SNIPEF

Plumbing and heating association

Articles of Association

of SNIPEF Limited

(Scottish and Northern Ireland Plumbing Employers' Federation)



Adopted: June 2026

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Part One.

Interpretation and Limitation of Liability

Defined Terms

In these Articles, unless the context otherwise requires:

Alternate means a person nominated by a Local Association in accordance with these Articles and the Rules to act in place of a Director nominated by that Local Association where that Director is unable to attend or act.

Articles means the Articles of Association of SNIPEF Limited;

Board means the Board of Directors of the Company;

Chair means the person chairing a meeting of the Directors in accordance with these Articles;

Chair of the meeting means the person chairing a general meeting of the Company in accordance with these Articles;

Chief Executive means the person appointed by the Board with overall responsibility for the day-to-day management of the Company;

Companies Act means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company;

Director means a director of the Company, and includes any person occupying the position of director, by whatever name called;

Document includes, unless otherwise specified, any document sent or supplied in electronic form;

Electronic form has the meaning given in section 1168 of the Companies Act 2006;

Junior Vice President means the person appointed or elected as such in accordance with the Rules;

Immediate Past President means the person who most recently held office as President, in accordance with the Rules;

Member has the meaning given in section 112 of the Companies Act 2006, and shall act through its Member representative;

Member representative means a Member's duly authorised representative or duly authorised alternate representative who is authorised to represent the Member at the Company's general meetings and to exercise the Member's voting rights in accordance with these Articles and the Rules;

Ordinary resolution has the meaning given in section 282 of the Companies Act 2006;

Participate in relation to a Directors' meeting, has the meaning given in these Articles;

President means the person appointed or elected as such in accordance with the Rules;

Rules means the rules adopted by the Directors from time to time governing the operational activities of the Company;

Special resolution has the meaning given in section 283 of the Companies Act 2006;

Subsidiary has the meaning given in section 1159 of the Companies Act 2006;

Vice President means the person appointed or elected as such in accordance with the Rules; and

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

Article 1.

Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member, or within one year after they cease to be a Member, for:

a. Payment of the Company's debts and liabilities contracted before they cease to be a Member;
b. Payment of the costs, charges and expenses of winding up the Company; and
c. Adjustment of the rights of the contributories among themselves.

Article 2.

Objects

The objects of the Company are to:

a. Organise, represent, promote, protect and support the interests and education of plumbing and heating professionals as employers in the construction sector, and to represent them in the negotiation of terms and conditions of employment within the construction sector and allied operations;
b. Regulate relations between employers and employees in the construction sector and allied operations; and
c. Maintain consistency across Local Associations and to ensure compliance with these Articles and the Rules by all Members.

Article 3.

Powers

In carrying out the Objects the Company may exercise all powers of a company limited by guarantee under the Companies Acts and in particular the following powers:

a. To co-operate with and cultivate good relations with other employer associations and combinations of employees within the construction sector on matters affecting the general interests of the construction sector and allied operations;
b. To render to Members such assistance as may be considered desirable in the interests of the plumbing and heating industry and allied operations;
c. To encourage, promote and protect the plumbing and heating industry in Scotland, Northern Ireland and elsewhere, and generally to watch over and protect the interests of employers in the plumbing and heating industry and allied operations;
d. To promote and encourage the settlement of disputes between employers, and between employers and employees, by negotiation, mediation or other lawful means;
e. To originate and promote improvements in the law, to support or oppose alterations in the law, and to petition Parliament, the Scottish Parliament and the Northern Ireland Assembly where appropriate;
f. To provide information on matters affecting the plumbing and heating industry and allied operations and to publish, circulate or distribute papers, periodicals, digital media, electronic communications or other materials that assist in achieving the Objects;

g. To encourage excellence within the plumbing and heating industry;

h. To investigate and publicise technical or other innovations which may be beneficial to persons engaged in the plumbing and heating industry and allied operations;

i. To establish, administer or contribute to charitable or benevolent funds for persons who are or have been engaged in the plumbing and heating industry and allied operations;

j. To undertake and execute any trusts which may assist in the achievement of the Objects;

k. To borrow money and give security for such borrowings as the Directors consider appropriate;

l. To acquire, lease, manage, improve or dispose of property, rights or privileges necessary or convenient for the purposes of the Company;

m. To invest funds of the Company not immediately required for its purposes;

n. To promote educational and training initiatives within the plumbing and heating industry, including apprentice and operative training;

o. To represent the interests of plumbing and heating professionals to governmental, political, industrial or other organisations and to collaborate with other trade associations where appropriate; and

p. To do all other lawful things incidental or conducive to the attainment of the above Objects.

