

Federation of Plastering and Drywall Contractors

Constitution and Rules

Introduction

1. The name of the organisation shall be the 'Federation of Plastering & Drywall Contractors' (referred to in this constitution as the 'FPDC'). The FPDC is an incorporated company, Limited by Guarantee and not having a share capital.
2. The principal and registered office of the FPDC shall be 4th Floor, 61 Cheapside, London EC2V 6AX or any other office agreed by the Board ('Board' is defined in paragraph 28).
3. 'Plastering and Drywall' means and shall include solid plastering; ornamental plastering; fibrous plastering; glass reinforced gypsum (GRG); glass reinforced plastic (GRP); cast stone; granolithic paving; screeding; drylining; metal stud and other partitioning; load bearing stud; spray finishes; external rendering and wall insulation systems; ceiling systems; thermal and sound insulation systems; and structural fire protection and other relevant types of finishes, which may be developed from time to time.
4. The FPDC exists to represent its members, promoting best practice, excellence and professionalism in plastering and drylining.

Objectives

5. The objectives of the FPDC shall be:
 - 5.1. To provide a high quality business support service to its Contractor Membership.
 - 5.2. To act as a central representative body to promote the policies and collective views of Contractor Members to government departments and agencies and other relevant organisations.
 - 5.3. To be a centre of technical excellence, providing commentary, guidance and advice on all legal and other regulatory developments of relevance to the sector.
 - 5.4. To provide training advice and support to its Contractor Membership and make collective representation regarding the training requirements of the plastering and drylining sector.
 - 5.5. To provide a forum for the exchange of non-competitive information.
 - 5.6. To promote the plastering and drylining sector.

Contractor membership

6. Contractor Membership of the FPDC shall be open to contractors who are engaged in the plastering and drywall trades and meet the membership criteria, as determined by the Executive Board. The Board may at its absolute discretion admit, or decline to admit, an applicant for membership.
7. It shall be the duty of a Member to notify any change in the nature of his business to the Company Secretary, who shall report the matter to the Board.
8. Contractor Members may resign from the FPDC at any time. However, they shall give at least 6 months notice in writing to the Company Secretary; they shall pay up all outstanding debts and on resigning, they shall cease to have any interest or claim on any funds of the FPDC.

Associates

9. The Board, at its discretion, may admit as Associates, any manufacturers, distributors and others engaged in the plastering and drywall trades, as defined at the start of this document, who could not otherwise become members of the FPDC. Associates shall be entitled to attend the General Meetings, but shall not be eligible to vote. Associates shall be entitled to join the Advisory Council ('Council' is defined in paragraph 29) and shall be eligible to vote.
10. Associates shall pay subscription fees annually, in advance to the FPDC, the amount of which shall be prescribed by the Board.

Suspension, Expulsion and Appeals

11. In the event of any Member of whatever category, violating any of the rules of the FPDC, or acting against the best interests of the FPDC, the Executive Board shall investigate the complaints made against them.
12. When investigating any complaint, the Executive Board shall give the Member concerned a full written statement of the complaints and shall give the Member an opportunity to answer these complaints both orally and in writing.
13. The Board may, after considering any representations the Member wishes to make, either expel or reprimand the Member.
14. The Member shall be given fourteen days notice by the Board in which to make any representation resulting from the Board's decision.
15. A Member shall be suspended from membership if the subscription duly demanded, in accordance with the rules, remains unpaid six months after the date of the first demand. The suspension shall take effect immediately; however the Member will be entitled to appeal to the Board.
16. If the subscription remains unpaid two months after the date of suspension, the Board may expel the Member, provided thirty days notice shall have been given to the Member of the intention to expel.

17. If an applicant fails to meet the membership requirements, they may appeal to the Board. Any two members of the Executive Board will review the application and the appeal, and make a recommendation.
18. If a complaint is made against a Contractor Member for violating the FPDC rules, the Executive Board shall investigate the complaint. A full statement of the complaint shall be given to the Member concerned to give them an opportunity to respond orally and/or in writing.
19. The Board shall consider the reports provided and either expel, suspend or reprimand the Member. The Member shall be given seven days notice by the Board in which to make any representation or appeal against the decision.

