

ASSOCIATION OF PROFESSIONAL WINDOW CLEANERS

Incorporated 4th February 2006 under company number 5697975

As amended by Ordinary Resolution dated 30th November 2007

RULES AND BYE-LAWS

1. NAME

The name of the Association is the “Association of Professional Window Cleaners”.

2. OBJECTIVES

The Objectives of Association of Professional Window Cleaners are outlined in the Articles and Memorandum and a copy is attached to these Rules and Bye-Laws.

3. INTERPRETATION

In these Bye-Laws:-

“the Executive” means the Executive Committee of the Company

4. MEMBERSHIP OF THE ASSOCIATION

Applications

- a) A membership application form must be completed to join the Association. The application form requires the applicant to agree to abide by the Memorandum and Articles of the Association of Professional Window Cleaners and by these Rules and Bye-Laws.
- b) Membership shall be open to any person, company or firm which, in the opinion of the Executive is eligible for membership.
- c) Applications which shall be accompanied by the appropriate administration fee and annual subscription shall be submitted to and considered by the Executive. The Executive may in its absolute discretion decline to accept any application for membership without assigning any reason and in this event, the annual subscription shall be refunded.

Membership classes

- a) Applicants who donate funds to help launch the Association shall be known as Founder members.
- b) Applicants who join prior to the launch of the Association shall be known as Premier members.
- c) Applicants who join subsequent to the launch shall be known as Ordinary members.

5. ADMINISTRATION FEES AND SUBSCRIPTIONS

- a) The fee payable by all applicants shall be determined from time to time by the Executive.
- b) The annual subscription (which shall be determined from time to time by the Executive) is payable on the anniversary of acceptance into membership.

- c) Any Member whose subscription or portion thereof is outstanding three months after the due date shall be reported to the Executive, which may at its discretion remove from Membership of the Association any such Member. Such removal from Membership shall not absolve the offending Member from his liability to the Association for payment of the subscription or part of the subscription which is outstanding. The Executive may re-admit to Membership any Member removed for non-payment of subscription upon such terms and conditions as the Executive may in its discretion deem appropriate.

6. RESIGNATION OF MEMBERS

Any member may resign from the Association, on giving notice in writing to the Secretary.

7. THE EXECUTIVE COMMITTEE

The Association shall be managed by the Executive Committee.

- a) **Composition** – the Executive shall comprise, initially, the Founding Directors and thereafter, the Executive shall be nominated and elected by the Members of the Association at the Annual General Meeting.
- b) **Chairman** - the Chairman of the Association shall be the Chairman of the Executive. In the absence of the Chairman, the Deputy Chairman shall take the Chair.
- c) **Election**
- i. Members of the Executive shall be elected by the Members of the Association at the Annual General Meeting and shall hold office from the close of the Annual General Meeting in the year of their election to the close of the Annual General Meeting in the subsequent year. Members of the Board shall be eligible for re-election. Election shall be by ballot, by post, received at the offices of the Secretary not less than 48 hours before the date of the meeting. The Founding Directors shall remain in office until the first Annual General Meeting which need not be held until eighteen months after the company's incorporation and all will be eligible for re-election.
 - ii. The Directors may elect a member to fill a vacancy on the Executive until the following Annual General Meeting at which time the member will be eligible for re-election.
- d) **Meetings** - The Executive may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. No resolution of the Executive shall be deemed to have been passed unless such resolution has the support of the majority of the votes cast.
- e) **Attendance** – Notwithstanding clause f) below, Members of the Executive are required to attend at least two meetings of the Executive Committee, annually.
- f) **Quorum** – The quorum necessary for the transaction of the business of the Executive may be fixed by the Executive and unless so fixed shall be three or one-third of the number of members of the Executive for the time being whichever shall be the greater number.

8. GENERAL MEETINGS

The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. VOTING AT GENERAL MEETINGS

On a show of hands and on a poll every member present in person or by proxy shall have one vote.

10. TERMINATIONS

Membership shall terminate upon the happening of any of the following events:

- a) If the member gives notice in writing to the offices of the Company Secretary, the membership will cease immediately. On expiry of such notice such member shall forfeit all benefits of the Association but shall be liable for any unsatisfied dues or commitments to the Association.
- b) If the member becomes insolvent or has an Administrator appointed.
- c) If any sum payable by the member shall remain unpaid for a period of three months after it has become due and the Executive resolves that the membership be terminated.
- d) If in the opinion of the Executive the member ceases to be eligible for membership.
- e) If the Executive resolves that membership be terminated.

11. ACCOUNTS

The Executive shall cause true accounts to be kept of all monies received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the assets and liabilities of the Association. Such accounts shall be submitted to the Association each year at its AGM and a copy thereof shall be sent to every member, not later than fourteen days before the AGM.

12. AMENDMENT OF BYE-LAWS

All or any of the provisions of these Bye-Laws may at any time be repealed and other provisions in substitution for or in addition thereto may at any time be made by the Association in General Meeting, provided that the provisions proposed to be so repealed, substituted or added shall be specified in the Notice convening such General Meeting and that the amendments do not contradict the Memorandum and Articles of Association.