

LANCASHIRE TEXTILE MANUFACTURERS' ASSOCIATION
4 St. Andrew's Street, Blackburn, Lancs, BB1 8AE

RULES

1. That the Rules of the Association adopted 15 January 1913, and any amendments thereto, be and are hereby revoked and repealed, and that the following Rules shall be the Rules of the Association.

OBJECTS

2. The objects of the Association are:-
- (a) To represent the views of members and to negotiate with the government or any other recognised authority, body, organisation or person regarding any matter or action affecting or of interest to its members.
 - (b) To promote freedom of trade and liberty of action in relation to the carrying on of Textile Manufacturing concerns, and other allied industries.
 - (c) To watch over, protect, and advance the interests of persons owning, working, or interested in Textile Manufacturing concerns and other allied industries.
 - (d) To oppose and counteract by lawful and peaceful means agitation and efforts calculated, directly or indirectly, to interfere with such freedom of trade and liberty of action.
 - (e) To consider, originate, and support improvements in the law which may seem directly or indirectly conducive to any of the objects of the Association, and to resist and oppose alterations therein which may seem to the Association directly or indirectly adverse to the interests of the Association and its Members.
 - (f) To take such steps as may be thought necessary in cases of rating, and generally to defend the interests of the trade in all matters.
 - (g) The establishment of equitable rates of wages for the various operations connected with Textile manufacturing or other allied industries.
 - (h) The mutual protection of its members in the payment of such wages, against the resistance offered to them on the part of the Operatives or any of the Operatives' Trade Unions.
 - (i) The investigating of disputes between employers and employed, with a view to maintaining and prompting harmony between them.
 - (j) To take cognisance of cases of combinations, strikes, intimidation of workpeople, and any other matters generally affecting the trade of Members.
 - (k) To defend, in the event of its being thought desirable by the Executive Committee, cases brought against Members in the Courts of law by employees or any of their Trade Unions, or in exceptional cases by the Factory Inspector.

In the construction of this objects clause, no one of the objects as numbered above shall be deemed to be predominant among them and no object shall be deemed subsidiary to another.

MEMBERSHIP

3. The Association shall consist of such Textile Manufacturers and other allied industries as subscribe to the funds of the Association, and pay all levies and subscriptions due.
4. A Member of the Association shall remain a member until the occurrence of one or more of the following events upon which his membership shall determine automatically with effect from the date of such event. (a) he shall resign or (b) he shall be removed under the provisions of these Rules of (c) he ceases to be engaged in the cotton and allied textile industries or (d) he dies or, being a partnership, is dissolved or, being a corporation goes into liquidation otherwise than for the purposes of reconstruction or amalgamation or has a receiver appointed over any of its assets of (e) if any levy or other sum due from him is not paid within three months of the due date or such longer period as may be permitted by the Executive Committee at its sole discretion.
5. Any Member wishing to resign shall give not less than twelve months notice of such wish and his resignation shall take effect at the end of such notice, except that the Executive Committee may accept a shorter notice if they think fit.
6. A Member whose membership ceases shall remain liable to pay any levy already due or other sum in respect of services rendered to him by the Association prior to this resignation taking effect.
7. New Members shall be admitted to membership by the Executive Committee, all applications for membership to be in writing in such form as the Executive Committee shall decide and the Executive Committee shall have the right in their absolute discretion to refuse admission to any applicant without assigning any reasons therefor. Membership shall be in accordance with the subject to these Rules.
8. The Executive Committee shall have the power to admit any organisation consisting of corporations, partnerships or persons carrying on business in the cotton and allied textile industries or in any industry connected herewith as an Associate Member with such rights and liabilities as the Executive Committee may decide.
9. The Executive Committee shall have power to admit without entrance fee as a Member any person, firm, or company acquiring the business as a going concern of any existing member. Such person, firm or company shall however subsequently be bound to pay the levy or the sum due on the dates when they would have been payable by the prior existing member.
10. Any Member ceasing from any cause to be a Member of the Association shall have no legal, equitable or other interest in the funds or property of the Association.

LEVIES

11. (a) Every Member shall pay a levy for each Association Year during all or part of which he is a Member together with any supplemental or special levy which shall be demanded by the Executive Committee.
- (b) Subject to paragraph (g) of this Rule, the subscription payable by a Member for any Association year shall be payable on such a date or dates as the Executive Committee shall determine, and shall be at the specified rate for the Association Year for each levy-paying unit registered in the name of such Member pursuant to the return for that year. The specified rate in respect of any Association Year shall be determined by the Association by resolution of the Members in General Meeting.
- (c) One levy-paying unit shall be equal to £100 of wages paid.
- (d) "Wages Paid" shall for the purpose of ascertainment of levy paying units bear such construction and interpretation as shall be decided by the Executive Committee and shall be based for calculation on such period or periods as the Executive Committee shall decide.
- (e) The Treasurers shall recommend to the General Meeting of Members the specified rate for the Association Year, as shall in their estimate enable the Association to cover the expenses of its ordinary work and maintain a sufficient working reserve, after taking into account any free reserves of the Association which are or may be expected to be available for such purposes. The General Meeting of Members may adopt the specified rate so recommended or some other specified rate whether greater or smaller.
- (f) A General Meeting of members may determine at any time during an Association year that a supplementary or special levy be paid for such Year.
- (g) Subject to the last preceding paragraph any persons who shall become a Member during the course of an Association Year shall pay by way of levy for that year such proportion of the full levy for that year as a number of full months after joining bears to twelve.
- (h) Each Member shall, as and when required by the Executive Committee, send to the Association such returns as shall be necessary to enable the levy payable by him to the Association to be assessed and failure to do so shall render him liable to be assessed with such levy as the Executive Committee shall consider to be proper.

