

Rules

1: Name

The society formed under these Rules, hereinafter referred to as the Federation shall be known by the name of the NFRN (National Federation of Retail Newsagents). But may use the "The Fed" - with strapline of Federation of Independent Retailers, for Marketing & Promotional Communication purpose.

2: Registered Office

There shall be a Head Office situated at Yeoman House, Sekforde Street, London EC1R OHF, or at such other place as the National Council of the Federation shall decide. The Head Office shall be the Registered Office of the Federation and the records, books and accounts of the Federation (except those relating to Districts or Branches) shall be kept there. All books and accounts and the roll of members shall be open at all reasonable times for inspection by any member.

3: Objectives

The objects of the Federation shall be:

- (a)** To present members as a Body which is concerned with the interests and welfare of their fellow independent retailers and their employees.
- (b)** To negotiate improvements in terms and conditions and promote the professional image and profitability of the newsagency trade or business by encouraging members to increase sales of newspapers, periodicals and magazines and other core products on their own initiative, and by supporting promotions by publishers, manufacturers, suppliers and the NFRN.
- (c)** To advise upon the conduct and management of the independent retail trade and business and to regulate relations between retailers.
- (d)** To provide legal aid for members in connection with the carrying out of the objects of the Federation, subject to the approval of the National Council or the National Executive Committee acting on its behalf.
- (e)** The provision of benefits to members and to any other such person as provided for in these Rules.
- (f)** To promote or assist in securing legislation in the interests of members.
- (g)** To provide such support as may be deemed necessary to maintain the efficient running of the Branches and Districts.
- (h)** Generally to do any lawful act for the attainment of the above objects.
- (i)** Communicate and advise the members on a regular basis of any activity and regulatory information connected with the independent retail trade.

4: Constitution

The supreme authority of the Federation shall be vested in the Annual Conference. The National Council shall administer all the affairs of the Federation and its decisions are binding until reversed or varied by Annual Conference. Members of the Federation shall be organised into Branches and / or Districts to one of which each member shall belong. In the administration of Branches and Districts, the National Council shall have power to:

- (a)** Open new or close existing Branches or District
- (b)** Unite two or more District Councils or Branches into one.
- (c)** Divide one Branch or District Council into two or more.
- (d)** To group District Councils or Branches for administrative purposes.

Full consultations must take place with all Branches or Districts concerned. However. In the case of disagreement, the matter shall be referred to Annual Conference whose decision will be final.

5: Membership

(a) Subject to the provisions of these Rules, full membership of the Federation shall be available to those persons described in Rules 5 (i) to (v) below and who hold a direct, permanent, minimum five day account with relevant news wholesaler(s) or publisher(s) in their area for the purchase of newspapers, periodicals and magazines.

(i) Any person, who trades as a retail newsagent either as a sole proprietor or as a partner with an active financial interest as defined by National Council with a maximum of two full members per place of business or one full member and one full partner member per place of business.

(ii) Any manager of a retail newsagency applying for membership with the knowledge of the owners, provided that there shall not be more than one member in respect of each place of business.

(iii) A Limited liability company carrying on the business of a retail newsagent. In any such case, the company shall nominate directors (maximum of two) to exercise the privileges of membership on its behalf. The membership shall be that of the company, but the nominated directors shall be entitled to stand for office and, in all other respects, to deal with the Federation as if the membership were his own.

(iv) Any news retailer who, for economic reasons, receives news supplies from a registered sub retailer, shall be entitled to the rights and privileges of full NFRN Membership, subject to payment of the full Federation fee.

(v) Any member having held membership of the Federation for a minimum of one year and ceases to trade in newspapers and magazines but continues as a retailer may remain a member of the Federation. Such members are entitled to full Federation Benefits on payment of the full fee and be eligible for participation up to District level.

(b) No individual or any limited liability company shall be a member at more than one place of business. Applicants for membership shall be over age 16 years and shall not engage in any trade of a dangerous nature.

(c) Any member who ceases to trade may remain a member for a period of six months, the relevant fees being paid direct to Head Office. If after this period he/she is still not trading, his/her membership will cease and he/she will relinquish any district or national post held. Elections will be held for the relevant positions according to the rules and procedures of the relevant bodies. Provided he/she has completed 10 years continuous membership, (Full or Partner), he/she would have an opportunity to become a life member with the participation to District Council level.

(i) Any member who ceases to trade and becomes a Life Member following 10 years continuous service, but then begins to trade again will have his/her membership classed as Continuous and any such member will be entitled to Full Federation benefits subject to payment of the Full Federation fee.

(d) Any member with additional qualifying shops i.e. a second or subsequent shop owned by that member may, subject to payment of the appropriate fees, apply for multiple membership for those subsequent shops, which if approved by the Federation would qualify for those benefits and privileges as appropriate to multiple members but without voting rights.

(e) Any member may nominate any relative to represent him/her at Federation meetings conditionally that such relative assists or works in the member's business. That said nominee's name shall be forwarded to the Branch Secretary or District President (where there are no branches) who shall also be officially instructed in writing of any change of representation. Every member shall be entitled to one vote only. Such nominated representative can hold Branch Office, but is not eligible for District or National Office.

(f) Members may withdraw from membership on three month's notice in writing to the Head Office.

6: Candidates for Membership

All candidates for membership must sign the requisite Application form, a copy of the Additions and Lapsed Members shall then be forwarded monthly to the President and Secretary of the Branch or District to which the proposed candidate will belong, subject to a Confidentiality Form being signed and submitted to the Head of Membership Services at NFRN Head Office. A decision by the Branch or District must be given within the following six weeks, the applicant shall be informed that he/she is accepted. A rejected candidate will have the right to appeal to the National Council.

Any member wishing to change Branches or Districts must advise relevant Branch Secretaries, District President and Membership Services Manager in writing. Failing any objection being lodged within six weeks, the member shall be informed that they are accepted by the new Branch or District. A rejected member will have the right to appeal to the National Council

7: Full Partnership Member

In addition to one Full Member, one Full Partner Membership is allowed only at the registered place of business of a Full Member. Full Partnership Members shall have the same entitlements applicable to Full Membership.

8: Additional Members

(a) Retail Members – In addition to one Full Member (or one Full Member and one Full Partnership Member), any remaining partners may become Retail Members on payment of the appropriate fee, which will entitle them to the specified Benefits. This does not confer any other rights of membership.

(b) Affiliate Member. This Membership category is applicable to retailers in the Convenience, Alcohol, Confectionery, Tobacco, Greetings or Stationery Trades. Such members are entitled to full Federation Benefits on payment of the full fee.

(c) Associate Member – This membership category is available to:

(i) Members who sell their business who do not qualify for Life membership as per Rule 9.

(ii) Full Members who have additional businesses not covered within the existing categories.

(iii) Independent Retail businesses outside of those categories covered within rules 5, 8 (a) and 8 (b).

Associate Members on payment of the appropriate fee, entitles them to protection under the NFRN Legal and Legal plus cover. Neither voting rights nor further benefits are conferred on Associate members.

9: Life Membership

Any member leaving the trade and ceasing from full/partner membership under rule 5c who has completed 10 years or more of continuous membership and is entitled to receive NFRN benefits may, within 6 months apply to become a life member and pay the appropriate fee and may participate in the activities of the branch and district to which he/she belongs as a full/partner member, to District Council level.

No Life Member may stand for election to any position if a Full member, Full Partner Member or Affiliate member is nominated for that position.

This participation is defined as follows

- (a)** Eligible to attend Business meetings, and eligible to vote.
- (b)** Eligible to represent the Branch at District Council meetings, and eligible to vote.
- (c)** Not eligible to take office above District level.
- (d)** Eligible to represent the Branch and District at Annual Conference.
- (e)** Eligible to receive expenses as per Federation rules. (See Rule 28)
- (f)** Eligible to receive Bereavement Benefit only with effect from January 2012.

Any such member on reaching the age of 75 years may receive these benefits without further payment. Life Membership includes legal cover.

To take effect from January 2013.

10: Honorary Membership

Any Branch, District Council or National Council has the right to elect any person to Honorary Membership, but such honour does not confer any rights of membership.

11: Fees

All members of the Federation shall pay a fee.

- (a)** The Full Membership Fee at any premises shall be £5.95 plus VAT per week (€8.33 per week), with effect from 1 July 2017
- (b)** The Full Partnership Membership Fee at any premises shall be £5.45 plus VAT per week (€7.63 week), with effect from 1 July 2017. The fee shall be subject to pro rata increases in line with the full membership fee.
- (c)** The Retail Membership Fee shall be £3.20 plus VAT per week (€4.20 per week), with effect from 1 July 2017. The Fee shall be subject to pro rata increases in line with the full membership fee.
- (d)** The multiple membership Fee (for all additional shops and subject to payment of one full membership fee) shall be £3.20 plus VAT (€4.20 per week)
- (e)** The Life Membership Fee shall be £110.40 per annum, (€138 per annum) with effect 1 July 2017
- (f)** The Associate membership Fee (members who have sold their businesses but do not qualify for Life Membership. Members who have additional businesses not currently covered) shall be £3.20 plus VAT per week (€4.20 per week)
- (g)** Any alteration to the above fees shall require a two-thirds majority vote at Annual Conference. Fees shall be due as from 1 January and in the case of Sub Retail Members, Affiliate and Life Members shall be paid at least quarterly. Any member whose fees are 8 weeks in arrears shall not be entitled to any benefits and may be excluded from membership after notice in writing.

