

# **The Forecourt Equipment Federation ‘FEF’**

## **Constitution and Rules of the Federation (as amended 6/11/2002) (formed 1 April 2001)**

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## **Article 1**

The name of the body shall be the 'Forecourt Equipment Federation' [short title 'FEF'] – its duration to be unlimited and its headquarters to be based in the United Kingdom.

## **Article 2**

### **The aims of the Federation are:**

- i) To be the lead body for forecourt equipment manufacturers, and their services divisions, serving the UK retail petroleum market
- ii) To secure in a representational capacity mutual support and co-operation between persons and bodies engaged in the forecourt equipment industry and to represent collectively the interests of the Federation
- iii) To provide a forum for senior management to share and exchange information and promote a spirit of mutual co-operation
- iv) To represent the interests of its members in negotiations with Government departments and other authorities in matters affecting the Members' interests
- v) To maintain a broad monitoring role of developments in the fuel delivery process and to provide a technical forum for the industry and to filter appropriate issues to members through its technical committee
- vi) To provide market and market share data to Members
- vii) To be the authoritative voice on issues that affect its Members and to handle media/PR issues on behalf of its Members
- viii) To promote good HSE practices and proper use of forecourt equipment across the industry
- ix) To represent its Members in interacting with other bodies and official committees on industry issues; encompassing legislation, regulation, standards, quality, accuracy, innovation, education, technical, safety and environmental issues
- x) To do all such other lawful things as are incidental or conducive to any of the objects of the Federation

## **Article 3**

### **Membership**

Full Membership of the Federation shall be open to any firm or company or their wholly owned subsidiary a material part of the turnover of which arises from the provision of forecourt equipment in the United Kingdom and whose written application for membership is approved by resolution at a Council Meeting. The phrase 'provision of' shall refer to the manufacture or assembly of forecourt equipment within the logical grouping of linked activities, each impacting on interconnected activities, related to the equipment for retailing of petroleum based products on the forecourt covering the following areas:

- Tank/vessel
- Sub-pumps
- Piping
- Monitoring
- Dispensers
- Nozzles & hoses
- Card readers (OPT)
- POS (point of sale)/BOS
- Polling
- Equipment maintenance services

A company solely engaged in the buying or selling of such equipment or acting as the importing agent is not engaged in the 'provision of' forecourt equipment for this purpose.

Associate Membership may be offered at the discretion of the Council to companies not otherwise eligible for membership but whose activities are directly related to those of the forecourt and the interests of the FEF and who supports the aims and objectives of the Federation and agree to abide by the Constitution and Rules of the Federation and to pay subscriptions duly levied.

## **Article 4**

### **Members' undertaking**

Each Member of the Federation shall abide by the Constitution and Rules of the Federation and to comply with all resolutions duly carried by a Council meeting of the Federation. The adoption of the Constitution and Rules by Members of the Federation shall be sufficient evidence of their agreement to this undertaking; thereafter each new Member shall by being accepted into membership will have been taken as having accepted the Constitution and Rules for the time being in force.

## **Article 5**

### **Resignations**

- a) Resignations must be addressed in writing to the Secretaries at least six months before the end of the financial year to advise of withdrawal as from the end of that financial year.
- b) Anyone resigning must pay any outstanding subscriptions applicable to their period of membership.
- c) The Council can decide by a resolution passed by two thirds of the Full Members present or represented, to exclude forthwith any Member who has broken the rules or acted against the Federation's interests, provided that the Council has called attention to conduct by that Member and upon request they have failed to provide a satisfactory explanation of their conduct. In this case the Member in question cannot participate in the vote.
- d) Decisions relating to admitting or excluding a Member are voted on by secret ballot.
- e) If any Member being a corporation, be dissolved, go into liquidation or be wound up except for the purpose merely of reconstruction or amalgamation, or have a receiver appointed of its undertaking or any part thereof; or, being an individual or partnership, become bankrupt or makes an assignment for the benefit of or by way of trust for creditors, or becomes insane, such Member shall, ipso facto, cease to be a Member of the Federation and shall not be entitled to a refund of subscription.
- f) If at a Council meeting of the Federation of which the Member shall have had twenty-one clear days' notice accompanied by a statement in writing of the grounds upon which the resolution will be supported and at which the Member shall have been given an opportunity of being heard, a resolution is passed that it is undesirable in the interests of the Federation that such a Member should remain a Member; non-payment of monies due from a Member may be the grounds for such a resolution.

