

Federation of Master Builders

Committee: National AGM

Date: 23rd September 2021

Items: 5, 6 and 7



Alterations to the FMB Rules; FMB Articles of Association; FMB Code of Conduct; and the creation of FMB Central Region

Introduction

This paper sets out a series of proposed changes, as recommended by the FMB Board, for Members to vote on at the AGM on 23rd September 2021. They include changes to the FMB Rules; FMB Articles of Association; FMB Code of Conduct; and the creation of 'FMB Central' region.

FMB Rules (agenda item 5)

The FMB has been reviewing its governance arrangements, which underpin the way the FMB operates as a modern, relevant membership organisation, with high standards of integrity at its heart.

The existing FMB Rules have served the organisation since 1941, but require updating in order to make them easy to understand for any member and for FMB staff who have to put the Rules into practice.

The revised Rules are therefore proposed by the FMB Board, in order to provide increased efficiency of operation for the FMB, and increased transparency to members.

Not all of the changes are set out here as many are simply minor changes of punctuation, capitalisation and language, for clarification.

Notable changes include:

- The creation of an Honorary Fellow membership category to enable the recognition of a member's outstanding service to the FMB, in line with professional bodies such as RICS and CIOB who award distinguished members with the title of Fellow as opposed to Member.
- Clarification has been introduced around some membership processes and procedures, such as suspension of membership which was not previously defined within the Rules, and changes of company name.

- A minimum number for an Area Board to operate has been defined, and agreed by the Board, to be eight members.
- The ten-year limit for members sitting on boards has been removed, and associated references to 'commencement dates' which were relevant to that rule.
- The purposes of UK Area Boards have been clarified, and the role of FMB Board members as representatives rather than delegates has been consistently applied.
- A change to the way that UK Area Boards elect their position holders; President, Vice-President and FMB Board Representative has been introduced, so that all three are elected at the first meeting of the Area Board after the AGM. This is because the vote cannot be held until after it is clear which individuals have been voted onto the Area Board at the AGM itself. This creates a clearer two-stage process, to elect the Area Board first, and then the three position holders.

FMB Articles of Association (agenda item 5)

The proposed changes, as recommended by the FMB Board, to the Articles of Association are made in order to align them with the alterations to the Rules described above.

For example,

- References to the UK Area Commencement Date have been removed, because these are relevant to the ten-year rule only, which has been removed.
- The word delegate has been replaced with representative, in order to align with the Rules.
- Article 9 was superfluous and has been deleted as the requirement for re-election after a two year term is previously set out in Articles 6 and 7.
- Article 31 has been amended to allow for both virtual and face to face meetings, including the national AGM and any EGM.
- Any references to the Behavioural Code or Code of Conduct have been revised to take account of the merging of both documents into one.
- A note has been added so that the Articles will prevail if there should be any inconsistency between the Articles and the Rules.
- Definitions of Casting Vote, and rounding up of quorum requirements, have been amended in line with the changes to the Rules.

FMB Code of Conduct (agenda item 6)

As part of the FMB Governance review, the FMB Board has also given consideration to the merging of two existing codes into one, for the purposes of simplicity and transparency.

Previously the FMB published its Code of Conduct, which is referred to in the Rules and is the standard document that all members agree to abide by when the join FMB.

Alongside this a Behavioural Code document was also introduced, which set out the standards that Board Members, Area Board Members and Committee and Working Group Members were expected to abide by.

However, this could potentially create some confusion, so consideration has been given to taking those terms from the Behavioural Code which could reasonably be expected to apply to all FMB members, and adding them to the body of the Code of Conduct (for example the requirement to treat others with courtesy and respect). A section has also been added to the Code of Conduct (Part II) which sets out the additional responsibilities applicable to Board, Area Board, and Committee members (for example ensuring that their committee works within its Terms of Reference).

This means that all standards applicable to FMB members are contained in one document, available to all members from the start of their membership. Again, this adds to efficiency and transparency. It also serves to make all members more aware of the work and responsibilities of our Committees and Boards.

FMB Central Region (agenda item 7)

For many years the Eastern Region has not had a quorate Area Board. To overcome this situation, it is recommended by the FMB Board that the existing Eastern Region and the Midland Region are merged to create a new region called FMB Central Region.

Recommendation

Members are invited to vote on the adoption of

- The revised 2021 FMB Rules (agenda item 5)
- The revised 2021 FMB Articles of Association (agenda item 5)
- The revised 2021 FMB Code of Conduct (agenda item 6)
- Creation of FMB Central Region (agenda item 7)

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