



BACTA RULES, STANDING ORDERS AND BYLAWS OF THE ASSOCIATION (as at November 2014)

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1. NAME AND PRINCIPAL OFFICE

- 1.1 The organisation is an association of employers. It shall be known as BACTA. Its principal office shall be situated at 134 Buckingham Palace Road, London SW1W 9SA or at such other address as the National Council may from time to time determine.

2. OBJECTS OF THE ASSOCIATION

- 2.1 The objects of the Association shall be to:
- 2.1.1 Promote and advance the interests of persons, firms and companies working or otherwise engaged in the British amusement and gaming machine industry.
 - 2.1.2 The objects of the Association shall be to protect its members and the industry from vexatious restrictions and impositions, to secure the repeal of all laws that harass the industry.
 - 2.1.3 To study, advance and protect the interests of its members in such manner as may be decided by the National Council for the time being
 - 2.1.4 To provide assistance to members, past members, and other deserving persons, causes in need and to promote goodwill.
 - 2.1.5 Generally to take all such steps as are incidental or conducive to the attainment of these objects.
- 2.2 In these Rules:-
- 2.2.1 "Amusement industry" shall mean the business of operating amusement devices of all kinds, and such other devices as are customarily operated in conjunction therewith, in amusement parks, amusement arcades, pleasure fairs, and all other suitable premises and places; and manufacturing, exporting, importing, selling, distributing, repairing, converting, hiring out, leasing or otherwise dealing in all such devices and components thereof; and
 - 2.2.2 "Great Britain" shall mean England, Scotland, Wales, the Channel Islands and the Isle of Man.

3. OFFICERS AND OFFICIALS

- 3.1 The Officers of the Association shall be:-

the President,
the Vice-President,
the National Past Presidents,
the General Treasurer,
the Trustees,
the Chairmen and Vice-Chairmen of Divisions, and
the 20 members of the National Council nominated by Divisions
under the provisions of Rule 6.14 which shall comprise National
Council

3.2 The Officials of the Association shall be:-

the members of Division Committees, other than Chairmen and Vice-Chairmen,

the Chairmen and Honorary Secretaries, and the Treasurers (if any) of Regions and sub-Regions

the Auditor appointed under Rule 14 and

the Chief Executive under Rule 15

3.3 The holding of office shall be restricted to:-

President or Vice-President: Any Ordinary or Life Member of the Association;

National Past-President: Any Ordinary member, Honorary member or Life member of the Association who (i) is the President or a past Chairman or President of the Association or (ii) is recommended by the National Council;

General Treasurer, or Trustee or other member of the National Council: any Ordinary or Life member of the Association.

3.4 Nominations for the offices of President and Vice-President must be submitted in writing, fax or e-mail by a Divisional Committee to the Chief Executive not less than 28 days before the relevant Meeting of the National Council.

3.5 Nominations for the offices of National Past President, General Treasurer and Trustees must be submitted in writing, fax and e-mail to the Chief Executive not less than 28 days before the relevant annual general meeting.

3.6 At the first meeting of the National Council after (i) the holding of the Annual General Meeting in 2009 and (ii) thereafter the holding of the

Annual General Meeting in alternate years (i.e. 2011, 2013, 2015, and so on) two members of the Council shall be appointed by resolution of those present and voting to serve as President and Vice-President. Neither of the President or Vice-President shall be deemed to represent a Division for the purposes of Rule 6.14 and the Division (if any) by which he was nominated to serve on the National Council shall nominate another member of the Divisional Committee in his stead.

- 3.7 Except for the President and Vice-President the Chairmen and Vice-Chairmen of the Divisions and the members of the Council nominated by Divisions under the provisions of Rule 6.14, Officers shall be elected at the Annual General Meetings of the Association: In the event of a vacancy arising in the office of General Treasurer or Trustee the National Council shall have the power to appoint a substitute, until the next Annual General Meeting.
- 3.8 The President and Vice-President, when once elected in accordance with Rule 3.6 at the first meeting of the National Council after the holding of an Annual General Meeting ("the Relevant AGM"), shall hold office for a two year term. A two year term in these rules expires at the holding of a second AGM, after the AGM at which they are elected.
- 3.9 The National Past Presidents shall hold office while they are members of the Association.
- 3.10 The General Treasurer and the Trustees shall hold office for a two year term.
- 3.11 The Chairmen and Vice-Chairmen of Divisions and the members of the National Council nominated by Division under the provisions of Rule 6.14 shall ex-officio be members of the National Council.
- 3.12 If a member of the National Council who represents a Division ceases to hold office during his term the Division may appoint a substitute.
- 3.13 If a member of the Association is nominated to serve on the National Council by two Divisions, he shall inform the Chief Executive which one of those Divisions he will represent, and the other Division shall nominate another representative.
- 3.14 Notwithstanding the foregoing provisions of this Rule, any Officer or Official of the Association may be removed from office by resolution of members present and voting at a general meeting of the Association.

4. NATIONAL COUNCIL

- 4.1 The National Council of the Association shall consist of the Officers specified in Rule 3.1 above.
- 4.2 The National Council shall be the governing body of the Association and its functions shall be to conduct the business of the Association in furtherance of the objects set out in Rule 2.1 and to act for and in the name of the Association.
- 4.3 Except as otherwise provided in these Rules, the decisions of the National Council shall be final and binding.
- 4.4 The National Council may at its discretion appoint Divisions or Sub-Committees with written terms of reference to deal with particular matters.

5. MANAGEMENT COMMITTEE TERMS OF REFERENCE

- 5.1 Management Committee is a sub-committee of National Council which oversees the day-to-day management of the Association. Responsibilities include:

- Staffing and organisational matters
- Financial controls (including authorisation of exceptional capital or revenue expenditure up to £25K per month) in excess of agreed budgets
- Approval of new members admissions
- Political activities, including management of advisors
- Public relations
- Management of issues between meetings of National Council
- Advice to National Council on major policy issues
- Control of the calendar of meetings and events
- Relationships with trade associations and other relevant organisations in the UK and overseas

Management Committee shall comprise the President, Vice President, National Treasurer, the four Divisional Chairmen (or their Vice Chairman) of each Division, together with Chief Executive and other non-voting specialists by invitation.

The Committee is advised by the Chief Executive and his staff. The Chief Executive takes on such executive management functions as are delegated to him. A scheme of financial delegation sets out the limits within which both officeholders and the Chief Executive may authorise expenditure.

- 5.2 Accountability - Management Committee reviews progress in detail on a monthly basis and the Chief Executive is accountable to the National Officeholders and Management Committee for progressing the work of the Association.

6. DIVISIONS

- 6.1 Within the Association there shall be four Divisions, each representing one of the following branches of the amusement industry:

- 6.1.1 the operation of all kinds of amusement devices, and such other devices as are customarily used in the industry at amusement parks, piers, amusement arcades, prize bingo establishments, and similar premises used wholly or mainly for the purposes of amusement gaming, at coastal resorts: and at inland amusement parks;
- 6.1.2 the placing out of any such devices, whether on hire or otherwise, for operation on premises of which the owner of the devices is not himself the occupier;
- 6.1.3 the operation of any such devices in amusement arcades, prize bingo establishments and similar premises other than those mentioned in Rule 6.1.1;
- 6.1.4 the manufacture, importation, distribution, repair, and conversion of any such devices.

- 6.2 Membership within a Division

- 6.2.1 Every subscribing Ordinary member and every Life member of the Association shall be a member of a Division appropriate to the nature of his activities. The Committee of the Division may at any time require members to provide evidence of their qualifications for that Division.
- 6.2.2 A non-subscribing Ordinary member nominated under the provisions of Rule 10.1.2 shall be qualified for membership only of the Division or Divisions for which he was so nominated.
- 6.2.3 Where under the provisions of Rule 10.1.2 an Ordinary member nominates non-subscribing members for membership of the Association, all of them shall be entitled to attend, speak and vote at general meetings of the Division in

which they are so nominated and at general meetings of the Committee.

6.3 The functions of a Division shall be:-

6.3.1 to keep under review the general situation in its branch of the industry and to report to the National Council thereon:

6.3.2 to take all such action as the Division Committee may consider necessary to protect or further the interests of members of that branch of the industry; and

6.3.3 to carry out such functions as may be delegated to it by the National Council under the provisions of Rule 4.4.

6.4 Within such limits as may from time to time be laid down by the National Council, a Division shall be self-governing in all matters which affect only the branch of the industry that it represents: Divisions shall at all times act in conformity with National Council policy, and shall not take any action which conflicts with the interests of another Division, or seeks to secure a change in the laws.

6.5 Subject to the provisions of Rule 6.6, each Division shall be managed by a Division Committee consisting of:-

a Chairman

a Vice-Chairman

the National Past Presidents of the Association

the Division Vice-Presidents and the other Past-Chairmen of the Division

the Committee members elected at the Annual General Meeting of the Division under the provisions of Rule 6.10, and;

such further number of Committee members as may be nominated by Regions under the provisions of Rule 7.11.

