

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION  
OF  
THE CARPET CLEANERS ASSOCIATION LTD**  
Registered In England No. 01724576

(Adopted by Special Resolution passed 27<sup>th</sup> May 2010)

**INTERPRETATION**

1. In these Articles:

**“the Act”** means the Companies Act 2006 or any statutory re-enactment or modification of it;

**“the Company”** means **THE CARPET CLEANERS ASSOCIATION LTD**

**“the Regulations”** means the Articles of Association and any other Regulations for the management of the Company for the time being in force.

**“AGM”** means an annual General Meeting of the Company;

**“the Board”** means the board of Directors of the Company, acting collectively;

**“clear days”** in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect;

**“Communication”** means the same as in the Electronic Communications Act 2000;

**“Director”** means a director of the Company acting individually;

**“Executive Director”** A person appointed to support operations and administration of the Board by advising and informing Board members and interfacing between Board and staff

**“Electronic Form”** has the meaning given in section 1168 of the Companies Act 2006;

**“executed”** includes any mode of execution;

**“Member”** means a member of the Company, except in article 36;

**“Corporate Member”** means a company or Limited Liability Partnership that manufacture products for the cleaning industry.

**“Associate Member”** means companies, limited liability partnerships, proprietors or partnerships with operating divisions providing services to the cleaning industry for example (but not by way of limitation) providers of cleaning solutions, consultancy, training, or business services etc.

**“Reciprocal Members”** (i.e. Woosafe, BTTG) means Associate or such other corporate members offering membership in exchange for membership of the Carpet Cleaners Association

**“Full Members”** means individuals persons or bodies that are engaged or concerned in the business of cleaning and/or restoration of textile and hard floor coverings carpets and soft furnishings. Individual members have no voting rights.

**“Memorandum”** means the memorandum of association of the Company;

**“Objects”** means the objects of the Company;

**“Rule”** means a direction or action taken by the Board of Directors to be ratified at a General Meeting

**“Secretary”** means any person appointed to perform the duties of the Secretary of the Company;

**“connected with”** means a director, employee, agent or consultant of a firm, company, association or body being a member

**“Officers”** means the President, up to two Vice-Presidents, one immediate Past President, Executive Director and Honorary Treasurer.

expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form;

unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Act;

references in these Articles to ‘he’ or ‘him’ include male and female individuals and corporations.

**OBJECTS OF THE COMPANY**

2. The objects for which the Association is established are:

- A) to constitute a voluntary regulating body for companies firms trades and businesses of all kinds and types concerned or interested in the business of cleaning or reconditioning carpets and floor coverings upholstery and allied fabrics of all kinds.
- B) to gather exchange and publicise information relating to the cleaning and reconditioning of carpets and other types of floor coverings upholstery and allied fabrics of all kinds and to carry out research into any matter pertaining or incidental thereto: to give impartial advice to members on new techniques and equipment.
- C) to provide for members and to publish circulars notes magazines and periodicals pertaining to the cleaning and reconditioning of carpet and other types of floor covering upholstery and allied fabrics of all kinds.
- D) to provide and administer an impartial tribunal to adjudicate upon disputes between members and disputes between the members and their customers.
- E) to advise members on problems pertaining to their business and the means and methods for extending developing and improving the same and to encourage the highest standards of workmanship and service.
- F) by advertisement publicity and such other means as may from time to time be available to promote and procure the interests of Registered Carpet and Upholstery Cleaners and ancillary trades and to enhance their public status.
- G) to provide pensions or gratuities for members former members or the widows or dependents or employees or former employees of members or former members with a view to mitigating or relieving hardship.
- H) to hire and employ all classes of person considered necessary for the purposes of the Association and to pay to them and other persons in return for services rendered to the Association salary wages gratuities and pensions.
- I) to purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct maintain or alter any buildings or erections necessary or convenient for the work of the Association.
- J) to sell let mortgage dispose of or turn to account all or any of the property or assets of the Association with a view to the promotion of its objects.
- K) to undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- L) to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- M) to invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may be thought fit
- N) to establish and support of aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association calculated to further its objects.
- O) to do all such other things as are incidental or the Association may think conducive to the attainment of the above objects.