Honorary Members

20. The Board or Advisory Council may recommend any person to be an Honorary Member of the FPDC, in consideration of the individual's outstanding service to the FPDC and to the sector. Honorary Members shall have the right to be present and to speak at all General Meetings of the FPDC.

Finance

21. The financial year of the FPDC shall be the calendar year, but this may be changed by a Board resolution. The Board shall approve the annually prepared budget and management accounts, audited by a professional accountant appointed at the General Meeting. The professional accountant appointed as auditor shall be removed from office only by a resolution passed at a General Meeting appointing a replacement equivalent.
22. The Honorary Treasurer shall present to the AGM a statement of accounts. No personal liability shall be attached to the Honorary Treasurer in respect of any error or omission in these statements of accounts or in respect of any alleged dereliction of duty.
23. The Company Secretary shall be responsible to the Executive Board for the keeping of proper accounting records and for the preparation and auditing of the accounts.
24. The subscription scale for both Contractor Members and Associates shall be set by the Board. The basis for determining subscription shall be the Member's turnover, as previously defined, for the last full financial year immediately preceding the calendar year in respect of which the subscription is due. Additional funds shall be raised on all Members by booking fee, donations and levies occasionally authorised by the Board.

General Meetings

25. General Meetings shall be open to all Contractor Members. At least one General Meeting shall be held in each year, which shall be called the Annual General Meeting. It shall be held in February of each year unless otherwise directed by the Board. Each Contractor Member has one vote only at any ordinary General Meeting and cannot vote by proxy. The ballot will be directed by the Chairman, who shall have a casting vote.
26. Special General Meetings may be called by the Board, or upon a requisition of any twenty Contractor Members of the FPDC, within fourteen days of the receipt by the Company

Secretary of the requisition. Any such requisition must state the business to be brought before the meeting and must be signed by all the members presenting. The notice convening such a Special Meeting shall state the business for which the meeting has been called. In the case of Special General Meetings, Contractor and Honorary Members shall have one vote and are entitled to vote by proxy. If the meeting is called for the purpose of considering a resolution to dissolve FPDC and a ballot is demanded, such a demand must be supported by at least fifty percent of the Contractor Members present. The ballot vote will be directed by the Chairman, who shall have a casting vote.

27. Fourteen days clear notice of General Meetings and Special General Meetings shall be given to all Contractor and/or Honorary Members. The quorum shall be ten Contractor and Honorary Members, which must be maintained throughout the sitting.

Management

28. The management and affairs of FPDC shall be directed by the Board which will comprise:
 - 28.1. The Officers.
 - 28.2. Three Contractor Members co-opted and serving a two year term. A co-opted member shall resign at the next AGM but is eligible for re-election.
 - 28.3. The Chair of the main Task Groups as appointed by the Advisory Council. Each Chair remains eligible whilst the Task Group remains active.
 - 28.4. The Chief Executive.
29. The work of the organisation shall be directed and managed by an Advisory Council, reporting to the Executive Board, which will comprise:
 - 29.1. The Chief Executive
 - 29.2. The Immediate Past President
 - 29.3. Not less than six and not more than nine contractor members, representing the core trades supported by FPDC.
 - 29.4. A representative from FPDC Scotland
 - 29.5. Three associate members, representing distributors and manufacturers.
 - 29.6. Staff members responsible for technical, membership and training.
30. The Executive Board and Advisory Council shall meet no less than three times a year. Four Board members and eight Council members shall represent a quorum.
31. A member of the Board or Council shall cease to be a member if he or she resigns from or ceases to hold office in the company that holds Contractor Membership, or if the company withdraws its membership.
32. Each member of the Board or Council shall have one vote. The Chairman shall have a second, or casting vote, in the event of equality.