6.6 Divisional voting rights

6.6.1 The President, Vice-President and General Treasurer respectively shall be entitled ex officio to attend and vote at all meetings of Divisions.

6.6.2 The National Past Presidents shall be entitled to attend all meetings of Divisions but may vote only at meetings of a Division of which they are at the time subscribing members.

6.6.3 The Vice-President who is a Past-Chairman of a Division shall be entitled to attend and vote at meetings of the Committee

of that Division while he is a subscribing member of the Division.

- 6.7 The Chief Executive shall be the Secretary of each Division, but a member of the Divisional Committee may be appointed to act as Honorary Assistant Secretary.
- 6.8 A Division Committee may appoint sub-Committees to deal with particular matters.
- 6.9 Each Division shall hold an Annual General Meeting before 31 March in each year in consultation with the President and Chief Executive.
- 6.10 At each Annual General Meeting of the Divisions four members of the Division shall be elected to the Divisional Committee in place of those whose term of office then expires, and shall serve for a three year term. Should a vacancy arise before the completion of his term of office the vacancy shall be filled by the election of an additional member at the next occurring Divisional Meeting and serve for the unexpired term.
- 6.11 A member may serve on more than one Divisional Committee of which he is a member.
- 6.12 At the first meeting of each Divisional Committee following (i) the Annual General Meeting of the Division in 2009 and (ii) thereafter the holding of the Annual General Meeting of the Division in alternate years (i.e. 2011, 2013, 2015, 2017 and so on) ("the Appropriate AGM") (such first meeting of a Divisional Committee to be held no later than 31st March in any year) two members of the Divisional Committee shall be appointed to serve respectively as Chairman and Vice-Chairman of the Division. The Chairman and Vice-Chairman so elected shall ex-officio be members of the National Council. When once elected, they shall hold office within the Division for a two year term until the appropriate AGM.

Should the Chairman or Vice-Chairman of a Division be a member of the Division Committee elected under the provisions of 6.10, he shall be deemed to have retired before the completion of his term of office as a Committee member for the purposes of that Rule at the time of his election as Chairman or Vice-Chairman. Should the Chairman or Vice-Chairman of a Division elected under the provisions of this Rule be a Member of the Division Committee elected under the provisions of Rule 7.11, he shall be deemed to have ceased being the representative nominated by the Region concerned at the time of his election as Chairman or Vice-Chairman. The Region shall then be

entitled to nominate a representative in accordance with Rule 7.11 to fill the vacancy thus created.

6.13 The office of Divisional Vice-President shall be restricted to Past-Chairmen of the Division concerned who are subscribing members of that Division. Nominations for the office of Divisional Vice-President must comply with the rules and be submitted in writing to the Chief Executive not less than 28 days before the Annual General Meeting of the Division at which it is proposed that they be elected. Divisional Vice-Presidents shall be elected only at Annual General Meetings of Divisions. Once elected a Divisional Vice-President shall hold office for so long as he remains a subscribing member of that Division.

6.14 At the first meeting of each Divisional Committee following the Annual General Meeting of the Division in each year ("the Referable AGM") (such first meeting of a Division Committee to be held no later than 31st March in any year) five members of the Committee (other than the Chairman and Vice-Chairman) shall be nominated to serve on the National Council as representatives of the Division under the provisions of Rule 3.1.

The persons so nominated shall so serve until the first meeting of the Division Committee after the holding of the Annual General Meeting of the Division next following the Referable AGM. The seven representative members elected or nominated pursuant to Rule 6.12 and 6.14 shall take their seats on the National Council at the first meeting of the Council following their election or nomination.

6.15 Should a vacancy occur among a Divisions appointed representatives on the National Council, the Division Committee appoint another of its members to fill the vacancy.

6.16 A special general meeting of a Division may be held at any time either by resolution of the National Council or of the Committee of the relevant Division or on a requisition requesting the meeting signed by not less than 10 Ordinary members of the Division concerned.

6.17 A special general meeting of a Division shall be held on such date and at such time and place as the Committee of the relevant Division or (if the meeting is held following a resolution of the National Council under Rule 6.16) the National Council shall direct. A notice of the meeting setting out its agenda, shall be sent by the Chief Executive to every member of the Division not less than seven days before the date of the meeting.

6.18 Should a member of a Division Committee who has been appointed to represent that Division on the National Council be unable to attend

a meeting of the National Council, he shall as soon as practicable nominate another member of the Division Committee, not being himself a member of the National Council, to attend the Council meeting, and advise the Division Chairman. The substitute shall be entitled to speak to and vote upon any motion before the meeting. Provided that (i) only a member of the Division Committee who was present at the meeting of that Committee immediately preceding the Council meeting in question shall be eligible to be nominated as a substitute under this Rule and (ii) in the case of any one of the Division's appointed representatives on the National Council the right to nominate a substitute under this Rule shall not be exercised more than once in respect of any two consecutive meetings of the National Council.

- 6.19 All expenses properly incurred by or on behalf of a Division in carrying out the functions and duties placed upon it under any of the provisions of this Rule shall be met from the general funds of the Association.
- 6.20 Subject to the provisions of Rule 19 the members of a Division in general meeting may make bylaws, or amend or rescind any bylaw previously made. Every such bylaw or amended bylaw, which must not conflict with the general Rules or bylaws of the Association, shall as soon as practicable after the meeting at which it is adopted be submitted to the National Council for confirmation, and shall take effect immediately upon being so confirmed: Council may refuse to confirm, or may at any time by resolution rescind, any such bylaw or amended bylaw which in their opinion is contrary to the best interests of the members of the Association. While any such bylaw is in force it shall be binding on all members of the Division, but shall apply only in respect of their activities within the branch of the industry represented by the Division.
- 6.21 Except as otherwise provided under this Rule, the affairs of a Division shall be conducted as nearly as possible in conformity with the Rules.

7. REGIONS

The National Council shall establish Regions of the Association in any locality in accordance with the following provisions:

- 7.1 A Region may be formed only at the instigation of the National Council. When the National Council wishes to establish a Region a general meeting of the Association within the area (the extent of such original area to be at the discretion of the National Council) shall be called to vote upon the matter; and written notice of the proposed meeting ("the inaugural meeting") shall be sent to every member

within the area: Provided that the accidental omission to give any member notice shall not invalidate the proceedings in any way. If a majority of the members present at such meeting shall vote in favour of the proposal the meeting shall define the area to be covered by the Region and to elect a committee as provided by Rule 7.4 and 7.5 below respectively.

- 7.2 Within twenty-one days of the inaugural meeting of the Region, the Region Committee shall present to the National Council a petition requesting formal acceptance and recognition of the Region. Such petition shall define the area agreed to be included within the Region in accordance with Rule 7.4 and shall set out the names of the members of the Region Committee elected in accordance with Rule 7.5. No Region shall be officially constituted until such petition shall have been presented to the National Council, and the National Council shall have formally confirmed that it accepts the constitution of such Region.
- 7.3 Membership of a Region shall normally be restricted to those Ordinary members or Life members engaged in the amusement industry within the area of the Region or, in the case of Life members, are resident within that area. If, however, a majority of the Ordinary and Life members present and voting at an Annual General Meeting of the Region shall so decide Associate members who are for the time being carrying on business within the Region area may be elected to membership of the Region, provided that the number of Associate members of the Region shall at no time exceed one-fourth of the total membership of the Region.
- 7.4 The area of a Region shall be as agreed by a majority of members of the Region present in general meeting: Only after notice of the meeting has been given to all members in that district.
- 7.5 Every Region shall be managed by a Committee composed of a Chairman, a Vice-Chairman, an Honorary Secretary, a Treasurer (who may also be the Honorary Secretary), and such other members as may from time to time be decided by the members of the Region in Annual General Meeting. No person who is not a member of the Region in accordance with Rule 7.3 shall be eligible to serve on the Region Committee, and the number of Associate members serving on the Region Committee shall at no time exceed one-fourth of the total strength of the Committee. A Region Committee may appoint from among its members sub-Committees representative of the Divisions, provided that no member may serve on any such sub-Committee unless he is himself a member of the Division represented by that sub-Committee.

