



## **NATIONAL ACCESS AND SCAFFOLDING CONFEDERATION LIMITED**

### **BYELAWS AND RULES**

In accordance with the constitution of the company, as set out in the Articles of Association, these Byelaws and Rules are adopted pursuant to clause 49 of the said Articles, by resolution of the Board of Directors (“the Board”) following agreement at the NASC AGM on Friday 24<sup>th</sup> November 2017.

#### **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 4<sup>th</sup> Floor, 12 Bridewell Place, London EC4V 6AP or such other address as the Board shall decide.

#### **MEMBERSHIP**

- 3.1 There shall be five 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, including health and safety and training who are not otherwise eligible for membership of the NASC. Information Members shall be entitled to attend General Meetings but shall not be eligible to vote. Information Members shall be entitled to use the NASC Information Member logo but not the Full Member logo.
- 3.5 Scaffold Designer Membership of the NASC may be extended to scaffold designers who comply with criteria as laid down. Scaffold Designer Members shall be entitled to attend General Meetings but shall not be eligible to vote. Scaffold Designer Members shall be entitled to use the NASC Designer Member logo but not the Full Member logo.
- 3.6 International Information Membership of the NASC may be extended to merchants and suppliers engaged in the provision of products or services to the access and scaffolding

industry, whose business is based outside the UK. Also, to principal contractors (but not scaffolding contractors) whose business is based outside the UK. International Information Members shall be entitled to attend General Meetings but shall not be eligible to vote. International Information Members shall be entitled to use the NASC International Information Member logo but not the Full Member logo.

#### **APPLICATION FOR MEMBERSHIP**

- 4.1 It shall be a condition of full membership that 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 annual accounts for two years of trading prepared by the company's accountant or auditor and available at Companies House in full or abbreviated format.
- 4.2 Each application for membership of the NASC shall be made to the NASC on the prescribed application form. Applications are required to meet the criteria as laid down by Council from time to time. 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 Articles of Association and the Byelaws and Rules.
- 4.3 Companies trading under an insolvency event (e.g. administration, CVA) will not be accepted into membership.
- 4.4 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.
- 4.5 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 a minimum of 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.

#### **CONTINUING MEMBERSHIP**

- 5.1 It shall be the duty of a member company to notify any change in the name or nature of their business to the Managing Director of the NASC, to be reported at the next Council Meeting.
- 5.2 It shall be the duty of NASC members to comply with the Articles of Association, Byelaws & Rules, and the terms of any agreements that may be entered into by NASC. To abide by the Code of Conduct and Membership Criteria and satisfy the requirements of the NASC audit, safety returns and annual information requests. New NASC members will be re-audited after a 12 months probationary membership and audited periodically thereafter.
- 5.3 The membership of any member entering into an insolvency event (e.g. administration, CVA, scheme of arrangement) will be terminated.
- 5.4 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.

- 5.5 In the event of any member, of whatever category, violating the Articles, Byelaws and Rules, Membership Criteria, or Code of Conduct of the NASC, or acting against the best interests of the NASC, the Managing Director and one Officer (as agreed by the Board) shall investigate any complaint made against that member. When investigating any complaint, the member concerned shall be given a full statement of any complaints in writing and shall be given an opportunity to answer these complaints in writing within 21 days (or an agreed timescale).

If the Managing Director and Officer are unable to resolve the matter, a meeting will be arranged with either one or both parties at which further representations may be made. Following this meeting the Managing Director and Officer will make a report to Council. After considering the report, 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 a minimum of two Directors (one of whom must be an Officer), 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.

## **CEASING MEMBERSHIP**

- 6.1 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 at the end of that subscription year. Resignations received after 1 October will be effective at the end of that subscription year, but subscriptions for the following year will remain payable in full.

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

Where a member company is expelled for non-payment of subscription, the company shall remain liable for the full annual subscription for the year of expulsion. Benefits of membership will cease 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 paid.

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

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 prior to any application being considered. This includes any applicant where there is a demonstrable link to a 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.

## **BOARD OF DIRECTORS**

- 7.1 The Directors of the NASC shall normally be comprised of the Managing Director and Officers, namely the President, Vice President and Past President. Additional Directors may be appointed in accordance with the Articles. The President shall act as Chair of the Board.
- 7.2 Should an NASC Officer resign in post, the vacancy will be filled in accordance with the Articles.
- 7.3 Officerships are to be held by the individual, who will remain in post if they change employment provided the individual is continually employed by a member company, subject to agreement by the former employer.
- 7.4 No member company may have more than one Directorship at any one time.

## **MANAGEMENT**

- 8 The 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 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 Articles or Company Law. Day to day management is normally delegated to the Managing Director.

## **THE COUNCIL**

- 9.1 The role of Council is to keep the Officers and Directors in touch with the wishes and concerns of the membership.
- 9.2 Council shall normally be comprised of representatives of Full Member companies only (contracting and non-contracting) and shall be constituted as follows:
  - 9.2.1 the Officers and Directors;
  - 9.2.2 the Chair or representative from each standing committee;
  - 9.2.3 the Chair or representative from each regional committee;
  - 9.2.4 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;
  - 9.2.5 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.
- 9.3 The Council shall meet at least twice a year. Five members shall constitute a quorum, of which at least one must be an Officer.
- 9.4 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 if required.
- 9.5 A member of Council may resign their office by notice in writing addressed to the Managing Director and such resignation shall take effect immediately.

