



NIMBUS Fire Systems Ltd.,
3 Grindle Close
Thatcham
Berks RG RG13 4PD
Tel. 01635-827910 Mob. 0777 965 9802

To all prospective members of Fire Sprinkler Associates

6th March 2007.

Dear All,

Following the successful meeting on February 8th I promised to arrange an inaugural meeting for FIRE SPRINKLER ASSOCIATES. This has now been set for Wednesday March 21st commencing at 11.00 am and will be at the Stratford Victoria, Stratford-upon-Avon.

A map of the location is attached, as is an Agenda. The purpose of the meeting is to agree to form the new organisation, agree its rules, enrol members and elect a management team.

I very much look forward to seeing you there.

Best regards to all,

Malcolm Black

Getting to Stratford Victoria hotel

Arden Street, Stratford-Upon-Avon, Warwickshire, CV37 6QQ, UK

Tel: 01789 271000

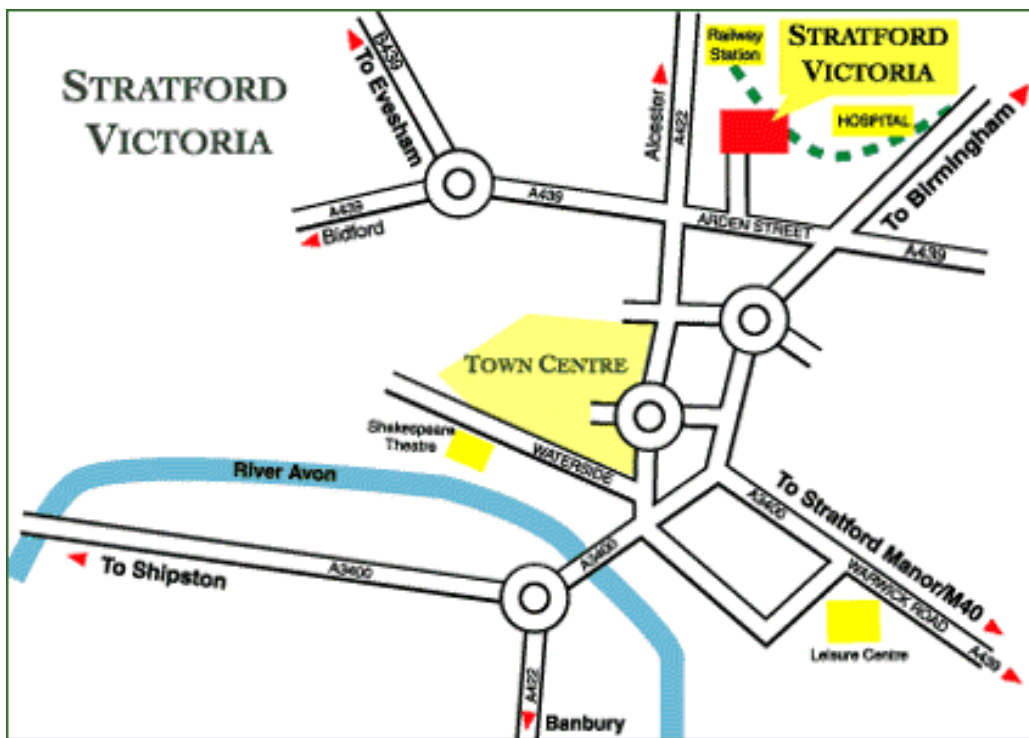
Fax: 01789 271001

Email: stratfordvictoria@marstonhotels.com

From the M40 (Junction 15) take the A46 into Stratford. In the town follow the A3400 for Birmingham.

At the traffic light junction, turn left into Arden Street (sign-posted to the hospital).

The Stratford Victoria is 150 yards on the right.



Inaugural meeting of
FIRE SPRINKLER ASSOCIATES

10:30 Coffee and tea available
11:00 Meeting begins with opening remarks by Malcolm Black

AGENDA

1. Motion to form *FIRE SPRINKLER ASSOCIATES*
2. Agreement of Rules
3. Membership enrolment
4. Election of management team
5. Date of next meeting
6. Any other business

draft Rules of the
FIRE SPRINKLER ASSOCIATES

1 **INTRODUCTION**

- 1.1 The Fire Sprinkler Associates Society was formed in 2007.
- 1.2 This set of rules attempts to provide an all-embracing framework for the operation of the Society.