- 7.6 The function of the Region Committee shall be to deal with local matters affecting the interests of the members of the Region and generally to further the aims and objectives of the Association. No binding decision shall be made by a Region Committee on any matter of national or general importance and any such matter shall be referred to the National Council to be dealt with. The National Council shall have power to decide whether any matter is of national or general importance and their decision shall be final.
- 7.7 The Region Committee shall act in the name of the Association, but shall not commit the Association to any expenditure except as laid down in Rule 7.15. The Chairman of the Region shall convene and preside over all meetings of the Region and ensure that the rules are observed. The Honorary Secretary shall conduct the day-to-day affairs of the Region, sending out of notices of meetings as required by the Rules, and to prepare Minutes.
- 7.8 A decision of a Region Committee shall be binding on all members of the Region. Provided that any member who is aggrieved by the decision of the Region Committee shall have the right to make a complaint which shall be dealt with in accordance with the procedures prescribed by Rule 22 and for this purpose “the member against whom a complaint is made” shall mean a member of a Region Committee appointed by that Committee to represent them in the proceedings. The National Council shall confirm, reserve or vary the decision in respect of which the complaint has been made.
- 7.9 The members of the Committee shall be elected at the inaugural meeting of the Region and thereafter at Annual General Meetings. All members of the Committee shall normally retire annually but, if so decided by the members of the Region at the Annual General Meeting, shall serve for a two year term. The members of a Region Committee shall be elected in accordance with these rules.
- 7.10 Any member of a Region Committee may be removed from office by resolution of members present and voting at a general meeting of the Region.
- 7.11 Subject to the provisions of this paragraph, the Committee of every Region shall be entitled:-
- (i) to nominate a member to serve on the Committee of each Division of which one or more members of the Region are in membership, and

- (ii) where the Region has more than 30 but less than 61 members in membership of any Division, to nominate a second member to serve on the Committee of that Division, and
- (iii) where the Region has more than 60 members in membership of any Division to nominate a third member to serve on the Committee of that Division.

No person shall be eligible to be nominated unless he is a member both of the Region Committee and of the Division for which he is nominated. All nominations shall be made at a meeting of the Region Committee to be convened for that purpose within one month after the holding of the Annual General Meeting of the members of the Region in accordance with Rule 7.17 and a Region which for any reason fails to comply with these requirements shall forfeit its right to make nominations. As soon as practicable after the Committee meeting at which the nominations are made the Honorary Secretary of the Region shall notify the Chief Executive.

- 7.12 The members of the Region are bound by these Rules.
- 7.13 Subject to the provisions of Rule 19, the members of a Region may by simple majority of those present and voting at a general meeting make local bylaws or amend or rescind any local bylaw previously made. Every such bylaw or amended bylaw shall as soon as practicable after the meeting at which it is adopted be submitted to the National Council for confirmation, and shall take effect immediately upon its being so confirmed. The National Council may at any time by resolution rescind any such local bylaw or amended bylaw which in their opinion is contrary to the best interests of the Association or of the amusement industry in general, provided that not less than 21 days' notice has been given to the Honorary Secretary of the Region of the meeting at which the resolution is to be considered.
- 7.14 Copies of Minutes of all meetings of the Region Committee and of Annual and general meetings of the Region shall be sent to the Chief Executive, and copies of Minutes of all meetings of the National Council and of Divisional Committees shall be sent to the Chairman and Honorary Secretary of the Region.
- 7.15 All expenses properly incurred by the Region Committee shall be borne by the Association. Accounts for payments shall be sent by the Region Treasurer to the Chief Executive and if not approved shall be submitted to National Council who shall make the final decision (from which there shall be no appeal) as to whether such accounts shall be paid in full or in part or not at all as they shall deem right.

- 7.16 The members of a Region shall pay to the Association the normal membership fees and any other fees required to be paid under these Rules, and shall not be called upon to pay any additional fee by reason of their membership of the Region.
- 7.17 An Annual General Meeting of members of the Region shall be held in each year at such date as the Region Committee may decide. A Special General Meeting of members of the Region may be held at any time either on a resolution of the Region Committee or on a requisition in writing signed by at least one-third of the members of the Region and deposited with the Honorary Secretary of the Region. When annual or special general meetings are convened the procedure laid down in Rule 24 shall be followed in so far as it is applicable. A copy of all notices of such meetings required to be served on the members of the Region shall also be sent to the Chief Executive.
- 7.18 Should National Council determine that a Region Committee has acted in wilful violation of the Rules, or persistently neglected to perform any of its duties the National Council may resolve that all or any of the members of the Region Committee have ceased to be members of that Committee, any that all or any of them shall be ineligible for re-election to the Region Committee for twelve months. Every member who has ceased to hold office shall as soon as possible thereafter be informed of the decision by the Chief Executive, and shall have the right to appeal under the provisions of Rule 23. Subject to such appeal the management of the Region shall be vested for the time being in the National Council, who shall convene a general meeting of the Region for the purpose of electing a new Committee.
- 7.19 If any vacancies occur on a Region Committee as in the opinion of the National Council render the Region Committee unable to carry on the proper management of the Region, the National Council may by resolution assume responsibility for the management of the Region until such time as the vacancies have been filled by the election of additional members of the Committee, for which purpose a general meeting of members of the Region shall be convened.
- 7.20 Should the members of a Region desire to dissolve that Region, the procedure laid down in Rule 25 shall be followed as applicable. Any resolution for the dissolution of a Region shall be valid and take effect only if confirmed by the National Council.
- 7.21 Should it appear to the National Council at any time that it is expedient to dissolve or to enlarge the area of a Region, or to amalgamate two or more Regions, the Council shall be empowered to

take all such steps as they may consider reasonable and necessary to give effect to their decision.

- 7.22 Where under the provisions of Rule 7.21 two or more Regions are amalgamated into a single Region, any of those Regions which immediately prior to the amalgamation has a membership of not less than 20 may, if a majority of its members so decide at a general meeting called for that purpose, opt to become a sub-Region of the new Region and shall forthwith notify the Chief Executive of that decision. The sub-Region shall nevertheless remain a constituent part of the Region within whose area it lies; and the members of the sub-Region shall be members of that Region, and shall be entitled to attend and vote at general meetings of the Region and be eligible to hold office in the Region. Every reference to these Rules to a Region shall, unless the context otherwise indicates, be taken to include a reference to a sub-Region.
- 7.23 A sub-Region shall have the power to act within its own area as though it continued to be a Region in its own right.
- 7.24 The Rules of the Association shall apply to every Region and sub-Region.
- 7.25 Each Region shall hold in each year in addition to its Annual General Meeting at least three other meetings. Copies of all notices of such meetings shall be provided to the Chief Executive at the same time as they are circulated to the Region members or (as the case may be) Region Committee members. If by the end of January in any year it shall appear to the Chief Executive that any Region shall have failed during the preceding calendar year to comply with its obligations to hold meetings he shall notify the Chairman of the Region concerned in writing of that apparent failure. If within seven days of such notification the Chairman of the Region concerned shall not have satisfied the Chief Executive that the Region has so complied, he shall further notify the Chairman of the Region in writing of (i) the Region's liability to be debarred from its entitlement under Rule 7.11 to nominate member(s) to serve on the Committee of the Division(s) and (ii) the date of the next meeting of the National Council to be held after 31st January. At such meeting the National Council will consider representations from a representative of the Region concerned as to why the Region concerned should not be so debarred. Following consideration of such representations or in the absence of such representations, the National Council may in its discretion debar the Region concerned from its said entitlements under Rule 7.11. The National Council may announce its decision at the conclusion of the meeting or it may reserve its decision. In either case its decision shall be reduced to writing within seven days of the

announcement or issue of reserved decision (as the case may be) and a copy of the decision shall be despatched to the Region concerned. A decision so to debar a Region shall be reviewed annually (in light of that Region's previous calendar year's compliance with its obligations to hold meetings in accordance with the provisions of Rule 7.17 and this Rule 7.25) at the first meeting of the Council to be held after 31st January in succeeding years. For the avoidance of doubt reference to this Rule 7.25 to a Region shall be taken to include a reference to a sub-Region.

8. MEMBERSHIP

- 8.1 Membership of the Association shall be open to any corporate body or firm, and to any person not below the age of 18 years, qualified under the following provisions of the this Rule.
- 8.2 There shall be two classes of subscribing membership, namely Ordinary membership and Associate membership and three classes of non-subscribing membership, namely (i) Life membership (ii) Ordinary membership by virtue of nomination under the provisions of Rules 8.9 and 8.10 and (iii) Honorary membership.
- 8.3 Ordinary membership shall be restricted to:-
 - 8.3.1 persons who and firms which are directly engaged on their own account in the amusement industry in Great Britain and are qualified for Ordinary membership under Rule 8.4.1;
 - 8.3.2 corporate bodies which are so engaged and which are qualified for Ordinary membership under Rule 8.4.2;
 - 8.3.3 persons who have been nominated for Ordinary membership under the provisions of Rule 8.10 or of Rule 10.1.2; and
 - 8.3.4 persons who are directors, executive officers or partners of a corporate body or firm which is qualified for membership under this Rule but which is not a member in its own name.
- 8.4 A person, firm or corporate body shall be qualified to apply for Ordinary membership under this Rule, only if:-
 - 8.4.1 the applicant is a person carrying on business on his own account, or is a partner in or an executive officer of a firm, he is resident in Great Britain and was so resident throughout the period of twelve months preceding the date on which the application is made, or

8.4.2 in the case of a corporate body, it is incorporated in and has an office in Great Britain.

8.5 Associate membership shall be restricted to:-

8.5.1 Affiliates - employees of a corporate body or firm which is itself an Ordinary Member, but who have not been nominated by that member under the provisions of Rule 8.10 or of Rule 10.1.2: persons who are the wives, husbands, daughters or sons of Ordinary Members.