33. Every Officer, member of the Board, Advisory Council or Task Groups and employee of the FPDC shall be indemnified against all costs, losses and expenses which such a person may incur or become liable to pay by reason of any litigation or other proceedings, arising from any act carried out resulting from the discharge of their duties.
34. There shall be a Staffing Committee including the President and Vice President. The Staffing Committee shall be responsible for the terms and conditions of employment for Federation staff, including the Director. The committee shall also propose to the Board, candidates for the office of President and Vice President.
35. Council shall appoint relevant Task Groups as may be required from time to time. Each Task Group consists of a Chair and representatives as required to represent the diversity of the Contractor Membership, such as: company size, trades and sectors.
36. The expenses of Members attending meetings of the FPDC, and also engaged on business of Task Groups, deputations and otherwise representing the FPDC, shall be paid in accordance with a scale agreed by the Board.
37. Any casual vacancy, which may occur among the Executive Committee of the FPDC, shall be filled or nominated by the Board. Any Officer so appointed shall hold office for the remainder of the term of his predecessor in that Office.

Rules

38. No addition, deletion, amendment or alteration to these Rules shall be made, except by a majority of two-thirds of those present and voting at a duly convened General Meeting. Any members proposing any addition or amendment must give notice in writing to the Secretary at least twenty-eight days before the date of such General Meeting. On receipt of such notice, the proposed amendments shall be at once communicated to all members.
39. In the event of conflict between these Rules and the Memorandum of Association and Articles of the Company, the Memorandum of association and the Articles shall prevail.

Dissolution

40. The FPDC may be dissolved by the following procedure:
 - 40.1. The Board and the Council shall pass a resolution ('the Preliminary Resolution') by secret ballot with two-thirds of the votes cast in favour, recommending the dissolution of the FPDC. Two month's notice of a proposal of a Preliminary Resolution shall be given to every member.
 - 40.2. Once passed, a copy of the Preliminary Resolution shall be sent to every member, together with:
 - i) a summary of the reasons for the proposed dissolution;
 - ii) if required by any dissenting members of the Board or Council, a summary of the reasons for not dissolving the FPDC; and
 - iii) notice of a Special General Meeting, at which there shall be proposed a resolution to dissolve the FPDC ('the Final Resolution').



- 40.3. A Final Resolution shall be voted on by ballot, with each Member having one vote. Proxy votes shall be allowed and the notice of the Special General Meeting shall contain a proxy card in a form approved by the FPDC's auditors.
- 40.4. A Final Resolution shall be effective to dissolve the FPDC if at least sixty percent of the votes cast (whether by proxy or otherwise) are in favour.

Code of Conduct

Adherence to the following code of conduct is a condition of membership of the Federation of Plastering and Drywall Contractors (FPDC).

Trading Standards

1. Members are required to carry out work in accordance with accepted current standards and codes of practice of the plastering and drylining industry.
2. Members are required to deal in a fair and equitable basis with their clients, ensuring that the highest standards of workmanship, integrity and courtesy are met. Preparation of statements and estimates shall be carried out with due regard to accuracy and reliability and with the full confidence and mutual trust of all parties concerned.

FPDC Matters

3. Members are required to take an active roll in the activities of the FPDC when called upon, including attendance and participation at meetings. Members shall also be prepared to accept nomination to office.
4. Members shall not divulge or disclose confidential FPDC information to non members.
5. Members shall provide information in all matters of common concern including such statistics as may from time to time be requested to the FPDC secretary.
6. Training in the skills required by the plastering and drywall trades shall be accepted as a collective responsibility and members shall be prepared to contribute to the improvement of standards by participation in training schemes, particularly those recommended by the Board.
7. Members shall guard against his name being associated with another person or organisation that might reasonably be anticipated would bring the FPDC into disrepute.
8. Members shall refrain from publicly expressing critical comment on the services, conduct or charges of another member.
9. Members shall accept the duty of referring to the FPDC secretary any breach of this Code which may appear likely to bring the FPDC or its members into disrepute.
10. Members shall abide by the Constitution and Rules of the FPDC. Particular attention is drawn to Rule 8.
11. Should a member be required by resolution of the FPDC Board to explain their conduct in any matter to which this Code relates, they shall submit all relevant facts to the investigating officer nominated by the Board.

Last Amended: Jan 09