## **ADMISSION OF MEMBERS**

3. The Company must keep a register of members as required by the Act. For the purposes of registration the number of members of the Company shall be unlimited, The members are:
  - 3.1 the subscribers to the original Memorandum and Articles of Association;
  - 3.2 the Officers; and
  - 3.3 individuals or organisations who apply for admission, are admitted as members by the Board, and, pay a subscription. Every application for membership must be in one of the forms set out in Article 36 or another form approved by the Board. At the next meeting of the Board (or any committee of the Board established for the purposes of considering applications for admission) after the receipt of any application for membership, the application must be considered by the Board (or committee) who must decide whether to admit or reject the applicant. The Directors are not required to give reasons for their decision.
  - 3.4 For the avoidance of doubt, membership of the Company shall not be limited to persons firms companies or bodies resident in the United Kingdom.

## **RETIREMENT OF MEMBERS**

4. A member will cease to be a member:
  - 4.1 if he resigns by giving notice to the Company;
  - 4.2 if an Individual Member, upon his death, bankruptcy or his becoming of unsound mind;
  - 4.3 if a Corporate Member, upon it being subject to winding up proceedings, being placed into receivership or going into liquidation or making any assignment for the benefit of or arrangement with its creditors;
  - 4.4 in any case, if any subscription or membership fee due to the Company remains outstanding for more than one month; or subject to the discretion of the board of directors
  - 4.5 (except in the case of a Director) if he is removed from the membership in accordance with any Rule established from time to time pursuant to Article 32.
  - 4.6 Any member of the Company may be removed from membership in accordance with the following rules, and the associations Code of Conduct but by no other method, save as stated elsewhere in these articles.

A member may be removed if, in the opinion of the Board, he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole or if his conduct (whether as a member or otherwise) is likely to bring the Company, or any or all of its Directors or members into disrepute.

If at a meeting of the Board a resolution is passed to remove a member, the Board must serve a notice on the member stating that the Board has resolved to invoke the provisions of these rules and giving a statement of the reasons for the Board's decision. The statement of reasons must be sufficiently detailed in the circumstances to enable the member to know the case against him.

The notice to the member must also give the member the opportunity to make representations to the Board in writing or in person at a mutually convenient time as to why he should not be removed as a member. The Board must consider any representations made by the member and, if the representations

are not made by the member at a Board meeting, the Board must consider the representations at the next Board meeting.

After the Board meeting at which the representations are considered, the Board must serve a notice on the member informing him of the decision. If the decision is to remove the member, this must be reflected in the register of members as soon as reasonably practicable.

There will be no further right of appeal from a decision of the Board to remove a member. After the removal of the member has been noted in the register of members he will have no right to attend and vote at general meetings of the Company and he will cease to be entitled to any other benefits of membership. He will not be entitled to a refund of any subscription, membership fee or joining fee paid by him for his membership of the Company.

4.7 No member of the Company is entitled to any refund of subscription or membership fee on ceasing to be a member for any reason. Each member shall pay the Company all monies, which are due at the time of his ceasing to be a member.

Membership of the Company is not transferable. Any Member wishing to resign from the Company shall give 60 clear days notice of his intended resignation in writing to the Secretary and at the expiry of such notice shall cease to be a member, but in default of giving such notice, at least 60 clear days before the expiry of the current year, such member shall be liable to pay the subscription for the ensuing year.

