



# RULES OF THE FEDERATION OF MASTER BUILDERS



FEDERATION OF  
**MASTER  
BUILDERS**

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## DEFINITIONS

1. In these Rules, unless inconsistent with the subject or context, the words in the column headed "WORDS" below shall bear the meaning set opposite to them respectively in the column headed "MEANINGS". Definitions which are set out in the Articles apply to the Rules also.

WORDS	MEANINGS
The Articles	The Articles of Association of FMB for the time being in force.
These Rules	These Rules or other Rules of FMB for the time being in force.
The Office	The principal office for the time being of FMB.
The Board	The Board of Directors of FMB for the time being.
Officers	Members of FMB possessing voting and other rights and such powers as described in the Rules.
Officials	Paid employees holding executive positions and exercising such functions as laid down in the Rules.
Presidential Team	The National President, the National Vice-President and the Immediate Past-President.

The Construction Industry	The construction and built environment industry (hereinafter referred to as 'the construction industry') in all its branches (including the design, construction, installation, maintenance, repair and renewal of all kinds of buildings, building equipment, building materials and appliances) and also such ancillary activities and allied trades as are recognised within the construction industry by trade, custom, practice, usage or qualification to be ancillary or allied to the construction industry.
Master Builders	Any party actively engaged in work within the Construction Industry or its allied trades.
Member	The company, partnership, sole trader or other type of construction business which has been admitted to Membership in accordance with these Rules as a Member.
Month	Calendar Month.
UK Areas	The areas of England (being South West, Southern Counties, Eastern, London, North West, Northern Counties, Yorkshire and Trent, Midlands), Scotland, Wales and Northern Ireland or those regions of FMB as determined by the Board from time to time.
UK Area Board	The board in each UK Area.
Year	Calendar Year.
In writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
Words	importing the singular number only shall include the plural number and vice versa, and Words importing the masculine gender only shall include the feminine gender and Words importing persons shall include the categories mentioned in the definition in this Rule 1 of "Master Builder".

### The Principal Office

2. The principal office of FMB shall be situated at such place as the Board shall from time to time resolve.

### Objects

3. The objects of FMB shall be as set out in the Articles.

## MEMBERSHIP

4. The Board shall have the authority to set and amend the classes of, and the criteria for and the application processes for membership which are not defined within these Rules.
5. As a minimum there shall be the following classes of Member forming the Membership:
  - (a) Member, as referred to in the Articles;
  - (b) Foundation Member (trading for less than a year);
  - (c) Retired Member, as referred to below; and
  - (d) Honorary Member, as referred to below.

### Retired Membership

6. Retired Members shall mean persons who have been Member of FMB who have retired and are no longer actively engaged in the Construction Industry.
7. Retired Members shall be entitled to receive FMB communications (as in 15(a)), but shall not be entitled to attend, vote and hold office at UK Area Board level and shall not be eligible for membership of the Board.

### Honorary Membership

8. Honorary Members may be elected by the Board and shall be persons who are distinguished in public life, commerce, finance, or the professions, or of such other status as the Board may consider appropriate for Honorary Membership.
9. Honorary Members may, at the absolute discretion of the Board:
  - (a) Receive communications from the FMB.
  - (b) Receive notice of meetings of FMB.
10. An Honorary Member, who is also a Member, may continue to exercise all the rights of Membership so long as they remain a Member, but shall not otherwise, be entitled to vote at meetings.

### Testimonial

11. Where there is clear evidence that a Member has given outstanding exemplary service to FMB over a considerable period of time, the Board can, at their sole discretion, consider awarding a testimonial.

### UK Area Membership

12. Each Member shall be deemed to be a Member of the UK Area within whose area their registered office or principal place of business is situated, unless the Board decides to allocate that Member to another UK Area on a case by case basis.

