



Constitution of the Isle of Man Construction Federation.

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Approved at the Annual General Meeting held on 7th November 2014.
Amended at the Annual General Meeting held on 9th December 2016.

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1 NAME OF THE FEDERATION

1.1 The name shall be The Isle of Man Construction Federation.

2 STATEMENT

2.1 The Federation exists to support, assist and represent its members. Its principal aims are to encourage clients to utilise the capabilities and experience of the members whilst developing a competitive environment that encourages sustainable growth.

3 DEFINITIONS

3.1 "Annual General Meeting" shall mean a meeting as described in Article 6.2.

3.2 "Executive Council" shall mean the representatives of Members elected in accordance with Article 6.2.1.

3.3 "Federation" shall mean The Isle of Man Construction Federation.

3.4 "Secretariat" shall mean the person or persons appointed in accordance with Article 6.6.

3.5 "Member(s)" shall mean any company, organisation or individual accepted as a Member under Article 5.

3.6 "Trustee" shall mean any person appointed as a Trustee under Article 9.

4 OBJECTIVES

4.1 The objectives of the Federation shall be:

4.1.1 To promote and further the interests of construction businesses in the Isle of Man.

4.1.2 To secure a united voice, mutual support and co-operation in dealing with all matters or questions affecting the general and common interests of Members.

4.1.3 To facilitate stable employment relations and fair and cost-effective terms of employment for Members and their workforce.

- 4.1.4 To advise on the settlement of differences between Members and their workforce.
- 4.1.5 To provide Members with advice and guidance so that the highest feasible standards of health, safety and environmental good practice may be achieved.
- 4.1.6 To support Members interests in communicating with the Isle of Man Government, Government departments and other relevant external bodies.

Responsibilities

- 4.1.7 To invest and deal with the money of the Federation not immediately required in such manner as may from time to time be determined and hold or otherwise deal with any investments made.
- 4.1.8 To borrow and raise money and to secure the repayment of any money borrowed raised or owing in such manner as may be determined by the Executive Council.
- 4.1.9 To indemnify the officials or officers of the Federation against losses, damages, costs and demands made against them, in respect of any authorised acts or omissions done by them in the course of their official duties for the Federation or any Member of it.
- 4.1.10 To do all such lawful things as are incidental or conducive to the attainment of the above object or any of them as the Executive Council consider to be in the interests of the Members or likely directly or indirectly to benefit the Federation or any Member of it.

5 MEMBERSHIP

5.1 Eligibility for Membership:

- 5.1.1 Any business on the Isle of Man is eligible to apply for membership of the Federation.

5.2 Applications for Membership:

- 5.2.1 Any business desiring to become a member of the Federation shall make formal application in writing.

- 5.2.2 The application and appropriate membership fee shall be submitted to the Secretariat.
 - 5.2.3 The Secretariat shall advise the Executive Council of each application for membership for their approval. If the Executive Council allows membership, subject to fees being paid, the applicant will become a Member.
 - 5.2.4 The decision of the Executive Council as to whether or not to allow membership is final. The Executive Council shall not be required to give any reasons for their membership decisions.
 - 5.2.5 Members will be required to renew their membership on an annual basis.
- 5.3 Resignation or Withdrawal of Membership
- 5.3.1 Any Member may resign from the Federation on giving six months notice in writing. At the expiration of such notice the Member shall cease to be a Member and shall cease to have any interest in or claim on the Federation or its assets.
- 5.4 Expulsion or Suspension of Members:
- 5.4.1 Membership shall cease and all privileges shall be forfeited if the Executive Council orders the name of a Member to be removed from the list of members by reason of any subscription or fee due from such Member remaining unpaid three months after the due date. One calendar months notice of such intention shall be given.
 - 5.4.2 Membership shall cease and all privileges shall be forfeited if the Executive Council orders the name of a Member to be removed from the list of members because the Executive Council believes it not to be in the interests of the Federation for such Member to remain in membership. The Executive can only take such measures at, or after, a meeting to which the Member has been invited with fourteen days notice, and at which the Member has been given the opportunity to present their case and be heard. The Executive Council shall not invoke this Article vexatiously.
- 5.5 As an alternative to expulsion under Article 5.4.1 or Article 5.4.2 the Executive may order the temporary suspension of the Member from the Federation along with the privileges of membership status. When the Member has satisfied the Executive Council that they have rectified any default, the Executive Council may order the

reinstatement of the Member.