8.5.2 Company Associates – persons who and corporate bodies or firms which are engaged directly in the amusement gaming industry but are not qualified for Ordinary membership under Rule 8.4; persons, corporate bodies or firms engaged in a trade ancillary to the amusement gaming industry ancillary to the amusement gaming industry.

8.5.3 Retired Associates – persons who, having retired from the amusement gaming industry, were Ordinary Members of the Association at the date of their retirement and who have notified the Chief Executive in writing that they wish to become retired Associate Members.

8.6 The National Council may at their sole discretion elect as Life Members or Honorary members any person who:

- a) in the opinion of National Council, is of good standing within the industry and the association and has made a contribution, not only to the industry, but to their Trade Association and to the association's charitable activities;
- b) may be in full or part time commercial involvement in the industry or may have retired;
- c) being in full time or part time commercial involvement in the industry, is at the time of being nominated, a fully paid up or subscribing ordinary member either in his own right or as a nominee of a BACTA member;
- d) has been proposed and seconded by two members of National Council and agreed by 80% of those in attendance at the Annual Convention;

8.7 Life Membership and Honorary Membership shall cease if the Member resigns or, in the opinion of National Council, determined by a simple majority vote, should have their membership terminated as

set out in 8.8. below or the Member has, in the opinion of National Council, made public statements intended to damage the standing of the Association or bring discredit upon the industry.

- 8.8 The granting of Life Membership or Honorary Membership shall not permit a commercial enterprise with which the Member has a connection or association avoiding paying that commercial enterprises subscription and non-payment by that commercial enterprise shall entitle National Council to vote to terminate that Member's membership.
- 8.9 Every application for Ordinary and Associate membership shall be made on the prescribed form and shall be signed by a proposer and seconder, each of whom must be a member of at least one year's standing: Provided that the Management Committee may at their discretion waive these requirements. An applicant for membership or, where the applicant is a corporate body or firm, a director, executive officer or partner thereof, shall if called upon to do so attend for examination before the Management Committee. No applicant shall be entitled to the benefits of membership until his application has been approved and the appropriate subscription and any other dues payable have been received at the principal office of the Association. The Management Committee may refuse to accept an application for membership without giving any reason.

Every applicant for membership shall send a cheque in full settlement or a completed Direct Debit form to the Chief Executive together with his completed application form.

- 8.10 Where application for membership is made by a corporate body or firm (hereinafter in this paragraph referred to as a "company") the following provisions shall apply in addition to those contained in the preceding paragraph:-

8.10.1 at the time of application the company shall nominate one of its directors, executive officers or partners (who shall not be below the age of 18 years) to represent it in membership, and when the application is considered by the Management Committee both the company and the person so nominated shall be subject to approval by the Management Committee;

8.10.2 if the application is accepted the person so nominated shall, so long as the company continues in membership and the nomination remains in force, be deemed to be a subscribing member in his own right and shall be entitled to all the rights and privileges, and shall observe the duties and obligations,

appropriate to the class of membership of the company nominating him;

- 8.10.3 a company may at any time by giving notice in writing to the Chief Executive substitute its representative (not being below the age of 18 years) and the person so nominated, subject to his being approved by Management Committee, shall be entitled to the same rights and privileges of membership as the person he replaces: Provided that where a representative member whose nomination is withdrawn is at the time an officer or official of the Association the person nominated in his place shall not be entitled to succeed him in that office but shall be eligible to offer himself for election thereto;
- 8.10.4 a nominated member whose nomination is cancelled under the foregoing provisions shall forthwith cease to be a member of the Association and shall vacate any office that he may at the time hold within the Association;
- 8.10.5 where a person who is a member of the Association in his own right is or becomes a director, executive officer or partner of a company that is itself qualified for membership under this Rule the company may by giving notice in writing to the Chief Executive elect to become a member in its own name, and the original member shall thereupon be treated as being the nominated representative member of the company and as such shall be subject to the relevant provisions of Rule 8.10.2, 8.10.3 and 8.10.4.
- 8.11 When an Ordinary or an Associate member ceases to be qualified for membership of the Association under any of the provisions of this Rule he may at the discretion of the Management Committee be deemed eligible to continue in membership if, at the time when he ceased to be so qualified, he had been in membership.
- 8.12 Should the Chief Executive have reason to believe that a member, being an Ordinary member of the Association, is or may be in breach of the requirements of Rule 8.11, he shall report the matter to the Management Committee. The Committee shall make such enquiries as necessary to establish whether or not the member in question has ceased to be qualified for Ordinary membership and may for that purpose require the member, or the Secretary or other responsible officer of the member, to appear before them and provide such relevant information as may be called for. If, after completing their enquiries and considering the evidence available to them, the Council are of the opinion that the member concerned has in fact ceased to be qualified for Ordinary membership, the member shall forthwith be

informed accordingly in writing and unless within one month of being so notified he tenders his resignation from the Association, he shall become an Associate member.

- 8.13 An applicant for membership whose application has been refused by the Management Committee, or a person who has been nominated by a company as its representative member and who has not been approved by the Committee, may appeal against the decision by giving notice in writing to the Chief Executive. The appeal shall be dealt with in accordance with the provisions of Rule 23.2 and 23.3 and for that purpose the reference in those paragraphs to the parties concerned shall be taken to be a reference to the applicant or the nominee and the President of the Association.

9. RESIGNATION OR LAPSE OF MEMBERSHIP

- 9.1 A member may give notice in writing to the Chief Executive of the intention to resign his membership, and the resignation shall take effect on the date on which it is received or if the notice states that the resignation is to take effect at a specified later date, as from that date. Any amount owing by the member to the Association up to the effective date of resignation must be paid immediately on resignation.
- 9.2 Should it come to the notice of the Chief Executive that a member is no longer qualified for membership under these Rules he shall report the matter to the National Council at their next meeting and the membership shall thereupon lapse unless the Committee at their discretion otherwise decide.
- 9.3 If, after being given due notice as required by Rule 10.5 a member has failed to pay his outstanding subscription or any other dues by the date specified in the notice, his membership shall lapse forthwith.
- 9.4 A member who ceases for whatever reason to be a member of the Association shall nevertheless be liable to pay any membership dues outstanding at the date of the termination of his membership.

10. SUBSCRIPTIONS AND OTHER DUES

10.1 Subscriptions

- 10.1.1 Subject to the provisions of Rule 10.1.2 every member other than a person nominated by a subscribing corporate body or firm under the provisions of Rule 7.10 shall pay an annual subscription in accordance with the scale of subscriptions for the time being in force. Such scale shall be approved by

resolution of members of National Council for the following year, or such other date as may be determined by National Council, and shall remain in force until varied by Resolution of National Council at a subsequent meeting.

10.1.2 Notwithstanding the provisions of Rule 10.1.1, if so approved by the National Council a scale of subscriptions is adopted, the scale may provide that where the subscription payable by an Ordinary member in any year in respect of the activities carried out by him in any Division of the Association exceeds a sum or sums specified in the resolution the member shall be entitled during that year to nominate one or more persons up to a maximum of five to be non-subscribing Ordinary members of the Association in that Division, provided that every person so nominated must be associated in business with the member nominating him and shall be subject to approval by the National Council. When so approved the person nominated shall, subject to the provisions of these rules, be entitled to all the rights and privileges of Ordinary membership but shall be subject to the provisions of Rule 7.10 as though he had been nominated under those provisions. The subscribing member shall notify the Chief Executive promptly of the name of each member so nominated by him.

10.1.1 Subject to the provisions of Rule 10.1.2 every member other than a person nominated by a subscribing corporate body or firm under the provisions of Rule 7.10 shall pay an annual subscription in accordance with the scale of subscriptions for the time being in force. Such scale shall be approved by Resolution of members in Annual or Special General meeting for the following year and shall remain in force until varied by Resolution of members at a subsequent Annual or Special General meeting.

10.1.2 Notwithstanding the provisions of Rule 10.1.1, if so recommended by the National Council and approved by Resolution of members at a meeting at which a scale of subscriptions is adopted, the scale may provide that where the subscription payable by an Ordinary member in any year in respect of the activities carried out by him in any Division of the Association exceeds a sum or sums specified in the resolution the member shall be entitled during that year to nominate one or more persons up to a maximum of five to be non-subscribing Ordinary members of the Association in that Division, provided that every person so nominated must be associated in business with the member nominating him and shall be subject to approval by the National Council. When so

approved the person nominated shall, subject to the provisions of these rules, be entitled to all the rights and privileges of Ordinary membership but shall be subject to the provisions of Rule 7.10 as though he had been nominated under those provisions. The subscribing member shall notify the Chief Executive promptly of the name of each member so nominated by him.