All fees shall be paid into the National General Fund out of which fund all the expenses of the Federation shall be paid. The collection of all fees shall be the responsibility of the head of finance, who shall use the most satisfactory method of collection.

12: Levies

The National Council shall have power, provided a two-thirds majority of those present vote in favour of it, to make a general levy on all members. Monies paid by members shall be allocated firstly in payment of any levies and thereafter in payment of fees.

13: Voluntary Funds

Districts or Branches may hold Voluntary Funds made up from non-compulsory payments by its members. The rules governing these funds will be the responsibility of the District or Branch, a copy of which must be lodged at Head Office. They shall be banked and invested and held by the Trustees of the District or Branch and be the common property of the members who subscribe thereto. The title of the bank account in which such funds are banked shall be decided by the Branch or District but must not be in the name of a person or persons and must include the words "NFRN" and "Voluntary Fund".

The treasurers or Trustees of all Voluntary Funds must present independently verified accounts of income and expenditure for approval by its members at their Annual General Meeting and a copy must be lodged with Head Office.

Independent verification can be provided by any member within the Branch or District not directly responsible for control or management of the Fund nor directly related to the signatories or account holders. This is an alternative to independent accountants or auditors, such independence to be agreed by the Branch / District Voluntary Fund Members.

After every Branch AGM if there are any official changes, then handover by the outgoing officials must be done efficiently and transparently. Transfers of all documents, banks and cheque books must be commenced within the first 4 weeks and completed within a 3-month period. Failure to comply will result in voluntary funds being put on hold and Membership Services Committee to act and resolve the matter.

14: Annual Conference

(a) Annual Conference shall be held during March, April, May or June. Annual Conference shall be composed of the following delegates who each have the right to one vote.

(i) Members of the National Council and Trustees will have one vote each.

(ii) The number of eligible branch delegates per district will be based on the principle of 1 delegate per 75 members. A District may send a delegate(s) who has/have one vote in his/her own right. He/she may also speak and vote on behalf of any Branch unable to send its own delegate providing that authorisation signed by the Branch President and/or the Branch Secretary (or the Membership Services Manager acting in that capacity in the case of an un-officered Branch) to do so has been sent, in writing, to Head Office beforehand.

Any district whose total number of branches is less than the total number of potential delegates as per the 1 delegate per 75 members principle, will elect their conference delegates as 1 per active branch with any shortfall to be classified as a district delegate.

Districts that no longer have branches will also apply the 1 delegate per 75 members principle (to a minimum of 10 delegates and maximum of 25). These should be elected from District Council as per the Guidelines laid down by the NEC to ensure geographical coverage by delegates. Plus a further delegate who shall be the District president unless they are attending in another capacity. District votes will be divided equally amongst the elected delegates.

(iii) Those specified above will have their vote deleted from their Branch voting strength.

(iv) Each Branch is entitled to one delegate who must be elected annually at a properly constituted meeting. The delegate will be entitled to cast votes for the number of the Branch's paid up members as at the 31 December immediately prior to Annual Conference. Provided that authorisation has been sent by the President and/or Secretary (or the Membership Services Manager acting in that capacity in the case of an un-officered Branch) of both Branches, two or more Branches may combine together for the purpose of sending a representative to Annual Conference. That representative will be entitled to vote for the full membership of said Branches, subject to (iii) above.

(NB. Paid up members are all classifications of members as detailed in rules 5,7, 8 and 9) A Branch will only be entitled to vote at Annual Conference, or to transfer its votes as in Rules 14 (a) (iii) or (iv) above if it is an Active Branch. An Active Branch is defined as having held a properly constituted AGM meeting in the 6 months preceding Annual Conference, attended by a minimum of two voting members.

(b) Members of the Standing Orders Committee will not be entitled to an individual vote at Annual Conference.

(c) All the above-mentioned delegates shall have their legitimate expenses paid from the General Fund in accordance with mileage and other allowances laid down by the National Council.

(d) Any member of a Branch, not being a duly appointed voting delegate, may attend Annual Conference as a visitor.

(e) The method of voting at Annual Conference will be decided by the National Council. Voting on any item of the Conference Agenda must be completed before the session is adjourned.

(f) No member of the National Council shall be eligible to move a motion on behalf of a Branch at Annual Conference, but may do so on behalf of his/her respective District Council.

(g) At Annual Conference, the Annual Report and the Financial Report on the Federation shall be presented. Election of Officers, and all other competent business shall be dealt with.

(h) Nominations for National President, National Vice President, National Deputy Vice President and for Trustees must be lodged at Head Office by the 31 January each year.

(i) Resolutions and alterations to Rules for Annual Conference must be received by Head Office 10 weeks prior to the date of Annual Conference and may come from any Branch, District Council, or the National Council and all recognised Standing Committees subject to the approval of the National Council, which may also submit motions and amendments to Rules.

(j) The preliminary agenda shall be circulated at least six weeks before Annual Conference.

(k) Should any motion be ruled out of order for any reason by the Standing Orders Committee (or the Chairman) the sponsors of the said motion will be informed immediately where practical, and advice will be offered on appropriate wording.

(l) Annual Conference may at any time decide, by two-thirds of the voting delegates present, to resolve to hold a session in camera, at which only the duly authorised members of Conference, as laid down by the Chairman, shall have the right to be present.

(m) Matters of urgency submitted to the Standing Orders Committee, and if accepted by the Conference Chairman, can be dealt with providing two-thirds of the voting delegates present agree to it being discussed.

(n) The Chief Operating Officer shall give at least 12 weeks notice to every delegate and Membership Services Manager of the date selected by National Council for Annual Conference and ask for the names of delegates to be forwarded to him/her within three weeks.

(o) The National President, or failing him/her, the National Vice President, or failing him/her the National Deputy Vice President, or failing him/her a Chairman elected by the delegates present, shall preside at Annual Conference.

15: Standing Orders Committee

A Standing Orders Committee of five members shall act at the Annual Conference following their election and at any intervening Conference, and shall be elected by and answerable to National Council at Annual Conference. District Councils shall be entitled to submit one nomination each, having obtained the assent of the nominee before submitting the name to Head Office by the 1 May. Nominees must be Full Members, Full Partner Members or Life Members and shall not be sitting members of the National Council nor, if elected, be eligible to stand for National Council during their term of office, which shall be for three years. Members shall retire in rotation after three years but may offer themselves for re-election.

The Committee shall elect its own Chairman at their first meeting after election. Its duties shall be to carry out such Standing Orders and Rules of Procedure that have been duly adopted. (See Standing Orders Appendix 1)

16: Emergency Conference

An Emergency Conference may be summoned by a two-thirds vote of the National Council. Any three or more District Councils shall have the same power by sending a duly authorised requisition in writing to the President, who on receipt shall instruct the Chief Operating Officer to summon an Emergency Conference. An Emergency Conference must be held not less than three or more than thirty days after the decision of National Council or on receipt of the requisitions from the necessary District Councils. The agenda stating the special business shall be sent to all Branches and District Councils and, unless it is confidential, to the trade press. The procedure of business and method of voting shall be as laid down by the National Council.

17: National Council

(a) The National Council shall be composed of the National President, National Vice President, National Deputy Vice President and the Immediate Past President. In addition one representative from each District Council per 500 fully paid up members, with an extra representative for each extra 500 members or part thereof, up to a maximum of six. The minimum representation shall be two, as per District

Membership on the 31st December immediately prior to Annual Conference. No Member is eligible for election to the National Council unless they are a duly elected member of his own District Council for the ensuing year.

(b) The National Council shall exercise its function as follows:

(i) The term of office of a National Councillor shall commence at the end of Annual Conference. District Councils will arrange the election of their Representatives annually to fit in with this date.

(ii) Meetings of the National Council shall be held as often as business may require, but not less than three times per year, and will be summoned by the Chief Operating Officer on the instructions of the National President. Fifteen to form a quorum. Agendas of all meetings shall accompany the notice.

(iii) Special meetings may be called at the request of any fifteen members of the National Council each of whom shall forward individually to the President a special requisition duly signed, and stating the object of such meetings. Provided not more than 14 days have elapsed between the receipt of the first and the fifteenth requisition, the Chief Operating Officer shall summon such special meetings within ten days of receipt of the fifteenth requisition.

(iv) No National Councillor shall be elected to more than one standing Committee except the National President, who is, ex officio, a member of all committees.

(v) Where any question arises which, in the opinion of the National President requires a postal vote of the National Council, he/she shall direct the Chief Operating Officer to action the same, setting out in a concise form the business to be dealt with together with a ballot paper and such information as the National President considers proper.

(c) The powers of the National Council shall include the following:

(i) The National Council shall have the right to alter any decision of and to intervene in, take over and administer, the affairs of a Branch or District Council, if, in its opinion, some action or contemplated action by the Branch or District Council is contrary to these Rules, or in its opinion, is detrimental to the interests of the Federation, or its members. This clause shall not be construed as giving any member or person the right to appeal to the National Council except where such an appeal is expressly provided for in these Rules.

(ii) the National Council shall have the power to give directions to the Trustees of the Federation upon all matters appertaining to the investments held by the Trustees on behalf of the Federation.

(iii) The National Council shall have the power to make any decisions which may lawfully be made by Districts, Branches or any other body or person(s) (except Annual Conference) referred to in under these Rules. In the event of conflict, the decision of the National Council shall over-ride and prevail over the decision of the other body or person (except Annual Conference).