### Register of Members

13. In addition to its statutory register of Members, which shall contain the details of the Members, FMB shall maintain a register containing the names and addresses of and any other information on all Retired and Honorary Members (both registers together will be referred to hereafter as the "register").
14. Members are required to supply FMB with such information as is necessary to keep their entry on the register accurate. They could face sanctions under Rule 25 - 31 of these Rules and/or Articles 62 -71 of the Articles.

## Rights and Obligations of Members

15. Every Member shall, during Membership, enjoy the following rights and privileges and be subject to the following obligations:
  - (a) The right to receive such communications as FMB shall make available at such rates (if any) as the Board shall from time to time prescribe.
  - (b) The benefit of collective action by FMB to safeguard their interests within and without the construction industry, with outside bodies including governments, and under existing and proposed legislation.
  - (c) To use the official logos of FMB on headed notepaper or signs and otherwise publicise their Membership. Members may also similarly use the logo of anybody to which FMB is affiliated and where the rules of such a body permit this.
  - (d) No Member shall exhibit the official logos or the words "Federation of Master Builders" or letters "FMB" or otherwise imply Membership in any advertisement or other means of publicity unless it states the full trading name of the Member as registered with FMB.
  - (e) Every Member who advertises in the press or other publicity media shall be bound to do so in conformity with FMB's corporate/branding guidelines.
  - (f) Every Member shall be bound to promote excellence and good practice in the construction of buildings, just and honourable practice in the conduct of business and suppress malpractice.
  - (g) Every Member shall be bound to comply with the current FMB Code of Practice as amended from time to time.
16. Every Member of FMB shall be and remain bound by and shall at all times observe and comply with provisions of these Rules, the Articles and the terms of all agreements entered into by FMB.

### Transfer of Membership

17. Under no circumstances shall Membership of FMB be capable of transfer or assignment by a Member. Where a Member changes its name or alters the constitution of their business by way of sale or in any other way the facts must be immediately notified to the FMB. The Member must apply to the FMB to transfer Membership, which has the power to continue the Membership where appropriate in the new name, or direct that the Membership should cease.
18. No change in the composition of a partnership whether by way of death, retirement or admission of new or additional partners shall constitute a dissolution for the purposes of these Rules and accordingly the Membership of such partnerships shall continue and any new partner shall be deemed to have accepted the partnership Membership unless they specified their objection in writing within twenty one days of their admission as a partner.

### Representatives

19.
  - (a) Where Membership is held by a partnership, firm, or company, more than one Representative (i.e. a director or paid employee of the Member company) may attend general meetings and UK area general meetings providing that at any such meeting only one Representative of the Member partnership, firm, or company, may exercise voting and nominating rights and only one Representative may hold office in the FMB.
  - (b) No representative may vote for or nominate for office any other representative of the same partnership, firm or company.
  - (c) No representative having held office on a UK Area Board and/or The Board on behalf of a Member ("the Original Member") may be eligible for re-election as an officer of a UK Area Board and/or the Board as a representative on behalf of another Member, if that representative would be ineligible for re-election as a representative of the Original Member by virtue of Rule 42, Rule 48 or Article 7.

## Subscriptions

20. Members shall pay to FMB such application fee and annual subscription as decided upon in accordance with Article 8(c).
21. Retired Members shall pay to FMB an annual subscription of not more than 25% of the current subscription of Members.
22. No annual or other subscription shall be payable by an Honorary Member unless they are covered by the provisions in Rule 9.
23. The annual subscription payable by the Member or Retired Member shall become due on the date of admission to Membership and shall be renewable on the same date annually. Subscriptions are not refundable in any circumstances.