## **Article 6**

### **Meetings**

There shall be three types of meetings of the Federation namely Council, Technical and Task Group meetings. Such other committees as might from time to time be deemed advantageous for the activity of the FEF may be formed by a resolution of the Council.

Only resolutions of Council meetings shall bind Members of the Federation and only resolutions of Council meetings shall be deemed to represent the views of the Federation.

## **Article 7**

### **Representation at meetings**

- a) All Full Members and the co-ordinator of each Task Group may attend Council meetings of the Federation. Each Full Member present shall be represented by its Managing Director, or Chief Executive, who shall have one vote for each fee paying membership and who shall use their best endeavour to attend. Each representative may nominate a deputy to attend in his absence, but who shall attend as a non-voting representative. If no such Director or Chief Executive or nominated deputy is available to attend any Council meeting on behalf of a Member, the representatives of the other Members may agree to the attendance of some other representative, but are not bound to do so.
- b) Each Full Member shall be represented at Technical meetings by a person nominated by that Full Member. Other persons may be invited to attend a meeting where it is deemed that this might assist the work of that committee.
- c) Any Full or Associate Member with an interest in the work of a Task Group shall be entitled to apply to be represented and vote at meetings of said Task Group.
- d) A Member who is entitled to attend a meeting may nominate another Member to act and vote on his behalf, provided that written notice of such nomination is delivered to the Secretaries at least twenty-four hours before the time of the meeting.

## **Article 8**

### **Convening meetings**

Members shall meet as they shall determine from time to time but the Secretaries shall convene a meeting on the written request of two or more Full Members of the Federation entitled to attend the meeting requested provided that any such request states the general nature of the business which such meeting will be asked to consider.

## **Article 9**

### **Procedure before and at meetings**

- a) Not less than ten days' notice of all Council meetings shall be given to all Members entitled to attend such meetings of the Federation specifying the time, date and place of the meeting and the general nature of the matters to be discussed and details of any resolutions which it is proposed are passed thereat. A meeting may exceptionally be called at less notice provided that notice of the meeting shall be given to all Members entitled to attend.
- b) Three Full Members shall form a quorum at any meeting of the Federation or, if the total number of Full Members shall at any time be less than three, such lesser number.

- c) For each Council meeting of the Federation the Members or their representatives present shall nominate one of their number being a Full Member to take the chair and failing any other decision the Chairman for any meeting shall be by rotation next in alphabetical order on the list of Members from the Chairman at the preceding meeting. If within half an hour of the time fixed for any meeting of the Federation the Chairman is not present, the Chairman shall be the representative who otherwise would have been entitled to be Chairman of the next following meeting.
- d) Every resolution submitted to a meeting shall be decided by consensus. However, any Member present may call for a show of hands or secret ballot and each Member shall have one vote, including the Chairman who shall not have a casting vote unless so decided by a Council meeting.
- e) A resolution shall not be deemed to be carried at any meeting of the Federation unless not less than two-thirds of the votes cast are in favour of the resolution

## **Article 10**

### **Minutes**

Proper minutes shall be kept by the Secretaries of all proceedings at Council meetings of the Federation, and such minutes shall be circulated to all Members entitled to attend such meetings. Proper minutes of Technical meetings shall be kept by a nominated person of that meeting and such minutes shall be circulated to all Members entitled to attend such meetings. The official language of the Federation is English.