## **BOARD OF DIRECTORS**

5. The affairs and property of the Company shall in accordance with and subject to the provisions of these Articles be conducted and managed by its Board of Directors. The Board shall (in accordance with Article 5.1 and 5.2) consist of a President, up to two Vice-Presidents, one immediate Past President, one Executive Director, and an Honorary Treasurer. The Board shall have the entire control and management and disposition of the affairs, property and business of the Company and generally may exercise all such power and do all such things as they consider necessary for or conducive or incidental to the management of the affairs and property or for effecting the objects of the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Memorandum and Articles of Association. No regulation of the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

5.1 The Board shall be entitled to appoint an Executive Director, for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The Executive Director (if not already a member of the Board) shall be appointed a member of the Board and entitled to vote thereat but shall not be entitled to hold any other office on the Board. The Executive Director shall exercise such of the powers of the Board as the Board may from time to time consider reasonable and desirable. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

5.2 The President, up to two Vice Presidents and the Honorary Treasurer shall be elected by the members from the membership to serve for a term not to exceed two years. At the expiry of the said term, the Vice Presidents and the Honorary Treasurer may stand for re-election to those offices, or to any other office on the Board, but the President shall not be entitled to stand for immediate re-election as President.

## **DIRECTORS APPOINTMENT**

6. No two members who are either directors or shareholders/members of the same company or group of companies or are franchisees of the same master franchise shall be permitted to become Elected Members to serve on the Board at the same time

6.1 At each Annual General Meeting, the Board shall be reconstituted. Nominations for the Officers shall be notified to the Secretary before the Annual General Meeting and shall take place in accordance with Regulation 6.3. All candidates for Directors of the Company must be on the register of members at the time of nomination.

6.2 At every AGM, one-third of the Directors (excepting the Executive Director) then in office must retire. If the number of Directors is not divisible by three, then the number nearest to one-third must retire. A Director who retires by rotation is eligible for reappointment if he is willing to continue to act as Director.

6.3 Not later than 14 clear days prior to the Annual General Meeting the Secretary must make available to each member the list of vacancies, if any, on the Board occurring at the AGM, together with official nomination papers for the proposal of candidates.

6.4 Each member has 14 clear days from the date of the notice to nominate any member who is willing to fill a vacancy as an Officer on the Board of Directors.

6.5 The nomination must be made by giving notice to the Company in writing or by Electronic Form, accompanied by evidence that each candidate is willing to serve if elected and shall have been nominated by two other members of the Association. Any member or any person connected with a member may be elected, but no person except retiring Officers who are eligible and willing to be re-elected, shall be submitted for election as an Officer unless he shall have agreed in writing to offer himself for election.

6.6 Not later than 7 clear days after the deadline for the receipt of members' nominations, the Secretary must make available to each member a document listing all the candidates for whom nominations were received from the Board and from members.

6.7 If the number of candidates exceeds the number of vacancies a ballot will be held, each member being entitled to cast votes in accordance with Article 18 for each vacancy. The ballot may be held by post or by Electronic Form, but in any case the Secretary must receive all votes by the time and date stated in the document listing the candidates.

6.8 The candidates with the highest number of votes will be elected until all the vacancies are filled. In the case of an equality of votes, the President of the Association shall have the casting vote.

6.9 If any candidate declines to take office by giving notice to the Secretary before the AGM the candidate with the next highest number of votes will be elected in his place. The results of the ballot will be declared at the AGM.

6.10 The Officers so elected shall serve from the first Board meeting following each Annual General Meeting at which their election is announced.

6.11 Immediate Past Presidents shall retire from the Council at the second Annual General Meeting following the period they relinquished office as President, after which they shall be eligible for nomination as ordinary members of the Board.

6.12 The Board may fill any casual vacancy in the Office of President, Vice-President, and Honorary Treasurer for the unexpired period for which the vacating Officer was elected.

6.13 The Board may co-opt as Directors up to three (3) persons who are willing to act, either to fill a vacancy or as an additional Director. A Director co-opted by the Board under this Article will hold office only until the next following AGM, and will not be taken into account in determining the Directors who are to retire by rotation at that meeting. If a co-opted Director is not re-appointed at that AGM, he will automatically vacate office at the end of the meeting. Co-opted directors are not entitled to a vote.