## Termination of Membership

24. Members may cease to be Members as set out in the Articles, but Members who simply cease to be a Master Builder may, however, elect to become Retired Members, as in Rule 6. Any disputes between FMB and a Member shall be dealt with in accordance with FMB's Complaints Procedure which shall be approved by the Board. Disputes raised through FMB Disputes Service shall be dealt with in accordance with the procedure approved by the Board.
25. If a Member shall:
  - (a) fail in the observance of any of these Rules or any other Rules, Code of Practice, orders, undertakings, agreements or regulations of FMB (which are in force at the time of the failure), or
  - (b) be guilty of any dishonourable, improper or other conduct within or without FMB which is prejudicial to the good standing of FMB in general or the Construction Industry in general, or
  - (c) become associated with any organisation which the Board considers against the interests of FMB, or
  - (d) supply false information in relation to their Membership

Then the failure and/or conduct ("reported conduct") shall be referred to the National Standards and Conduct Committee (NSCC) for consideration; the NSCC having a delegated power by a majority vote of its Members:

- (i) to decide that the reported conduct does not warrant any further action, or
- (ii) to issue a written warning to the Member about their action and advise that any further reported conduct could result in expulsion. Written warnings will be taken into consideration by the NSCC for a period of six years from the date of the written warning, or
- (iii) to decide that the Member will undergo compulsory training as appropriate at the Member's cost within a specified period, failure to do so could result in expulsion, or
- (iv) to expel the Member.

If the Member is expelled from FMB such Member shall, subject to Rules 25, 29 and 30, cease to be a Member and shall forfeit all interests and privileges in FMB as from the date of the decision to expel.

26. The NSCC shall inform such Member in writing of the reported conduct and of the date of the meeting convened in accordance with Rule 25 at least seven days before such a meeting and shall invite them to attend and address the Committee and, if they wish, to call witnesses. The FMB can at its discretion suspend the Member pending the outcome of the NSCC meeting and/or the National Appeals Committee. Should a Member fail to attend the meeting, refuse to co-operate or notify the NSCC in writing that they do not intend to attend the meeting then the meeting may be dispensed with and the NSCC may make their decision as they see fit. Should the NSCC expel that Member, then that Member may lose the right to appeal to the National Appeals Committee under Rule 29.
27. Where the NSCC decides that the Member shall be expelled, then such Member shall be notified of this decision in writing within seven days of that decision being reached and such Member shall be entitled to appeal against the decision in accordance with Rule 28 and 29.
28. Any appeal under Rule 27 must be received within seven days of the date the decision to expel was notified to such Member. The appeal must be in writing and will only be heard on the appropriateness of the decision to expel in the light of the facts of the case.
29. The National Appeals Committee shall hear appeals against the decision to expel by the NSCC. The National Appeals Committee shall inform such Member in writing of the date of such Appeals meeting and shall invite him to attend and address the National Appeals Committee and, if the Member so wishes, to call witnesses.
30. The National Appeals Committee shall have the power by majority vote of its Members to confirm the NSCC decision to expel or shall render the decision null and void. The decision of the National Appeals Committee will be final.
31. Any Member expelled under these Rules or otherwise ceasing to be a Member from any cause shall thereupon forfeit all rights of Membership and all rights of whatsoever nature which he may have against FMB or its property except to such extent as may be otherwise resolved by the Board. An expelled Member may not re-apply for Membership.

