.

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 Board may from time to time fill any other vacancy.

15. Borrowing Powers

- 15.1 The Board 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 Board may appoint for the purpose and to invest or lend the funds of the Association in such manner and for such purpose as the Board 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 Board and in the presence of at least two members of the Board 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 Board 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 Board 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 Board 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 Board shall think fit, and shall always be open to the inspection of the members of the Board.

18.4 The Board 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 a General Meeting in every year the Board 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 Board 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 Board, 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. Or electronically via email or collective notice to members via Web-site Notices of that of the Association or Patron Member site.

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.