5.6 Subscription:

5.6.1 The annual subscription will be determined by the Executive Council who shall notify each Member of the rate. Subscription levels will be set for Members commensurate with the size of their business in categories agreed from time to time by the Executive Council.

5.6.2 Any Member removed from the list of Members by virtue of expulsion, suspension, resignation or withdrawal shall not be entitled to any refund or rebate of any subscriptions paid.

5.7 The Executive Council shall have power to make special levy upon all members of the Federation to meet any extraordinary expenditure.

6 LEGAL PROVISIONS

6.1 The Isle of Man Employer's Federation is an employers' association registered under the premises of the Isle of Man Trade Unions Act 1991.

6.2 An Annual General Meeting of all the Members of the Federation shall be held in November of each year and shall be convened by at least 10 days written notice to each Member. The Annual General Meeting shall:

6.2.1 Elect representatives from the Members to the Executive Council. Nominations of any person shall be submitted in writing to the Secretariat two working days prior to the date of the Annual General Meeting. Each Member will be given the opportunity to vote for ten of the nominees.

The ten nominees receiving the most votes shall become elected members of the Executive Council. Votes may be recorded by a duly signed proxy, lodged with the Secretariat at least 24 hours before the Annual General Meeting.

Executive Council may co-opt additional members if it is considered to be in the best interests of the operation of the Federation.

- 6.2.2 Receive and approve or otherwise the accounts of the Federation.
- 6.3 The Executive Council shall elect from its elected members a President, Vice President and Treasurer. The office of President shall be limited to a period of 3 years.
- 6.4 Not less than three persons shall form a quorum at all meetings of the Executive Council.
- 6.5 A member of the Executive Council shall vacate office if:
 - 6.5.1 He ceases to be a Member, or in the case of a member of the Executive Council who is a representative of a Member which is a business ceases to be a Member.
 - 6.5.2 The business becomes bankrupt or insolvent.
 - 6.5.3 He resigns his appointment as a member of the Executive Council.
 - 6.5.4 In the unanimous opinion of the other members of the Executive Council he or the business he represents become incapable of acting or is acting against the interests of the Federation.
- 6.6 The Executive Council shall appoint a Secretariat for the Federation under such terms and conditions as they see fit. The Secretariat shall:
 - 6.6.1 Be ex officio members of the Executive Council.
 - 6.6.2 Organise the day-to-day running of the Federation and its offices.
 - 6.6.3 Maintain a register of Members.
 - 6.6.4 Promote training sessions, seminars and the like for the continuous professional development of Members.
 - 6.6.5 Arrange, attend and minute meetings of the Executive Council with appropriate external bodies.
 - 6.6.6 Arrange, attend, minute and issue minutes of monthly meetings of the Executive Council.

- 6.6.7 Have the authority to enter into any legally binding contract up to the value of £250 in the name of the Federation without the approval of the President, Vice President, or Treasurer.
- 6.6.8 Work under the direction of the Executive Council. Remuneration for the Secretariat shall be agreed between the General Secretary, President, Vice President and Treasurer on an annual basis.
- 6.7 The control of the affairs of the Federation shall be vested in the Executive Council which may do all things necessary for promoting the objectives of the Federation as directed by this constitution.

7 FINANCIAL MATTERS

- 7.1 The Secretariat shall be responsible for the invoicing of companies, organisation or individuals for whom the Federation has provided a service.
- 7.2 The Secretariat shall check and forward to the Treasurer all invoices received. All payments out of the funds of the Federation shall be approved by the Secretariat and authorised by the Treasurer.
- 7.3 The Treasurer and Secretariat shall ensure proper accounting records are kept of all transactions concerning the assets, liabilities and funds of the Federation. These records shall be sufficient for the preparation and audit of the annual accounts.
- 7.4 The Executive Council shall appoint a person qualified for appointment as auditor of a company under section 14(1) of the Isle of Man Companies Act 1982, and other relevant legislation, to audit the annual accounts of the Federation.
- 7.5 The audited accounts shall be available to Members at the Annual General Meeting or on request by a Member to the Executive Council.
- 7.6 All property, bank accounts, legal agreements, investments and the like in the name of the Federation shall be under the control of the Executive Council.
- 7.7 The Executive Council may order that Federation funds be invested in secure and capital guaranteed financial products.
- 7.8 The Executive Council may purchase or take on lease any land and may sell, exchange, mortgage, lease, or build upon the same.

