

British Printing Industries Federation Ltd

Constitution and Rules

Approved by the BPIF AGM on 6 July 2010

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I Name

The name of the organisation is the BRITISH PRINTING INDUSTRIES FEDERATION (hereinafter referred to as the BPIF).

II Area

The area covered by the BPIF is that part of the United Kingdom, the Channel Islands and the Isle of Man where provision is made by the BPIF for the local organisation and servicing of Members.

III Objects and powers

The principal objects shall be:

- (a) To assist Members and others in improving their efficiency and profitability by providing a range of business support services.
- (b) To formulate, make known and implement policy in regard to significant questions affecting the industry, and to make the industry's views known to Government and other bodies or persons.
- (c) To engage in dialogue and where appropriate, negotiate agreements with, trade unions and to assist Members and others in managing their employees.
- (d) To publicise the activities and achievements of the industry and the BPIF and to recruit into Membership organisations engaged in the industry that are eligible for Membership or Associate membership.
- (e) To promote and defend the collective interests of Members.
- (f) To provide fora for Members and Associate members to meet, exchange information and best practice, and undertake collective projects and initiatives in each case as hitherto for profit-making purposes.

2 In furtherance of the principal objects, the BPIF shall have the following ancillary objects and powers:

- (a) To appoint a Chief Executive and other staff necessary to discharge the BPIF's business, affairs and functions.
- (b) To put in place any necessary administrative arrangements.
- (c) To join, form, support and participate in other organisations and seek close links, including alliances, joint ventures, or amalgamation where appropriate.

- (d) To purchase, take on lease or hire or in any way acquire any real or personal property and any rights or privileges over options of acquiring the same and to sell, lease, mortgage, exchange, partition and otherwise deal in every way with any real or personal property, rights or privileges of the BPIF.
- (e) To maintain, equip and furnish premises.
- (f) To raise and manage such funds as are necessary to carry out the objects.
- (g) To undertake other activities as are necessary to the achievement of the objects.

IV Membership

1 Eligibility

Any organisations engaged in production processes associated with printing, or in the supply of printing services, within the area of the BPIF and any organisations fulfilling the criteria for Affiliated Organisations shall be eligible for Membership of the BPIF. Any organisations that are Members of the British Office Supplies and Services Federation shall automatically also become Members of the BPIF for so long as an association membership contract remains in place between the BPIF and the British Office Supplies and Services Federation.

However from 6 July 2010 a moratorium on admission to Membership shall apply in respect of any company formed as a result of a pre-pack administration (other than one purchased by an existing Member. This shall apply for a period of two years from the date it commences trading, save where the directors offer a legally-binding guarantee to repay outstanding debts owed by the previous company within a period of twelve months. This moratorium shall be subject to the proviso that a company may be admitted into membership earlier than this provided their application to join receives the support of the Regional Board concerned, and it shall not apply to any Member joining the BPIF prior to 6 July 2010 provided they were a Member on that date.

2 Applications and entitlements

British Printing Industries Federation Ltd and BPIF 2009 Limited are hereby admitted to Membership as Affiliated Organisations.

British Printing Industries Federation Ltd is referred to in this Constitution as “the New Federation” and BPIF 2009 Limited is referred to in this Constitution as “BPIF 2009”.

Applications for Membership for any other potential Members shall be submitted on the prescribed form together with any entrance fee and subscription due. The Chief Executive shall be authorised to approve an application provided the organisation concerned meets the eligibility criteria set out in Rule IV(1) and provided that reasonable steps have been taken to ensure that:

- (i) neither the organisation nor its Directors have been convicted of criminal offences or activities which would damage the interests of the BPIF; and
 - (ii) the organisation is not bankrupt, in liquidation or otherwise declared insolvent.
- (b) The BPIF shall publish to Members, for a period of not less than one month, the name of any organisation (other than the New Federation and BPIF 2009) seeking Membership. Any Member wishing to register an objection to an application shall do so in writing to the Chief Executive within that period, giving reasons.
- (c) Any dispute concerning an application for Membership shall be dealt with by the National Council under Rule IV (5).
- (d) On approval applicants shall become Members of the BPIF and be entitled to receive benefits and services and shall belong to their local District Association.

3 Obligations of Membership

- (a) Following admission to the BPIF Members shall be subject to the Constitution and Rules of the BPIF.
- (b) Members shall provide to BPIF staff such information on a confidential basis about their organisations as the Board of Directors may require for the determination of Members’ subscriptions and for the maintenance of the BPIF’s statistical database.
- (c) If Members fail to provide information by the date prescribed by the Board of Directors, their subscription may be determined on such assumptions as the Board of Directors consider appropriate.
- (d) Annual subscriptions in respect of individual Members shall become due and payable on the date agreed by the Board as being applicable to the Member concerned, or on the specified dates of any instalment

scheme approved by the Board. Other subscriptions called for shall become due and payable as decided by the National Council.