- 10.2 Where the amount of the subscription payable by a member under this Rule is dependent upon the nature or extent of that member's activities within the amusement gaming industry, there shall be taken into account:

10.2.1 in the case of a corporate body or firm, the whole of the activities carried on by it and by any other corporate body or firm with which it is associated and which is not itself a subscribing member of the Association; and

10.2.2 in the case of a person, the whole of the activities carried on by him and by every corporate body or firm, not being itself a subscribing member of the Association, of which he is a director, executive officer or partner, or in which he has a controlling interest.

The amount of the subscription payable by the member shall be calculated accordingly, and at the time of payment every member shall supply the Chief Executive with such information as to the nature and extent of his business as may be necessary for the purpose of verifying the amount due to be paid by him under this Rule: provided that the Management Committee shall have the power to determine that amount of subscription payable by any member under this Rule and their decision shall be final and binding.

- 10.3 In the case of an Ordinary or Associate member elected after 1st October in any year, a proration of the annual fee will be charged for the number of full months following the month of election up to the following 30 September plus the month in which they were elected.

- 10.4 If so recommended by the National Council and approved by resolution of members present and voting at an annual or special general meeting:-

10.4.1 Every subscribing Ordinary or Associate member may from time to time be required to pay, in addition to the annual subscription referred to in the foregoing paragraphs, a further special subscription which may be of a fixed amount or may be proportionate to the amount of the ordinary annual

subscription payable: The resolution approving any such special subscription shall specify the period in respect of which payment is to be made; and may provide that the special subscription is to be payable by all members, or only by such class or classes of members as may be specified.

10.4.2 Notwithstanding the provisions of Rule 10.4.1, should the Management Committee by reason of exceptional circumstances deem it proper to do so they may require a particular applicant for membership to pay, in addition to the ordinary annual subscription any special subscription payable by him, a joining fee of such amount as in the circumstances mentioned they consider to be reasonable.

10.5 The membership year shall commence on 1st October in each year and all renewal subscriptions and any special subscriptions for that year shall become due for payment on that date.

Subscriptions may be paid either by direct debit or a single payment at a discounted rate. The discount level for single payments will be set annually by the General Treasurer.

For discounted single payments, if within two months from invoice date, payment has not been made in full, a reminder will be sent advising the member of the amount due. If within one month of the reminder being sent payment has not been made, all rights and privileges of membership will be withdrawn from him, and from any non-subscribing members or members nominated by him under the provisions of Rule 8.10 until such time as the arrears have been paid; and that if payment in full has not been received 30 days later membership will lapse from that date in accordance with the provisions of Rule 9.3.

Members electing to pay by direct debit should ensure that the first payment is made in October. If a direct debit is dishonoured by the member's bank, the member will receive either e-mail or telephone communication informing that the direct debit has been dishonoured.

Once a direct debit has been dishonoured, the whole of the remaining outstanding subscription becomes due immediately. If the balance is not paid within a month of the telephone communication advising the member of the dishonoured direct debit a final reminder will be sent to the member for the outstanding debt and if within 30 days of the date of that letter payment has not been received by the Association, all rights and privileges of membership will be withdrawn from the members, and from any non-subscribing members or members nominated by the member under the provisions of Rule 8.10 until

such arrears have been paid, and if payment in full has not been received 30 days later, membership will lapse from that date in accordance with the provisions of Rule 9.3. It is the responsibility of the member under the direct debit facility to ensure that the Association has up to date information on any bank account changes and to ensure no direct debits are dishonoured. A surcharge for late payment of direct debits will be levied at a rate approved by the Management Committee.

- 10.6 Where a person who has resigned from membership, or whose membership has lapsed under the provisions of Rule 9.3 applies to be reinstated as a member, the National Council may require the payment by him, in addition to the appropriate subscription and any special subscription for the current year, of such further sum by way of re-joining fee as in the circumstances is reasonable:

11. FUNDS OF THE ASSOCIATION

- 11.1 The funds of the Association shall be applied only as authorised by the National Council in the furtherance of the objects of the Association.
- 11.2 All surplus funds or other moneys of the Association liable or requiring to be invested, or available for investment, may be invested by the National Council in the name of the Trustees in any investment or security whatsoever, whether or not authorised by law for the investment of trust moneys, or in the purchase of any real or personal property, whether or not producing income, wheresoever situated to the intent that the National Council shall have the same full, free and unrestricted powers of investing, changing and transporting investments and of purchasing real or personal property as if they were absolutely entitled beneficially. All documents of title relating to any such investments or purchase shall be lodged by the National Council with the Bankers for the time being of the Association upon terms that such documents shall only be withdrawn upon a request in writing signed by the Trustees and the Chief Executive of the Association for the time being.
- 11.3 If in the opinion of the National Council it is expedient so to do, the Association may from time to time borrow or raise money for any purpose consistent with the objects of the Association.
- 11.4 **Investment Committee**
- (a) An Investment Committee shall be appointed at a general meeting. The Investment Committee shall consist of 9 members comprising the persons holding the following offices from time to time:

- the President
 - the Vice President
 - the Honorary Treasurer
 - the Trustees
 - the three immediate past presidents
 - the Chief Executive
- (b) The Investment Committee shall be responsible for formulating and recommending investment policies to National Council and implementing the policies approved by the National Council and it shall be entitled to incur reasonable expenses in obtaining professional advice (including the appointment of third party fund managers to administer the general funds of the Association and the Reserve Fund) as it shall think fit in formulating its investment policies.
- (c) The Investment Committee shall produce an annual report to the National Council regarding the policies applied to general funds to be invested and to the Reserve Fund and those to be applied in the next 12 months. The Investment Committee shall consider the views of members of National Council in formulating investment policy (subject always to Rule 11.2(b) in relation to the Reserve Fund).
- (d) Upon the retirement of any member of the Investment Committee other than one of the three immediate past Presidents mentioned above (or upon their ceasing to be a member of the National Council) when such member has not been automatically replaced by virtue of the appointment of a new office holder, the continuing members of the Investment Committee shall elect a successor by simple majority until such time as the office has been filled provided always in the case of the retirement of one of the three immediate Past Presidents mentioned above, the next available immediate past President shall fill the vacancy.
- (e) Decisions of the Investment Committee shall be decided by the approval of a simple majority of the members of the Committee.

11.5 Reserved Fund

Pursuant to a resolution of the Members of the Association and the approval of the National Council with effect from 18 March 2009 £10,000,000 shall be treated as a reserve fund ("the Reserve Fund") for the purposes of securing the long term future of the Association and shall be subject to the provisions set out in paragraphs (a) to (f) below.

- (a) The Reserve Fund shall be invested or held in cash in the name of the Trustees in any investment or security whatsoever, whether or not authorised by law for the investment of trust monies, or in the purchase of any real or personal property, whether or not producing income, wheresoever situated provided always that all investments shall be in compliance with the written investment policy of the Investment Committee (having taken appropriate professional advice) as recommended to and approved by National Council from time to time. The written investment policy shall include a provision that the Reserve Fund shall not be pledged, charged or otherwise used as guarantee, surety or collateral for any purpose whatsoever and shall be designed to fulfil the primary purpose referred to in paragraph (b) below.
- (b) The investment policies applied to the Reserve Fund shall be through investment in high quality assets for the primary purpose of reserving the real value of the Capital Sum (as defined below).
- (c) In accordance with Rule 11.1 the Investment Committee shall take professional investment advice as they see fit and shall submit an annual report to the National Council relating to the performance of investments and shall confirm the policies applied to the Reserve Fund in the previous 12 months and those to be applied over the next 12 months.
- (d) The income of the Reserve Fund (to the extent not required to maintain the capital sum (being £10,000,000) indexed for inflation less any capital released pursuant to paragraph (e) below ("the Capital Sum")) shall not form part of the Reserve Fund but shall be released and treated as part of the general funds.
- (e) The Reserve Fund shall not be reduced or otherwise released (save by the fluctuation of the value of its investments) without the consent of the Investment Committee which shall be entitled by a majority vote to release part or all of the Capital Sum for the use by the Association for an emergency purpose (being a purpose approved by the Investment Committee following a proposal approved by not less than 75% of National Council voting at a general meeting called for that purpose). The Investment Committee shall only vote in favour of such a release if the proposed purpose in their opinion constitutes an emergency purpose. An "emergency purpose" shall mean a matter which is of fundamental importance to the continuing

existence, status or objects of the Association for the protection of the interests of members' or industry.

- (f) Any sum released for an emergency purpose shall be used solely for that purpose and any surplus shall be added back to the capital sum. The release of any part of the Reserve Fund shall require the approval of 75% of those present and entitled to vote at a meeting of National Council and the majority of the Investment Committee. If any of the Reserve Fund is used for an emergency purpose the Investment Committee will be required so far as it practicable and having regard to the written investment policy approved by National Council to replenish the Reserve Fund back to its original level.