- 9.6 Any member of Council whose company gives notice of resignation or is expelled as a member of NASC shall not continue to act as a member of Council from the date of such notice or expulsion.
- 9.7 Any member of Council who ceases to be employed by a member company shall not continue to act as a member of Council.
- 9.8 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 employed by Full Members.
- 9.9 A member company shall normally have no more than one representative on Council. No member company shall have more than three representatives on Council.

#### **APPOINTMENT OF OFFICERS AND CHAIRS**

##### **10.1 NASC Officers / Non-executive Directors**

A new Vice-president of the NASC is elected by the NASC Council every two years and begins their term of office at the NASC AGM. At the same date the existing Vice President and President become the new President and Past President respectively, and the existing Past President resigns from office.

The process for selection of a new Vice President is as follows:

A notice is issued to all members of Council asking for those interested in becoming Vice President to make an application. Only those with 2 years' experience or more on Council are eligible to apply. The notice is accompanied by information about the role of Officer / Non-Executive Director, this includes the Articles of Association, Byelaws & Rules and the Officers' Charter.

Council members put themselves forward submitting an explanation of what experience they would bring to the role and what they believe they would bring to the NASC.

If only one application is received, a Council vote is still carried out to approve the applicant.

Details of applicants are circulated to Council.

All Council members who have not applied vote by email to the Managing Director.

Votes are counted by the Managing Director and checked by the President.

The name of the successful applicant is notified to Council by email, not at a Council meeting. Details of votes cast remain confidential.

The appointment of the nominated candidate is ratified by the AGM.

##### **10.2 Co-opted Members of Council**

Co-opted members of Council should be senior employees of an NASC full member company and have been a member of an NASC committee within the previous 5 years and / or served as a regional chair or vice chair and / or have previously served on the NASC Council.

Members are asked to nominate themselves to stand for election. Nominees are asked to submit an explanation of what experience they would bring to the role and what they believe they would bring to the NASC.

Details are circulated to Council in three categories – Small (scaffolding turnover less than £2m), Medium (scaffolding turnover between £2m and £26.6m), Large (scaffolding turnover greater than £26.6m).

Details of applicants are circulated to Council and all Council members who have not applied (for a position) vote by email to the Managing Director.

Votes are counted by the Managing Director and checked by the President.

The names of the successful applicants are notified to Council by email, not at a Council meeting. Details of votes cast remain confidential.

### 10.3 Committee Chairs

Committee Chairs are (in general) elected every 3 years. They must be a senior employee of an NASC member company. Committees do not have Vice Chairs, to avoid the assumption that they will automatically take the role.

A list of suitable candidates is drawn up by the existing committee Chair and the NASC Officers and Directors. If more than one candidate is shortlisted then a decision is made by the NASC Officers and Directors and the current committee Chair (unless standing for re-election).

### 10.4 Regional Chairs

Regional Chairs (in general) serve for three years and are then replaced by the Vice Chair. There is no election process for Regional Chairs since the promotion of Vice Chairs is, in normal circumstances, automatic.

If the Regional Chair is also a standing committee chair or Officer then the regional vice chair will be a member of Council to represent the region.

### 10.5 Regional Vice Chairs

Regional Vice Chairs should be senior employees of an NASC full member company in the relevant region.

Members are asked to nominate themselves to stand for election. Nominees are asked to submit an explanation of what experience they would bring to the role and what they believe they would bring to the NASC.

A decision is agreed by the NASC Officers and Directors and the current regional chair.

#### **REMOVAL OF AN OFFICER**

- 11 An Officer may be removed from office in accordance with the Articles. Where approval is sought from Council that meeting must take place in person and not virtually. The Officer will be informed in writing as soon as is reasonably practicable of the reasons for recommendation for removal and the date on which the recommendation for removal will be considered by Council. At the Council meeting which considers any such removal, the reasons for recommending the relevant removal shall be made available to Council and Council members will be able to ask questions prior to any vote on the recommendation. The Officer will be entitled to put forward their views at the meeting and any reasonable request made by the Officer to (i) be accompanied by a supportive individual and/or (ii) to call witnesses to give evidence at the meeting, will be granted.

#### **ADMINISTRATION**

- 12.1 A Managing Director shall be appointed by the Board for such period and on such terms as the Board may determine. Their duties shall be generally to conduct the affairs of the NASC subject to the approval of the Board. They shall be a member of the Council and may attend Committee meetings as they see fit.
- 12.2 The Managing Director shall be responsible for the appointment of other members of staff subject to approval by the Board.

#### **COMMITTEES**

- 13 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**

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

#### **BASIS OF SUBSCRIPTION**

- 15 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 other Membership shall be determined by the Board.

#### **PROCEDURE FOR PAYMENT OF SUBSCRIPTIONS AND PENALTIES FOR NON PAYMENT**

- 16.1 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.
- 16.2 If the subscription remains unpaid after the expiration of the period specified in Rule 16.1 the Board may expel the member, whether suspended or not, provided that at least 30 days' notice has been given of the intention to expel.

## **CONTROL OF FUNDS**

- 17 An annual budget for NASC shall be prepared by the Managing Director for approval by the Board.

## **INDEMNIFICATION OF OFFICERS, DIRECTORS AND STAFF**

- 18 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**

- 19 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 or to provide broadly equivalent terms and conditions of employment as a minimum requirement.

## **ALTERATIONS TO THE BYE LAWS AND RULES**

- 20.1 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.
- 20.2 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 Friday 24<sup>th</sup> November 2017***

***NASC AGM, Intercontinental London, Park Lane***



**NASC**

**Registered in England: 4866191**

***Registered Address:***

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