## **Article 11**

### **Guests to meetings**

The Federation may by a resolution carried at a Council meeting, either for any special purposes or generally, invite persons, either Members or non-members, to attend and speak at Council or Technical meetings, and otherwise to contribute and give assistance towards the attainment of the objects of the Federation, but such persons shall not have the right to vote, unless already eligible as the Member's representative to that committee.

## **Article 12**

### **Secretariat**

The Secretaries of the Federation shall hold office until other Secretaries are appointed by resolution of the Members and whose fees and expenses shall be approved by resolution at a Council meeting.

## **Article 13**

### **Contracts**

The Federation may by a resolution passed at a Council meeting enter into contracts for the purposes of, and on behalf of, the Federation. The Council assumes the power of authority of signature and such contracts will be signed by the Secretaries under instruction from the Council. The payment of any fees or expenses due under such contracts shall be administered by the Secretaries.

## **Article 14**

### **Funding**

- a) Subscriptions and other levies shall be payable in such amounts as may be determined in funding expenditure approved by resolution of the annual budget, or additional unbudgeted expenditure as agreed by resolution of a Council meeting, to be required to meet the expenditure in the carrying on of the Federation.
- b) For new Members and Members who resign subscriptions or levies shall be apportioned on a proportional basis.
- c) The Secretaries shall maintain such books and records as are required by law or common practice and shall maintain a client bank account designated for the Federation.
- d) The financial year of the Federation shall be the twelve months ended ~~31<sup>st</sup> March~~ (amended) 31<sup>st</sup> May in each year.
- e) At the first Council meeting after 30th April in each calendar year the Secretaries shall submit for the consideration and approval of Members the Accounts of the Federation for the past financial year. Such accounts shall after approval by the Council meeting be circulated to all Members. At that same meeting the Secretaries shall put forward for approval a Budget for the year.
- f) The Federation is a non-profit making organisation.

## **Article 15**

### **Confidentiality**

Where information about the industry is to be compiled in the furtherance of the Federation's objectives, data in a form agreed shall be submitted to the Secretaries by each Member and the Secretaries shall summarise such data in a form that does not knowingly disclose any data which can be attributed to an individual Member.

The collection and compilation of information relating to Members shall be as agreed at a Council Meeting and the summaries shall only be distributed to participating Members.

## **Article 16**

### **Winding-up**

- a) The activities of the Federation shall be wound up if and when a resolution to that effect for any reason is passed by a Council meeting of the Federation.
- b) In the event of such a decision, the property of the Federation shall after discharging all liabilities (if any) and the costs of winding-up, be divided between the then existing Members in equal shares to their annual funding rate and if the funds of the Federation on a winding-up shall prove insufficient to meet the Federation's debts, liabilities and expenses of winding-up, the deficiency shall be contributed by all existing Members at the time of the winding-up in equal shares.

## **Article 17**

### **Dispute procedures**

- a) Any dispute with regard to the interpretation or application of the Constitution and Rules shall be referred to an independent party, to be appointed by a resolution of the Members (or failing agreement, such person as shall be appointed, on the application of the Federation, by the President for the time being of the Institute of Chartered Accountants in England and Wales), who shall act as an expert and not as an arbitrator and whose decision shall be final and binding on all Members. The costs of this independent party shall be borne by the Federation.
- b) The Members and Secretaries for the time being of the Federation shall be reimbursed and indemnified out of the funds of the Federation against all costs, charges, losses, damages and expenses which they shall respectively and properly incur or sustain on account of any act, deed, matter or thing concurred in or committed by them in or about the bona fide execution of the proper business of the Federation - except where these are incurred as a result of their wilful default or negligence. None of them shall be answerable for the act, receipt, neglect or default of any other Member or of the Secretaries of the Federation nor any banker, agent or other person appointed by a resolution of the Federation with whom or into whose hand any property, funds or monies of the Federation may be deposited or come.

## **Article 18**

### **Alteration to the Constitution and Rules**

The Constitution and Rules shall be altered only by a Council meeting resolution passed by not less than two thirds by all existing Full Members of the Federation. The text of these Constitution and Rules should be viewed under English Law.