



NATIONAL ACCESS AND SCAFFOLDING CONFEDERATION LIMITED

BYELAWS AND RULES

In accordance with the constitution of the company, as set out in the Articles of Association, these Byelaws and Rules are adopted pursuant to clause 49 of the said Articles, by resolution of the Board of Directors (“the Board”) following agreement at the NASC AGM on Thursday 28th November 2024.

NAME

- 1 The name shall be the National Access and Scaffolding Confederation Limited, hereinafter referred to as NASC. NASC is a Company Limited by Guarantee.

OFFICE

- 2 The principal address of NASC shall be 4th Floor, 12 Bridewell Place, London EC4V 6AP or such other address as the Board shall decide.

MEMBERSHIP

- 3.1 There shall be six grades of Membership:
- 3.2 Full Contractor Membership of NASC shall be restricted to businesses whose significant business activity includes the supply and erection of scaffolding in the UK, that meet the requirements of the NASC Membership Charter. Multi-discipline businesses with scaffolding divisions whose business operation can be audited independently may also qualify as members.
- 3.3 Full Supplier Membership of NASC may be extended to businesses which supply goods or services to the scaffolding industry and comply with membership charter as laid down. Supplier members will be entitled to use the Supplier Member Logo and access the voluntary NASC Approved Product programme if they sell or distribute products covered by the programme.
- 3.4 Scaffold Design Membership of NASC may be extended to scaffold designers who comply with membership charter as laid down. Scaffold Design Members shall be entitled to attend General Meetings but shall not be eligible to vote. Scaffold Design Members shall be entitled to use the NASC Design Member logo but not the Full Member logo.
- 3.5 CISRS Training Provider Membership of NASC may be extended to businesses which are approved as training centres in the UK by the Construction Industry Scaffolders Record Scheme (CISRS). CISRS Training Provider Members shall be entitled to attend General

Meetings but shall not be eligible to vote. CISRS Training Provider Members shall be entitled to use the NASC Training Provider Member logo but not the Full Member logo.

- 3.6 Information Membership of NASC may be extended to businesses based in the UK, which are not otherwise eligible for membership of NASC and would benefit from receiving scaffolding guidance and support. This membership is particularly applicable to principal contractors, and other clients of NASC Contractor members. Information Members shall be entitled to attend General Meetings but shall not be eligible to vote. Information Members shall be entitled to use the NASC International Information Member logo but not the Full Member logo.
- 3.7 International Information Membership of NASC may be extended to businesses based outside the UK which are indirectly involved with the access and scaffolding industry, but are not scaffolding contractors or suppliers of scaffolding products. International Information Members shall be entitled to attend General Meetings but shall not be eligible to vote. International Information Members shall be entitled to use the NASC International Information Member logo but not the Full Member logo.
- 3.8 Full members wishing to renounce their right to vote on NASC activities may do so by stating their wish in writing to the NASC Company Secretary.

APPLICATION FOR MEMBERSHIP

- 4.1 It shall be a condition of full membership that new applicants shall have been engaged in access and scaffolding operations for a period of not less than the previous two years as the significant activity of their business, and shall be able to provide annual accounts for two years of trading prepared by the company's accountant or auditor and available at Companies House in full or abbreviated format.
- 4.2 Each application for full membership of NASC shall be made to NASC on the prescribed application form. Applications are required to meet the requirements of the membership criteria as laid down. If the application is approved the applicant shall, on payment of subscription, become entitled to membership of NASC under the terms and provisions of the Articles of Association and the Byelaws and Rules.
- 4.3 An NASC full member will usually be a single corporate entity with a single registration at Companies House. In rare cases, the NASC may allow a single NASC full member to be comprised of two or more corporate entities. Such cases are likely to fall into one or other, or a combination of, the following circumstances:
 - 4.3.1 Where within a UK group of companies there exists one company which satisfies the criteria for an NASC full contracting member and another company which satisfies the criteria for an NASC full non-contracting member, those companies may apply to be treated as one NASC member for subscription purposes. Each company will be issued with a separate membership certificate specifying their membership type (contractor or supplier). For this purpose, "within a UK group of companies" is defined to mean that both companies are ultimately owned by a single, UK registered, corporate entity.
 - 4.3.2 Where within a group of companies two or more companies operate under the same trading name, management and control structure, according to the same procedures, and appear in all ways to be the same trading entity, and that trading entity satisfies the criteria for an NASC full contractor (or full supplier) member,

those companies may apply to be treated as one NASC member for subscription purposes. A single membership certificate will be issued in the trading name of the companies, also showing the name and Companies House registration number for each of the separate corporate entities.

