



FELLOWSHIP
FOR
BRITISH HAIRDRESSING
"STRENGTH THROUGH QUALITY"

MISSION STATEMENT
OBJECTS
RULES

2010

F.F.B.H. Limited, Company Number: 7137878
(a company limited by guarantee) trading as the
Fellowship for British Hairdressing

COMPANIES ACTS 2006

ARTICLES OF ASSOCIATION OF F.F.B.H. LIMITED

1. Preliminary

In these articles:

- 1.1. "the Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;
- 1.2. "clear days" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.3. "the Council" means the council of management of The Fellowship;
- 1.4. "The Fellowship" means F.F.B.H. Limited
and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of them not in force when these articles become binding on the Company.

2. Liability of Members

- 2.1. The liability of the members is limited.
- 2.2. Every member of The Fellowship undertakes to contribute such amount as may be required not exceeding £1 to its assets, in the event of it being wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the debts and liabilities of The Fellowship, contracted before he or she ceased to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

3. Objects

The Fellowship's objects are specifically restricted to the following:

3.1. **Creative exchange**

To encourage a process of creative exchange and dialogue between professional hairdressers through artistic and commercial seminars and events.

3.2. **Collaboration**

To work in association with other hairdressing organisations, associations or bodies for the benefit of British hairdressing.

3.3. **Overseas membership**

To give a licence to kindred organisations abroad to use the title of Fellowship and to work in association with The Fellowship. The terms of the licence to be determined and approved by the Council, such memberships shall not have voting rights.

3.4. **Promoting an image of quality**

To positively promote an image of quality to hairdressing professionals through the trade press, to consumers and to those thinking of entering the industry.

3.5. **Skills exchange**

To actively support its members in the development of their technical and artistic skills.

3.6. **The hairdresser's well-being**

To act in the interests of professional hairdressers at all times, actively promoting their well-being and social standing.

4. Powers

In furtherance of such objects but not otherwise The Fellowship may:

4.1. Employ and pay any person or persons to supervise, organise and carry on the work of The Fellowship.

4.2. Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results of such research, surveys and investigation.

- 4.3. Arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- 4.4. Collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- 4.5. Procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further such objects.
- 4.6. Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of The Fellowship.
- 4.7. Make regulations for any property, which may be so acquired.
- 4.8. Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of The Fellowship.
- 4.9. Accept gifts and borrow or raise money for such objects on such terms and on such security, as shall be thought fit.
- 4.10. Procure contributions to The Fellowship by personal or written appeals, public meetings or otherwise.
- 4.11. Invest the money of The Fellowship not immediately required for such objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 4.12. Do all such other lawful things as are necessary for the attainment of such objects.

5. Income

The income of The Fellowship, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.

6. Membership

6.1. Qualification

The subscribers to the memorandum of association and such other persons who may be elected in accordance with the regulations for the time being of The Fellowship and no other persons may be members of The Fellowship.

6.2. Individual membership

Membership of The Fellowship shall be open to any hairdresser or member of the hairdressing industry who has sought nomination by two Fellows and who has paid the annual subscription fee, details of which appear in clause 6.6 below; all applications shall be subject to the approval of the Council and, if accepted, the Secretary shall enter the name of such applicant in the books of The Fellowship and on such entry the applicant will become a Fellow of The Fellowship.

6.3. House membership

Hairdressing houses as single entities (whether multiple or single businesses) are eligible to join The Fellowship subject to the following provisions:-

6.3.1. That the house nominates three of its staff members to represent the house, each being eligible to vote at meetings;

6.3.2. That provided the Council is notified, a change in representative may be made by the house in the event that domestic circumstances so demand.

6.4. Junior Membership

Criteria to be decided upon by Council on an annual basis.

6.5. Affiliate International Membership

Affiliate International Membership of The Fellowship shall be open to any hairdresser, or member of the hairdressing industry, that lives and works in any country that is not licensed by The Fellowship nor is eligible for membership of

The Fellowship who has sought nomination by two Fellows, and who has paid the annual subscription fee, details of which appear in clause 6.6. The Affiliate International Member will receive all the benefits of being a Fellow but will have no voting rights within The Fellowship or any other licensed overseas fellowship and is not eligible to stand for election to the Council or any other post within The Fellowship unless invited to at the Council's discretion. All applications shall be subject to the approval of the Council, and if accepted the Secretary shall enter the name of such applicant in the books of The Fellowship and on such entry the applicant shall become an Affiliate International Member of The Fellowship.

6.6. Subscriptions

Fellowship subscriptions are due annually on 1st January. New Fellows shall pay an entry fee in addition to the annual subscription. A notice of annual subscriptions and entry fees is appended to this document and will be periodically reviewed and amended. In the event of members being accepted to The Fellowship during the year, the full annual subscription will still be paid but a pro rata amount will be credited to their next invoice to account for their period of non-Fellowship in the previous year. All subscriptions are determined at the AGM (as defined in clause 8.1 below).

6.7. Subscription arrears

A member whose annual subscription is more than three months in arrears shall be deemed to have resigned.

6.8. Voluntary resignation

A member shall cease to be a member of The Fellowship if he or she gives written notice to the Secretary of his or her resignation and his or her name shall then be removed from the list of Fellows and he or she shall cease to be a Fellow as soon as his or her name is removed from the list.

6.9. Avoidance of membership by bankruptcy etc

Any member of The Fellowship who becomes bankrupt,

or has a receiving order in bankruptcy made against him or her or makes a voluntary arrangement as defined in the Insolvency Act 1986, or ceases to be a hairdresser or member of the hairdressing industry immediately ceases to be a member of The Fellowship.

6.10. Fellowship list

The entire list of members of The Fellowship in all grades shall be reviewed annually.

7. Honorary Awards

7.1. Fellow with Honours

A Fellow with Honours shall be the title awarded to a Fellow if the Council is satisfied that the Fellow has made an outstanding contribution to Fellowship affairs in particular and/or hairdressing affairs in general. The award of Honours may only be given subject to a two-thirds majority of the Council present and voting and the holder shall be presented with a yellow ribbon and medal.

7.2. Fellow with Distinction

A Fellow with Distinction shall be the title awarded to a Fellow or a Fellow with Honours who has given an outstanding artistic or technical contribution to the general affairs of hairdressing. The award of Distinction may only be given subject to a two-thirds majority of the Council present and voting and the holder shall be presented with a blue ribbon and medal.

7.3. President of Honour

The title of President of Honour of The Fellowship shall be awarded to a past Chairman of the Council of The Fellowship who has completed five years or more as Chairman. He or she shall be presented with a red ribbon and medal on which shall be inscribed "President of Honour". The title of President of Honour cannot be awarded in any other circumstances.

7.4. **Fellowship Gold Medal**

The honour of a Fellowship Gold Medal may be awarded at the discretion of the Council to a Fellow with Distinction who is, or has been an active hairdresser, for their supreme and distinguished service or contribution to The Fellowship and/or the hairdressing industry. The holder shall be presented with a blue ribbon and medal.

7.5. **Honorary Membership**

The Council may at its discretion from time to time confer the status of Honorary Membership on an individual or group ("Honorary Fellow") deemed to have made a conspicuous contribution to The Fellowship and/or the affairs of hairdressing in general. Such Honorary Fellows will be entitled to the same rights and privileges (and be subject to the same rules and regulations) as all other Fellows, save that they shall not be required to pay any membership or subscription fees and shall not be considered to be contributories in the event of a winding up of The Fellowship.

7.6. **Patron of Honour**

The title of Patron of Honour may be awarded at the discretion of the Council to any person who has made an exceptional contribution to the hairdressing industry world-wide and the holder shall be presented with a diploma denoting that honour and a blue sash.

7.7. **Special award**

The Council, may by a two-thirds majority of those present and voting, authorise the issue of a special award, the character of which shall be determined by the Council, to a person or persons who in the opinion of the Council has/have made an exceptionally outstanding contribution to the hairdressing industry throughout the world.

7.8. **Medals**

All Fellowship medals shall be worn on special occasions, including Presidents Night and Luncheon and Awards.

7.9. **Nominations**

Nominations for Honours or Distinction will be submitted to The Council for ratification not later than the third quarter of the year by the Chancellery.

7.10. **Badges, medals and diplomas**

The Council will issue to all Fellows a Fellowship lapel pin badge in the following colours; white for Fellows; yellow for Fellows with Honours; blue for Fellows with Distinction and red for Presidents (Master Fellows). The Council will also issue a diploma to each Fellow specifying the Fellow's grade. A single diploma will be issued to House Fellows. These pins and diplomas are on loan and must be returned when the holder ceases to be a member. The President's regalia shall be held by the President during his or her term of office on loan from The Fellowship and insured by The Fellowship. On termination of office a President shall be awarded a red coloured ribbon and medal inscribed "Past President".

8. General meetings

- 8.1. The Fellowship shall in March/April of each year hold a general meeting as its annual general meeting ("AGM") and shall specify the meeting as such in the notices calling it. The AGM shall be held at such time and place as the Council shall appoint.
- 8.2. All general meetings other than AGMs shall be called Extraordinary General Meetings.
- 8.3. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting.
- 8.4. The Council shall on a requisition made in writing by members representing at least 5 % of the total voting rights of all members having a right to vote at general meetings immediately proceed to convene an Extraordinary General Meeting. If it does not proceed to convene a meeting within 21 days from the date of the requisition, the requisitionists or a majority of them may themselves convene a meeting in accordance with the provisions of Section 305 of the Act.

- 8.5. Any requisition made by members shall state the object of the meeting and the terms of any special resolution to be proposed, and shall be left at the registered office of The Fellowship.
- 8.6. At least 28 clear days before every general meeting (including the AGM), notice specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the members in the manner stated in clause 21 of these Articles or, in such other manner if any, as may be prescribed by The Fellowship in general meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting.

9. Proceedings at General Meetings

- 9.1. No business shall be transacted at any general meeting unless a quorum of not less than fifteen Fellows is present at the commencement of the meeting.
- 9.2. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of the members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the members present may form a quorum.
- 9.3. The Chairman or in his or her absence the Vice Chairman shall preside as chairman at every general meeting of The Fellowship.
- 9.4. If neither the Chairman nor the Vice Chairman is present within 15 minutes of the time of holding the meeting the Fellows present shall choose one of their number who is a member of the Council to be chairman of the meeting. If there is no member of the Council present then the Fellows present may elect any one of their number to be chairman of the meeting.

- 9.5. The Chairman may, with the consent of the meeting, adjourn any meeting 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.
- 9.6. At any general meeting a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the minute book of The Fellowship shall be conclusive evidence of that fact, unless a poll is demanded by the Chairman or by at least one Fellow representing not less than one tenth of the total voting rights of all the Fellows having the right to vote at the meeting.
- 9.7. If a poll is demanded in the above manner, it must be taken in such manner as the Chairman directs and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 9.8. No Fellow may vote at any general meeting unless all the money then due from him or her to The Fellowship has been paid.
- 9.9. Every Fellow entitled to vote shall have one vote and no more. A Fellow may vote either personally or by proxy (whether on a poll vote or other otherwise).
- 9.10. A proxy must be appointed in writing under the hand of the appointor.
- 9.11. The instrument appointing a proxy must be deposited at the registered office of The Fellowship not less than 48 hours before the time of holding of the meeting at which the person named in such instrument proposes to vote.
- 9.12. Any instrument appointing a proxy must be in the following form:

F.F.B.H. LIMITED

I, [name] of [address] being a Fellow of the above named company, appoint [name of proxy] of [address of proxy] as my proxy to vote in my name and on my behalf at the [annual] [extraordinary] general meeting of the company to be held on [date] and at any adjournment.

Signed _____

Date _____

9.13. The AGM shall:

- 9.13.1. receive first the Minutes of the previous AGM, secondly the President's address, thirdly the Report of the Council to be given by the Chairman, and fourthly The Fellowship's annual accounts, directors' report and auditors' report (if any);
- 9.13.2. elect officers and members of the Council in accordance with clause 10 below;
- 9.13.3. consider any other resolutions of which due notice has been given.

9.14. Extraordinary General Meetings will follow the same procedure as for the AGM save for the election of officers and members of the Council and the receipt of the annual accounts and directors' and auditors' reports.

10. Appointment of Council

10.1. The Council shall consist of a President (Master Fellow) two Vice Presidents and up to sixteen additional Council members.

- 10.2. The Council will be responsible for conducting the business of The Fellowship and shall have plenary powers to manage and superintend the affairs of The Fellowship and to act in its name. Whilst having executive authority, the Council shall nevertheless be responsible to the members and will report its general activity to the general meetings of The Fellowship including the AGM.
- 10.3. Council members shall be elected at the first AGM after incorporation of The Fellowship and thereafter at the AGM in alternate years to hold office for a period of two years and subject to clause 10.4 may be re-elected at the end of their term of office. Any casual vacancies may be filled by the Council and the person or persons so appointed shall serve out the period of office of the person they have replaced.
- 10.4. The President may stand for re-election for a further term only if the Council so resolves. A Vice President may hold the post for a maximum of two consecutive terms of office, i.e. 4 years.
- 10.5. All nominations for officers and Council Members must be received by the Chairman of The Fellowship, in writing, at least twenty-eight days before the date of the AGM.

11. Chairman

The Council at its next meeting immediately following the AGM shall elect a Chairman biennially, (alternating with the Presidential election) and Vice Chairman for a maximum of three terms of office from amongst its members who will preside at Council and General Meetings including the AGM and will also occupy the Chair at the Secretariat meetings. Sub-committees should be chaired by a person appointed by the Council or elected by the sub-committee. The first Chairman and Vice Chairman shall be Thomas Francis Shipton and Edward Hemmings who have consented to act and who shall hold office until the next meeting immediately following the second AGM after incorporation of The Fellowship, whereupon they shall retire and shall be eligible for election in accordance with these Articles

12. Professional Administration

The Council may appoint, either from amongst its members or from outside, such professional administration as it desires and thinks fit to carry through the day to day work, control and administration of The Fellowship.

13. Secretariat

The Council shall appoint a Secretariat of four consisting of the Chairman, President and two Vice Presidents to operate the detailed work of the Council and any additional member may be co-opted. The Treasurer and Secretary shall attend meetings of the Council and Secretariat at the request of the Chairman.

14. Chancellery

The Council shall appoint a Chancellery consisting of five Council members whose responsibilities are to examine candidates for Fellowship Honours. Their findings are to be submitted to the Council for ratification or otherwise not later than the third quarter of each year. The Chairman of the Chancellery will be given the name of Chancellor and will hold office for a period of two years and be responsible to the Council for its administration.

15. Sub-committees

The Council shall appoint any necessary sub-committees with the purpose of organising and developing Fellowship activities as appropriate.

16. Presidents of Honour/Past Presidents

Presidents of Honour and Past Presidents provided they are current Fellows, may participate at Council Meetings and shall have the same voting rights as those of a Council Member. They may also be appointed to assist on sub-committees as and when required.

17. Co-option

The Council shall have the power to co-opt on to the Council or any sub-committee on a pro-term basis any Fellow who has been asked to undertake a specific responsibility. Such Fellows can only serve the committee to which he or she has been co-opted and those co-opted onto Council shall have voting rights.

18. Membership of other trade organisations

All Fellows may offer themselves for election or re-election as members of the Council but shall not, unless the Council so authorises it, be officials of any other trade organisation during their period of office.

19. Council Meetings

- 19.1. Council meetings shall be held once a month unless otherwise determined by the Council.
- 19.2. Formal notices convening Council meetings shall be sent out by the Secretary or the officer nominated by the Secretary to do, at least seven days before the meeting (emergencies excepted) and shall detail the agenda of the meeting on such notice.
- 19.3. Extraordinary Council meetings may be called at the discretion of the Secretariat.
- 19.4. In the event of an exceptional emergency, an Extraordinary Council meeting may be called upon the joint decision of the Chairman and President.
- 19.5. Seven Council members may request an Extraordinary Council Meeting and must give one week's notice of this intention in writing.
- 19.6. The quorum for Council meetings shall be eight members.
- 19.7. The order of business at Council meetings will be firstly the Minutes of the previous meeting, then the correspondence and the rest of the agenda will be determined by the Secretariat.
- 19.8. Save as otherwise provided, all questions arising at any Council meeting shall be decided by a simple majority of those present and entitled to vote. In the event of equal voting the Chairman may have a casting vote.

20. Minutes

Minute books shall be kept by the Council and all other committees, and the Secretary shall enter in the minute book a record of all proceedings and resolutions.

21. Notices

All correspondence, reports, announcements and other official communications from The Fellowship shall be sent out only by the Secretariat or the nominated officer concerned. No individual officer shall communicate with The Fellowship except with the authority of the Secretariat or, when the need arises between meetings of the Secretariat, with the authority of the Chairman.

22. Fellowship Funds

- 22.1. The Council shall have full control of the funds and affairs of The Fellowship including remunerations, reimbursements or honoraria paid by any Fellow or official for services.
- 22.2. The Treasurer to The Fellowship (as appointed by the Council) shall take charge of the funds of The Fellowship and pay all demands ordered by the Council or the Secretariat and all cheques shall be signed only by persons approved by the Council.
- 22.3. The financial year shall end on 31st December in each year.

23. Disciplinary Procedures and Conduct

23.1. Complaint

Any complaint made by any person concerning any Fellow of The Fellowship shall first be considered by the Secretariat who shall report its findings to the Council. Should the Council decide to pursue the matter then opportunity shall be given to the Fellow against whom the complaint is made to appear before the Council to support his or her case before any decision relating to the complaint is reached.

23.2. Majority vote

A malpractice or misconduct shall have been deemed to have been committed when a majority vote at a Council meeting has so decided.

23.3. Compulsory Resignation

Any Fellow found guilty of malpractice, unethical or unprofessional conduct by a two-thirds majority of the

Council present and voting may be asked to resign from The Fellowship and in default of so doing after notice, shall cease to be a Fellow and his or her name shall be removed from The Fellowship membership.

23.4. **Absence**

A Council member after an absence of three consecutive Council meetings, unless there are exceptional circumstances, shall be deemed by the Council to be no longer interested in the Council activities, and therefore to be in default of his or her responsibilities to The Fellowship. The Council shall have the authority to require that person to stand down from the Council, but still retain his or her membership.

23.5. **Non-payment**

Only fully paid up Fellows may use The Fellowship title and/or emblem in pursuance of their business.

24. Dissolution

- 24.1. A resolution to dissolve The Fellowship shall only be proposed at a General Meeting of which notice setting out the terms of the resolution has been given at least twenty-eight days prior to the meeting and the resolution shall be carried by a majority of at least three-quarters of the members present.
- 24.2. The dissolution shall take effect from the date of the resolution and the Council shall be responsible for the winding-up of the assets and liabilities of The Fellowship.
- 24.3. If on the winding up of The Fellowship there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of The Fellowship, but shall be given or transferred to some other body (whether or not it is a member of The Fellowship) having objects similar to those of The Fellowship, or to another body the objects of which are charitable.

Presidents of Honour

Christofer Mann

Patrons of Honour

Ann Herman, Vidal Sassoon C.B.E., Trevor Sorbie M.B.E.

President

Terry Calvert

Past Presidents

1946-48	B N Furman	1978-80	P Taylor
1948-50	B Woolf	1980-82	D Barton
1950-52	L S Levey	1982-84	C P Mann
1952-54	C A Blaschke	1984-86	S Cohen
1954-56	P Woolf	1986-88	A Colasanto
1956-58	X Wenger, M.B.E.	1988-91	J Galvin
1958-60	F di Biase	1991-94	K Arkell
1960-62	L Povey	1994-96	S Forbes
1962-64	T E Webb	1996-98	A Collinge
1964-66	S Camillo	1998-00	J Cheyne
1966-68	R Kreeger	2000-02	D Lambert
1968-70	L d'Aprano	2002-04	B Cobella, M.B.E.
1970-72	R Zackham	2004-06	R Thompson
1972-74	A Joseph	2006-08	Sean Dawson
1974-76	P Collinge	2008-10	Steven Goldsworthy
1976-78	J Price	2010-	Terry Calvert

Chairman

Frank Shipton

Secretary

Carol Spencer, Bloxham Mill, Barford Road, Bloxham, Banbury, Oxfordshire, OX15 4FF Email: secretary@fellowshiphair.com

www.fellowshiphair.com

MEMBERSHIP FEES 2010

Individual Membership

Entry fee: £176.25

Annual fee: £249.90 Total payment: £426.15

Corporate/House Membership

Entry fee: £352.50

Annual fee: £499.80 Total payment: £852.30

Junior Membership

Annual fee: £49.00

Affiliate International Membership

Entry fee: £176.25

Annual fee: £249.90 Total payment: £426.15

Badges

Free on entry

Replacements: £11.25 each

(Please note all fees include VAT at 17.5%)