2 **NAME**

- 2.1 The name of the Society is the Fire Sprinkler Associates, hereinafter referred to in these rules as the "Society".

3 **OBJECTIVES**

- 3.1 The objectives of the Society are: -
- 3.2 To promote train and test for the proficiency and the quality of workmanship of personnel engaged in the design, installation inspection and maintenance of completed installations of fire sprinkler systems and other automatic water-based fire suppression systems and other mechanisms to control and extinguish fires in Residential and Domestic properties and to carry out such training testing and promotion
- 3.3 To maintain and promulgate by whatever means are deemed appropriate by the Committee, a listing of suitable trained and qualified personnel engaged in the design, installation, inspection and maintenance of fire sprinkler systems and other automatic water-based fire suppression systems and other mechanisms to control and extinguish fires in Residential and Domestic properties, and to assist members in obtaining recognition from 3rd-party certification schemes where appropriate.
- 3.4 To represent the views of members and protect their interests in dealing with certification and approvals bodies, local, national and European authorities and with the public
- 3.5 To secure mutual support and co-operation in dealing with claims, actions or proceedings threatened or undertaken involving issues of common interest to members
- 3.6 To effect, or assist with, the settlement of disputes between members inter se or between members and persons who are not members
- 3.7 To carry on any other business deemed by the Society to be capable of being carried on conveniently in connection with the above objects or to be likely to enhance the value of or render more profitable the property or undertaking of the Society.

4 **MEMBERSHIP**

- 4.1 Any person who is recommended by a Member, or in the opinion of the Committee, has a legitimate interest in the promotion, design, installation, inspection and maintenance of fire sprinkler systems and other automatic water-based fire suppression systems and other mechanisms to control and extinguish fires in Residential and Domestic properties.
- 4.2 An application for membership shall be in writing and shall be made to the Committee who, may accept or reject it as they think fit.
- 4.3 Membership will not commence until the annual subscription and any levies have been paid in full.

5 **HONORARY PRESIDENT**

- 5.1 The Committee will nominate an Honorary President of the Society, who may be any person generally recognised to support the objectives of the society. The office of Honorary President will be offered for a period of up to three years. The office of Honorary President is purely honorary and confers no rights or liabilities.
- 5.2 The President's role is to provide continuity and guidance to the Committee during their tenure.
- 5.3 The President will not be required to pay any subscription or levy during his tenure of office.

6 **PATRONS**

- 6.1 The Committee may invite any person to be a Patron of the Society, who may be any eminent person generally recognised to support the objectives of the society. The office of Patron is purely honorary and confers no rights or liabilities.

6.2 A Patron will not be required to pay any subscription or levy during his tenure of office.

7 OFFICERS OF THE SOCIETY

7.1 There shall be the following officers of the Society: -

7.2 Honorary President; Chairman; Vice-Chairman; Treasurer; Society Secretary and Past Chairman.

7.3 **President:** Provides longer-term continuity and guidance to the incoming committee.

7.4 **Chairman:** Has overall responsibility for the running of the Society

7.5 **Vice- Chairman:** Provides assistance to the Chairman.

7.6 **Treasurer:** Responsible for the collection, recording and disbursement of the Society's funds and production of accounts.

7.7 **Society Secretary:** Responsible for the dissemination of information to the Society Members, the arrangement of Committee Meetings and recording of minutes.

7.8 **Past Chairman:** Provides general assistance to the Committee and continuity for the society.

7.9 Subject to rule 6.12, the officers shall be elected by the Members present and voting at the annual general meeting of the Society and shall hold office until the close of the following annual general meeting at which time they will be eligible for re-election if they so wish.

7.10 In the event that there is an insufficient number of candidates standing for the elected offices then, with the agreement of the Committee, a Committee Member can take on more than one role e.g. Society Secretary and Chairman or Vice Chairman and Treasurer.

8 THE COMMITTEE

8.1 The officers mentioned in rule 7 shall form the Committee for the Society (in these rules referred to as the "Committee"). The Committee may co-opt not more than 4 other Members of the Society to be additional Members of the Committee.