4 Termination of Membership and suspension

- (a) Members may be expelled from the BPIF, or be suspended from Membership and have all services withdrawn, in any of the following circumstances:
 - (i) where Members undertake activities which result in their companies or their Directors being convicted of criminal offences or which, in the opinion of the National Council, damage the interests of the BPIF; or
 - (ii) where Members are not, or are no longer, engaged in the industry; or
 - (iii) where Members are declared bankrupt or, being companies, are declared insolvent, go into liquidation or pass any resolution of voluntary liquidation, other than for the purposes of reconstruction or amalgamation
 - (iv) where Members enter into administration (in which event Membership shall automatically cease, with any representatives of those Members automatically precluded from holding any office in the BPIF from the date of administration).
- (b) If the subscription is unpaid 30 days after the due date the BPIF shall be entitled to suspend Membership and withdraw all services until payment is made in full.
- (c) Where a Member's annual subscription and any other subscription has not been paid the Member shall, unless otherwise decided by the National Council, cease to be a Member of the BPIF and shall have no further interest in or claim on the funds or services of the BPIF, without prejudice to the right of the BPIF to recover any amount due.
- (d) Unless the National Council shall otherwise direct in writing Members resigning from the BPIF shall give at least three months' notice in writing to the BPIF otherwise Members shall be liable to pay amounts of subscription in lieu of such notice and Members shall be entitled to receive BPIF services for a further three months if so desired.
- (e) In addition to any other power the National Council shall have power at any time and from time to time to terminate the membership of any or all Members forthwith by notice in writing or by notice posted to the website for the time being of the BPIF provided that the Members affected become entitled to equivalent members' benefits through the New Federation for the remainder of their unexpired periods of membership.

(f) Neither the Board of Directors nor the National Council shall have authority to vary or terminate any agreement for the time being with the New Federation or BPIF 2009 for the time being for the provision of benefits to their respective members without the prior consent of the majority in General Meeting of the affected members of the New Federation or BPIF 2009 as the case may be and of the trustees for the time being of the BPIF Pension scheme. It is hereby acknowledged for the purposes of the Contracts (Rights of Third Parties) Act 1999 that this provision is included in this Constitution expressly for the benefit of such members (voting by majority in General Meeting) and trustees.

5 Any dispute arising in connection with Membership shall be dealt with by the National Council. Before making decisions on cases the Council shall (except in respect of any termination of Membership pursuant to Rule IV 4 (e) above) afford Members concerned reasonable opportunities to make representations to it on the circumstances in question. In the event that a Member remains dissatisfied as a result of the National Council's decision in relation to such a matter, the dispute shall be remitted to an arbitration committee consisting of Members who are independent of the National Council. The decision of the independent arbitration committee shall be final.

6 Affiliated Organisations

(a) Organisations of employers in the industry, including organisations overseas, may be admitted as Affiliated Organisations on such terms and conditions as the National Council shall from time to time decide.

(b) Affiliated Organisations, and by virtue of affiliation their accredited members, shall be eligible to participate in such activities and enjoy such benefits and services of the BPIF (if any) as the National Council shall from time to time decide.

(c) The New Federation and BPIF 2009 (but not their respective members) shall have full rights as Members to vote and participate in the funds and assets of the BPIF. Any other Affiliated Organisations and by virtue of affiliation their accredited members shall have no voting rights and shall have no interest in or claim upon the funds or other assets of the BPIF.

(d) The National Council shall have the right to terminate the affiliation (except the New Federation or BPIF 2009) of any Affiliated Organisation by giving one month's written notice of termination.

7 Associate membership

- (a) Suppliers to the printing industries, unless otherwise eligible under these rules to be admitted as Members of the BPIF, may be admitted as Associate members by decision of the Chief Executive on such terms and conditions as the National Council decides.
- (b) Organisations admitted as Associate members, shall have no voting rights, and shall have no interest in or claim upon the funds or other assets of the BPIF.
- (c) The National Council shall have the right to terminate the Associate membership of any organisations admitted as Associate members for any reason by giving one month's written notice of termination.

V Organisation

1 Pursuant to the objects, the BPIF shall comprise a National Organisation within which there shall be a number of Regions in whose areas shall be District Associations.

2 The National Organisation shall:

- (a) Engage in such activities and provide appropriate information, services and facilities for the proper discharge of the objects of the BPIF (see III above).
- (b) Provide for the proper management and control of the BPIF's business and affairs including: staff, accommodation, equipment and facilities.
- (c) In consultation with the appropriate Regional Boards, provide for the administration of regional business centres including: staff, accommodation, equipment and facilities.

3 Regional business centres shall:

- (a) Engage in such activities and provide appropriate information, services and facilities within regional areas as may be deemed necessary by the National Council for the proper discharge of the objects of the BPIF.
- (b) Form, support and maintain District Associations within regional areas and provide for their administration including: staffing, services, meeting facilities and other activities.
- (c) Manage and account for regional budgets approved by the Board of Directors.