Part Two.
Directors

Article 4.

Directors' General Authority

a. Subject to these Articles, the Directors are responsible for the management of the Company's business and may exercise all the powers of the Company.

b. No alteration of these Articles and no direction given by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

Article 5.

Members Reserve Power

a. The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

b. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

Article 6.

Directors May Delegate

a. The Directors may delegate any of the powers which are conferred on them under these Articles:
   I. to such person or committee;
   II. by such means (including by power of attorney);
   III. to such extent;
   IV. in relation to such matters or territories; and
   V. on such terms and conditions,

   as they think fit.

b. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

c. The Directors may revoke any delegation in whole or in part, or alter its terms and conditions.

Article 7.

Committees

a. The Directors may establish committees for the purpose of carrying out any of the functions of the Company.

b. Any committee established under this Article must follow procedures which are based, as far as they are applicable, on those provisions of these Articles which govern the taking of decisions by Directors.

c. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

Article 8.

Chief Executive

a. The Directors may appoint a Chief Executive (*also referred to as the Managing Director*) on such terms and conditions as they think fit.

b. The Chief Executive shall be responsible for the day-to-day management and administration of the Company, subject to the authority and direction of the Directors.

c. The Directors may delegate to the Chief Executive such powers and responsibilities as they consider appropriate.

Part Three.

Decision Making by Directors

Article 9.

Directors to take Decisions Collectively

a. The general rule about decision-making by Directors is that any decision of the Directors must be either:

   I. A majority decision at a meeting of the Directors; or

   II. A decision taken in accordance with **Article 10.**

Article 10.

Unanimous Decisions

a. A decision of the Directors may be taken without a meeting in accordance with this article.

   I. A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter;

   II. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing;

   III. A decision made in accordance with this article is as valid and effective as if it had been passed at a meeting of the Directors duly convened and held;

   IV. References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Directors; and

   V. A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at a meeting of the Directors.

Article 11.

Calling Directors' Meetings

a. Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary, if any, to give such notice;

b. At least **14 days'** notice of a meeting of the Directors must be given to each Director, unless a majority of the Directors agree to a shorter period of notice.

c. Notice of any Directors' meeting must indicate the following:

   I. Its proposed date and time;

   II. Where it is to take place; and

   III. If it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;

d. Notice of a Directors' meeting must be given to each Director, but need not be in writing.

e. Notice of a meeting of the Directors need not be given to any Director who waives their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting or of any business conducted at it.

Article 12.

Participation in Directors' Meetings

a. Subject to these Articles, Directors participate in a meeting of the Directors when:
   I. The meeting has been called and takes place in accordance with these Articles; and
   II. They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting;
b. In determining whether Directors are participating in a meeting of the Directors, it is irrelevant where any Director is or how they communicate with each other;
c. if all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Article 13.

Quorum for Directors' Meetings

a. At a meeting of Directors, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting;
b. The quorum for Directors' meetings shall consist of one or more Directors from at least four Local Associations;
c. For the purposes of this article, an alternate attending in place of a Director in accordance with article 18 shall be treated as that Director.
d. Any other person attending a Directors' meeting, including co-opted persons and the Chief Executive, shall not be entitled to vote and shall not count towards the quorum;
e. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than the following:
   I. A decision to appoint further Directors; or
   II. A decision to call a general meeting so as to enable the Members to appoint further Directors.

Article 14.

Chairing Directors' Meetings

a. The President shall chair meetings of the Directors;
b. If the President is not participating in a Directors' meeting within ten minutes of the time at which it was due to start, the Vice President shall chair the meeting;
c. If neither the President nor the Vice President is participating in the meeting, the Directors present must appoint one of themselves to chair the meeting.