8.2 Except for those matters required by these rules to be undertaken by the Members of the Society in a general meeting, the Committee shall have full power to manage the affairs of the Society and to do all things necessary in its opinion for the attainment or furtherance of the objects of the Society.

8.3 A minimum of four Members of the Committee constitutes a quorum that can bind the committee.

8.4 The Committee shall agree all business on a majority vote, the casting vote being held by the Chairman or his representative at all meetings.

8.5 Notwithstanding any other provisions of these Rules there shall not at any time be more than two Committee members connected with any member of the Society. For the purposes of this Rule, a person shall be taken to be connected with a member of the Society if he is that member or is employed by that member or is a partner of a firm, which is a member through its nominee, or is a director of a corporation, which is a member.

9 REMUNERATION OF COMMITTEE MEMBERS

9.1 Committee members shall be paid such remuneration (if any) as the Society may by ordinary resolution decide from time to time.

10 EXPENSES OF COMMITTEE MEMBERS

10.1 Committee members may be reimbursed by the Society for any expenses reasonably incurred by them in carrying out their duties in pursuance of the business of the Society.

11 ANNUAL GENERAL MEETING

11.1 The Society shall hold an annual general meeting every year at such time and place as the Committee decides but not more than fifteen months shall elapse between one annual general meeting and the next.

11.2 The business of an annual general meeting shall be the consideration of the annual accounts and the reports of the Committee for the last previous financial year, the election of Committee members and Officers of the society, the setting of annual subscriptions and levies and such other business as the Committee may decide.

12 GENERAL MEETINGS

- 12.1 No less than 14 days written notice of the date, time and place of the meeting shall be given to each Member.
- 12.2 A special general meeting may be called either by resolution of the Committee or by requisition to the Society Secretary made in writing by not less than 5 Members of the Society. Not less than 14 days written notice of any special general meeting shall be given to each Member specifying date, time place of the meeting and of the business to be discussed.
- 12.3 The Chairman or, if unavailable, the Vice-Chairman shall preside as the Chairman at any general meeting of the Society. In the absence of both the Chairman and Vice-Chairman the Members present at the time appointed for the commencement of the meeting shall elect one of their numbers to preside.
- 12.4 The Chairman will have a second and casting vote.

13 FINANCE

- 13.1 Every Member (other than the President) shall pay an annual subscription of such amounts and within such time as may be determined by the annual general meeting.
- 13.2 The Society shall maintain a current bank account. Two Members of the Committee shall sign all cheques and other instruments relating to the account.
- 13.3 The financial year of the Society shall be the calendar year. The Treasurer shall keep proper books of account showing the income and expenditure and shall prepare a statement of income and expenditure [and a balance sheet] for presentation to the next annual general meeting. Before that presentation is made the accounts shall be audited by some fit and proper person, not being a Member of the Committee, but elected at the AGM.

14 CESSATION OF MEMBERSHIP

- 14.1 A person shall cease to be a Member of the Society if:-
 - 14.1.1 he gives written notice to the Society Secretary of his resignation; or
 - 14.1.2 any monies due from him to the Society remain unpaid one month after the date which they fell due to be paid; or
 - 14.1.3 the Member has been guilty of conduct likely to bring the Society into disrepute.
- 14.2 The Committee shall determine any question arising under rule 11.1.3 Before determining any such question the Committee shall give not less than 7 days written notice to the Member concerned specifying the conduct complained of and the date on which and the time and place at which the Committee will meet to consider the matter. A Member to whom notice is given under this rule shall be entitled to appear before the Committee at that meeting, with or without representative, to answer the complaint.
- 14.3 On the termination of the membership of a person in any way any subscription or levy due from that person to the Society but unpaid at the date of termination shall remain payable in full.

15 OPERATION, AMENDMENT AND REVOCATION

- 15.1 These rules take effect on the day after the date of the general meeting at which they are adopted on which day all previous rules are revoked. These rules may be amended or revoked by Members of the Committee during a Committee meeting, by Members of the Society in annual or special general meetings by majority vote of the quorum.

16 INDEMNITY OF COMMITTEE MEMBERS

- 16.1 Without prejudice to any indemnity to which a Committee member may otherwise be entitled, every Committee member or other officer of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.