4 District Associations shall:

- (a) Engage in those activities which are conducive to the proper discharge of the principal objects or any of them.
- (b) Provide a means of disseminating information and of obtaining the views of Members of the New Federation within their areas on matters pertaining to the localities, the industry and the Members' organisation, including meetings of Members within their areas where there is demand for these by no fewer than five Members of the District Association concerned
- (c) Subject to the prior approval of Regional Boards, and within terms laid down by the National Council, District Associations may raise monies for special and temporary purposes for which funds are not allocated under the Regions' approved budgets, provided that such monies form no part of Member's subscriptions to the New Federation and are raised on a voluntary basis from Members participating in or otherwise receiving benefit from the activities or uses for which such monies are raised. Any such monies shall be held, and accounted for in accordance with the instructions of the Board of Directors. The monies shall form part of the General Fund of the BPIF.

5 Special Interest Groups:

- (a) The National Organisation shall form, for Members of the New Federation having common interest in, for example, processes, products or markets irrespective of geographic consideration, such Special Interest Groups as may be deemed appropriate by the National Council.
- (b) Special Interest Groups shall operate under Rules approved by the National Council.
- (c) Members and Associate Members of the New Federation, and Members of any Affiliated Organisation engaged in production processes associated with printing or in the supply of printing services, who share the common interests of Special Interest Groups so formed may apply to the Special Interest Groups to be enrolled as members and such applications shall not be unreasonably refused. Organisations so enrolled shall remain members of Special Interest Groups unless such Members:
 - (i) resign from membership of such Special Interest Groups;
 - (ii) no longer share the common interest represented by Special Interest Groups;
 - (iii) cease to be Members or Associate Members of the BPIF or the New Federation, or Members of its Affiliate Organisations, or are suspended from Membership as laid down elsewhere under these Rules;

- (iv) fail to observe any rules of Special Interest Groups provided such rules have been approved by the National Council, or fail to pay supplementary Special Interest Group subscriptions;
 - (v) fail to comply with the provision of codes of practice promulgated by Special Interest Groups and approved by the National Council.
- (d) Disputes regarding enrolment, cessation of interest, failure to observe rules, codes of practice or other matters shall be referred to the National Council for decision. Before deciding on such cases the National Council shall afford the parties concerned reasonable opportunities to make representations to it on the circumstances in question. Decisions of the National Council in relation to such matters shall be final.
- (e) Special Interest Groups shall engage in those activities which are conducive to the proper discharge of the objects or any of them.
- (f) Special Interest Groups shall provide through regular meetings of their members, fora for discussion and means of disseminating information, and of obtaining the views of their members on matters pertaining to the common interest of the Special Interest Groups, the industry and the Members' organisation insofar as such matters relate to the Special Interest Groups.
- (g) The National Organisation shall be responsible for the administration of Special Interest Groups and shall provide such staff, accommodation, equipment and facilities and may raise such supplementary Special Interest Group subscriptions as the National Council may decide.
- (h) Subject to the prior approval of the National Council, Special Interest Groups may raise monies for special and temporary purposes for which funds are not available from the common funds of the BPIF or from such supplementary Special Interest Groups' subscriptions as may be raised, provided that such monies form no part of Members' subscriptions to the BPIF or supplementary Special Interest Groups' subscriptions and are raised on a voluntary basis from members of Special Interest Groups participating in or otherwise receiving benefits from the activities or uses for which such monies are raised. Such monies shall be held, administered and accounted for by the National Organisation but shall form no part of the BPIF's assets or funds. Disputes involving such monies shall be referred for arbitration to the National Council whose decision shall be final.
- (i) Special Interest Groups may be disbanded by the National Council at any time if they fail to hold Annual Meetings or if they otherwise appear defunct, or if they fail to operate in accordance with rules as approved by

the National Council or if the continuation of the Special Interest Groups are deemed as being not conducive to the objects or any of them. No Special Interest Groups shall be disbanded without prior consultation with the Special Interest Groups' Joint Committee as constituted under Rule VI.5.

6 YMP Organisation

- (a) The National Organisation shall form a special interest group known as the YMP Organisation for the purpose of promoting and encouraging personal development within the printing and communications industries.
- (b) The YMP Organisation shall operate under rules approved by the National Council.
- (c) The criteria for membership of the YMP Organisation shall be determined by the YMP Organisation under the rules referred to in the previous paragraph.
- (d) The National Organisation shall be responsible for the administration of the YMP Organisation and shall provide such staff, accommodation, equipment and facilities as the National Council may decide.
- (e) Subject to the prior approval of the National Council the YMP Organisation may raise monies for special and temporary purposes for which funds are not allocated under the National Organisation's and Regions' approved budgets, provided that such monies form no part of Members' subscriptions to the New Federation and are raised on a voluntary basis from employees of Members participating in or otherwise receiving benefit from the activities or uses for which such monies are raised. Any such monies shall be held, and accounted for in accordance with the instructions of the Board of Directors. The monies shall form part of the General Fund of the BPIF.