Article 15.

Voting at Directors' Meetings

a. Each Director has one vote on any matter to be decided at a meeting of the Directors;
b. An Alternate attending in place of a Director in accordance with article 18 may exercise the vote of that Director;
c. Where both the Director and that Director's Alternate are present at the same meeting, only the Director shall be entitled to vote;
d. A decision of the Directors is taken by a majority of votes of the Directors participating in the decision;
e. If the numbers of votes for and against a proposal are equal, the chair of the meeting has a casting vote.

Article 16.

Conflicts of Interest

a. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes;

b. **Article 16a.** does not apply if:

   I. The Company by ordinary resolution disapplies the provision of these Articles which would otherwise prevent the Director from being counted as participating in the decision-making process;

   II. The Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

   III. The Director's conflict of interest arises from a permitted cause;

c. For the purposes of this article, the following
c. are permitted causes:

   I. A guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;

   II. Subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite or guarantee subscription for any such securities; and

   III. Arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors;

d. References in this article to proposed decisions and decision-making processes include any meeting of the Directors or part of a meeting of the Directors;

e. If a question arises at a meeting of the Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for quorum or voting purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Director other than the Chair is final;

f. If any question arises in respect of the Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

Article 17.

Records of Decisions

a. The Directors must ensure that the Company keeps a record, in writing, of every decision taken by the Directors for at least ten years from the date of the decision.

Part Four.

Appointment and Removal of Directors

Article 18.

Methods of Appointing Directors, Ex-offcio Directors and Alternates

a. A person may only be appointed as a Director if that person is:

   I. A Member; or

   II. A duly authorised representative of a Member; or

b. Subject to **Article 18a**, any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

   I. By ordinary resolution of the Members; or

   II. By a decision of the Directors.

c. In addition to any Directors appointed under **Article 18b**, up to two Directors may be elected directly by the Members in accordance with the Rules.

d. A person may only be elected as a Director under **Article 18c** if that person satisfies the eligibility requirements in **Article 18a.**

e. The President, the Vice President, the Junior Vice President and the Immediate Past President shall be ex officio Directors of the Company.

f. The President, the Vice President, the Junior Vice President and the Immediate Past President shall together form the Executive Committee of the Company.

g. Where a Director has been nominated by a Local Association in accordance with the Rules, that Local Association may also nominate one Alternate to act in place of that Director.

h. A person may only be nominated as an Alternate under **Article 18g** if that person satisfies the same eligibility requirements as apply to the Director for whom they are nominated as Alternate.

i. An Alternate nominated under **Article 18g** may, in the absence of the Director for whom they are nominated, attend, speak and vote at a meeting of the Directors in place of that Director, but shall not thereby assume any office held by that Director.

j. If an Alternate attends a meeting of the Directors at which the Director for whom they are nominated is also present, the Alternate shall not be entitled to vote or count towards quorum and may attend only as an observer unless invited by the chair to speak.

k. The nomination, election, appointment, notification, replacement, withdrawal and operation of Directors elected under **Article 18c** and Alternates nominated under **Article 18g** shall be governed by the Rules.

l. The President, Vice President and Junior Vice President shall be appointed or elected in accordance with the Rules and shall hold office for such term, and subject to such eligibility requirements, succession arrangements, vacancy provisions and procedures, as are set out in the Rules.

m. The Junior Vice President shall be elected in accordance with this Article and the Rules.

n. For the purposes of the election of the Junior Vice President, each Local Association shall be entitled to cast one vote.

o. The procedure for nominations, the conduct of the ballot, and the declaration of the result shall be determined in accordance with the Rules.

p. A person may only be elected as Junior Vice President if that person satisfies the eligibility requirements set out in **Article 18a.**

q. The Junior Vice President shall take office in accordance with the Rules and shall thereafter serve as a Director in accordance with **Article 18e.**

Article 19.