## ORGANISATION OF UK AREA BOARDS

32. Each UK Area shall hold its own AGM in every year at such time (but not later than the 30th June) and place as may be determined by the UK Area Board, and shall specify the meeting as such in the notices calling it. Voting at the AGM may be advance postal votes, by electronic voting or by proxy as well as by a show of hands of those present at the meeting or any combination of these.
33. The business of the UK Area AGM shall be:
  - (a) to confirm the minutes of the previous AGM for that UK Area;
  - (b) to elect a delegate to the Board for that UK Area as defined in Article 7;
  - (c) to transact business of which notice has been given as in Rule 34;
  - (d) to elect an Area President (Board Chairman) and Area Vice-President for that UK Area;
  - (e) to elect Members to sit as UK Area Board Members for that UK Area;
  - (f) to transact any other business as applicable to an UK Area AGM.
34. Every Member designated to the relevant UK Area will be given at least fourteen days notice in writing of the date and place of and the specific nature of the business to be transacted at every UK Area AGM and any EGM of their UK Area and such notice may be given through FMB's magazine or website.
35. An EGM of an UK Area may be convened at any time at the request of:
  - (a) the UK Area Board
  - (b) at the written request of any twenty Members designated to that UK Area.
36. The business of an EGM of a UK Area may include the following:
  - (a) to dismiss any of the UK Area Officers and/or any of the UK Area Board Members
  - (b) to transact any other business which may properly be transacted at an EGM of UK Area;
  - (c) to consider emergency motions on general policy within that UK Area.
37. The quorum for a UK Area AGM and any EGM of a UK Area shall be ten Members designated to that UK Area.
38. In the case of nomination of Members to the UK Area Board at an AGM if there shall be more than one nomination or in the event of a tie between nominees taking into consideration any votes cast by advance postal votes, by electronic voting or by proxy, then the Chairman for the time being shall call for a decision by a show of hands from those present or by ballot should this be requested. The Chairman of the AGM has the casting vote.
39. Nominations shall not be taken from the floor of the meeting in the light of Rule 32 permitting advance voting including by advance postal votes, by electronic voting or proxy. Nominations for Members should be accompanied by a written acceptance from the person being nominated. Alternatively a Member may nominate themselves with a seconder. Nominations with the written acceptance from the nominee and or self nominations with written confirmation from a seconder must be received at the relevant UK Area office no later than thirty days before the UK Area AGM otherwise such nominations will be void.
40. Where voting takes place the Chairman of the meeting may appoint tellers whose duty is to count the votes and declare a result taking into consideration the advance votes by advance postal votes or by electronic voting or by proxy.
41. The UK Area Officers shall be the President (Board Chairman), Vice-President and Immediate Past-President of that UK Area.
42. The UK Area President and Vice-President shall be elected at the AGM of the UK Area for two years but shall be eligible for re-election up to a maximum of four times. A UK Area President or Vice-President who has been re-elected four times and has served a ten year term may not at the end of that term be re-elected immediately, but will be eligible for re-election after a two year gap.
43. The President of the UK Area shall preside at the UK Area AGM and at all UK Area EGMs. In their absence the Vice-President of that UK Area shall preside, failing which the meeting shall elect one of the other UK Area Board Member as Chairman of the meeting.

### UK Area Boards

44. Each UK Area Board shall consist of:
  - (a) the UK Area Officers
  - (b) Members elected by the UK Area's AGM under Rule 33 ("UK Area Board and Members"), and
  - (c) co-opted persons ("CPs") co-opted under Rule 46.
45. In each UK Area, any Member may put their name forward to sit on the UK Area Board. Any Member wishing to sit on the UK Area Board must be 'actively' engaged in business to be able to stand.
46. The UK Area Board shall have power to co-opt CPs to the UK Area Board. The total number of CPs shall not be more than two and they shall not have voting rights at meetings of the UK Area Board.
47. The maximum number of Members to sit on the UK Area Board shall be fourteen (not including CPs). The quorum necessary for the transaction of business of the UK Area Board shall be two thirds of voting Members.
48. The Members of the UK Area Boards will sit for a fixed term of two years but shall be eligible for re-election four times. A Member of a UK Area Board who has been re-elected four times and has served a ten year term may not at the end of that term be re-elected immediately, but will be eligible for re-election after a two year gap.
49. The FMB staff director for the UK Area should attend UK Area Board meetings with the option of a member of the Senior Management Team of FMB at national level also attending.
50. Except as expressly provided for in these Rules, each UK Area Board shall have power to regulate the convening of and the procedure at their meetings in accordance with the Rules provided that at least fourteen days notice in writing of all meetings of a UK Area Board must be given to all Members of the UK Area Board, together with the agenda and relevant papers for discussion.
51. Each UK Area Board shall have power in accordance with the Rules to constitute such Committees or working groups as it may think fit and to reconstitute, change the Membership of and dissolve any Committees or working groups.
52. A UK Area Board shall act in accordance with the Rules and the policy and decisions of FMB and in general shall:
  - (a) Implement the policies and decisions of the Board within the UK Area.
  - (b) Oversee representation to external bodies within the region.