- 7.9 Each Member undertakes to contribute to the assets of the Federation in the event of same being dissolved during the time he is a member, or within one year afterwards, for payment of the debts and liabilities of the Federation and the costs, charges, and expenses arising out of such dissolution, such amount as may be required not to exceeding the amount of his annual subscription. If after discharge of the liabilities there remains any property stocks and/or credits whatsoever, the same shall be divided pro rata to their subscription costs among all members whose subscriptions are paid to date, as shown in the membership book on the 1st of January last prior to the aforementioned dissolution.

8 GENERAL

- 8.1 Extraordinary general meetings of all Members of the Federation shall be held on the request of the Executive Council, or on the written request to the Executive Council, by at least 10 Members of the Federation, to convene such a meeting, stating in the requisition the general reason for business to be discussed at such general meeting and shall be convened by at least 10 days written notice to call Member stating in such notice the general nature of the business to be discussed at such general meeting.
- 8.2 The Executive Council shall normally meet on a monthly basis.
- 8.3 Except for the election of Executive Council members as set out in Article 6.2.1, voting at all meetings of the Federation shall be by show of hands. A poll may be requested by any Member in which case each Member shall have one vote. Votes may be recorded by a duly signed proxy, lodged with the Secretariat at least 24 hours before the meeting. In order to be binding, all resolutions in respect of which a poll is demanded must be carried by a simple majority of the recorded votes. In voting by a show of hands no Member shall have more than one vote.
- 8.4 Any Member shall be entitled to bring in writing before the Executive Council, through the Secretariat, any question falling within the objectives of the Federation and shall be entitled to an answer, except on matters specifically detailed elsewhere in this constitution.
- 8.5 Any question, dispute, or difference between the Federation and any Member, or any claim of any kind whatever against the Federation or Member, shall be referred to the Executive Council for determination or decision. The determination and decision of the Executive Council thereon shall be final.

- 8.6 Alterations to the constitution and conditions of the Federation may be made at a meeting of the Executive Council called for the purpose or at any meeting thereof, provided notice of the proposed alterations has been duly given prior thereto, and provided also that the alterations agreed on are subsequently submitted to a general meeting of the Federation, and no alteration shall be finally approved unless there be a majority of at least two-thirds of the recorded votes in favour of the amendments.

9 THE TRUSTEES

- 9.1 The Executive Council shall appoint the President, Vice President and Treasurer elected under Article 6.3 as trustees in whom all the property and funds of the Federation shall be vested upon such terms as may be determined by the Executive Council. If either the President, Vice President or Treasurer is unwilling or unable to be a trustee, the Executive Council shall elect and appoint as trustee in his or her place one of the remaining members of the Executive Council.
- 9.2 The Executive Council may at any time remove a person from the office of Trustee for any reason and may appoint as trustee another member of the Executive Council to fill the casual vacancy so created in accordance with article 9.1 above. In the event of a casual vacancy occurring for whatever reason, the Executive Council shall appoint one of the members of the Executive Council to fill that vacancy at the next Executive Council meeting.
- 9.3 The duties of the Trustees shall be:
- 9.3.1 As directed by the Executive Council, to invest, safeguard, and keep all funds and property of the Federation received by them in such manner as may, from time to time be authorised by the Executive Council;
- 9.3.2 As and when required by the Executive Council to direct a bank, at which all cash not immediately required by the Federation is placed in an account, to honour not less than any three of the joint signatures of the persons (not being any of the trustees) named in the direction whereupon the trustees shall be relieved from all liability in respect of payments paid in the nature authorised by the direction while it is force;
- 9.3.3 To make payments out of any of the funds of the Federation of all and any premiums on any insurance policy.
- 9.4 The Trustees shall have authority to enter into such transactions and to execute such documents as may be necessary for the proper