(iv) The National Council shall hear any complaint of any member that has acted contrary to the Rules of the Federation. A full and fair hearing shall be given to both parties. A written statement of the findings shall be prepared. There shall be no further appeal.

18: Sub-committees

The National Council may appoint Sub-Committees for the separate conduct of different sections of the Federation's business. The President shall be ex-officio

member of all Sub-Committees and a record of their proceedings shall be kept. Sub-Committees shall remain in office until discharged by the National Council. All such Sub-Committees, and the necessary changes, operate the same procedure as the National Council and the National Executive Committee.

19: Executive Committee

An Executive Committee shall be appointed by and from the National Council and be answerable to the same. It shall be elected each year by ballot by the incoming National Council at Conference and the members shall remain in office until their successors are elected.

(a) The Executive Committee shall consist of the National President, National Vice President, National Deputy Vice President, Immediate Past President together with six elected members. No elected member shall be eligible to serve on any other Standing Committee. Other than the National President, National Vice President, National Deputy Vice President and Immediate Past President all other elected National Executive Committee Members shall stand for a maximum of four years duration. After this time they will need to stand down for a minimum of 1 year before being eligible to stand for re-election. Any member or the whole of the Committee may be removed by a decision of the majority of the members of the National Council.

(b) The Executive Committee may do all such things, make decisions and rulings, or give such instructions as may be rightfully done by the National Council under these Rules, and any such action so taken shall be binding and operative upon all members and officials until reversed or varied by the National Council or Annual Conference.

(c) They shall have power to call emergency meetings of the National Council. The Chief Operating Officer shall summon such special meetings within 10 days of receipt of requisition.

20: National Trustees

The National Trustees shall be three in number, must be members of the Federation and shall be elected by the Federation at Annual Conference, but should not be elected members of the NEC or the National Council. There shall be an annual election of one National Trustee, who shall retire in rotation after serving a period of three years. The retiring National Trustee shall be eligible for re-election. The National President, National Vice-President, Deputy Vice-President or Immediate Past President cannot hold the position of National Trustee. The National Trustees shall be ex-officio members of the National Council. In the event of a National Trustee refusing, or neglecting, or becoming incapable of acting, he/she may be removed from his/her office by the National Council who shall thereupon proceed to elect another national Trustee in his/her place, but in no case shall the Chief Operating Officer be eligible for the office of National Trustee. All property both real and personal, belonging to the Federation except to the extent that it is vested in the Federation corporately and except as provided in Rules 13, 22 and 23, shall be vested in the National Trustees for the benefit of the Federation and its members. Subject to the direction of the National Council, all monies not required for the current expenses of the Federation shall be paid into a deposit account at a bank in the name of the Federation and on the withdrawal of the same, or any part, cheques will require signatures as follows:

- Cheques or electronic bank payments up to £4,000 Any two signatories from the National President, Chief Operating Officer, Head of Finance, Senior Line Manager or National Trustees.
- Cheques or electronic bank payments of £4,000 – £10,000 Any one of: Chief Operating Officer, Senior Line Managers or Head of Finance plus one National Trustee or any two National Trustees.
- Cheques or electronic bank payments over £10,000 any two National Trustees.

The bank books shall be held by the Head of Finance, but shall be open to the inspection of the National Trustees at all reasonable times.

The National Trustees shall, subject to instructions from the National Council, apply the Funds of the Federation for the purpose of rendering financial assistance by way of advance to or investment in the business of any company carrying on the business of the publication, printing and distribution of any newspaper, journal, periodical or other literary matter, and to promote or assist in promoting any limited liability company carrying on such business or for the purpose of rendering assistance to any company, firm or individual to enable such business to be carried on and such investments to be made solely in publications serving the interests of the Federation, and of Insurance and Mortgage Services and Consultants, and General Agents for the transaction of Life, Pension, Motor, Marine, Fire, Employers' Liability, Accident, Burglary and other Insurance business; Agents for Effecting Insurance and obtaining policies in respect of all and every kind of risk and against death, injury or loss arising out of, or through, or in connection with any accidents to human beings and against loss or damage to real or personal property.

The National Trustees shall carry out any directions given by the National Council as to the application of the Funds and other property of the Federation in accordance with these Rules, and subject as aforesaid the National Trustees shall have the power at their discretion to invest such monies and any other capital monies which may be received by them in the names or under the legal control of themselves in the purchase of or at interest upon the security of such stocks, funds, securities, policies, chattels or other investments or property (moveable or immovable) of whatsoever nature and whosoever situate in any part of the world and whether involving liability or not and whether producing income or not as the National Trustees shall think fit including without prejudice to the generality hereof to purchase with or without take possession of any freehold or leasehold or other immovable property.

The National Trustees shall have the power to engage the services of such investment advisor or advisors as they may from time to time think fit (The Investment Advisor) to advise the National Trustees in respect of the investment and re-investment of assets which fall to be invested in accordance with these Rules with power for the National Trustees without being liable for any consequent loss to delegate to the Investment Advisor discretion to manage all or any part of the trust fund within the limits and for the period stipulated by the National Trustees and these Rules and the National Trustees shall settle the terms and conditions for the remuneration of the Investment Advisor and the reimbursement to the Investment Advisor's expenses as they shall in their absolute discretion think fit

and such remuneration and expenses shall be paid by the National Trustees from the monies under their control.

The National Trustees shall Deposit the securities, certificates and any other documents of the Federation in their hands with the Bankers of the Federation unless and until otherwise directed by National Council.

The National Trustees in accordance with the instructions of the National Council shall have the power to make such arrangements as they see fit with any bank or financial institution so as to act as guarantors in respect of any advance by way of overdraft or loan by any such bank or financial institution in such sums as may be required for the purpose of any party. The National Trustees are authorised for that purpose to lodge with and charge to the bank any such securities forming part of the assets of the Federation as is thought proper by way of security for such guarantee.

National Trustees may not hold a directorship in NFRN companies or affiliate companies. This also applies to any appointment to Boards on behalf of the NFRN. This does not preclude Trustees joining with or using services which any of these companies make available. The National Trustees *will*, however, be Directors of NFRN Holdings Limited *and Bede House Limited*.

21: Finance Committee

A Finance Committee shall be elected annually by the National Council immediately after the election of the Executive Committee, and the members shall remain in office until their successors are elected. It shall consist of three National Trustees and two elected members from the National Council, together with the President, Chief Operating Officer and Head of Finance ex officio. The Finance Department shall open an account in a duly authorised bank in the name of the Federation. The bank account shall be operated in the name of the NFRN All cheques, postal orders etc., shall be payable to the NFRN at the Head Office.

The NFC will, with effect from 1st July 2018, introduce and carry out a programme of internal audits of finances. There will be four such audits each year with all areas subject to scrutiny.

The Finance Committee will be responsible for the budgetary control of the General Fund and shall be made aware of any proposed expenditure that is likely to exceed the relevant annual budget before that expenditure is incurred. In such cases, and after due consideration of and consultation upon the reasons for the budget figures being exceeded, the Finance Committee is empowered to authorise or reject the proposed increased expenditure.

The Finance Committee shall be responsible for the operation of the Benefits Scheme as laid down in the Rules of the Federation.

All employees of the Federation are required to comply with Purchase Order and Payment Procedures, as approved by the National Council, a copy of which is available from Head Office.

22: District Councils

Districts with Branches Representation shall be one delegate for each Branch with an extra delegate for each 30 members or part thereof beyond the first 30 as per branch membership on 31st December immediately prior to the meeting. No Branch shall have more than four delegates. If any Branch delegate is elected to the National Council or District Executive Committee, an additional delegate shall be permitted but such substitute delegate shall not have any voting rights in the election of the National **or** District Officials.

Districts with no Branches representation will be one District delegate per 60 members as per District membership on 31st December immediately prior to the meeting. It is the duty of all District Councils to represent and nurture all areas within the District including any without elected representation and any District that has no Branches will also elect an Area representative to oversee and facilitate business meetings.

(a) The National Council shall have full power to determine the area in which any District Council shall operate.

(b) The Chief Operating Officer shall appoint to each District Council or group of District Councils a full time Membership Services Manager and the relevant number of Retail Development Managers as required to support the Membership as may be deemed necessary by the NEC and Retail Support Officers, and lay down the terms and conditions of their employment and control their work.

(c) All books and other property other than the Voluntary Funds in the hands of the District Council shall be the common property of the members of the Federation.

(d) All District Offices and the records and property contained therein shall be open for inspection by the appropriate National Officials.

(e) The Membership Services Manager shall convene a meeting of the District Council:

(i) At such times as the District Council shall have previously decided.

(ii) A minimum of three times a year.

(iii) At any other time on the requisition in writing of a third or greater Branches or delegates within the District where no branches exist. Within seven days of the Membership Services Manager receiving the last qualifying requisition he/she will convene the meeting within 21 days giving not less than seven days notice of such meeting to all entitled to attend. *No AGMs shall be held on a bank holiday relevant to that Country.*

(f) The Delegates at their first or second meeting in each year shall elect a President, Vice President and National Councillors in accordance with Rule 17(a) for the ensuing year, by secret ballot. At all District Council Elections delegates shall be required to vote for the maximum number of candidates to fill the vacancies, Ballot papers with more or less votes will be void.