6.14 A Director will cease to be a Director:

- i. if he resigns his directorship by giving notice to the Company. Any member of the Board may resign his membership of the Board by giving 7 clear days notice in writing to the Executive Director of the Association.
- ii. if he dies, becomes bankrupt, becomes mentally incapable of managing his own affairs, or is convicted of an indictable offence. All potential candidates are required to submit a voluntary disclosure within 28 days of their appointment.
- iii. if he is removed by a simple majority of the members of the Company, following the procedure laid down in Section 168 of the Act; or
- iv. if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise.

A technical defect in the appointment of a Director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting.

Any member of the Board who for any cause ceases to be a member of the Association, shall, ipso facto, automatically vacate office as a member of the Board;

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

7. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and the proceedings thereat, as they think fit and necessary, but all questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

7.1 Unless otherwise determined by the Board 5 members present shall constitute a quorum and may exercise all the powers of the Board. Subject to this regulation, the Board may act notwithstanding any vacancy or vacancies in it.

7.2 The Secretary of the Company shall at any time upon the request of the President or not less than 3 members of the Board summon a meeting of the Board by giving 7 clear days notice to the members thereof, specifying with the notice the nature of the business to be brought before such meeting and no other business other than that referred to in such notice shall be transacted at such meeting, without the prior consent of a simple majority of the Officers present at such Meeting.

7.3 At all meetings of the Board the President of the Company shall take the chair, and in his absence the members of the Board present shall by their majority choose someone of their number to be Chairman of such meeting.

7.4 The Board has control over all the affairs and property of the Company, and may exercise all the powers of the Company, except as otherwise provided by the Memorandum of Association of the Company and these Articles. Every Director has one vote at a Board meeting.

## **GENERAL MEETINGS**

8. The Company must hold a general meeting in each year as its AGM, in addition to any other meetings held in that year. The interval between the date of one AGM and the date of the next must not be more than 15 months. The Board will choose the time and place of the AGM. All general meetings of the Company other than AGMs are called General Meetings.
9. The Board may call a general meeting at any time; and must call a general meeting if it receives a requisition by the members of the Company in accordance with the Act.

10. An AGM and a meeting called for the passing of a special resolution must be called by at least 14 clear days' notice, and all other general meetings must be called by at least 14 clear days' notice. A meeting of the Company may be called by shorter notice if it is so agreed:
  - 10.1 in the case of an AGM, by all the members entitled to attend and vote at that meeting; and
  - 10.2 in the case of any other meeting, by members holding at least 95% of the total voting rights at that meeting of all the members.
11. The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.
12. Notice must be given to the members of the Company and to the Directors; but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

### **PROCEEDINGS AT GENERAL MEETINGS**

13. A general meeting is not valid unless a quorum of members of the Company is present throughout the meeting; the quorum is 7 members of the Company entitled to vote present in person.
14. If a quorum is not present within half an hour after the time set for the meeting, the meeting is automatically adjourned to the same day in the next two weeks at the same time and place, or to another day, time and place decided by the Board.
15. The President will preside as Chairman of every general meeting of the Company. If there is no President, or if he is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be Chairman of the meeting.
16. If at any general meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time set for the meeting, the members of the Company present must choose one of themselves to be Chairman of the meeting.
17. The Chairman may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 28 days or more, in which case notice must be given as in the case of the original meeting.
18. At any general meeting, a resolution put to the vote of the meeting will be decided on the total number of votes cast plus a show of hands

### **VOTES OF MEMBERS**

19. Every member of the Company with voting rights whose name is entered in the Company's register of members can vote at every general meeting, Corporate members have *one vote* and Associate Members have *one vote*. Other categories of membership do not have a vote. A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.

### **BENEFITS TO DIRECTORS**

20. The Directors are entitled to receive such remuneration, expenses, and other benefits as the membership determines and ratified at a general meeting.
21. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director:
- 21.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company, or in which the Company is otherwise interested;
- 21.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any organisation in which the Company is interested.