11.6 Reserve Fund Amendment

11.6.1 The reserve fund can only be amended with the approval of 90% of voting members at the AGM.

11.6.2 Rule 11.2 and Rule 25 shall not be amended or rescinded other than by a vote of 90% of those members attending a meeting properly convened in accordance with Rule 24 (save for the proviso to Rule 25 in the case of dissolution of the Association, preventing funds or assets of the Association being paid or distributed among members of the Association, which shall not be amended in any circumstances) and Rule 27 shall be deemed to be amended accordingly.

12. TRUSTEES

12.1 The Trustees shall have charge of all documents and securities arising from the invested funds of the Association as lodged with the Association's Bankers, but no Trustee shall be answerable for any loss or damage which may occur thereto except as shall arise from culpable negligence. The Trustees shall meet at least once in every year. In case of a vacancy in the office of Trustee another shall be appointed by the National Council at a meeting called for that purpose.

13. GENERAL TREASURER

13.1 The General Treasurer shall have charge of all monies belonging to the Association, shall make all disbursements authorised by the National Council, shall keep proper accounting records or ensure that such records are kept, and shall make provision for the regular preparation of annual accounts. He shall report on the financial position to the National Council when required to do so, and to members of the Association at least once in every year.

- 13.2 In the event of a vacancy occurring in the office of General Treasurer, the Management Committee shall at its next meeting appoint a substitute to carry out the duties of Treasurer until the next Annual General Meeting.

14. AUDITOR

- 14.1 The Association shall from time to time appoint a qualified person to act as Auditor. Nominations for the office of Auditor must be submitted to the Chief Executive in writing not less than 28 days before the date of the Annual General Meeting at which it is proposed that the Auditor be elected. The Auditor shall be elected by show of hands at an Annual General Meeting and, when so appointed, shall be deemed to be automatically re-appointed for each succeeding year unless he informs the Association that he is no longer willing to act; or become ineligible to act or has ceased to act through incapacity; or has been removed from office as provided in the next paragraph of this Rule; or unless it is necessary for any other reason that he should offer himself for re-appointment.
- 14.2 An Auditor, when appointed, may be removed from office only by a resolution passed at an annual or special general meeting of members.
- 14.3 In the event of a vacancy occurring in the office of Auditor, the Management Committee shall at its next meeting appoint another qualified person to act in that capacity until the next Annual General Meeting.
- 14.4 It shall be the duty of the Auditor at least once in every year, and at any time when so required by the National Council, to audit and examine all accounting records of the Association and prepare a Balance Sheet.

15. CHIEF EXECUTIVE

- 15.1 The National Council shall as occasion arises appoint a Chief Executive and for that purpose shall seek and select a suitable candidate. The appointment shall be by resolution of the members present and voting at the meeting at which the appointment is made. The National Council shall have power to enter into a service agreement with the person appointed for such period and on such conditions as to remuneration and otherwise as it may think fit.
- 15.2 The Chief Executive shall be under the control of the National Council and his duties shall be to convene meetings of the Association in

accordance with the provisions of the Rules, to take Minutes of such meetings, to keep records and supervise the day-to-day work of the Association and generally to perform such other duties as the National Council may require in furtherance of the objects of the Association.

16. LIABILITY OF OFFICERS AND OFFICIALS

- 16.1 Every Officer or Official of the Association having receipt or charge of monies shall, if so desired by the National Council, give security before taking upon himself the execution of the office. The Members of National Council shall be chargeable only with such moneys as they may have personally received on account of the Association, notwithstanding their joining in or signing any receipt for the sake of conformity and they shall not be responsible for any loss or deficiency that may arise from the act or default of any Officer, Official or servant of the Association, nor shall they be responsible for the loss of any monies deposited with a Bank of good standing or temporarily with the Association's legal adviser for the purpose of the Association's business, or due to any default of title, or for any involuntary loss or damage whatsoever.

17. BANKERS

- 17.1 A Bank account shall be opened in the name of the Association at a Bank to be decided upon by the National Council and all money from whatever source shall be paid into the account. At the direction of the National Council separate accounts may be opened for special purposes. Every cheque drawn on the Association's account or accounts shall be signed by two of the following: The President, the Vice-President, the General Treasurer, the Trustees, the Chief Executive and such other person or persons as may be nominated from time to time by the National Council.

18. LEGAL ADVICE

- 18.1 The National Council may appoint a General Counsel to be the Legal Adviser to the Association. Any member of the Association seeking legal advice may apply to the Chief Executive supplying him with a statement of the facts and any documentary evidence in support, whereupon the Chief Executive in his discretion may submit the matter to the Legal Adviser of the Association for advice. Such advice, if obtained, shall be free of cost to the Member concerned, but the Association shall not be responsible for any legal costs incurred by or on behalf of the member without the previous consent of the National Council.

For the avoidance of doubt this rule may not be used by members to deal with matters of a commercial nature between members.

19. BYLAWS

- 19.1 As occasion may require the National Council may make general bylaws, which shall be in harmony with the Rules of the Association, and may amend or rescind any bylaws previously made. Any such bylaw, or amendment or rescinding of a bylaw, shall have immediate effect but if not confirmed by a resolution of members at the next following Annual General Meeting shall thereupon cease to have effect.
- 19.2 Every Division or Region shall have the like power to make bylaws, or to amend or rescind any bylaw previously made, in accordance with the provisions of Rules 6.20 and 7.13.
- 19.3 Any bylaw made or amended under the foregoing provisions of this Rule shall have the force of a Rule, and shall be binding:-
 - 19.3.1 in the case of a general bylaw, upon all Members;
 - 19.3.2 in the case a bylaw made by a Division, on all the members of that Division but only in respect of their activities within the branch of the industry represented by the Division; and
 - 19.3.3 in the case of a bylaw made by a Region, on all members of the Association who are for the time being engaged in the amusement industry within the area of the Region.

20. INSPECTION OF RECORDS

- 20.1 Any member, upon giving seven days' notice in writing to the Chief Executive at the principal address of the Association, shall be entitled to attend at that address at any time during the normal hours of business and inspect the accounting records and the register of members.

21. COMPLAINTS AND DISCIPLINE

- 21.1 Any investigation of or disciplinary proceedings relating to any complaint by any person whether or not a member that a member has directly or indirectly broken, evaded or violated any of the provisions contained in the Rules or Bylaws for the time being in force, or has acted in a manner which might bring the industry or the Association into disrepute or which is detrimental to the interest of the industry or the Association shall be dealt with by such persons as

are referred to in and in such manner as shall be prescribed by the relevant Bylaws for the time being in force.

- 21.2 If following the decision of the National Council in any proceedings relating to any complaint any undertaking required or fine imposed by the National Council shall not be given or paid within one calendar month after it has been demanded in writing by the Chief Executive the membership of the member required to give the undertaking or to pay the fine imposed shall lapse and the demand shall state that fact.

22. COMPLAINTS AGAINST THE ASSOCIATION

- 22.1 Any member wishing to make a complaint that the Association, or any Division, Region, Officer or Official of the Association, has acted contrary to the provisions of any of the Rules shall send details of the complaint in writing to the Chief Executive, or, if the Chief Executive is the subject to the complaint, to the President of the Association. The complaint shall be referred as soon as possible to the National Council, which shall enquire into the complaint and, if it finds it to be well founded take such remedial action as it may deem necessary. The Chief Executive or, as the case may be, the President, shall in due course inform the complainant in writing of the National Council's conclusions.

23. APPEALS

- 23.1 A member against whom a complaint has been made under the provisions of Rule 21 or a member of a Region Committee who has been declared to have ceased to hold office under the provisions of Rule 7.18, if aggrieved by any finding of or any penalty imposed by the National Council, or a sub-Committee or a Division or Region Committee, as the case may be appeal by giving notice in writing to the Chief Executive within fourteen days after having been notified of the finding or penalty. The notice of appeal shall set out the grounds on which the appeal is based, and shall be forwarded to the Chief Executive at the principal address of the Association.
- 23.2 Upon receiving such notice of appeal, the Chief Executive shall place it before the National Council at their next meeting, and the Council shall thereupon appoint an Appeal Board consisting of five members of the Association, none of whom shall have taken part in the original adjudication or are otherwise connected with the Complainant or Respondent. The names of the members of the Board shall be communicated forthwith by the Chief Executive by recorded delivery to both of the parties concerned in the earlier proceedings, both of whom shall have the right within seven days to lodge objections to

the inclusion of any of the proposed members. Should such objection be made the National Council shall acting fairly and impartially appoint a substitute or substitutes to serve on the Board in place of the member or members objected to, and there shall be no further right of objection.

- 23.3 The members of the Appeal Board as finally constituted shall appoint one person as Chairman, and three members of the Board shall be a quorum. The Appeal Board may make such arrangements as to procedure and otherwise with a view to determining the Appeal in a fair and impartial manner and hearing the appeal within 21 days of receipt of the notice of appeal, and call such evidence as they may deem necessary for the proper fair and impartial conduct of the appeal, and shall notify the Respondent and Complainant of the procedure and timetable within 7 days of their appointment. The Appeal Board may confirm, vary or annul the original finding, and may reduce or remit entirely any penalty that may have been imposed or substitute such other penalty as they may think appropriate. The decision of the Appeal Board, which shall be final, shall forthwith be communicated in writing to the parties concerned by the Chief Executive within 7 days of their decision being reached.