Termination of a Director's Appointment

a. A person ceases to be a Director as soon as:

   I. That person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;

   II. A bankruptcy order is made against that person;

   III. A composition is made with that person's creditors generally in satisfaction of that person's debts;

   IV. A registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or

   V. Notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

   VI. Notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;

   VII. That person is absent from more than two consecutive meetings of the Directors, unless the absence is due to illness or any other reason approved by the Directors; or

   VIII. That person has not been re-elected or re-nominated by their Local Association in accordance with the Rules, in which case the date of the relevant Local Association decision shall be treated as the date on which that person ceases to hold office.

Article 20.

Directors' Remuneration

a. The Directors shall not be entitled to any remuneration from the Company for their services as Directors;

b. **Article 20a**. does not apply to the Chief Executive (also referred to as the Managing Director), who may receive remuneration from the Company under the terms of their employment.

Article 21.

Directors' Expenses

a. The Company may pay any reasonable expenses which the Directors properly incur in connection with:

   I. Their attendance at meetings of the Directors or committees of the Directors;

   II. General meetings;

   III. Separate meetings of the holders of any debentures of the Company; or

   IV. Otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

Part Five.
Members

Article 22.

Becoming and Ceasing to be a Member

a. A person shall become, and cease to be, a Member in accordance with the Rules of the Company.

Part Six.
General Meetings

Article 23.

Attendance and Speaking at General Meetings

a. A person is able to exercise the right to speak at a general meeting when that person is able to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting;

b. A person is able to exercise the right to vote at a general meeting when -

   I. That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

   II. That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all other persons attending the meeting;

c. The Directors may make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it;

d. In determining attendance at a general meeting, it is immaterial whether any two or more Members' representatives attending it are in the same place as each other;

e. Two or more Members' representatives who are not in the same place as each other attend a general meeting if their circumstances are such that if they have, or were to have, rights to speak and vote at that meeting, they are, or would be, able to exercise them.

Article 24.

Quorum for General Meetings

a. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum;

b. The quorum for general meetings shall be one or more Members' representatives from at least four Local Associations;

c. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be adjourned or dissolved in accordance with these Articles;

d. A Member appointing a proxy to vote at a general meeting in accordance with these Articles shall be counted towards the quorum.

Article 25.

Chairing General Meetings

a. The President shall chair general meetings;

b. If the President is not participating in a general meeting within ten minutes of the time at which it was due to start, the Vice President shall chair the meeting;

c. If neither the President nor the Vice President is participating in the meeting, the Directors present must appoint one of themselves to chair the meeting;

d. If no Director is participating in the meeting, the Members present must appoint one of the Members' representatives to chair the meeting;

Article 26.

Attendance and speaking by Directors and Non-members

a. Directors may attend and speak at general meetings;

b. The chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

Article 27.

Adjournment

a. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn the meeting.

b. The chair of the meeting may adjourn a general meeting at which a quorum is present if -

   I. The meeting consents to an adjournment; or

   II. It appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner;

c. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting;

d. When adjourning a general meeting, the chair of the meeting must -

   I. Either specify the time and place to which it is adjourned; or

   II. State that it is to continue at a time and place to be fixed by the Directors;

   III. Have regard to any directions as to the time and place of any adjournment which have been given by the meeting;

e. No business shall be transacted at an adjourned meeting other than the business which could properly have been transacted at the meeting if the adjournment had not taken place;

f. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given).

Article 28.

Voting: General (Members)

a. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles;

b. On a show of hands, every Member present in person or by proxy has one vote;

c. On a poll, every Member present in person or by proxy has one vote;

d. In the case of an equality of votes, the resolution is not passed.

Article 29.

Errors and Disputes

a. Any dispute as to the admission or rejection of a vote shall be determined by the chair of the meeting, whose decision is final;

b. Any error in the counting of votes, or the failure to count any vote, shall not invalidate the proceedings at the meeting or the decision of the meeting unless it is of sufficient magnitude that it may have affected the result of the vote.

Article 30.

Poll Votes

a. A poll on a resolution may be demanded -

   I. By the chair of the meeting; or

   II. By Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution;

b. A poll may be demanded in advance of the general meeting where it is to be put to the vote, or at the general meeting either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared;

c. A poll demanded on the election of the chair of the meeting or on a question of adjournment must be taken immediately;

d. A poll demanded on any other question must be taken at such time and place as the chair of the meeting directs;

e. A demand for a poll may be withdrawn if -

   I. The poll has not yet been taken; and

   II. The chair of the meeting consents to the withdrawal;

f. The result of a poll shall be treated as the resolution of the meeting at which the poll was demanded.