VI Meetings and representation

1 District Associations

- (a) District Associations shall hold such meetings as members of the Associations may decide. Such meetings shall be for the purpose of networking and attendance shall be open to any organisation engaged in production processes associated with printing, or in the supply of printing services, and to any Associate Member, together with any representative of any other organisation that the District Association considers should be

- invited to attend. In this Section VI 1 and 2 “Member” means any Member of the New Federation. During any part of any meeting where matters are discussed that are considered pertinent to Members only, attendance may, at the discretion of the meeting Chairman or of those persons attending who represent Members, be restricted to Members only. Only persons representing Members in the area shall be eligible to vote on any matter requiring a vote of Members.
- (b) A meeting may be held by order of the District Officers or on the request in writing of no fewer than five Members in a District Association and shall be held not later than 28 days from receipt of such request by the secretary.
 - (c) Not less than seven days’ notice shall be given of all District Association Meetings except in cases of emergency. Such exception shall be as decided by the District Officers.
 - (d) District Associations shall elect the following District Officers from amongst persons representing Members of the New Federation in the area:
 - (i) District Chairmen who shall serve for a two-year period of office, and who shall be eligible for re-election thereafter for a further two-year period. District Chairmen shall not be eligible for re-election in that capacity for a period of two years immediately following two consecutive terms of office;
 - (ii) Regional Representatives who shall serve for a two-year period of office and who shall be eligible for re-election thereafter for a further two-year period. Regional Representatives shall not be eligible for re-election in that capacity for a period of two years immediately following two consecutive terms of office
 - (e) District Chairmen and the Regional Representatives shall be members of Regional Boards during their respective periods of office.
 - (f) In addition, District Associations may elect Deputy Chairmen for periods concurrent with those of the District Chairmen who shall chair meetings in the absence of the District Chairmen.
 - (g) District Associations shall have the power to fill by election casual or consequential vacancies arising amongst the District Officers for unexpired periods remaining from amongst any persons representing Members in the areas irrespective of any previous periods of office such persons may have held.
 - (h) Elections of District Officers shall take place by means of an electronic ballot of all Members in the area. Candidates may be nominated for election by the Regional Chairman or by any person representing any Member in the District Association’s area. Candidates nominated for

election shall be required to confirm that they wish to stand and must be proposed and seconded by persons representing Members in the area. Candidates shall provide their curriculum vitae to the secretary of the District Association for publication to Members in the area. The secretary shall act as returning officer for the election, and shall be responsible for ensuring that all votes duly returned are counted accurately and that the election is conducted impartially. In the event that more than one candidate stands for election in respect of any particular office, the ballot form shall require Members in the area to choose between the candidates. In the event of there being one candidate only, Members in the area shall be asked to confirm whether or not they support the election of the candidate. Candidates shall be declared duly elected on the basis of a simple majority of eligible votes cast, with the result being notified to all Members in the area by the secretary. In the event of a tied vote, the Regional Chairman shall determine the result of the election.

- (i) District Associations shall be serviced by regional business centre staff who shall provide secretaries of District Associations and shall organise the business and affairs of District Associations, convene such meetings and maintain such records as may be necessary.

2 Regional Boards

- (a) Regions shall have Regional Boards comprising District Chairmen and Regional Representatives of District Associations, together with Regional Chairmen and Deputy Chairmen and such other Members as may be co-opted under these Rules.
- (b) Regional Boards may co-opt as members up to five additional persons from amongst representatives of Members in their areas. In circumstances where five co-options have already been made and a member of the Regional Board relinquishes an office held in their respective Region as a consequence of being appointed a member of the Board of Directors, the member concerned shall be co-opted by the Regional Board additionally to this number. In circumstances where five co-options have already been made and the Regional Board wishes to co-opt the Immediate Past Regional Chairman in his capacity as Immediate Past Chairman, the individual concerned may be co-opted to the Regional Board additionally to this number. Such co-options may be made at any time subject to their being notified to Members in the Regional area in advance. Persons so co-opted may serve for periods of one year from the date of their co-option, in addition to any unexpired period of office that may remain in relation to the co-opted person whom they have replaced. At the discretion of Regional Boards co-opted persons may be re-appointed for further periods of one year.

- (c) Regional Directors shall act as secretaries to Regional Boards and shall organise the business and affairs of Regional Boards, convene meetings and maintain such records as may be necessary.
- (d) Regional Boards shall hold at least one meeting during each BPIF financial year. Additional meetings shall be held at the discretion of the Regional Officers or on the request of no fewer than four members of a Regional Board.
- (e) Except in cases of emergency as may be decided by Regional Officers 14 days' notice shall be given of Regional Board meetings.
- (f) Regional Boards shall elect, as necessary, from amongst their members and previous office holders who are eligible, the following Regional Officers:
 - (i) Regional Chairmen who shall serve for two-year periods of office from the time of election and who shall not be eligible for re-election as Regional Chairmen for the period of office immediately following;
 - (ii) On completion of office as Regional Chairman he or she shall become Immediate Past Chairman for the 12 months immediately following and will then retire from the Regional Board unless re-elected to the Regional Board as allowed for in these rules
 - (iii) Deputy Chairmen who shall serve for two-year periods of office from the time of election and who shall on re-nomination be eligible for re-election for second and subsequent two-year periods of office. No persons shall be eligible for election as Deputy Chairmen for more than two consecutive periods of office. The Deputy Chairmen shall chair meetings of Regional Boards in the absence of the Regional Chairmen;
 - (iv) No persons shall be elected as Regional Officers unless they are members of Regional Boards ex officio or by co-option.
- (g) On appointment Regional Chairmen or Deputy Chairmen shall relinquish any offices held in their respective District Associations and shall become appointed members of Regions on the National Council for the respective periods of office. District Associations affected by such consequential vacancies shall elect to office vacated persons who shall assume the full duties of the offices including membership of Regional Boards.
- (h) Regional Boards shall elect annually from amongst their own number such members of Policy Committees as laid down elsewhere under these Rules.
- (i) At any time Regional Boards shall have the power to fill, by election, casual or consequential vacancies arising amongst Regional Officers,

or any other appointments, for the unexpired period remaining from amongst those members of Regional Boards who are eligible.