- 4.4 Companies trading under an insolvency event (e.g. administration, CVA) will not be accepted into membership.
- 4.5 Full members of NASC will usually be limited liability companies registered at Companies House. Limited liability partnerships which satisfy the membership criteria are also eligible for full membership, providing there are no more than four partners, and those partners occupy senior positions within the business and are not scaffolding operatives.
- 4.6 In the case of an application failing to meet membership requirements, the applicant will be advised of the reasons why the original application did not meet membership requirements, and the timescale for reapplication.
- 4.7 Any applicant for membership having failed to meet the membership requirements may appeal to the Chief Executive Officer (CEO). Appeals will be considered through the appeal process.

CONTINUING MEMBERSHIP

- 5.1 It shall be the duty of a member company to notify any change in the name or nature of their business to NASC in writing.
- 5.2 It shall be the duty of NASC members to comply with the Articles of Association, Byelaws & Rules, and the terms of any agreements that may be entered into by NASC. To abide by the Code of Conduct, the NASC Charter and Membership Criteria and satisfy the requirements of the NASC audit, safety returns and annual information requests. New NASC Contractor members will be re-audited after 12 months probationary membership and audited periodically thereafter.
- 5.3 The membership of any member entering into an insolvency event (e.g. administration, CVA, scheme of arrangement) will be terminated.
- 5.4 Membership of NASC cannot be transferred to another business by amalgamation or acquisition without prior approval of NASC, which will consider each case on an individual basis. NASC may require the new owners to undergo the same procedure for admission to NASC as described within Rule 4.2.
- 5.5 In the event of any member, of whatever category, appearing to violate the Articles, Byelaws and Rules, Membership Criteria, NASC Charter or Code of Conduct of NASC, or acting against the best interests of NASC, NASC shall investigate any complaint made against that member. When investigating any complaint, the member concerned shall be given a full statement of any complaints in writing and shall be given an opportunity to answer these complaints in writing within 21 days (or an agreed timescale).

If the NASC is unable to resolve the matter, the termination of membership process will be applied.

CEASING MEMBERSHIP

- 6.1 Any full member wishing to resign from NASC shall give notice in writing to the CEO of NASC before 1 October for the following calendar year. Resignations will be effective at the end of that subscription year. Resignations received after 1 October will be effective at the end of that subscription year, but subscriptions for the following year will remain payable in full.
- 6.2 Upon resignation, members shall pay up all indebtedness and shall cease to have any interest or claim on any funds of NASC.
- 6.3 Where a member business is expelled for non-payment of subscription, the business shall remain liable for the full annual subscription for the year of expulsion. Benefits of membership will cease from the date of expulsion. A business expelled for non-payment of subscription may subsequently reapply for membership although no application will be considered until all indebtedness has been paid.
- 6.4 Where a member business is expelled for reasons other than non-payment of subscription, it shall be liable for subscription until the date of expulsion. Benefits of membership will cease from the date of expulsion.
- 6.5 Any business reapplying for NASC full membership having previously defaulted on membership subscriptions, for whatever reason, shall be required to pay the balance of any unpaid subscriptions prior to any application being considered. This includes any applicant where there is a demonstrable link to a previous member trading entity.
- 6.6 A member may be expelled from membership for:
- 6.6.1 Nonadherence to the requirements of membership as set out in the byelaws.
 - 6.6.2 Failure to maintain the membership charter as proven through an audit/s.
- 6.7 A expelled member is entitled to an appeal in writing which must be made within 21 days of the date of the letter of termination. An appeal will be held in line with the appeal process.
- 6.6 A business expelled for reasons other than non-payment of subscription cannot reapply for a period of twelve months. No application for membership will be considered until all indebtedness has been repaid.

BOARD OF DIRECTORS

- 7.1 The Directors of NASC shall normally be comprised of the CEO and Officers, namely the President, Vice President and Past President. Additional Directors may be appointed in accordance with the Articles. The President shall act as Chair of the Board.
- 7.2 Should an NASC Officer resign in post, the vacancy will be filled in accordance with the Articles.

- 7.3 Officerships are to be held by the individual, who will remain in post if they change employment provided the individual is continually employed by a member company, subject to agreement by the former employer.
- 7.4 No member company may have more than one Directorship at any one time.

MANAGEMENT

- 8 The control of the business and affairs of NASC shall be vested in the Board of Directors, who may do all things necessary for attaining the Objects and for exercising the powers, authorities and discretion of NASC. The Board shall be guided by the decisions of Council except in such matters as are directed by the Byelaws and Rules, the Articles or Company Law. Day to day management is normally delegated to the CEO.

THE COUNCIL

- 9.1 The role of Council is to keep the Officers and Directors in touch with the wishes and concerns of the membership.
- 9.2 Council shall normally be comprised of representatives of Full Member companies only (contracting and supplier) and shall be constituted as follows:
- 9.2.1 the Officers and Directors;
 - 9.2.2 the Chair or representative from each standing committee;
 - 9.2.3 the Chair or representative from each regional committee;
 - 9.2.4 up to three additional representatives, one each from large, medium, and small member companies (based on turnover) not already represented on Council, may be co-opted for election at an Annual General Meeting, to serve for a period of two years;
 - 9.2.5 up to two additional representatives (non-voting) may be co-opted for election at an Annual General Meeting, to serve for a period of two years.
- 9.3 The Council shall meet at least twice a year. Five members shall constitute a quorum, of which at least one must be an Officer.
- 9.4 Questions before the Council shall be decided by the majority of members present and voting. The President or other Officer presiding shall have a casting vote if required.
- 9.5 A member of Council may resign their office by notice in writing addressed to the CEO and such resignation shall take effect immediately.
- 9.6 Any member of Council whose employer gives notice of resignation or is expelled as a member of NASC shall not continue to act as a member of Council from the date of such notice or expulsion.
- 9.7 Any member of Council who ceases to be employed by a member company shall not continue to act as a member of Council.
- 9.8 The Council shall, from time to time, appoint representatives to serve on the Council and/or Committees of other bodies in industry. Such representatives need not be employed by Full Members.

- 9.9 A member shall normally have no more than one representative on Council. No member shall have more than three representatives on Council.

APPOINTMENT OF OFFICERS AND CHAIRS

10 NASC Officers / Non-executive Directors

A new Vice-president of NASC is elected by the NASC Council every two years and begins their term of office at NASC's AGM. At the same date the existing Vice President and President become the new President and Past President respectively, and the existing Past President resigns from office. Adjustments to terms of office may be made in accordance with the Articles of Association.

- 10.1 The process for selection of a new Vice President is as follows:
- 10.2 A notice is issued to all members of Council asking for those interested in becoming Vice President to make an application. Only those with 2 years' experience or more on Council are eligible to apply. The notice is accompanied by information about the role of Officer / Non-Executive Director, this includes the Articles of Association, Byelaws & Rules and the Officers' Charter.
- 10.3 Council members put themselves forward submitting an explanation of what experience they would bring to the role and what they believe they would bring to NASC.
- 10.4 If only one application is received, a Council vote is still carried out to approve the applicant.
- 10.5 Details of applicants are circulated to Council.
- 10.6 All Council members who have not applied vote by email to the CEO.
- 10.7 Votes are counted by the CEO and checked by the President.
- 10.8 The name of the successful applicant is notified to Council by email, not at a Council meeting. Details of votes cast remain confidential.
- 10.9 The appointment of the nominated candidate is ratified by the AGM.

11 Co-opted Members of Council

- 11.1 Co-opted members of Council should be senior employees of an NASC full member company and have been a member of an NASC committee within the previous 5 years and / or served as a regional chair or vice chair and / or have previously served on the NASC Council.
- 11.2 Members are asked to nominate themselves to stand for election. Nominees are asked to submit an explanation of what experience they would bring to the role and what they believe they would bring to NASC.
- 11.3 Details are circulated to Council in three categories – Small Medium Large
- 11.4 Details of applicants are circulated to Council and all Council members who have not applied (for a position) vote by email to the CEO.

- 11.5 Votes are counted by the CEO and checked by the President.
- 11.6 The names of the successful applicants are notified to Council by email, not at a Council meeting. Details of votes cast remain confidential.
- 11.1 Committee Chairs
- 12.1 Committee Chairs are (in general) elected by the committee every two years and serve a maximum term of six years. They must be a senior employee of an NASC full member.
- 11.2 Regional Chairs
- 13.1 Regional Chairs (in general) serve for five years and are then replaced by the Vice Chair. There is no election process for Regional Chairs since the promotion of Vice Chairs is, in normal circumstances, automatic.
- 13.2 If the Regional Chair is also a standing committee chair or Officer then the regional vice chair will be a member of Council to represent the region.
- 11.3 Regional Vice Chairs
- 14.1 Regional Vice Chairs should be senior employees of an NASC full member in the relevant region.
- 14.2 Members are asked to nominate themselves to stand for election. Nominees are asked to submit an explanation of what experience they would bring to the role and what they believe they would bring to NASC.

A decision is agreed by the NASC Officers and Directors and the current regional chair.

REMOVAL OF AN OFFICER

- 15 An Officer may be removed from office in accordance with the Articles. Where approval is sought from Council that meeting must take place in person and not virtually. The Officer will be informed in writing as soon as is reasonably practicable of the reasons for recommendation for removal and the date on which the recommendation for removal will be considered by Council. At the Council meeting which considers any such removal, the reasons for recommending the relevant removal shall be made available to Council and Council members will be able to ask questions prior to any vote on the recommendation. The Officer will be entitled to put forward their views at the meeting and any reasonable request made by the Officer to (i) be accompanied by a supportive individual and/or (ii) to call witnesses to give evidence at the meeting, will be granted.

ADMINISTRATION

- 16.1 A CEO shall be appointed by the Board for such period and on such terms as the Board may determine. Their duties shall be generally to conduct the affairs of the NASC subject to the approval of the Board. They shall be a member of the Council and may attend Committee meetings as they see fit.

- 17.2 The CEO shall be responsible for the appointment of other members of staff subject to approval by the Board.

COMMITTEES

- 18 Further to guidance from Council the Officers may appoint such Committees as they consider necessary and may co-opt persons other than Members to serve thereon.

RAISING OF FUNDS

- 19 Funds of NASC shall be raised on Members by application fees (prospective Full Members), annual subscriptions, commercial enterprises (e.g. publications), donations, and such levies as may from time to time be authorised by the Board of Directors.

BASIS OF SUBSCRIPTION

- 20 The basis of subscription for each Full Member shall be the Member's turnover for access and scaffolding related activities for the Member's financial year ending in the calendar year two years before the calendar year in respect of which the subscription is payable. The basis of subscription for other Membership shall be determined by the Board.

PROCEDURE FOR PAYMENT OF SUBSCRIPTIONS AND PENALTIES FOR NON PAYMENT

- 21.1 A Member shall be suspended from membership if the subscription duly demanded in accordance with these rules remains unpaid two months after the date of the demand. Suspension shall take effect forthwith at the expiration of that period.
- 22.2 If the subscription remains unpaid after the expiration of the period specified in Rule 16.1 the NASC may expel the member, whether suspended or not, provided that at least 30 days' notice has been given of the intention to expel.

CONTROL OF FUNDS

- 23 An annual budget for NASC shall be prepared by the CEO for approval by the Board.

INDEMNIFICATION OF OFFICERS, DIRECTORS AND STAFF

- 24 NASC shall put in place appropriate policies to protect and indemnify NASC Directors, Officers and Staff in the course of their professional duties on behalf of NASC.

EMPLOYMENT AFFAIRS

- 25 NASC shall not negotiate with, or enter into, any agreement affecting wages and conditions of employment with any trade union or group or federation of trade unions which is a party to or affiliated to a party to the Construction Industry Joint Council (CIJC). Full Members of NASC shall be encouraged to have regard to all decisions of the CIJC as regards the terms and conditions of employment of all labour employed by them whose employment is covered by the rules and decisions of the CIJC or to provide broadly equivalent terms and conditions of employment as a minimum requirement.

ALTERATIONS TO THE BYE LAWS AND RULES

- 26.1 Alterations to the Bye Laws and Rules will be made by the Board following any General Meeting called for the purpose of agreeing such changes or at any other General Meeting, provided that special notice of the proposed alterations has been duly given to the CEO in writing. On receipt of the said notice the proposed alterations shall be at once communicated to all members for their consideration.
- 27.2 Amendments to the proposed alterations may be made prior to the relevant General Meeting provided that 21 days' notice of the proposed amendments has been duly given to the CEO in writing. On receipt of such proposed amendments, they shall be at once communicated to all members, if practicable.

NASC Byelaws and Rules
Approved Thursday 28th November 2024
NASC AGM held at the Hilton Belfast.



NASC
Registered in England: 4866191

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