### Proceedings at Meetings and Directors' responsibilities

53. Unless set out differently in these Rules proceedings at meetings of the UK Area Board and the AGM or EGM of an UK Area Board shall follow the provisions for the AGM and EGM or Board meetings of FMB, including that the chair will have casting vote.
54. All Members of the Board will have an induction into the role and responsibilities of being a legal Director of the FMB.

## FINANCE

### Funds and Investments

55. The Board shall cause a Bank Account to be maintained in the name of FMB. All cheques drawn on such Bank Account shall be signed by such persons as the Board may from time to time prescribe.
  - (a) The Funds and Property of FMB, howsoever derived shall be supplied solely to furthering FMB's Objects as set out in the Articles.
  - (b) Any funds belonging to FMB may be invested in such investments and generally in such manner and for such purposes as the Board shall in its absolute discretion from time to time determine, and the Board shall have the like discretion to determine, to vary, transpose or realise all or any of the investments for the time being belonging to FMB.
56. The travelling and other out-of-pocket expenses incurred in the performance of their duties in connection with the affairs of FMB by any Member may at the discretion of the Board be repaid to them out of the funds of FMB.

### Account and Audit

57. The Board shall cause to be kept proper books of account and accounting records with respect to FMB's transactions, its income and expenditure and its assets and liabilities.
58. The books of accounts and accounting records of FMB shall be open to inspection by all Members of FMB, but subject to:
  - (a) The Member showing to the satisfaction of the Board that they have reasonable cause to inspect such records.
  - (b) Such records may only be inspected at a date, time and place to be agreed as mutually convenient between the inspecting Member and the Chief Executive.

### Income

59. FMB's income may be raised by means of annual subscriptions, application fees, levies, by borrowing money, or by any other means of non subscription income as the Board may decide from time to time.

## STATUTORY OBLIGATIONS AND MISCELLANEOUS

### Annual Report

60. FMB shall every year publish a report relating to its activities either:
  - (a) by supplying a copy of it free of charge to all Members, or
  - (b) by including it in the magazine and/or including it on the FMB's website which is available to all Members.

### Alteration to the Rules

61. FMB may amend, add to or rescind any of these Rules in accordance with provisions of the Articles.

### Copies of Rules

62. Upon enrolment, every Member shall be supplied with a copy of the Rules of FMB.
63. FMB shall at the request of any person supply them with a copy of these Rules for such sum as the Board may from time to time determine.

### Breach of the Rules

64. Where a Member wishes to complain that action contrary to these Rules has been taken by FMB or by an Officer or Officials of FMB, they may make a complaint in writing to the Chief Executive. If it concerns the Chief Executive, the complaint may be made in writing to the National President.

### Notices

65. Every notice required by these Rules to be served on any Member may be served in writing either personally or by sending it through the post in a pre-paid letter or by email addressed to such Member at their registered address as appearing in the Register of Members or at the address supplied to FMB for the giving of notices to them or, where appropriate, by means of FMB's magazine.
66. Any such notice, if served by post, shall be deemed to have been served six days after the letter containing the same is posted and if served electronically shall be deemed to have been served within three days of despatch and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into any Post Office post box subject to the control of the Post Office or that the email was sent to the registered address.



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## RULES OF THE FEDERATION OF MASTER BUILDERS

### About the FMB

The Federation of Master Builders (FMB) is the UK's largest trade association in the building industry, with national offices in England, Northern Ireland, Scotland and Wales, supported by additional regional offices. Established in 1941 to protect the interests of small and medium-sized building firms, the FMB is independent and non-profit-making, lobbying for members' interests at both national and local levels.

The FMB is a source of knowledge, professional advice and support for its members, providing a range of modern and relevant business building services to save them time and money. The FMB also offers advice to consumers via its 'Find a Builder' and 'Check a Member' services.

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