MANAGEMENT

12. The management of the Association shall be conducted by an Executive Committee to be appointed by the Members at the Annual General Meeting. The Executive Committee shall be not more than eighteen nor less than four in numbers. The Executive Committee shall hold office until the next Annual General Meeting and shall then resign. All members of it shall be eligible for re-election. The Executive Committee shall have regard to and put into effect any resolutions passed or directions given at any General Meeting of Members. The Executive Committee, from their number, shall elect a Chairman and Vice Chairman to be appointed by the members at the Annual General Meeting.
13. The power of appointing and removing a Secretary shall be vested in the Executive Committee on such terms and conditions as may be determined upon. The Secretary shall be the Executive Officer of the Association. The Secretary shall be entitled to attend meetings of the Executive Committee but shall not be a member and shall not vote.
14. Treasurers shall be elected when necessary at an Annual General Meeting, or an Extraordinary General Meeting, and shall respectively hold office until death or resignation from the office of Treasurer or Membership of the Association, or removal by a resolution passed at an Annual General Meeting. They shall be members of and entitled to attend and vote at Meetings of the Executive Committee upon all matters.

The Treasurers, together with the Secretary, shall be the appointed Trustees of the Association.

The number of Trustees shall not be more than six nor less than two and the property of the Association shall be vested in them.

They shall deal with the property of the Association as directed by resolution of the Executive Committee, of which an entry in the Minute Book shall be conclusive evidence, and they shall be indemnified against risk and expense out of the Association property.

15. The funds of the Association (excepts such as are invested in securities) shall be kept at the National Westminster Bank Plc, or such other Bank or financial institution as may be selected by the Treasurers. They shall be invested in the names of the Trustees. No money shall be withdrawn from the bank except by a cheque signed by a treasurer, and countersigned by the Secretary, or/and in accordance with the bank mandate currently in force.
16. Any Funds placed in securities shall be invested by the Treasurers for the time being in the names of the Trustees but shall not be sold or otherwise dealt with except by a resolution passed by the Treasurers.

17. The Association may join other central and local employers' and trade associations in the cotton and allied textile industries and central, national or international employers' and trade federations or associations representing other industries in so far as shall be judged by the Executive Committee to be in the interests of the members. The Executive Committee may nominate and appoint Representatives to such Federations of Associations to act on behalf of the Association.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

18. The members of the Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A member of the Committee may, and the Secretary on the requisition of a member of the Committee shall at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member of the Committee for the time being absent from the United Kingdom.

The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed, shall be four.

The continuing members of the Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by, or pursuant to, the rules of the Association as the necessary quorum of members of the Committee, the continuing member or members of the Committee may act for the purpose of increasing the number of members of the Committee to that number, or of summoning a General Meeting of the Association but for no other purpose.

The Committee may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be Chairman of the meeting.

A resolution in writing, signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

19. The office of member of the committee shall be vacated if the member:-
- (a) without the consent of the Association in General Meeting holds any other office of profit under the Association; or
 - (b) becomes bankrupt or enters into an arrangement with his creditors; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) resigns his office by notice in writing to the Association.

GENERAL MEETINGS

20. The Annual Meeting of Members shall be held once in every year, and not more than fifteen months after the preceding Annual General Meeting, when a report and financial statement shall be made; other General Meeting of Members shall be convened by a resolution of the Executive Committee, or by a request signed by five members of the Association, or in the case of emergency on the authority of the Secretary. Each Meeting shall be convened by notice.
21. No business shall be transacted at any General Meeting unless there are present at least ten Members.
22. At any General Meeting (unless a poll is demanded by at least five members) a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
23. If a poll is demanded as aforesaid, it shall be taken in such manner, and at such time and place as the Chairman of the Meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. Provided always that this Rule shall not affect rule 24 hereof.
24. The Chairman of a General Meeting may, with the consent of the Meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
25. Any poll duly demanded on the election of a Chairman of a Meeting, or on any question of adjournment, shall be taken at the meeting without adjournment.
26. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

27. Any Corporation which is a member of the Association may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

VOTES OF MEMBERS

28. On a show of hands, every Member present shall have one vote only, and on a poll every member present shall have one vote for every levy paying unit in his concern or concerns. Any Member may vote himself or may be represented by a Partner, manager, Salesman, Director, Secretary or by proxy, but only one person per firm shall vote.
29. No Member shall be entitled to vote on any question whilst any contribution, call or other sum shall be due and payable to the Association from such Member is outstanding.

DISPUTES

30. In case of any complaint, or application being made by any of the Operative Trade Unions' officials to any Member of the Association, such Member may refer the question to the Secretary, who shall deal with the case on his behalf, and in the case of need bring it before the Executive Committee or any committee provided for under any industry agreement.
31. Whenever any Member of the Association has a dispute with his operatives and requires the assistance of the Association, he shall at once bring the matter before the Secretary, who shall, if he thinks it necessary or desirable, convene a Meeting of the Executive Committee as soon as possible. The Executive Committee may call for any documentary or other evidence that they think necessary, and appoint a subcommittee to investigate or otherwise deal with the dispute.

ACCOUNTS

32. The Executive Committee shall cause proper accounting records to be kept. The accounting records shall be kept at the registered address of the Association. They shall always be open to the inspection of the officers of the Association.

The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.

The Executive Committee shall cause to be prepared and to be laid before the Association at every Annual General Meeting such profit and loss accounts, balance sheets, income and expenditure accounts (if any) and reports as are required by law. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report, and Committee's report, shall not less than twenty one days before the date of the meeting be sent to every member of the Association.

AUDIT

33. Auditors shall be appointed at the Annual General Meeting and their duties regulated as required by law.

DISSOLUTION OF THE ASSOCIATION

34. The Association may be dissolved upon resolution passed at a General meeting of the members at which not less than three fourths of the total Membership of the Association shall have voted in favour of a Resolution. On dissolution the funds in hand after payment of all debts and liabilities shall be divided among all Members who have been Members continuously for the period of five Association Years preceding dissolution in proportion to the total levies paid by such Members during the said period.

EXCLUSION OF LIABILITY

35. (a) Any liability of the Association for breach of duty to any Member, Associate Member of Associated Organisation, or of the Association (hereinafter in this Rule called "Member") shall be limited as provided in this Rule.
- (b) All actions carried out or omissions made in good faith for the Purposes of the Association and in conformity with its objects rules and by-laws by

The members of the Executive Committee or of any other Committee or body or officer duly appointed under the Association's Rules or bye-laws

Any official employee or agent of the Association

Whether acting individually or collectively or on the instructions of others shall be taken without any liability whatsoever of the Association or the persons concerned even if such act or omission constitutes negligence or a fundamental breach of contract, save that nothing in this clause shall affect the liability of the Association or its Members for death or personal injury caused by its or their negligence.

(c) Where information or advice is supplied by or on behalf of the Association to a Member or to anyone entitled to receive the same on behalf of the Member, such member shall satisfy itself as to the accuracy and suitability for the use to which it puts or intends to put the same and shall take exclusive responsibility for all consequences and making use of the said information or advice.

ALTERATION OF RULES

36. These Rules may be added to, varied, or rescinded at a General Meeting of Members, but at least seven days' notice shall be given to the members of any intended alteration, and the nature of such intended alteration.

NOTICES

37. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or to whichever address he has supplied to the Association for giving notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected two days after the letter containing the same is posted.
38. Notice of every General Meeting and Committee Meeting shall be given as above to every member who has supplied an address for service within seven clear days of such meeting.

Approved and adopted at a General Meeting of Members held on Thursday, 8th March, 1990.

Brian H. Banister,
David Duckworth

Chairman
Secretary

BLACKBURN DISTRICT TEXTILE MANUFACTURERS' ASSOCIATION

ANNUAL GENERAL MEETING - 21st MARCH 1997

Alternation to Rules

- i) The following resolution was proposed, seconded and carried unanimously.

"That Rule 11 (e) shall be amended to read as follows:

- (e) The Treasurers shall recommend to the General meeting of Members the specified rate for the Association year, **including any minimum and maximum levy**, as shall in their estimate enable the Association to cover the expenses of its ordinary work and maintain a sufficient working reserve, after taking into account any free reserves of the Association which are or may be expected to be available for such purposes. The General Meeting of Members may adopt the specified rate so recommended or some other specified rate whether greater or smaller".

- ii) The following resolution was proposed, seconded and carried unanimously.

"That Rule 12 shall be amended to read as follows:

12. The management of the Association shall be conducted by an Executive Committee to be appointed by the Members at the Annual General Meeting. The Executive Committee shall be not more than **twenty one** nor less than four in numbers. The Executive Committee shall hold office until the next Annual General Meeting and shall then resign. All members of it shall be eligible for re-election. The Executive Committee shall have regard to and put into effect any resolutions passed or directions given at any General Meeting of Members. The Executive Committee, from their number, shall elect a Chairman and Vice chairman to be appointed by the members at the Annual General Meeting".

Change of Title

The following resolution was proposed, seconded and carried unanimously:

"That the title of the Association shall be changed, with effect from 1 January 1998, to the Lancashire Textile Manufacturers' Association".

Stephen W. Thornber, Chairman
David Duckworth, Secretary