Article 31.

Content of Proxy Notices

a. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which -

   I. States the name and address of the Member appointing the proxy;

   II. Identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;

   III. Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

   IV. Is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the general meeting to which it relates;

b. The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes;

c. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions;

d. Unless a proxy notice indicates otherwise, it must be treated as -

   I. Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

   II. Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates.

Article 32.

Delivery of Proxy Notices

a. A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even if a valid proxy notice has been delivered to the Company by or on behalf of that person;

b. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom, or on whose behalf, the proxy notice was given;

c. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates;

d. If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who signed it to do so on the appointer's behalf;

e. A proxy notice must be delivered to the Company in accordance with these Articles and any instructions contained in the notice of the general meeting to which it relates;

f. A proxy notice must be received by the Company not less than **48 hours** before the time appointed for holding the meeting or adjourned meeting to which it relates;

g. In calculating the period mentioned in **Article 32f**, no account shall be taken of any part of a day that is not a working day;

h. A proxy notice which is not delivered in accordance with this article shall be invalid.

Article 33.

Amendments to Resolutions

a. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if-

   I. Notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed, not less than **48 hours** before the meeting (or such later time as the chair of the meeting may determine); and

   II. The proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution;

b. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if-

   I. The chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

   II. The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution;

c. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, that error does not invalidate the vote on that resolution.

Part Seven.
Administrative Arrangements

Article 34.

Means of Communication

a. Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information to be sent or supplied by or to the Company;

b. Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents;

c. A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Article 35.

Company Seals

a. Any common seal of the Company may only be used by the authority of the Directors;

b. The Directors may decide by what means and in what form any common seal is to be used;

c. Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by an authorised person in the presence of a witness who attests the signature;

d. For the purposes of this article, an authorised person is -

   I. Any Director of the Company;

   II. The Chief Executive; or

   III. Any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

Article 36.

No Right to Inspect Accounts and Other Records

a. Except as provided by law or authorised by the Directors or by ordinary resolution of the Company, no person shall be entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

Article 37.

Provision for Employees on Cessation of Business

a. The Directors may decide to make provision for the benefit of persons employed, or formerly employed, by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or that subsidiary.

Article 38.

Indemnity

a. Subject to **Article 38b**, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against -

   I. Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company; and

   II. Any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as trustee of an occupational pension scheme; and

   III. Any other liability incurred by that Director as an officer of the Company or an associated company;

b. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law;

c. In this article:

   I. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

   II. A "relevant Director" means any Director or former Director of the Company or an associated company.

Article 39.

Insurance

a. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss;

b. In this article -

   I. A "relevant Director" means any Director or former Director of the Company or an associated company;

   II. A "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or an associated company; and

   III. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Article 40.

Dissolution

a. The Company may be dissolved by special resolution of the Members passed at a general meeting convened for that purpose.

b. The notice of the general meeting at which a resolution for the dissolution of the Company is to be proposed must state the intention to propose such a resolution.

c. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the Members of the Company.

d. Subject to **Article 40e**, any such remaining property shall be given or transferred to such other organisation or organisations as the Members may determine which:

   I. Have objects similar to those of the Company; and

   II. Prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under these Articles.

e. If and so far as effect cannot be given to **Article 40d**, the remaining property shall be given or transferred to some charitable organisation or organisations with objects similar to those of the Company, as determined by the Members.

f. Nothing in this Article affects the liability of any Member to contribute to the assets of the Company in accordance with **Article 1**.

END OF ARTICLES

Version Control

These Articles of Association are titled:

Articles of Association of SNIPEF Limited

(Scottish and Northern Ireland Plumbing Employers' Federation)

These Articles were adopted by resolution of the Members on 5 June 2026 and, from that date, supersede and replace all previous Articles of Association of the Company.

Scottish and Northern Ireland Plumbing Employers' Federation

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Published: June 2026

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