(g) Each District Council may elect an Executive Committee consisting of the President, Vice President, Immediate Past President, with additional elected members from the District Council, plus the elected National Councillors. The elected members shall be balloted for by the members of the District Council. Each delegate shall be required to vote for the maximum number of candidates that is needed to fill the vacancies. In order to deal with matters which require to be determined urgently by the National Council, a District Council may, if it so wishes, empower the District Executive Committee to place Motions on the Agenda of the National Council providing that, in the opinion of the District Executive Committee, it would be prejudicial to the members' interests to delay consideration of such matters until the

next scheduled meeting of the District Council. The subsequent decisions of the National Council on such Motions shall be binding on the District Council. The Executive Committee may, if so authorised by the District Council, meet between meetings of the District Council and make decisions, which shall be binding until ratified or reversed at the next meeting of the full District Council.

(h) Where there is a need to take late nominations any correctly completed and validated nomination will be deemed to be automatically elected in precedence to further nominations.

Rule 22 (i) will apply to fill any remaining vacancies.

(i) Nominations for office will only be taken from the floor of District AGMs: **(i)** where there are insufficient pre-notified candidates to fill the vacant positions, or **(ii)** in the event of a nominated candidate's incapacity to take office. Otherwise, all candidates for election at District meetings must submit their nomination (and in the case of National Councillors, their National Office Declaration Form and Supporting Evidence), to the Membership Services Manager, a minimum of 21 days in advance of the meeting. Candidates for National Office elected from the floor must submit their National Office Declaration Form and supporting evidence to the Head of Membership Services at Head Office within 21 days of the meeting.

23: Branches

Subject to the overriding powers of the National Council, the District Council shall have full power to determine the area in which any Branch shall operate.

(a) All monies, books and other property, other than the Voluntary Funds in the hands of Branches, shall be the common property of the members of the Federation.

(b) Each Branch should hold an AGM between January 2nd and March 31st each year shall hold elections to elect a President, Vice President (if applicable) and Secretary and all other Branch positions including District Council Delegates for the ensuing year. If no Branch Secretary can be elected the District President and Membership Services Manager shall be responsible for ensuring the administration of the Branch is undertaken as per the Rules.

(c) The Branch Secretary shall in consultation & agreement of the Branch President convene a meeting of the Branch:

(i) At such time as the Branch shall have previously decided, up to a maximum of five Business meetings/events per year one of which must include the AGM. *No AGMs shall be held on a bank holiday relevant to that Country.*

(ii) At any other time on the requisition in writing of no less than four Branch Members or ten percent of the members, whichever is the greater. He/she shall give seven days notice of any such meeting to all entitled to attend.

(d) No member may stand for election to District Council from more than one Branch in the same year.

24: Officials

The Officials of the Federation shall be the persons elected or appointed in accordance with these Rules to be representatives of its members, or some of them, and shall include all Officers. The Officers of the Federation shall be the National President, the National Vice President, the National Deputy Vice President,

the Immediate Past President, and the members of the National Council, the Chief Operating Officer, the Head of Finance and the National Trustees.

(a) Elected Officials As from 11 June 2014 all Elected Officials of the Federation must be members of the Federation (with the exception of Branch Secretaries who were elected prior to this date who may stand for re-election but any newly elected branch secretary must be a member of the NFRN). No person may hold the position of District Trustee/Treasurer and that of District President or District Vice President at the same time. The following Officials shall be elected at Annual Conference. These shall be: The National President, National Vice President, National Deputy Vice President and the Trustees. Furthermore no person may hold a position at Branch, District, or National if that person is delinquent in paying monies owed to the NFRN or Voluntary funds.

The President shall be installed at the conclusion of the Annual Conference business. He/she shall act as Chairman at all meetings of the National Council and National Executive Committee and shall be paid an honorarium linked to the fluctuations in the cost of living index based on £10,000 at 31 December 1999, during his/her year of office, exclusive of travelling and other expenses. In addition, the President shall be reimbursed for travel and hotel costs of his/her spouse whilst attending official District visits, the Spring National Council meeting and Annual Conference. At Annual Conference, National Council, District Council or Branches, the Chairman shall be the President and, failing him/her, the Vice President or, failing him/her, Elected Officials in descending order of seniority, or failing them a member elected from those present at the meeting. In the event of the death or incapacity of the President the succeeding Official shall be styled as their "existing title" and Chairman.

(b) Appointed Officials There shall be a Chief Operating Officer whose appointment shall be made by a Committee comprising the National President and four other senior National Elected Officials selected by the National Executive Committee, who will take advice from the professional employment agency which, where appropriate, has been retained to recruit and interview candidates for the post.

The Chief Operating Officer under the direction of the National Executive Committee will be responsible for the recruitment and appointment of all staff and the day-to-day running of the Federation, either directly or indirectly. The terms of all employment contracts are subject to the approval of the National Executive Committee.

No employee of the Federation shall have voting power at any Federation meeting or be empowered to accept any reduction in the terms of any publication without consulting with the National Executive Committee.

(c) General Any elected or appointed Official shall, without prejudice to any other power of removal given by the Rules, be removable at will and without cause given either by the body electing or appointing such Official or by the National Council or by Annual Conference: not less than three weeks notice shall be given of the date of the meeting at which such removal is to be proposed. Should any Official of the Federation, National, District or Branch be found incompetent, or fail to perform the duties of his/her Office, or act contrary to the interest of the Federation, the National Council or Annual Conference shall, on the offence being proved to their satisfaction,

and subject to the terms of Rule 34, have power summarily to deprive such Official of his/her Office with or without expulsion from the Federation. Should any Official of the Federation, National, District or Branch be found guilty of fraud or malversation of the Funds of the Federation, the National Council or Annual Conference shall, subject to Rule 34 on the offence being proved to their satisfaction, summarily deprive such Official of his Office with or without expulsion from the Federation and they shall, in addition, take legal proceedings if they deem it advisable. Any post or office thus vacated shall forthwith be filled in the same manner as the post was previously filled and the person previously removed shall not be a candidate for that vacancy. Any member or appointed official who has a grievance with another member or appointed official shall use the NFRN's Standard Grievance Procedure to resolve the dispute. Copies of the Standard Grievance Procedure are obtainable from District Office or Head Office.

25: Auditors

The accounts to be contained in the annual return shall be audited by one or more chartered accountants appointed at each Annual Conference. Unless a resolution is proposed and passed that some other auditor shall be appointed. Then the previous auditors shall be declared to have been reappointed unless unwilling or ineligible to act or incapacitated from acting. If an auditor has given the Federation notice in writing that he/she is unwilling to act, has become ineligible to act or has ceased to act by reason of death or incapacity the National Council/Executive Committee may appoint another person to fill the vacancy. The Head of Finance and Trustees shall be responsible for furnishing to the auditors all books, documents and papers which the auditors may require for the purposes of the audit. The accounts shall be made up to December 31 of each year, and such accounts duly certified by the auditors shall be forwarded to all Branch Secretaries at least four weeks before the Annual Conference to which it shall be officially presented.

26: Elections, Voting and Special Ballots of Members

In any election, those eligible to vote shall be:

- At Branch Elections all fully paid-up members.
- At District Elections all fully paid-up District delegates. (where applicable)
- At National Council or any Committee of those entitled under these Rules.

At Annual Conference all delegates entitled under these Rules.

Any member who joins the NFRN on either a discounted or free membership period basis will not be entitled to vote at NFRN meetings until their period of discount/free membership has expired and the relevant full fee payments have commenced. The method of voting for the election of a person or persons to serve in office or on a committee shall be decided by National Council. The National President, the National Vice President and the National Deputy Vice President shall be elected by an eliminating ballot. All other voting shall be carried out as decided by National Council. At all meetings other than Annual Conference each eligible member present shall have one vote.

Election of members for service on the Standing Committees shall be by simple majority. In the event of two or more candidates receiving the same number of votes, then there shall be a straight vote between the candidates concerned. The Chairman may appoint a teller or tellers if considered necessary. The teller first appointed shall

report the result to the Chairman who shall inform the meeting of the results. On a question of vital importance, the National Council shall have the power to issue papers to the general membership, which shall be impressed with a similar identification mark, and be posted to each individual member. The returns shall be sent under seal to Head Office, and a special committee appointed to enumerate the votes.

For the purpose of a general membership ballot, the National Council may appoint a member or members as tellers or scrutineers, or they may appoint a firm of accountants or solicitors who shall have the result published in the trade press or otherwise notify the members. The provision of this rule shall not apply to postal votes of the National Council. Every ballot held shall be a secret ballot.

27: Casting Vote

The Chairman of any meeting shall, in the event of an equality of votes, have a second or casting vote.

28: Expenses

Mileage/ travelling expenses and a subsistence allowance to be given to officers and members of the National Council, Standing Committees and members of District Councils on completion of an attendance expense claim form for services rendered to the Federation, or any expenses incurred on its behalf, shall be paid by the sanction of the National Council and from the funds of the Federation. The officials and members to advise where and who they require the money paid to. The receiving member shall be responsible for any tax liability incurred. All expenses due to members will be paid by BACS

29: By-laws

The National Council shall have power to make by-laws for the conduct of its business. But such by-laws shall not contain anything inconsistent with the provisions of these Rules.

30: Majority for Drastic Action

It shall be competent for any duly appointed delegate at an Annual Conference or National Council to move prior to, or during the discussion of any motion which may be deemed of special importance or necessitating drastic action that such motion shall require a two-thirds majority of those present and voting at such Conference or National Council meeting. The motion of a two thirds majority shall be decided by a simple majority. This Rule shall also be applicable to District Councils and Branches. Any motion before Conference which involves any re-organisation of the Federation structure or constitution must receive two-thirds of the total votes cast before it can be implemented.