- (j) Regional Boards may appoint sub-committees as necessary.
- (k) The quorum for Regional Board meetings shall be three.

3 National Council

- (a) The National Council shall comprise the Regional Chairman and the Deputy Regional Chairman for the time being of each Region, four members elected by the Special Interest Groups' Joint Committee together with the President of the BPIF, the Policy Committee Chairmen, the YMP Organisation's National Chairman, the Vice-President and up to four other members as may be co-opted under these Rules.
- (b) Presidents of the BPIF shall be elected by the National Council from amongst members of the National Council including co-opted members. Presidents shall hold office for a period of two years from the next Annual General Meeting unless a shorter period of office shall have been specified in their appointment resolution. Upon expiry of their period of office Presidents shall be eligible for re-election for a further period but shall in any case retire after holding office for a period of four years. No person shall be eligible for election as President if they have previously served for a period of four years in that office.
- (c) On retirement from office, the President shall hold the office of Immediate Past-President until the next Annual General Meeting, at which he shall leave office and cease to be a member of the National Council.
- (d) If the office of President becomes vacant the National Council shall elect a new President from amongst its members for the residue of the period of office for which the predecessor was appointed.
- (e) On appointment Presidents shall relinquish any offices held in their respective Regions or any appointments on the Special Interest Groups' Joint Committee and Regions so affected by such consequential vacancies or the Special Interest Groups' Joint Committee shall elect to offices vacated persons who shall assume the full duties of those offices.
- (f) Following the election of a President the newly elected President shall nominate and the National Council shall elect from amongst its members including co-opted members a Vice-President, who shall take office at the next Annual General Meeting. The Vice-President shall hold office for a period of two years unless a shorter period of office shall have been specified in the appointment resolution.

- (g) On appointment Vice-Presidents and other members of the Board of Directors shall relinquish offices held in their respective Regions or appointments of the Special Interest Groups' Joint Committee and the Regions so affected by such consequential vacancies or the Special Interest Groups' Joint Committee shall elect to offices vacated persons who shall assume the full duties of those offices.
- (h) The National Council may co-opt as members of the National Council up to four additional persons from amongst the representatives of Members of the New Federation. In circumstances where four co-options have already been made and a member of the National Council relinquishes an office held in their respective Region or an appointment of the Special Interest Groups' Joint Committee as a consequence of being appointed a member of the Board of Directors, the member concerned shall be co-opted by the National Council additionally to this number. Persons so co-opted shall serve until the meeting of the Council immediately preceding the next Annual General Meeting. In circumstances where four co-options have already been made and the National Council appoints a new non-executive director who is not already a member of the Council, the individual concerned shall automatically be co-opted as a member of the National Council additionally to this number and shall serve until they have completed their term of office as a non-executive director. Such co-options may be made at any time. No co-opted members may serve more than four years consecutively unless a resolution shall have been passed by the National Council specifically approving such continued co-options beyond four years.
- (i) The National Council shall hold a minimum of two meetings during each BPIF financial year and such additional meetings as the President may decide or on the written request of no fewer than four members of the National Council.
- (j) Meetings of the National Council shall be chaired by the President. In the absence of the President, the Vice-President will chair and, in the absence of both, those present shall elect one of their number as chairman of the meeting.
- (k) Not less than seven days' notice shall be given of all meetings of the National Council except in cases of emergency when notice may be waived by resolution of the meeting.
- (l) A member of the National Council shall be treated as present in person at a meeting of the National Council if he is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another. A member

taking part in a meeting by telephone shall be counted in the quorum of the meeting and shall be entitled to vote at it. A meeting of the National Council to which this article applies shall be deemed to take place where the majority of those participating is assembled or, if there is no majority, at the place where the chairman of the meeting is present.