24. MEETINGS

- 24.1 The Annual General Meeting of the Association shall be held between 1st October of one year and 31st January of the following year.
- 24.2 A Special General Meeting may be held at any time either by resolution of the National Council or the Management Committee or on a requisition signed by not less than 20 Ordinary members of the Association. Any such requisition shall state the resolution or resolutions to be proposed at the meeting.
- 24.3 The Annual General Meeting and any Special General Meeting shall be held on such date and at such time and place as the National Council or the Management Committee may direct.
- 24.4 Except in cases of emergency in which case notice of a minimum of 7 days shall apply not less than 21 days' notice of every such meeting shall be sent by the Chief Executive to every member, and the notice shall specify the date, time and place of the meeting and state the business to be transacted at the meeting. Notice of the meeting, which however need not contain the agenda, shall also be given in the trade press. Notices may include e-mail at the discretion of Management Committee.

- 24.5 A member entitled to attend and vote at the meeting who proposes to move a motion which is not relevant to the business specified in the notice shall so inform the Chief Executive, and supply him with a copy of the motion, not less than 14 days before the date of the meeting, and the Chief Executive shall forthwith give notice of the motion to every member entitled to attend and vote at the meeting.
- 24.6 Every meeting of the National Council shall be held on such date as the Council may at its previous meeting have resolved or, alternatively, as the President may decide. A notice of the meeting, setting out the agenda, shall be sent by the Chief Executive to every member of the National Council not less than seven days before the date of the meeting.
- 24.7 The conduct of all meetings for transacting any business of the Association shall be regulated by the Standing Orders appended to these Rules.
- 24.8 Every member shall provide the Chief Executive with his address and shall from time to time notify him of any change of address. The sending in the ordinary course of prepaid post or by e-mail or fax to such address of any notice required by this or any other Rules of the Association to be sent to members of the Association or of any Division or Region of the Association shall be deemed a due compliance with such requirement; and the failure of any member to receive such notice shall not invalidate any action taken or thing done under these Rules.

25. *DISSOLUTION*

- 25.1 Should the number of Ordinary members of the Association at any time be less than 50, or if for any other reason the members so desire, the Association may be dissolved by vote of not less than 90% of the Ordinary members present and voting at a Special General Meeting called for that purpose. If a resolution to dissolve the Association is carried, any five Ordinary members present shall have the right to demand a postal vote of all Ordinary members of the Association, and should such a demand be made the meeting shall thereupon determine when and in what manner the postal vote is to be conducted. Should it be decided to dissolve the Association, any funds or other assets remaining in hand after meeting all liabilities shall be disposed of and may be decided by a majority of the Ordinary members present and voting at a further Special General Meeting to be called for that purpose: Provided that such funds and assets shall in no circumstances be paid to or distributed among the members of the Association or any of them, but shall be given or transferred either (i) to some other organisation having objects broadly similar to

those of the Association and which by its own constitution, is likewise prevented from distributing its funds and assets among its members: or (ii) if that is impracticable, then to some charitable object.

26. COMMON SEAL

- 26.1 The Association shall have a common seal and the National Council shall provide for its safe custody. The seal shall be used only by the authority of the National Council or of a sub-Committee authorised on that behalf, and every instrument to which the seal is affixed shall be signed by the President or the Vice-President of the Association and countersigned by the Chief Executive or by a second member of the National Council duly appointed for the purpose.

27. ALTERATION OF RULES

- 27.1 No Rule shall be amended or rescinded, and no new Rule shall be added, except at a general meeting of members of the Association convened in accordance with the provisions of Rule 24. Any member wishing to propose the adoption of a new Rule, or the amendment or rescinding of any Rule, shall inform the Chief Executive in writing as required by Rule 24.5.

STANDING ORDERS
Procedure at Meetings
GENERAL MEETINGS OF THE ASSOCIATION
AND MEETINGS OF THE NATIONAL COUNCIL

1. The quorum for any general meeting of the Association shall be 20 and for any meeting of the National Council shall be 9. A meeting shall be dissolved if a quorum is not present within half an hour from the time appointed for the start of the meeting, but proceedings shall not be invalidated for want of a quorum arising after business has commenced.
2. The chair shall be taken by the President of the Association, or in his absence by the Vice-President, or in the absence of both of them by the senior National Past President who is willing to preside. The Chairman of the meeting shall conduct the business of the meeting in accordance with these Standing Orders and, subject thereto, his ruling on any matter of procedure shall be final.
3. The Agenda, if not circulated before the meeting, shall be made available to every member present at the meeting. Every member present and entitled to vote shall have one vote on any question; and in the event of an equality of votes, the Chairman of the meeting shall have a casting vote, whether or not he has already voted on the question.
4. Voting on any question shall be by a show of hands unless a ballot is required by the rules or is demanded by two-thirds of the members present and entitled to vote or unless National Council or the Management Committee has previously agreed to permit votes by post and/or proxy. Where National Council or the Management Committee agrees to permit votes by post and/or proxy, it shall determine the manner in which those votes will be canvassed. Where a ballot is so required or demanded, two scrutinisers shall be appointed by the meeting; they shall be responsible for the issue and collection of ballot papers and shall scrutinise and count the votes. The ballot shall be held at such time during the course of the meeting as the Chairman may direct. The Chairman shall ensure that all who vote on a show of hands are entitled to do so, and shall count or supervise the counting of the votes. The results of all voting, whether by ballot or on a show of hands, shall be declared to the meeting by the Chairman.
5. At every election the Officer whose term of office then expires shall be eligible for re-election; Provided that whilst the President appointed under the provisions of Rule 3.6 may fill that office for two or more terms, no-one shall fill that office for two or more terms in immediate succession.
6. Except as may otherwise be provided in these Rules, in the case of an election the candidates receiving the greatest number of votes shall be

declared elected, and any other matter shall be decided by a simple majority of the votes cast.

7. A meeting may be adjourned by resolution carried by not less than two-thirds of the members present and entitled to vote. At an adjourned meeting no business shall be transacted which could not have been transacted at the original meeting.
8. At any general meeting of the Association or of a Division or at any meeting of the National Council or of a Section Committee or of a Region Committee, the Chairman may at his discretion allow informal discussion of a matter that is not on the Agenda for the meeting but no binding decision shall be taken thereon.

**MEETINGS OF SUB-COMMITTEES OF THE NATIONAL COUNCIL
AND GENERAL AND COMMITTEE MEETINGS
OF DIVISIONS AND REGIONS**

1. The quorum for any general meeting shall be 7 in the case of a Division and 5 in the case of a Region, and for any other meeting shall be one-third of the total membership of the Committee or sub-Committee concerned.
2. The procedure laid down in paragraphs 1 to 8 in relation to meeting of National Council above shall as far as practicable apply to the conduct of all meetings of sub-Committees of the National Council and of all general and Committee meetings of Section and Regions, subject to the under-mentioned modifications.
3. The chair shall be taken by the appointed Chairman of the sub-Committee, or by the Chairman of the Division or Region: or in his absence by the Vice-Chairman: or in the absence of both of them by such Ordinary or Life member present and eligible to vote as the meeting may appoint.
4. Subject to the provisions of Rule 6.6.2 the National Past Presidents of the Association shall have full voting rights at all such meetings as they are entitled to attend.
5. Voting on any question, including the election of members of Division and Region Committee, shall be by show of hands unless a ballot is required by the Rules or demanded by two-thirds of the members present and entitled to vote.

NOMINATIONS

6. Save as otherwise provided in the Rules, if the nomination of a candidate for election is made in writing, fax or e-mail, the nomination form shall: (i) be effective only if it is received by the Chief Executive or, in the case of a Region, by the Honorary Secretary of the Region not later than 24 hours before the time announced for the start of the meeting at which the election is to take place, (ii) specify the office for which the candidate is nominated, (iii) be signed by both a proposer and a seconder, and (iv) be signed by the person nominated as evidence of his willingness to submit himself for election.

BY LAW
COMPLAINTS AGAINST A MEMBER AND DISCIPLINARY PROCEDURAL RULES

1. Conciliation

- 1.1 The Complaint shall be made in writing, shall set out as fully as possible the grounds on which the Complaint is made and shall be forwarded to the Chief Executive at the principal address of the Association.
- 1.2 Within seven days of his receipt of the Complaint, the Chief Executive shall send a copy of the Complaint to the Respondent.
- 1.3 The Chief Executive shall, if he considers it appropriate, seek to effect a settlement of the matter by obtaining written undertakings from and acceptable to the Complainant and the Respondent. The Complainant and the Respondent shall be required to act reasonably in considering any proposals put forward by the Chief Executive.
- 1.4 Within 28 days (or such shorter period as he considers appropriate) of his receipt of the Complaint, the Chief Executive shall notify the National Council of the Complaint and of whether or not a settlement of the matter has been attempted or effected in accordance with paragraph 1.3 and shall at the same time send a copy of such notification to the Complainant and the Respondent. A decision by the Chief Executive not to seek to effect a settlement shall not be construed against the Complainant and/or the Respondent. If the complaint involves the Chief Executive, the Vice President shall fulfil the role of the Chief Executive in this procedure.