31: Pensions

The Pension Trustees shall be authorised to enter into a contract with a reputable Assurance Company to establish a Pension and Life Assurance Scheme for full-time Head Office and District employees. No employee of the Federation shall be eligible for membership of the Pension and Life Assurance Scheme except upon terms laid down in the Scheme. Head Office employing any persons so eligible shall pay the employers' contribution fixed by the Pension and Life Assurance Scheme.

32: Notices

All notices to members may be delivered personally or by leaving or sending the same through the post in a prepaid letter addressed to such members at their last notified place of abode or business, and every notice left or posted as aforesaid shall be deemed to have been duly delivered on the day of leaving it, or if sent by post on the day next following the day on which it shall be posted, and that although the person to whom it shall have been directed never receives the same. Alternatively, such notices may be distributed via email.

33: Construction and Alteration of Rules

These Rules shall be binding on every member, every Official and Branch or District Council of the Federation. The National Council shall determine any question which may arise concerning the construction of these Rules and their application. These Rules can only be altered at Annual Conference. The proposed alteration may come from any Branch, District Council, National Council or Standing Committee. A proposal for alteration or any amendment to a proposed alteration need not specify the exact wording but may set out the principal object of the proposed alteration or amendment. When carried by Annual Conference, the National Council or its appropriate sub-committee shall draft a rule which shall be submitted to the same Conference for approval. No amendments to Rules so drafted will be accepted.

34: Conduct

The Federation is committed to ensuring that all of its members conduct themselves in a proper manner and respect the dignity of both fellow members and Federation employees.

(a) In this Rule, the male includes the female, the singular includes the plural and vice versa as appropriate and time is of the essence in respect of all specified time limits. All references to days mean days from Monday to Friday inclusive (excluding Bank Holidays). Any reference to a number of days notice or to notifying in writing means that number of days after posting.

(b) The conduct of all members must accord with high ethical standards. The Federation may adjudicate any complaint by any person that the conduct of any member has not met such standards and/or has otherwise been prejudicial to the interests and/or reputation of the Federation.

(c) The Federation can/will deal only with complaints in writing. Any such complaint should be directed or passed to the Chief Operating Officer, or if made at local level to the relevant Membership Services Manager (as the case may be "the Official"). The Official shall pass the complaint to the National President or relevant District President as the case may be (as the case may be "the President").

(d) The President shall decide whether the complaint provides adequate detail for the person about whom it is made ("the Respondent") to understand the case to be answered. If it does not, he shall so inform the Complainant and no further steps shall be taken. The Complainant may re-submit the complaint, once only, with additional detail.

(e) If he accepts that there is a reasonable case to answer, the President shall, having satisfied himself that they are impartial, appoint three people to decide it ("the Tribunal"). The Tribunal shall select its Chairman.

(f) The President may decide that several complaints are sufficiently inter-related to be dealt with as if a single complaint. If so, he shall appoint a single Tribunal to deal with all of them and they shall thereafter be dealt with procedurally as if they were a

single complaint, with evidence and representations in respect of one being used in dealing with the others. The Tribunal may reverse that decision and deal with the Complaints separately or ask the President to appoint separate Tribunals for them.

(g)

(i) The Tribunal shall write to the Complainant and the Respondent (together “the parties”) asking each to notify it in writing within the next 11 days of dates that fall within the next 41 days from the date of its request, which are unsuitable to them for a hearing and those witnesses each wish to call, and what other evidence each wishes to present. The Tribunal shall then decide upon the location of the hearing and from the mutually suitable dates of the parties, any witnesses and its members, fix a date for the hearing and notify the parties of these, giving at least 6 days written notice of when the hearing is to be held.

(ii) If there is no such date, the Tribunal shall in writing notify the parties of the location of the hearing and simultaneously request the parties to notify it in writing within 6 days of this request of any unsuitable dates within 36 days of the request. The Tribunal shall then fix the hearing on such date within that period as is not inconvenient to it and/or either of the parties, or if there is no such date, the Tribunal may fix the hearing for a date which is not inconvenient to it and the Respondent; or if there is no such date as that, the Tribunal may fix such date as in its absolute discretion it thinks fit (even if that date is one previously stated by the parties or either of them to be inconvenient). The Tribunal shall give the parties at least six days written notice of the date it fixes.

(iii) The Tribunal shall receive (and record in such way as it thinks fit, such recording to be made available to either of the parties on request and payment of the reasonable cost of its copying/transcription) such evidence and/or submissions from the parties as each shall think fit (whether or not such evidence satisfies the rules of Court, according it such weight as it thinks fit), in each case in the presence of the other (if present at the hearing). The other party may ask such questions of witnesses or about evidence as the Tribunal may allow and the Tribunal may itself ask such questions as it thinks fit. Each party shall be limited to two hours for the presentation of its case (including such questioning) which the Tribunal will control in order to ensure that the party has a proper opportunity to make its case.

(iv) The Tribunal shall notify the President, the relevant Official and the parties in writing of its decision (which may be by majority) on the complaint, without cause given. It may absolve the Respondent or impose such penalty/ies as it thinks fit from within those permitted by this Rule.

(h)

(i) The Respondent may appeal against the Tribunal’s decision by giving written notice to the Chief Operating Officer within 11 days of posting of the decision.

(ii) The Chief Operating Officer shall place the appeal on the agenda of the first National Council to be held after receipt of the appeal, of which he shall give at least 6 days written notice to the Respondent, informing him that he has the right to attend and be heard at that meeting or to make written submissions, provided that written notice of his intention to attend, or the submissions as the case may be, are received at least 3 days before the hearing.

(iii) The National Council shall consider the evidence and submissions presented to the Tribunal and shall hear and question the Respondent for a maximum of 30 minutes or consider any written submissions if he does not exercise his right to attend.

(iv) The National Council shall then notify the President, the Chief Operating Officer (and the Official if he is not the Chief Operating Officer) and the parties in writing of its decision on the appeal (by majority if applicable), without cause given. It may reject the appeal or allow it and either absolve the Respondent or impose such penalty/ies as it thinks fit from those permitted by this Rule.

(i) The penalties available for imposition under this Rule are:

(i) Written reprimand (which shall be notified promptly to National Council); and/or

(ii) Suspension of rights to benefits and/or other privileges of membership of the Federation, to such extent and for such period as seems to it appropriate; and/or

(iii) Removal, or suspension for such period as seems to it appropriate, from any position and/or office(s) in the Federation; and/or

(iv) Suspension from membership of the Federation (including from all rights to benefits and/or privileges, as well as any obligation to pay fees, during such period) for such period as seems to it appropriate; and/or

(v) Immediate and permanent exclusion from membership of the Federation (which includes immediate removal of all rights to benefits and/or privileges).

(j) All penalties imposed by a Tribunal become effective upon whichever is the earlier, either the expiry of the period limited for appeal or the refusal of any appeal by the National Council. All penalties imposed by the National Council become effective immediately.

(k) Save to the minimum extent required by law, if any, except as expressly permitted in this Rule all actions and/or decisions of any Official, President, Tribunal and/or National Council and/or all members thereof, relating to a complaint are made in their sole and absolute discretion, are absolutely final and binding and are/shall be subject to no review or appeal of any kind by or to any person, body, Tribunal or Court whatsoever and to no legal action of any kind, save as may be necessary for the enforcement of such decision.

(l) The Respondent may be accompanied before the Tribunal and/or National Council by one other member of the Federation (except one subject at the time to a complaint not yet decided or subject to appeal) who may advise him but who shall not speak or take any part in the proceedings. There is no right to legal representation before any Tribunal and/or the National Council or in correspondence in connection with any complaint or appeal. Any legal advice given or taken by any party must be solely funded by that party and the benefits of the Federation may not be used by any party in connection with this Rule.

(m) The Tribunal and/or the National Council may in their discretion agree that the Federation shall pay a successful Respondent or Complainant his reasonable economy class travel expenses of attending the Tribunal and/or National Council.

(n) All notices to be sent by a Tribunal or the National Council shall be sent by the relevant Official on its behalf. All notices to be given in writing under this Rule shall be sent by first class post or equivalent and/or transmitted by electronic means (including without limitation email and fax), in which case "write/writing/written" and "post/ed/ing" in this Rule shall be construed accordingly, to a Respondent at any address (including electronic address) previously given to the Federation by such Respondent for any purpose of communication and/or believed by the relevant Official to be current. All such notices and/or information sent by such Official shall be deemed conclusively to have been received on the day after posting.

(o) Where a complaint is made about the President, the next most senior relevant elected officer shall act as if he were President and that word be construed

accordingly. Where a complaint is made about a member of the National Council, the Respondent may act regarding the complaint only in his capacity as Respondent.
(p) No error in the implementation of this Rule by the President, the relevant Official, the Tribunal and/or the National Council which does not, or is not reasonably perceived as likely to, materially affect any decision shall invalidate the process or decision made.

35: Dissolution

The Federation shall be dissolved by a two-thirds majority of votes cast in a ballot of all the membership. The ballot may also provide for the use to which the funds shall be put and any funds not so provided for shall be divided in equal share amongst those who were members at the date of dissolution.

APPENDIX A: NFRN Legal Insurance and Helpline

IMPORTANT INFORMATION AND SUMMARY OF INSURANCE COVER

This Policy Summary will help you to understand the insurance. It sets out the significant features, benefits, limitations and exclusions. You should still read the full Policy Wording for a full description of the terms of the insurance, which is available [here](#)

NFRN LEGAL and TAX ADVICE HELPLINE

The NFRN legal and tax advice helpline is provided with the [NFRN Legal](#) Insurance. You will have free access to legal and tax telephone advice service by calling the helpline on +44 (0) 0330 30 31 457.

NFRN LEGAL PLUS

Visit [NFRN Legal Plus](#) for access to the law guide, a legal health-check and to download legal documents such as an employee handbook or letters to chase debts.

INTERVIEWS UNDER CAUTION

If you are asked to attend an interview under caution to answer enquiries about your business contact +44(0) 330 30 31 457 to obtain local legal support and representation.

CRISIS COMMUNICATION

If your business has been affected by negative publicity call +44(0) 344 571 7964 to get advice from a professional public relations expert by calling.

COUNSELLING ASSISTANCE

You and your employees can obtain confidential counselling by phone if you wish to explore how to resolve matters that are causing emotional stress. Please call +44 (0) 333 000 2082.

IMPORTANT INFORMATION

This insurance is underwritten by the UK branch of ARAG Allgemeine Versicherungs-AG and administered by ARAG plc, 9 Whiteladies Road, Clifton, Bristol BS8 1NN (ARAG).

INSURANCE COVER

This insurance covers claims notified during the Period of Insurance. The insurance pays the costs of a solicitor and court fees, opponents' costs ordered against you if you lose your case at court, and employment compensation awards as described below. It must be likely than not that your claim or defence will be successful. The Insurer will pay costs which it has agreed to pay following acceptance of your claim.

SIGNIFICANT BENEFITS

Insurance limits

You are covered for legal costs up to £100,000 for each claim except for:

- Insured event 6a) Criminal interview under caution for which a limit of £2,500 applies; and
- Insured event 11 Crisis Communication for which the insurer will pay up to £10,000 to cover the fees of a public relations expert.

Territorial limits

See your Policy schedule. All Insured events are covered for the UK, Isle of Man, Channel Islands and Republic of Ireland. Legal defence and Contract disputes cover extend to EU countries, Norway and Switzerland.

Insured events

1. Employment

Defence of disputes with an employee, ex-employee or a prospective employee where it has been alleged that you have breached their contract of service or related legal rights.

What is not covered

- Legal costs to prepare for or attend an internal employee disciplinary meeting.
- A dispute about a pension scheme that involves 10 or more employees.

2. Employment compensation awards

Following a claim accepted under Insured event 1. above the Insurer will pay any

- basic and compensatory award ordered by an employment tribunal (or labour court or workplace relations commission in the Republic of Ireland),
- employment tribunal fees ordered against you,
- sum agreed under the terms of the policy to settle a claim.

What is not covered

- money due under a contract.

3. Employment restrictive covenants

A dispute with an employee or ex-employee which arises from their breach of a restrictive covenant in their employment contract with you; or where it is alleged you have breached the rights of a third party which are protected by the terms of a restrictive covenant.

Your restrictive covenant must be in writing and must be designed to protect your legitimate business interests.

4. Tax protection

- A formally notified HMRC enquiry into your business tax affairs or which concerns the personal tax affairs of your directors or business partners.
- A dispute with your compliance with regulations relating to VAT, Pay As You Earn, National insurance contribution (or the Universal Social Charge) in the Republic of Ireland)

Following a compliance HMRC check/ Revenue Commissioners non-audit compliance intervention or Revue Audit in the Republic of Ireland.

Your tax returns must be complete and submitted on time and you must keep proper records.

What is not covered

A claim relating to

- tax returns that contain careless or deliberately mis-leading statements or which incur a penalty,
- fraud, dishonesty, tax avoidance,
- assets or wealth in a tax jurisdiction which is foreign to your location.

5. Property

A dispute relating to property owned by you:

- following physical damage or
- a public nuisance or trespass against you or
- which you wish to repossess from an employee or ex-employee.

What is not covered

- A contractual dispute.
- Compulsory purchase, permissions, demolition of or restrictions placed on land.
- Goods in transit or lent out.

6. Legal defence

- Provided you use the member helpline described above you will have 24/7 access to a legal representative if you are required to attend an interview under caution (subject to a maximum indemnity of £2,500).
- Representation throughout a criminal investigation where it is suspected that you have committed an offence.
- A criminal prosecution
- Motoring prosecution defence extends to apply to your directors or business partners outside of your business activities.

What is not covered

- A parking offence.

7. Compliance & regulation

- Appeal against the terms of Statutory Notice issued against your business.
- A formal investigation bought by a regulatory body.
- A civil action alleging wrongful arrest which arises from alleged theft.
- A breach of data protection law that results in a claim against you for compensation.

What is not covered

- The pursuit of a claim, other than an appeal.

8. Statutory licence appeals

- An action brought by a relevant authority which may lead to them deciding to alter, suspend, cancel or refuse to renew a statutory licence or compulsory registration.

9. Loss of earnings

- The insurer will pay for lost salary or wages that cannot be claimed back from a court or tribunal if you or an employee are asked to attend by a lawyer appointed to deal with your claim against NFRN's legal insurance or if you or your employed is called to perform jury service.

10. Employees extra protection

- Defending a claim where it is alleged that you or an employee has committed unlawful discrimination or where civil action is brought against an employee arising from their duties as a pension fund trustee.
- Pursuit of a claim on behalf of your employees if they are injured during the course of your business.
- Identity theft protection for your directors or business partners.

11. Crisis communication

If your business has been affected by negative publicity and you have sought advice from the Crisis communication helpline the insurer will pay professional fees incurred by their chosen public relations expert to help you minimise reputational damage to your business. This includes

- liaising with a lawyer who is representing you in a legal action,
- receiving and responding to communications on your behalf,
- preparing statements to address your employees, customers, suppliers or the media
- managing your social media preparing
- supporting you at any event at which media may be present.

12. Contract and debt recovery

A breach of a contract that you have made to buy, sell or hire goods or services. If you wish to recover debts owing to you, unless you are based in the Republic of Ireland, you must create and issue debt recovery letters found on the NFRN Legal Plus website as soon as the debt becomes over due by one week. If no offer to settle is received after sending two chasing letters from the website, you can claim against this insurance.

What is not covered

- An amount which is less than £200.
- A dispute with a tenant where you are the landlord.
- Buying or selling land or buildings.
- Loans, mortgages, endowments, pensions or other financial products.
- A dispute with an employee or ex-employee.

General Exclusions

- Claims where it is assessed that you are less likely than not to be successful in your pursuit or defence.
- Legal costs incurred without consent of the Insurer.
- Defence of a civil claim made against you for property damage or injury.
- Franchise and agency agreements.
- Dishonest or violent acts, illegal drugs, the use of alcohol, fraud and money laundering.

Claims handling and claims notification.

Claims are administered by legal expenses insurance specialists ARAG plc. Please do not instruct your own solicitor as the insurer will not pay costs incurred without ARAG's agreement.

You can down-load a claim form from www.arag.co.uk/newsclaims or call +44 or you can call (0) 330 30 31 457 during office hours to request a form. The claim form itself gives contact details of where to send the completed claim notification.

Your right to complain

If you need to make a complaint about NFRN's legal insurance, please contact ARAG plc. You can call the Customer relations team on +44 (0) 117 917 1561 during office hours, e-mail them at customerrelations@arag.co.uk or write to ARAG plc at 9 Whiteladies Road, Clifton, Bristol. BS8 1NN.

If we are not able to resolve the complaint to your satisfaction then you can refer it to the Financial Ombudsman (FOS) provided that it falls within their jurisdiction. From 1 April 2019 the FOS will normally deal with complaints from small businesses with an annual turnover of less than £6.5 million and which either; have up to 50 employees, or a balance sheet threshold of £5 Million. They can be contacted by phone at +44 (0) 800 23 4567 or +44 (0) 300 123 9123. You can email the FOS at: complaint.info@financial-ombudsman.org.uk or write to Financial Ombudsman Services, Exchange Tower, London E14 9SR.

If you are based in the Republic of Ireland the FOS may refer your complaint to the Financial Services Ombudsman in the Republic of Ireland where it is appropriate to do so.

The FOS's decision is binding on the insurer but you are free to reject it without affecting your legal rights. You can find out more at www.financial-ombudsman.org.uk

What happens if the insurer cannot meet its liabilities?

The insurer, ARAG Allgemeine Versicherungs-AG Branch United Kingdom is covered by the Financial Services Compensation Scheme (FSCS). NFRN members may be entitled to compensation of up to 90% of the cost of their claim, in the unlikely event that the insurer cannot meet its obligations. Further information about compensation scheme arrangements is available at www.fscs.org.uk.

Applicable law

If there is a dispute between you and the insurer it shall be subject to English law.

APPENDIX B: Federation benefits

(A) BEREAVEMENT BENEFIT

(i) General. All Members, upon joining the Federation, must complete a Declaration of Membership Form, nominating the person to whom the Bereavement benefit, should be paid. Bereavement Benefit is payable to any member having held membership of the Federation for a minimum of one year.

(ii) Full Bereavement Benefit – £2,000.00 Full Bereavement Benefit is payable except in the circumstances described at (iii) below.

(iii) Half Bereavement Benefit (£1,000.00)

(a) Applicable to accidental death, whilst employed under contract in any other occupation.

(b) Members joining over the age of 60 years.

(iv) Claims for Bereavement Benefit. To claim Bereavement Benefit, a Death Certificate must be obtained and forwarded to the Benefits Department Claims not submitted within 12 months of the death occurring will not be payable, except at the discretion of the National Trustees.

(v) Death after Leaving the Trade. When any member of more than ten years' continuous membership has disposed of his business, then that member shall be entitled to Bereavement Benefit should he/she die during the 12 months immediately following, at the rate applicable at the date of termination.

(vi) In addition to the Bereavement Benefit above, a payment of up to an additional £2,000 is payable at the discretion of the Benefits Committee in respect of death, permanent total disablement or loss of limb / eye by criminal activity whilst at work.

(vii) Inapplicability. Members joining over the age of 70 years will not be eligible for Bereavement Benefit.

(B) SERIOUS ILLNESS BENEFIT

(i) Serious Illness benefit is paid at the sole discretion of the Benefits Committee after one-year full membership in cases of significant and long-term, life changing or life threatening illnesses.

(ii) Full members, Full partner and Full multiple, and Affiliate members will be eligible to apply for the benefit.

(iii) Members joining after the age of 70 shall not be eligible.

(iv) To claim Serious Illness Benefit the member must request and complete the Serious Illness Benefit application form and attach the relevant supplementary evidence (within a 3 month period of the serious illness diagnosis – a retrospective claim cannot be accepted). The Benefits Manager will analyse the application and supplementary evidence and may request further detail, if required, before presenting to the Benefits Committee for their consideration.

(v) At the sole discretion of the Benefits Committee Serious Illness grants can be paid up to a maximum of £600 in any five year period.

(vi) Continuance of benefit following business closure. After five years' continuous membership a member disposes of his/her business as a result of illness or accident, that the member, during the 12-month period following termination, shall be entitled to Serious Illness Benefit under the provisions of this Rule.

(C) CONVALESCENCE CHARITY

This charity is administered by the NFRN Convalescence Trustees. At the sole discretion of the Trustees, Convalescence and Respite Benefit is payable to a member having held membership of the Federation for a minimum of one year. Applications can be made under the following conditions: –

(i) In circumstance where a member has been affected by a prolonged and serious medical condition which has resulted in hardship and the need for convalescence and/or respite care, may apply using the Convalescence and Respite application form, available through the Benefits department at Head Office.

(ii) In considering the request the NFRN Convalescence Trustees will assess the nature of the convalescence/respite proposed and can at their sole discretion, make a grant payable up to a maximum of £1,000 in any five-year period.

- (iii)** A qualifying member having joined the Federation after his/her 60th birthday shall only be entitled to 50% of the current rate of Benefits provided under this Rule.
- (iv)** A member joining the Federation after his/her 70th birthday shall not be entitled to any Benefits provided under this Rule.

If a member has to dispose of his/her business as a result of illness or accident, provided that a member has held 10 year's continuous full membership of the Federation, he/she shall be entitled to the benefits provided under this rule for a period of twelve months following the date of termination of Federation membership.

(D) HARDSHIP BENEFIT

Any member (or member's spouse / partner) having held membership of the Federation for a minimum of one year who find themselves in extreme difficulty following the death of their spouse / partner may apply to the Benefits Committee for a discretionary payment of up to £1,000.

Such funds will be released from the NFRN Benefits Fund subject to agreement by the National Trustees and in line with any relevant HMRC guidelines regarding provident benefits.

(E) ASSISTANCE SCHEME

Any member having held membership of the Federation for a minimum of one year may apply to the Benefits Committee via the Benefits Department for support to refresh and reinvigorate their retail businesses.

At the discretion of the National Trustees the Assistance Scheme will provide up to a maximum of £1,000 payment from the Benefits Fund towards the cost of an NFRN Assist Team to help refresh the member's retail business, which together with support provided by NFRN Partner Companies aims to assist a member to remain in business.

Such funds will be released from the NFRN Benefits Fund subject to agreement by the National Trustees and in line with any relevant HMRC guidelines regarding provident benefits.

(F) PERSONAL ACCIDENT BENEFIT FOR NEWSDELIVERERS

Every fully paid-up member shall be awarded by the Federation benefit for personal accident to any of his newspaper deliverers of 13 years of age or over according to the individual by-laws in their area. This benefit is applicable to accidents occurring when employed as a news deliverer on foot or by bicycle but does not apply to accidents occurring from the use of motorised transport.

Notice of claims under this benefit must be given by the member in writing to the Head Office of the Federation within six weeks of the occurrence of the injury and, in the case of death, be accompanied by a Death Certificate and a letter of authority from the member, authorising The Benefits Department to deal with the matter on his/her behalf and to make payment to the deliverer's legal representative.

The following sums will be payable:

(i) Death – £2,000

(ii) Loss of hand, foot, limb, eye or permanent incapacity – £1,000

(The benefits at i. and ii. above are payable only if death or the loss specified occurs within 12 months of the happening of the injury.)

(iii) Medical expenses incurred consequent upon the happenings of any injury which results an admissible claim under the benefit – £100.

These benefits will be paid providing it can be established that the accident to the news deliverer occurred during the following circumstances:

- Whilst actually undertaking the news delivery round.
- Proceeding to or from his/her home to or from his/her place of employment by the most direct route.

Accidents occurring in other circumstances, or when the news deliverer diverts from the direct route to or from his/her place of residence, will not be payable under this benefit but will be submitted to the National Trustees for consideration.

(E) REJOINING THE FEDERATION

Any person rejoining the Federation within the period of his/her previous five-year period of membership shall only be eligible for the balance of any such benefits that are currently authorised under these Rules, not previously claimed during that period.

APPENDIX C: Legal assistance benefit

(A) The Federation may assist in providing legal aid to members confined to carrying out of the policy of the Federation providing such requests for legal aid are referred to the National Council or National Executive Committee acting on its behalf and whose decision shall be final.

(B) The Federation shall not be responsible for the commencement of any legal action unless the matter in dispute has been duly submitted and approved by the National Council or Executive Committee acting on its behalf. No member shall involve the Federation in litigation concerned with his/her own private or business matters.

(C) A member requiring legal advice on any business problem may receive a first legal consultation paid for by the Federation, but no investigative work or preparation of legal documents shall be included. Application for such advice to be made through the Operations Manager, who must act within the guidelines provided by Head Office.

(D) Members should note that any alteration of the aforementioned benefits funded by the Federation will become effective from the last day of the Annual Conference at which the alterations were endorsed.

APPENDIX D: News Deliverers' fund (Benefits fund)

The News Deliverers Fund may award discretionary payments to bona fide news deliverers, who are employed by members of the Federation, who sustain serious injuries or become incapacitated.

All claims on the Fund should be made to the Benefits Department and must be supported by a medical report or medical certificate. The admission or amount of any award to be at the sole discretion of the funds Trustees. The Fund shall receive its income from the National General Fund.

APPENDIX E: Settlement of disputes

In the case of any dispute arising between the Federation and any member with regard to the benefits outlined in Appendices A-D, or the payment thereof, the dispute shall be referred to the Trustees of the Federation and the decision of the majority of those persons shall be final and binding on all parties concerned.

- Nothing in these Rules shall give rise to a legally binding Agreement for the application of the Funds of the Federation to provide benefits to members.
- Any agreement or recommendation shall not come into effect until the day after particulars thereof shall have been furnished to the Office of Fair Trading.

APPENDIX F: Fast-track for operational trade related motions

The News Operations Committee shall take its authority from the National Executive Committee for the purpose of:

(a) Taking Direct Action on Operational Trade-Related Motions submitted by Districts, having regard to the following:

(i) Operational trade-related Motions generated by Branches will continue to be submitted to Districts to determine whether action can be taken by the District, or whether the matter needs to be referred to the National body.

(ii) Such Motions referred to the National body will continue to be sent to Head Office under current procedures. However, once received, these will be vetted by the News Operations Committee.

(iii) Where possible, that Committee will take action on any operational trade-related Motion, after seeking clarity that may be required from the sponsoring District.

(iv) Any Motions dealt with this way may not, therefore, appear on the Annual Conference or National Council agenda for debate, but actions taken will be reported in the News and Magazines section of the National Council Report or Annual Report.

(v) As at present, National Councillors will still be able to ask for additional or different actions on Motions from those that the News Operations Committee may have already taken.

(b) Delegating Action, Interdiction and Prioritisation of Resolutions passed by Annual Conference and National Council, having regard to:

(i) Delegation The News Operations Committee shall have powers of delegation of actions to persons, sub-committees of the NEC or others best befitted to carry out the actions required

(ii) Interdiction The sub-committee shall have authority to refer actions for decision to the National Executive Committee on items: -

- Which are, or appear to be, inconsistent with existing NFRN Policy
- Which are, or appear to be, inconsistent with NFRN Strategic Aims and Objectives
- Which raise doubts as to cost effectiveness in respect of the actions required
- Which are substantially similar, or require substantially similar action, to current Resolutions or Policy Action items which are, or which have recently, been actioned.

The News Operations Committee will inform the respective District, with reason(s) when a decision is taken not to action a particular Motion.

(iii) Prioritisation (based on) The News Operations Committee will prioritise its work on Motions submitted by Districts based on:

- Significance on impact on members' profitability
- Significance on impact on Operational Efficiency
- Achieving Governance, Management and Operational Improvements
- Achieving Improvements in Communications and Profile
- Achieving Improvements in Accounting and Administrative Practices

APPENDIX 1: Standing Orders

Set out here are the rules and procedure used at Annual Conference. Apart from being a useful reference, you may also find them helpful in setting guidelines for the conduct of branch meetings.

1 Chairman

The retiring president of the Federation shall preside at the opening of the Conference and shall continue in the chair until the new president is installed at the conclusion of the Conference.

When the chairman rises, no one else shall continue standing, nor shall anyone else rise until the chair is resumed.

On the resumption of the chair, a member whose speech has been interrupted by the rising of the chairman, may again rise and complete his/her remarks in such time as remained to him/her when the chairman rose.

2 Disobeying the Chair

Any person disobeying the ruling of the chairman may be suspended for the remainder of the meeting upon the motion of the chairman or of two others, put without debate and carried.

3 Challenging the Chair

Any delegate not agreeing with the ruling of the chairman can challenge the same by moving: "That the chairman do now leave the chair".

This must be seconded without any speech being made and shall at once be put to the meeting by the vice chairman.

4 Scrutineers

The standing orders committee shall act as scrutineers.

5 Voting

Voting shall be in accordance with the rules of the Federation

6 Right of Addressing the Conference

(a) A member desiring to speak should be ready at the rostrum or other appropriate place and must address himself/herself to the chair.

(b) When two or more members rise to speak, the chairman will call upon the member whom he/she first observes, and there must be acquiescence in his/her call.

(c) Each speaker shall announce clearly his/her name and his/her district or branch to the meeting.

(d) Whenever a member speaks at any NFRN meeting he/she shall declare any interests he/she has outside the NFRN which are relevant to the subject under discussion.

(e) Every member shall direct his/her speech to the question before the meeting, or to an amendment or to a point of order or explanation.

(f) Every member shall be seated, except the one who may be addressing the Conference and such officers as may be carrying out other necessary duties.

(g) No members shall address the Conference more than once on any question (except as permitted by Standing Order No 11(e) in the case of a member formally seconding a motion), but the mover of an original resolution may reply to the discussion, in which reply he/she shall not introduce any new matter but shall strictly confine himself/herself to answering previous observations.

(h) No member may speak to any question after it has been fully put – that is to say, after the question has been put from the chair, and the voices have been given thereon, both in the affirmative and the negative.

(i) No member of staff may propose or second motions, but the National President (or Chairman of Conference) may, at any time, request a member of staff to provide factual information on any debate.

7 Time Limit for Speeches

The mover of an original motion may speak for not more than seven minutes and, in exercising his/her right to reply, may speak a second time for not more than four minutes.

Other speakers may speak for not more than four minutes. Extension of time may be granted by leave of the majority of the Conference, expressed by a show of hands following a personal request by the speaker being first accepted by the chairman or by suspension of standing orders (see Note 18).

8 Point of Order

Upon a matter of order suddenly arising, any member may speak if he/she does so immediately and commences by a statement that he/she rises to a point of order. The member who is addressing the meeting must thereupon resume his/her seat, as also must the member who rose to order when he/she has concluded his/her appeal to the chair.

The chairman shall give his/her ruling, which shall be final. (Note: A "point of order" is a submission on procedure addressed to the chair, and upon which a ruling is required. It is not to be used as an excuse for making a speech.)

10 Standing Orders Committee – duties, etc

The Standing Orders Committee elected by the National Council shall, at a meeting or meetings held before the Conference begins, prepare the preliminary and final agendas, on which shall be placed inter alia notices of motions and amendments on the final agenda, the amendments to be placed in the order in which they stand in relation to the working of the proposed resolution.

The Standing Orders Committee may recommend the allocation of a certain amount of time to any motion on the agenda. Where two or more motions or amendments appear to have a similar object in view, the standing orders committee may take steps to induce the moving bodies to agree to combine the motions or amendments, and so present a clear issue to the Conference.

The Standing Orders Committee will see that resolutions are correctly worded for submission to the Conference, and that the standing orders in respect of amendments are complied with. The Standing Orders Committee, having taken legal advice, may declare a motion to be out of order in the event that it:

- (a)** In itself is illegal or urges illegal action; or
- (b)** Cannot be implemented without a breach of the general law of the land or of an injunction; or
- (c)** Renders the Federation vulnerable to possible action by the Office of Fair Trading or its successors.

In the event that a motion is ruled out of order because of (a) above the Standing Orders Committee shall have a discretion as to whether to permit it to be published in the agenda and whether it may be debated but it may not be the subject of a vote. If a motion is ruled out of order by virtue of (b) or (c) above, the motion shall be published, and the Standing Orders Committee may as it sees fit allow it to be debated but not voted upon. Immediate notice must be given to the proposer of any alteration of rule or motion ruled out of order, together with the reasons for withdrawal.

11 Procedure in Regard to Motions

(a) Notice of motion for a resolution of the Conference shall be submitted in accordance with the rules of the Federation.

(b) A representative of the body giving notice of the motion shall be called upon to move the resolution. Failing acceptance of the call, any other delegate to the Conference may move the resolution.

(c) All motions and amendments must be seconded and, except formal motions, such as motions for adjournment, "That the question be now put", etc, must be (if not printed on the agenda), handed to the chairman in writing before the discussion takes place. A motion failing to find a mover and seconder shall be considered withdrawn.

(d) Every original motion shall be read by the mover before being spoken upon, if he/she so desires, and no motion or amendment shall be spoken upon except by the mover, until it has been seconded.

(e) If the mover of an original motion, or of an amendment, sits down without speaking upon it, he/she shall lose the right of addressing the meeting thereon, but the mover of an original motion shall still have the right of reply. If the seconder of an original motion (but no amendment) sits down without saying more than "I beg to second the motion", he/she shall not thereby lose the right of addressing the meeting thereon later.

(f) No motion or amendment may be proposed which is the same in substance as a motion or amendment which has been resolved in the affirmative or negative during the same Conference.

(g) A motion or amendment having been moved and seconded may not be withdrawn, except by leave granted by the Conference.

12 Composite Motions

A composite motion, ie one that covers the aims of a number of original motions which meets with general agreement, must be treated as being a brand new motion and, as such, the proposer of the composite motion shall have right of reply.

13 Procedure in Regard to Amendments

(a) Any number of amendments may be moved, provided that each amendment has reference to the subject matter of the original motion.

(b) No member of the Conference shall move or second more than one amendment on any motion.

(c) Every amendment must be relevant to the motion upon which it is moved and be framed so as to form therewith an intelligible and consistent sentence.

(d) Each amendment to a motion should be moved in the order in which, if agreed to, it would stand in the amended motion.

(e) Whenever an amendment is moved to any motion, no second amendment shall be taken into consideration until the first amendment is disposed of. If that amendment is carried, the amended motion shall be put as a substantive motion, to which a further amendment may be moved or other words or figures added, provided they do not amend the altered words or figures. If the first amendment be negative, then a further amendment may be moved to the original motion, but only one amendment shall be submitted to the Conference for discussion at one time.

(f) If the chairman is of opinion that an amendment is the same in substance as one which has been already before the meeting, or is a direct negative, he/she shall rule it out of order.

14 Closure of Debate

At the close of a speech any member who has not spoken on the question before the Conference may move "That the question be now put". This motion, on being seconded, must be put immediately, without debate, unless it appears to the chairman that such motion is an abuse of this rule. If carried, the chairman will, if an

original motion is under discussion, call upon the proposer to reply, and after such reply the question shall be put. If an amendment shall be under discussion, the question shall be put forthwith, and the closure shall apply to that amendment only.

15 Motion to Proceed to the Next Business

A motion "That the Conference proceed to the next business" may be moved by a member who has not spoken on the question before the Conference, whether there be an amendment under discussion or not. On the seconding of this motion the chairman shall, without discussion, immediately put the question to the vote; no speech shall be made by the mover or seconder. If carried, the original motion shall be treated as dropped. If defeated, no second motion "to proceed to the next business" shall be allowed while the same main question is under discussion, within 30 minutes of a previous motion to that effect.

16 The Previous Question

"The previous question" may be moved and seconded by delegates who have not previously participated in the discussion, and if accepted by the Chairman, takes precedence over all amendments. In accepting "the previous question", the Chairman must make clear that no discussion is permissible, and he must put it to the vote at once. If it is carried, the discussion on the original Motion will be terminated forthwith and cannot be raised again during the same Conference and all later amendments fall. If 'the previous question' is defeated, the discussion on the original Motion is resumed. The previous question' cannot be raised on an amendment, but only on an original or substantive Motion.

N.B. 'The Previous Question' may be introduced at Annual Conference, National Council, District Council and Branch Meetings but cannot be raised at any Committee Meeting).

17 Adjournment of Debate

Any member who has not already spoken may move the adjournment of the debate which must be seconded.

Brief speeches only may be made, and the mover of the original motion may reply to the mover of the adjournment without prejudicing his/her right of reply on the main motion.

If the adjournment of the debate is carried, the meeting proceeds to the next item on the agenda. On the resumption of the debate the mover of the adjournment motion shall have the right to be the first speaker.

18 Suspension of Standing Orders

Any member has the right to move the suspension of Standing Orders, which must be seconded, and carried by a two-thirds majority of the delegates voting.

The delegate moving the suspension must state precisely which Standing Order(s) he desires to be suspended, by referring to its title and number, and the length of time he desires the suspension. Suspension of Standing Orders may only be moved to discuss subjects of urgency and importance to which precedence should be given or to extend or restrict the time limit on speeches, or the method of one speech only per delegate. The Chairman has the right to use his discretion as to whether he will accept a Motion for suspension.

(N.B. Where appropriate, these Standing Orders and Rules of Procedure should be applicable at National Council and District Council Meetings).

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