- (m) The quorum for meetings of the National Council shall be eight except in cases when less than seven days' notice has been given when the quorum shall be ten.
- (n) The Chief Executive of the BPIF shall be responsible for the organisation of the business and affairs of the National Council; shall convene meetings; and shall attend and record decisions as may be necessary.
- (o) The National Council may appoint sub-committees as necessary.
- (p) The responsibilities of the National Council are to:
 - (i) approve industry policies as recommended by Policy Committees;
 - (ii) approve the acquisition or disposal of major assets on recommendation from the Board of Directors;
 - (iii) approve the overall budget of the BPIF;
 - (iv) approve the subscription policy of the BPIF;
 - (v) raise by way of any other subscription, loan, debenture or mortgage any additional funds to be applied and used in carrying out the objects of the BPIF;
 - (vi) fix the amount of any Membership entrance fee;
 - (vii) where appropriate, appoint trustees to hold all or any part of the funds, investments and property belonging to the BPIF, and cause a Trust Deed or Trust Deeds to be executed by such trustees in respect of the funds, investments and property held by them. The trusts relating to any such funds, investments or property shall be such as to promote or further some one or more of the objects of the BPIF, but subject to that requirement such trusts may be either of a particular or a general nature. Such powers and discretions may be vested in the trustees as the National Council may think fit. A custodian trustee may be appointed of any fund, property or investment pursuant to the Public Trustees Act 1906;
 - (viii) appoint the Chief Executive and approve any changes to senior management structures;
 - (ix) elect non-executive directors of the BPIF Board of Directors on receipt of nominations from the President;
 - (x) approve strategic plans for the BPIF as recommended by the Board of Directors;
 - (xi) endorse any recommendations for changes in structures of governance, or to the Constitution and Rules of the BPIF, for submission to the Members' AGM for approval;

- (xii) approve applications for Membership or Associate membership;
- (xiii) approve any proposals for mergers, acquisitions, contract servicing of other trade bodies, partnerships or joint ventures;
- (xiv) approve any national settlements relating to wages and conditions of employment reached with trade unions;
- (xv) agree policy and representations in respect of the BPIF's membership of Intergraf;
- (xvi) approve any proposals for changes to the BPIF's name, branding or corporate identity.

4 Board of Directors

- (a) The Board of Directors shall comprise up to six executive directors of the BPIF (including the Chief Executive), together with up to seven non-executive directors (including the President, and either the immediate Past-President (until he leaves office) or the Vice-President), provided that the number of non-executive directors shall always exceed the number of executive directors.
- (b) The non-executive directors shall be the President and either the Immediate Past President (until he leaves office) or the Vice-President, together with Members elected by the National Council on the nomination of the President. Non-executive directors shall automatically be co-opted as members of the National Council if they are not already members of the Council. The non-executive directors shall generally reflect the range of company sizes within the printing industry. The non-executive directors shall serve for a period of two years, save where an individual non-executive director is closely involved in advising on specific matters affecting the BPIF that continue beyond the individual's non-executive term of office. In such cases, the Board shall be entitled to propose to the National Council the re-election of that individual for a suitable period that does not exceed a further two years. The National Council shall fill a casual vacancy for the remainder of the term of the vacancy at its next meeting. The appointment process shall be open and transparent, with the curriculum vitae of the non-executive directors being made available for inspection by Members on request.
- (c) The Board shall meet at least six times a year.
- (d) A director shall be treated as present in person at a meeting of the Board if he is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another. A director taking part in a meeting by telephone shall be counted in the quorum of the meeting and shall be entitled to vote at it. A meeting of the Board to which this rule applies shall be deemed to take

place where the majority of those participating are assembled or, if there is no majority, at the place where the chairman of the meeting is present.

- (e) The responsibilities of the Board shall be to:
 - (i) approve policies relating to the BPIF's management and operational activities;
 - (ii) make recommendations to the National Council in regard to the acquisition and disposal of major assets, and to monitor the utilisation and performance of the BPIF's assets;
 - (iii) recommend proposed rates of subscription to the National Council for approval;
 - (iv) approve targets and budgets for BPIF directorates and business centres and to review the performance of the BPIF's operations and products on a continuing basis;
 - (v) make recommendations on senior management structures for approval by the National Council;
 - (vi) develop strategic plans for approval by the National Council;
 - (vii) recommend any necessary changes to governance structures and the BPIF's Constitution and Rules for endorsement by the National Council;
 - (viii) review Membership recruitment and retention activity and performance on a continuing basis;
 - (ix) oversee any negotiations with potential collaborators;
 - (x) approve any proposals by the Executive Directors to enter into contracts with overseas organisations and to oversee any international activities;
 - (xi) keep under review the BPIF's image, communications and corporate identity to ensure maximum impact in the marketplace.

- (f) In addition to the responsibilities listed in Rule 4(d), the Non-Executive Directors shall have the following responsibilities:
 - (i) to act as an Audit Committee of the BPIF by recommending auditors for appointment, agreeing audit plans, receiving internal control reports, and approving accounting policies;
 - (ii) to select, and recommend for appointment to the National Council, the Chief Executive of the BPIF;
 - (iii) to appraise the performance of the Chief Executive;
 - (iv) appoint, in conjunction with the Chief Executive, the Executive Directors of the BPIF;
 - (v) to determine, after consulting the Chief Executive, the remuneration of the Executive Directors;
 - (vi) together with two members of the BPIF staff elected by and from among members of the Pension Scheme, to be the Trustees of the Pension Funds of the BPIF.

- (a) The Special Interest Groups' Joint Committee shall comprise: the chairman and one elected representative of each Special Interest Group.
- (b) The Special Interest Groups' Joint Committee shall meet for the purpose of liaison on all matters of common interest to two or more Special Interest Groups or of the Special Interest Groups in general and may appoint sub-committees as necessary.
- (c) Not less than one meeting of the Special Interest Groups' Joint Committee shall be held during each BPIF financial year. Additional meetings shall be held by order of the chairman of the Special Interest Groups' Joint Committee or on the written request of members of the Special Interest Groups' Joint Committee representing two or more Special Interest Groups.
- (d) The Special Interest Groups' Joint Committee shall:
 - (i) elect annually from amongst their number a chairman and three other persons of who shall be members of the National Council. These shall be in addition to the YMP Organisation's National Chairman, who shall be a member of the National Council under Clause VI 3 (a) of these Rules.
No person shall be eligible for election as a member of the National Council for more than four years without break unless a resolution shall have been passed by the Special Interest Groups Joint Committee specifically approving such continued election beyond four years;
 - (ii) elect annually from amongst representatives of Members enrolled in the Special Interest Groups, such members of Policy Committees as laid down elsewhere under these Rules.
- (e) The Chief Executive shall appoint a member of the BPIF staff to act as secretary to the Special Interest Groups' Joint Committee who shall organise the business and affairs of the Special Interest Groups' Joint Committee, convene meetings and maintain such records as may be necessary.
- (f) At any time the Special Interest Groups' Joint Committee shall have the power to fill, by election, casual or consequential vacancies arising amongst the persons elected to serve on the National Council, or any other appointment, for the unexpired period remaining, from amongst those persons who are eligible.

6 Members' General Meetings

- (a) The BPIF shall hold an Annual General Meeting in June or July of each year, the business of which shall be inter alia:
 - (i) to appoint the auditors for the ensuing year, who shall be qualified in accordance with Section 131 Trade Union and Labour Relations Consolidation Act 1992 or any subsequent enactment;
 - (ii) to receive reports from the National Council and the Board of Directors;
 - (iii) to receive the audited accounts for the preceding BPIF subscription year and a financial statement for the ensuing year;
 - (iv) to receive a statement from the President about the main objectives of the BPIF for the ensuing year;
 - (v) to provide a consultative forum for Members to discuss matters affecting the industry in general and, in particular, to discuss the policies adopted and proposed by the BPIF; and other matters as may be of interest to Members.
- (b) Additional business may be transacted at an Annual General Meeting provided that such business is stated in the notice calling the meeting.
- (c) The business of any General Meetings shall be stated in the notice calling the meeting and only additional business so notified may be transacted. Other matters may be raised for the purpose of information only.
- (d) At least 21 days' notice shall be given of the Annual General Meeting.
- (e) Other General Meetings of Members shall be held by order of the President or the National Council or, on the request in writing of Members whose combined subscriptions represent at least 10% of the subscription income of the BPIF for the preceding BPIF financial year or, on the request in writing of the New Federation or BPIF 2009 or no fewer than 100 Members of the BPIF and shall be held not later than 28 days from receipt of such request.
- (f) At least 14 days' notice shall be given of General Meetings of Members, other than the Annual General Meeting, except in cases of emergency when not less than seven days' notice shall be given. Such exceptions shall be as decided by the President.
- (g) At General Meetings of Members the President shall take the chair. The Vice-President will chair the meeting in the absence of the President.
- (h) The quorum for General Meetings of Members shall be any person or persons representing the New Federation. Persons acting as proxy shall bear signed documents to that effect.

7 Voting

- (a) At General Meetings of Members, voting on any business properly notified shall be by block vote with the exception of the appointment of auditors at the Annual General Meeting when voting shall be by show of hands. The New Federation and BPIF 2009 shall be eligible to vote on a block vote and shall each be entitled to one vote. Provision for such block votes may be made as follows:
 - (i) by enclosure with the notice calling the meeting of a two-way form setting out proposed resolutions pertaining to the business of the meeting and of which timely notice has been given. Such votes may be cast by representatives of Members in person or by proxy;
 - (ii) by issue of ballots form not later than three working days after block votes have been demanded, returnable not later than 14 days following such demands. A declaration of the outcome shall be notified to all Members.
- (b) At meetings of the National Council, Board of Directors, Regional Boards, Policy Committees, Special Interest Groups' Joint Committee or any other committee or sub-committees, voting shall be by show of hands with members having one vote other than the Chairman who shall have a casting vote.
- (c) At District Association meetings one vote shall be cast on behalf of each Member of the New Federation present and voting.
- (d) For the purpose of determining the election of officers or members of Committees, votes may be cast in secret ballots.
- (e) With the exception of amendments to the Constitution and Rules of the BPIF as hereinafter provided for, decisions shall be made according to the majority of the recorded votes.

VII Policy Committees

- 1 Policy Committees may be established at the discretion of the National Council to address such questions as the Council considers appropriate and for such periods of time as the Council shall determine.
- 2 The principal function of Policy Committees shall be to advise the National Council on matters of policy and to discharge such duties and functions as the National Council may decide from time to time.
- 3 In discharging such duties and functions as may be decided Policy Committees shall submit their decisions to the National Council for ratification or otherwise. Reports of the activities of Policy Committees

shall be presented to the National Council by the chairmen of the Committee.

- 4 Policy Committees may appoint sub-committees as necessary.
- 5 Policy Committees shall comprise the following members:
 - (a) a chairman who shall be a member of, and elected by, the National Council, or any other member of the Policy Committee appointed by the National Council to act as chairman and who shall in such circumstances be co-opted as a member of the National Council during the term of such appointment;
 - (b) one member elected by each Regional Board being a member of that Regional Board;
 - (c) six members elected by the Special Interest Groups' Joint Committee with due regard being given to any rights expressly granted under any Special Interest Groups' rules approved by the National Council;
 - (d) up to six members appointed by the National Council;
 - (e) Policy Committees may appoint, from amongst their own number a vice chairman or such vice-chairmen as may be deemed appropriate by the National Council
- 6 The chairman and members of Policy Committees shall serve for periods of one year and, subject to re-nomination and eligibility, may serve for further periods of one year with the proviso that no persons shall be eligible to serve on any one Policy Committee for more than four years consecutively without the specific approval of the National Council.

VIII Executive Management

- 1 The Chief Executive of the BPIF, who shall be appointed by the National Council, shall be responsible to the National Council for the proper discharge of the business, affairs and functions of the BPIF.
- 2 The Chief Executive and staff of the BPIF shall be the chief instrument through which the management and administration of the BPIF's business, affairs and functions shall be conducted.
- 3 The Chief Executive shall appoint all senior staff of the BPIF other than the Executive Directors who shall be appointed by the Board of Directors in conjunction with him/her.

- 4 The Chief Executive shall be responsible for co-ordinating the administration of the BPIF and for this purpose shall be Secretary of the Board of Directors.
- 5 All senior staff of the BPIF shall work under the guidance and direction of the Chief Executive and shall be responsible to him/her for all matters relating to the management and administration of the BPIF's business, affairs and functions as may fall within their particular purview unless otherwise determined under these Rules.

IX Vacation of office

Notwithstanding anything which may be contained or laid down under these Rules no person shall remain a member of a committee, Board or other body or hold any office:

- (a) If the person ceases to be employed by, or an owner or part owner of or partner in a business or company which is a Member of the New Federation or an Affiliated Organisation.
- (b) If the person resigns their appointment.
- (c) If the person becomes bankrupt, or insolvent or of unsound mind, or incapable of acting.
- (d) If the body which appoints the person appoints another person in their stead.

X Negotiating powers

Regions, District Associations and Special Interest Groups shall not negotiate with any trade union for the purpose of effecting Regional, Association or Special Interest Group agreements, or give or sanction general advances in wages or general changes in conditions involving departures from the terms of National Agreements, except insofar as duly authorised by the National Council. Where such authority has been given, no agreements with trade unions shall be concluded until approval of the terms has been given by the National Council.

XI Definitions

Throughout these Rules (except so far as the context requires otherwise)

- 1 'BPIF' means the British Printing Industries Federation
- 2 'industry' means printing, packaging and graphic communications

- 3 'organisation' means any individual, partnership, company or other organisation; or any in-plant unit printing solely for the use of any partnership, company or other organisation
- 4 'management control of operative plant' means owning, hiring, leasing or otherwise controlling production equipment for the use in the industry and employing persons necessary to operate such plant
- 5 'Member' or 'Member of the BPIF' or 'Membership' means and includes any individual, firm, company or organisation subject to the Constitution and Rules of the BPIF or a member of the New Federation or BPIF 2009
- 6 'member' or 'membership' means any persons who have been appointed to a board, committee or similar body or any Member of the BPIF which participates in any activity or meeting of the BPIF
- 7 'BPIF financial year' means a period of 12 months running from 1 April to 31 March
- 8 'National Organisation' means the central management and administration of the BPIF
- 9 'Region' or 'Regional area' means the geographic sub-division of the BPIF area centred on the location of a regional business centre of the BPIF
- 10 'District Association' or 'District' or 'District area' means the geographic area within which the BPIF makes provision for the local organisation and servicing of Members.

XII Code of Practice

The BPIF will publish and maintain a Code of Practice for Members and all Members will be encouraged to adopt this

XIII Complaints procedures

The BPIF will maintain procedures for the purpose of seeking to resolve any of the following:

- (i) any complaint made by a person representing a Member of the New Federation in relation to an employee or sub-contractor engaged by the BPIF;
- (ii) any complaint made by a person representing a Member or member of the New Federation in relation to another BPIF Member or member of the New Federation or to an Associate Member;

- (iii) any complaint made by an Associate Member in relation to another Associate Member or to a Member of the BPIF or member of the New Federation
- (iv) any complaint made by a customer of a member of the New Federation in relation to such member

These procedures shall be published on the BPIF's website

XIV Amendment of Constitution and Rules

Alterations in the Constitution and Rules may be approved at any General Meeting of Members by a majority of not less than two-thirds of the recorded votes, provided information of the proposed alterations has been given in the notice calling the meeting. Alterations may be proposed by the National Council, the New Federation or BPIF 2009 or Members whose combined subscriptions represent at least 10% of the subscription income of the BPIF for the preceding BPIF financial year, or no fewer than 100 Members of the BPIF. On receipt the Chief Executive shall include such a proposal in the notice for the next General Meeting of Members.

Amendments adopted by resolution of the Members 6 July 2010