For the purpose of this Article, a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## **SECRETARY**

22. The Company must have a Secretary who will be appointed by the Board on whatever terms the Board thinks fit. If there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any Director authorised generally, or especially for that purpose, by the Board.

## **SEAL**

23. The Company is not required to have a common seal. If the Company has a common seal, it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director.

## **NOTICES, MEETINGS AND RESOLUTIONS**

24. The following Articles 25 to 30 apply to meetings and resolutions of, and notices given to, the Board, committees of the Board, and the Company in general meeting; and 'member' means a Director, committee member or a member of the Company in general meeting as the context requires.
25. Any notice to be given under these Articles must be in writing or be given by Electronic Communications. The Company may give any notice to a member by handing it to him personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at the address shown in the Company's register of members, or by leaving it at that address, or by giving it using Electronic Communications to any Address given to the company by the member.
26. A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.
27. All members will be contacted by post and or Electronic Communication. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice is deemed to be given at the expiration of 48 hours after it was handed to the member, posted or (as the case may be) sent by Electronic Communication.

28. Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Company, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article.
29. Subject to any provisions of the Act requiring a meeting to be held physically, a member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other; and participation in a meeting in this manner is taken to be presence in person at the meeting.
30. The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

### **POSTAL OR OTHER BALLOTS**

31. The Board may resolve that any matter which these articles permit the Company to deal with by means of an ordinary resolution, and is not required by the Act to be dealt with by the Company in a general meeting, may be determined by a postal ballot to be conducted in a manner determined by the Board. Any resolution declared by the Board to have been passed by a simple majority of the members of the Company who cast votes for or against the resolution in the ballot, has effect as if it were an ordinary resolution of the Company passed at a properly convened and properly conducted meeting.

### **RULES**

32. The Board may make and amend Rules for any purposes required from time to time for the effective operation of the Company or the furtherance of the Objects, including the recommending or levying of annual subscriptions/fees; which must be ratified at a general meeting, but if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules made or amended under this Article, the terms of the Memorandum and Articles will prevail.
33. A person is bound by the terms of Rules made or amended in accordance with these Articles even if he has not received notice of the Rules or the alteration.

### **INDEMNITY**

34. Subject to the Act, but without affecting any indemnity to which he may otherwise be entitled, every Director and every officer of the Company, will be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment 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.
35. Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company.

### **FORMS**

36. The Board has approved a detailed application form, which forms part of a NCCA Membership Application Pack that is sent to prospective members following a membership enquiry request.

**The general forms of the application for membership referred to in Article 3.3 are as follows:**

IN THE CASE OF AN INDIVIDUAL:

To the Board of The Carpet Cleaners Association Ltd.

I, *[name]*

of *[address]*

wish to become a member of The Carpet Cleaners Association Ltd., subject to the provisions of the Memorandum and Articles of Association of the Company and the Rules. I agree to pay to the company an amount of up to £2 if the company is wound up while I am a member or within a period of 12 months after I have left the Company. I agree to pay a subscription of *[amount]* on *[date]*, and to pay any membership fee levied in accordance with the Company's Rules. I also agree to abide by the provisions set out in Article 4, should I wish at some future date to give notice to cease membership.

Signature:

Date:

IN THE CASE OF AN ORGANISATION/ASSOCIATE:

To the Board of The Carpet Cleaners Association Ltd.

*[name of Organisation]* whose registered office/principal place of business is at *[address of registered office/principal place of business]* applies for membership of The Carpet Cleaners Association Ltd., subject to the provisions of the Memorandum and Articles of Association of the Company and to the Rules. It agrees to pay to the company an amount of up to £2 if the company is wound up while it is a member or within a period of 12 months after it has left the Company. It agrees to pay a subscription of *[amount]* on *[date]*, and to pay any membership fee levied in accordance with the Company's Rules. It also agree to abide by the provisions set out in Article 4, should it wish at some future date to give notice to cease membership.

Authorised Signature:

Name:

Position:

Date: