

# Snowsport Industries of Great Britain Constitution and Rules

## 1. Name Of The Association

The name of this trade association shall be SNOWSPORT INDUSTRIES OF GREAT BRITAIN (hereinafter referred to as the ASSOCIATION).

## 2. Aims of the Association

The objects of the Association are to provide an organisation:

- i) to promote and enlarge the wintersports market for the best interests of the public and snowsports trade.
- ii) to promote and improve high standards of conduct and service within the trade.
- iii) to ensure that trade shows are conducted in the best interests of the trade and its members.
- iv) to encourage friendly trade and social relationships within the trade.

## 3. Membership

- a) Membership shall ordinarily be open to firms (company, partnership, sole trader or any other form of business entity) having a genuine operating base (being a base at or from which goods or services for hire or sale in the United Kingdom are manufactured or physically distributed or otherwise dealt with) in the United Kingdom.
- b) Firms applying for membership must have traded for a minimum of twelve months, to a suitable standard, in the United Kingdom. Full members must supply a minimum of 30 accounts within the UK.
- c) For the purposes of terminology the expression "Member" shall hereinafter refer to a company admitted into membership of the Association as defined in this Rule and having paid its subscription as defined in Rules 9 (c) and 9 (d).
- d) Each Member must have fully and correctly completed and signed an application form for membership of the Association, including an undertaking to abide by all rules of the Constitution of the Association. The Committee of the Association shall have power to grant or refuse membership of the Association at its sole discretion.
- e) If significant changes in the ownership or capital structure of a Member (as declared in its original application form) shall occur, the Committee shall be empowered to request that an updated application form to re-apply for membership shall be submitted to the Association for consideration of its membership status by the Committee, whose majority decision shall be final and binding.
- f) Membership fees shall be as agreed by each Annual General Meeting and will ordinarily be payable only by Direct Debit.
- g) Any member firm wishing to resign shall intimate its intention to the SIGB Managers in writing not less than 28 days prior to the Annual General Meeting.
- h) To be eligible to continue in membership, a firm must continue to comply with the membership requirements hereof; any member ceasing to so qualify or ceasing to trade shall automatically cease to be a member on the day of the Annual General Meeting next following such cessation.
- i) The Committee of the Association shall have power to withdraw membership of the Association from any member for breach of one or more rules of its current Constitution, by giving not less than twenty-eight days notice in writing of such intention accompanied by the reason or reasons. The recipient Member has the right within the term of such notice to lodge an appeal against implementation to be

heard by the President and not less than five members of the Committee, whose majority decision on such implementation, based on evidence presented at the appeal, shall be final and binding.

#### **4. Membership Categories**

- a) Each company shall be admitted into the appropriate category of membership. Other membership categories may be defined by the Committee as required.
- b) Prospective members must submit the relevant application form giving the names of two members as referees.
- c) Only Full Members will have one vote at the General Meetings of the Association.
- d) Other membership categories will have no vote at General Meetings of the Association, other than for the election of specific representatives of their membership category to the Committee.
- e) A Member shall be entitled to all services and benefits provided by the Association for its respective category of membership and to inspect the Association's minutes and accounts, each having been duly signed by the Chairman of the meeting and Treasurer respectively, after giving not less than fourteen days notice to the SIGB Managers.
- f) An individual may be appointed as an Honorary Individual Member in recognition of past services to the Association or of a significant contribution made by him or her to the snowsport trade. Such an Honorary Individual Member shall not have the right to vote at General Meetings nor at elections to the Committee.

#### **5. Code Of Conduct**

Members shall comply with all membership criteria hereinafter stipulated and shall act at all times as follows:

- a) Pay their subscription due to the Association at the commencement of each financial year, as defined in Rules 9 (d) and 9(e) of the Constitution.
- b) Honour with integrity their contractual and financial commitments with all suppliers and customers.
- c) Conduct their business on premises rated or taxed by a local authority or authorities for that purpose or at the registered address of the company.
- d) Inform the SIGB Managers immediately of any bankruptcy or insolvency proceedings that are taken against them and submit their immediate resignation from the Association
- e) Defend the good name of the Association and not bring it into disrepute.
- f) Conform always both to the letter and spirit of the Association's Code of Practice as it may be determined by the Committee from time to time.
- g) Conform always both to the letter and spirit of all rules of the Constitution as it may be amended from time to time.

#### **6. General Meetings**

- a) An Annual General Meeting shall be held by the end of the month of March every calendar year. The ordinary business at such a meeting shall include:

- i. the approval of the Minutes of the previous Annual General Meeting,
  - ii. the receipt of the Annual Report by the Chairman for the preceding financial year,
  - iii. the receipt of the Accounts and Balance Sheet of the Association,
  - iv. the authorisation of the Committee to appoint an Auditor for the current year and to fix their fee,
  - v. the election of the Committee as defined in section 7 of the Constitution,
  - vi. the setting of the level of annual subscriptions for the following year,
  - vii. any other ordinary business received in accordance with Rule 6 (b) of the Constitution.
- b) An eligible Member may propose one or more ordinary resolutions as ordinary business to be transacted at an Annual General Meeting, provided that each is seconded by not less than three eligible Members and received by the SIGB Managers not later than twenty-one days before the date set for such Annual General Meeting.
- c) A Notice stating the date, time, place of all General Meetings, together with an Agenda of business to be transacted, shall be issued and signed by the SIGB Managers and despatched so that it shall be received by all Members not less than fifteen days before the date of such meeting. Notices shall be deemed to have been received by the second working day following the day of despatch.
- d) An Extraordinary General Meeting may be held at the discretion of the Committee or shall be held within thirty days of receipt by the SIGB Managers of a written request for such a meeting accompanied by the proposed ordinary or special resolution or resolutions, such request being signed by not less than ten eligible members.
- e) Each resolution at a General Meeting shall be proposed and seconded by accredited representatives of different eligible Members of the Association and decided by a majority vote of a show of hands of representatives present, unless a poll is demanded by not less than three such representatives or the Chairman of the meeting. On a poll, each accredited representative or proxy may record one vote for or against the proposal on a form provided by the SIGB Managers. In the event of a tied vote, the Chairman of the meeting may exercise an additional and casting vote.
- f) The quorum at any General Meeting shall be not less than fifteen accredited representatives of Members present at the commencement of such meeting. If a quorum be not present, the meeting shall be postponed for a period of not less than one and not more than twenty-one days and at such postponed meeting the same business shall be decided upon by the accredited representatives of Members present at its commencement.

## **7. Committee**

- a) The Committee shall comprise a number not exceeding twelve of elected representatives of eligible Full Members and such number, of co-opted representatives of Full Members that the Committee may decide from time to time, always provided that no Member is represented by more than one person on the Committee.
- b) The affairs and general management of the Association shall be vested in a Committee which shall ordinarily comprise the following position holders within the Committee:
- i. President, who will perform the duties of Chairman at all meetings
  - ii. Vice President
  - iii. Treasurer
  - iv. Exhibitions Sub-Committee Chairman
  - v. Membership Sub-Committee Chairman
  - vi. Marketing Sub-Committee Chairman
  - vii. Retail section - up to two members
  - viii. Travel section - up to two members
  - ix. Other sections (to be defined) - up to two members

- c) In addition to the members of the Committee representing Full Members, up to two representatives each of Retail, Travel or Other section members may be elected to the Committee by the Members of their respective section. They will not be eligible to be Directors of Snowsport Industries (GB) Ltd.
- d) All members of the Committee shall normally be elected for a period of one year but shall be eligible for re-election. The President may not hold his office for more than 2 years in succession. The Committee must have at least two members who are primarily involved in the snowsport hardware trade.
- e) The Committee shall meet at regular intervals, but not less than four times per annum and shall cause proper Accounts and Minutes of their proceedings to be kept. Notice stating the date, time, place of each meeting, together with an Agenda of business to be transacted, shall be issued by the SIGB Managers and posted by first class mail to all representatives serving on the Committee not less than fourteen days before the date of such meeting.
- f) Any matter under discussion at such a meeting may be resolved by an appropriate motion being proposed and seconded by two elected representatives and decided by a majority vote of elected representatives present. In the event of a tied vote, the President may exercise an additional or casting vote.
- g) Four members of the Committee shall constitute a quorum.
- h) The Treasurer may be paid remuneration at the discretion of the Committee.
- i) A member of the Committee (excluding Retail and Travel section members) shall ex-officio be a Director of Snowsport Industries (G.B.) Ltd , unless he is disqualified from holding such office of director by statute, common law or the said company's Articles of Association. Such Member of the Committee shall, within 7 days of his appointment thereto, furnish such information to the Company Secretary of the said company and shall complete and execute such forms, required by the said Company Secretary to register such appointment as director with the Registrar of Companies. On the dismissal, retiral or resignation of the member from the Committee he shall within 7 days, lodge his written resignation as a director of the said company with the Company Secretary.
- j) The election of the members of the Committee shall take place at the Annual General Meeting of the Association.
- k) Details of members of the Committee wishing to stand for re-election will be circulated with the Notice of the Annual General Meeting.
- l) Nominations of new candidates (who must be elected representatives of eligible members) for positions on the Committee must be submitted to the SIGB Managers no later than twenty-one days prior to the date of the Annual General Meeting. Such nominations must be endorsed by two Full Members.
- m) Nominations of new candidates for Retail, Travel or other sections as may be defined (who must be elected representatives of eligible members) for positions on the Committee must be submitted to the SIGB Managers no later than twenty-one days prior to the date of the Annual General Meeting. Such nominations must be endorsed by two Members of the appropriate section.
- n) In the event of there being more nominations than positions available on the Committee, a ballot will be held by the Members present. A ballot list will be prepared by the SIGB Managers and eligible Members may indicate on such ballot list their choice or choices of candidates not exceeding the number of vacancies on the Committee by a voting mark. The voting rights are as follows:
  - a. Committee – Full Members only
  - b. Retail Section Committee Members – Retail Section Members only
  - c. Travel Section Committee members – Travel Section only
  - d. Other Section Committee members – Relevant Section only

- o) The candidates for whom the largest number of votes are cast shall each be declared as the elected representative of their company to serve on the Committee, up to the number of vacancies available. In the case of an equal number of votes being cast for two or more nominees, those to serve on the Committee (unless they agree otherwise among themselves) shall be determined by lot.

## **8. Power Of The Committee**

The Committee shall be vested with power to conduct the affairs of the Association to the best of its composite ability on behalf of all its Members generally and specifically as hereunder:

- a. To appoint an individual from amongst its electing serving representatives to be President of the Committee (and thereby in title of the Association) for a period corresponding to each financial year of the Association.
- b. To appoint an individual to be Vice-President of the Committee who may exercise all the powers of the President at any meeting at which the President is not present.
- c. To appoint an individual to be Treasurer of the Association.
- d. To require the resignation from the Committee of one of their number, whether he or she be co-opted or the elected representative of a Member, for conduct which the Committee deems prejudicial to the interests of the Association. In the event of such resignation not being received within seven days, to deem his or her representation on the Committee to be void.
- e. To appoint Sub-Committees as it may deem appropriate for the purpose of investigation, recommendation or performance of any responsibility of the Committee (including finance, public relations, organisation of exhibitions, disputes, specialist sectors). Representatives to serve on such Sub-Committees shall be those who have been appointed by the Committee and the President of the Committee.
- f. To define the duties of and, at their discretion, delegate to each such Sub-Committee specific powers otherwise exercisable by the Committee. Any decision then made by such Sub-Committee under such authority shall be considered as a resolution passed by the Committee.
- g. To fix the amount or amounts of annual subscription to membership and to raise funds for the Association in such a manner as they may determine.
- h. To expend or invest all funds of the Association in any bank, equity, property or other instrument as they may in their absolute discretion decide to be in the best interests of the Association.
- i. To consider applications to membership of the Association and to admit or refuse them as defined in Rule 3(d) also to withdraw membership of the Association as defined in Rule 3(h) and 3(i) of the Constitution and to resolve such matters of membership as defined in Rule 3(e) of the Constitution.
- j. To appoint Managers of the Association, to agree and sign a legal contract of employment between the Association and the Managers to perform such duties as defined by the Committee, to fix the remuneration of the Managers and to terminate their appointment on provision of notice within the terms of such contract of employment. To engage and employ other personnel or consultants as are required from time to time.
- k. To appoint a firm of solicitors to act on any matter deemed expedient by the Association and to authorise the fee payable for legal advice and services provided by such firm of solicitors.
- l. To enter into guarantees and indemnities, limited or unlimited, provided however that such guarantees and indemnities shall first be approved by the Committee who will on giving such approval nominate no less than two members of the Committee to sign such guarantees and indemnities, limited or unlimited, on behalf of the Association.

## **9. Finance**

- a. The financial year of the Association shall commence on 1st October each year and end 30th September each year. The accounts, balance sheet and a financial report shall be prepared annually by the Auditor appointed as defined in Rule 6 (a) of the Constitution.
- b. The membership year of the Association commences on the 1<sup>st</sup> of May and ends on the 30<sup>th</sup> April each year.
- c. Each Member shall pay a subscription of membership annually to the Association for the period corresponding to its membership year.
- d. Each new Member, on admission to the Association, shall pay a Joining Fee of such amount as may be determined by the Committee from time to time.
- e. Not later than fourteen days after the commencement of each membership year, the SIGB Managers shall post to each Member a dated invoice for the subscription due for the ensuing year as defined in Rule9(c) of the Constitution. Such invoice amount shall be taken by Direct Debit within the period as defined by the rules of the Direct Debit Scheme.
- f. If a Member fails to pay such an invoice properly rendered within 30 days of the date thereon, such Member shall pay interest at the rate of 2 per cent per month on all amounts due to the Association until payment thereof or the Committee shall have the right to terminate its membership.

## **10. Alterations to the Constitution**

- a. This Constitution, after adoption by a Special Resolution passed in General Meeting by the Members, shall replace any previous Constitution and be the Constitution of the Association.
- b. No rule nor provision of the Constitution shall be altered other than by a Special Resolution passed in General Meeting of the Association as defined in Rule 6(e) of the Constitution.

## **11. Termination of the Association**

- a) The Association shall continue in existence until such time as it shall be terminated by a Special Resolution passed by a majority of 75% of accredited representatives of voting Members present at a General Meeting attended by not less than 75% of its voting Members.
- b) On termination of the Association as defined in Rule 13(a) of the Constitution, its net assets or liabilities shall be shared equally between those of its voting Members who have paid subscriptions as defined in Rule 9(c) of the Constitution for five consecutive years prior to such termination.

Dated 30 October 2001