2. Written Submissions

- 2.1 If the Chief Executive does not attempt or fails to effect a settlement of the matter in accordance with paragraph 1.3 then immediately following the notification to that effect to the National Council referred to in paragraph 1.4 he shall forthwith
 - 2.1.1 (if the Complainant is not a member of the Association) nominate the Complaints Officer and shall advise the Complainant and the Respondent in writing of such nomination
 - 2.1.2 send a copy of this Bylaw to each of the Parties
 - 2.1.3 (if the Chief Executive considers the same to be necessary) by written request require the Complainant or (if a Complaints Officer shall have been nominated) the Complaints Officer to furnish in writing such further particulars of the Complaint as the Chief Executive thinks necessary

- 2.1.4 if the Chief Executive does not make a written request pursuant to paragraph 2.1.3 he shall notify the Parties in writing accordingly.
- 2.2 The Complainant or (as the case may be) Complaints Officer shall comply with any written request pursuant to paragraph 2.1.3 within 14 days (or such longer periods not exceeding 21 days in aggregate) as the Chief Executive may in writing agree) of service on him.
- 2.3 If after consideration of the Complaint and further particulars supplied pursuant to paragraph 2.2 (if any) the Chief Executive decides that he is not satisfied that a prima facie case against the Respondent has been made out then the Complaint will not proceed further and he shall notify the Complainant, the Complaints Officer (if any) and the Respondent accordingly in writing as soon as practicable.
- 2.4 If after consideration of the Complaint and further particulars supplied pursuant to paragraph 2.2 (if any) the Chief Executive decides that a prima facie case has been made out against the Respondent then forthwith upon giving any notification pursuant to paragraph 2.1.4 or (as the case may be) within seven days of the expiry of the period referred to in paragraph 2.2 the Chief Executive shall write a letter to the Respondent enclosing a further copy of the Complaint and of further particulars thereof (if any) furnished pursuant to paragraph 2.2 and requesting the Respondent to submit in writing an Answer to the Complaint.
- 2.5 The Respondent shall provide a written Answer to the Chief Executive within 14 days (or such longer period as the Chief Executive may in writing agree) of his receipt of such a request as is mentioned in paragraph 2.4.
- 2.6 The Chief Executive shall as soon as practicable following his receipt of the Respondent's written answer or (if no such Answer is received within the period referred to in paragraph 2.5) following expiry of the period referred to in paragraph 2.5:-
- 2.6.1 notify the President and National Vice-President of the Complaint and of his decision that a prima facie case has been made out
- 2.6.2 nominate the members of the Complaints Committee from the Standing Panel (provided always no member of the Standing Panel shall be nominated if they have an interest in the Complainant).
- 2.6.3 write a letter to each of the Members of the Complaints Committee (with a copy to each of the Parties) (a) notifying each of them of their nomination as a Member of the Complaints Committee to hear the Complaint and of the date (falling not less than 42 days after the date of the letter), time and venue for the Hearing and (b) enclosing a copy

of the letter referred to in paragraph 2.4, its enclosures and Written Answer being herein together referred to as “the Written Submissions”).

- 2.7 The President (failing whom the National Vice-President) shall inform the next following meeting of the National Council of the Complaint and the Chief Executive’s decision that a prima facie case has been made out against the Respondent.

3. List of Documents

- 3.1 Each of the Parties shall furnish to the other and to the Chief Executive at least 14 days before the day fixed for the Hearing, unless the Complaints Committee shall otherwise direct, a list of all documents to which he intends to refer at the Hearing.
- 3.2 Either Party may inspect the documents mentioned in the list furnished by the other Party. A copy of any document so mentioned shall, on application and payment of reasonable copying charges by the Party requiring it, be furnished to that Party by the other written three days after the receipt of such application. Any copying charges payable by the Complaints Officer shall be borne by the Association.

4. The Hearing

- 4.1 The Complainant, if not a member of the Association, shall not be entitled to attend the Hearing but shall be represented by the Complaints Officer. The Complainant (if a member of the Association) and the Respondent may each represent himself or, if he so wishes may be represented by some other person who may, but need not be, another member of the Association.
- 4.2 The Hearing shall be in private. The Chief Executive or some person nominated by him shall be in attendance and will cause a note, either by shorthand writer or tape recorder, to be taken of the proceedings.
- 4.3 If either Party fails to appear at the Hearing the Complaints Committee may, if satisfied that such party has been served with notice of the Hearing, proceed to hear and determine the matter in his absence. Subject to paragraph 4.4, a Party attending the Hearing shall be given a reasonable opportunity to address the Complaints Committee.
- 4.4 Where in the opinion of the Complaints Committee (and contrary to the decision of the Chief Executive referred to in paragraph 2.2) no prima facie case is shown against the Respondent, the Complaints Committee may at any time during the Hearing dismiss the Complaint without requiring the Respondent to answer the allegations in the Complaint and without hearing the Complainant or (as the case may be) the Complaints Officer.

- 4.4.1 The Complaints Committee may, in its discretion, either as to the whole case or as to any particular fact or facts, proceed and act upon evidence given by statutory declaration.
- 4.4.2 Every statutory declaration upon which any Party proposes to rely shall be filed with the Chief Executive and a copy served upon the opposing Party not less than 21 days before the date set down for the Hearing.
- 4.4.3 Any Party on whom a copy of such a statutory declaration has been served may, by notice in writing, require the attendance at the hearing of the person who has made the said declaration. The said notice shall be served not less than 10 days before the date set down for the Hearing on the Party on whose behalf the said statutory declaration has been filed.
- 4.4.4 If any Party does not require the attendance at the Hearing of a person who has made such a statutory declaration the Complaints Committee may treat the contents of the said declaration as admissible evidence.
- 4.4.5 If the person who has made the said declaration has been required to attend in accordance with the provisions of paragraph 4.4.3 but does not attend the Hearing the onus shall be on the Party seeking to rely on the evidence of that person to show why the said declaration should be accepted in evidence.
- 4.5 The Complaints Committee may of its own motion, or upon the application of any Party, adjourn or postpone the Hearing upon such terms as the Complaints Committee may think fit.
- 4.6 If upon the Hearing it shall appear to the Complaints Committee that the allegations in the Written Submission require to be amended or added to, the Complaints Committee may permit such amendment or addition, or if in the opinion of the Complaints Committee such amendment or addition shall be such as to take any Party by surprise, or prejudice the conduct of his case, the Complaints Committee shall grant an adjournment of the Hearing on such terms as the Complaints Committee shall think fit.

5. Findings and Recommendations

- 5.1 Upon conclusion of the Hearing the Complaints Committee may announce its finding or it may reserve its decision.
- 5.2 If the Complaints Committee find any of the allegations made against the Respondent to have been substantiated, they shall so inform the Respondent

and the Chief Executive shall then refer the Complaints Committee to any previous disciplinary proceedings in the immediate preceding five years in which any allegation has been substantiated against him so that the Respondent may have the opportunity to speak in mitigation and, where appropriate, in respect of costs.

5.3 Upon the Hearing the Complaints Committee may recommend to the National Council that the Association should pay or make a contribution to either or both Parties in connection with the proceedings (up to a maximum of £500) if having regard to all the circumstances of the case the Complaints Committee shall think fit.

5.4 If the Complaints Committee shall find any of the allegations made against the Respondent to have been substantiated then it shall recommend to the National Council that:-

5.4.1 the Respondent be censured either privately or publicly and/or

5.4.2 the Respondent be expelled from the Association and/or

5.4.3 a fine not exceeding £1,000 should be imposed on the Respondent and/or

5.4.4 the Respondent be required to give an undertaking to cease or remedy the breach, evasion, violation or conduct the subject of the Complaint.

5.5 Within seven days of the Complaints Committee's announcement of its findings or issue of its decision (as the case may be) the Complaint's Committee shall deliver to the Respondent the following, and advise the Respondent of their right of appeal.

5.5.1 a written statement of those findings *or its decision* and the grounds therefore

5.5.2 the Complaints Committee's written recommendations (if any) as to costs pursuant to paragraph 5.3 and

5.5.3 the Complaints Committee's written recommendations (if any) as to fine or other penalty pursuant to paragraph 5.4 shall be submitted by the Chief Executive to the National Council and copies thereof shall be sent to the Parties.

5.6 The Respondent shall have fourteen days from the announcement of the findings or issue of a decision in accordance with paragraph 5.5 to issue an appeal in writing in accordance with Rule 22. In the absence of such appeal the recommendations of the Complaint's Committee will be implemented.

- 5.7 Subject to the provisions of this Bylaw, the Complaints Committee may regulate its own procedure.