

**BYE-LAWS**  
of  
**THE PROPERTY CARE ASSOCIATION (PCA)**  
adopted by members at the EGM held on 7 November 2024.

**1. DEFINITIONS AND CONSTRUCTION**

<b>“the Annual General Meeting (AGM)”</b>	means a meeting of the Members of the PCA held in accordance with Bye-law 10
<b>“the Articles”</b>	means the Articles of Association of the PCA
<b>“the Chair”</b>	means the Director elected as Chair of the Board in accordance with Article 39 as defined in Bye-law 4
<b>“the Extraordinary General Meeting”</b>	means any meeting of members called to conduct business as set out at Bye-Law 10.9 and which cannot take place at the Annual General Meeting
<b>“Meeting”</b>	means any meeting of Directors or designated committees, either face to face, by phone or online
<b>“Members”</b>	means those organisations who are recognised as members of the PCA
<b>“the Association”</b>	means the Property Care Association
<b>“the Directors”</b>	means the directors of the PCA
<b>“working day”</b>	means any day which is not a Saturday, Sunday or designated Public Holiday in the UK
<b>"writing"</b>	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.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing individuals shall include corporations.

**2. BOARD POWERS**



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- 2.1 The role of the Board is to set the strategic direction of the PCA, including overseeing the organisation's financial health, making recommendations, delegating and holding committees and the executive to account for the delivery of the annual strategy.
- 2.2 The Board may exercise all the powers of the PCA and do on behalf of the PCA all such acts as may be exercised and done by the association, and as are not required by statute or the Articles or these bye-laws or any regulations made thereunder to be exercised or done in some other manner.
- 2.3 The Board may appoint committees from time to time in accordance with Article 9 of the Articles.
- 2.4 Any of these bye-laws may from time to time be altered, added to or repealed as provided by the Articles.

### **3. THE BOARD CHAIR**

- 3.1 The Board shall from time to time propose one existing Director to be the Chair of the Association subject to election by the members, typically every two years.
- 3.2 The role of the Chair shall be to:
  - 3.2.1 preside over ceremonial functions of the Association
  - 3.2.2 chair all Directors' and General meetings; and
  - 3.2.3 provide day-to-day support to the Chief Executive and contribute to any personal reviews required as part of their employment
  - 3.2.4 represent the Association externally.
- 3.3 As set out in the Articles, in unusual circumstances, the Chair's role may be extended by majority vote of the Board, excluding the Chair.
- 3.4 The Board shall from time to time, typically every second year, propose one member to be Deputy Chair, who would usually serve for two years and then usually succeed the Chair.
- 3.5 The responsibilities of the Deputy Chair will be defined at the beginning of each term. This may include responsibilities such as:
  - 3.5.1 acting as a source of advice, support and information for the current serving Chair
  - 3.5.2 deputising for the Chair in all functions when they are unavailable
  - 3.5.3 acting in matters under the instigation of the Chair
  - 3.5.4 leading the workings of Committees, Groups or sections of the Association.
- 3.6 From time to time, it may not be possible to elect a Deputy Chair willing to progress into the role of Chair. In these circumstances, members may elect a Deputy Chair without the expectation that they would undertake the role of Chair.

- 3.7 Following a term as Chair, the individual will become the Past Chair for a further year. Their role as Past Chair will include responsibilities such as:
- 3.6.1 acting as a source of advice, support and information for the current Chair and Deputy Chair
  - 3.6.2 deputising where the Chair and Vice Chair are unavailable
  - 3.6.3 acting in matters under the instigation of the Chair
  - 3.6.4 leading the workings of Committees, Groups or sections of the Association.

#### **4. DIRECTOR ROLES**

- 4.1 The Board shall from time to time propose new Directors to join the Board, subject to election by the members of the Association.
- 4.2 A minimum of five and maximum of 12, should form the Board, two of whom should be the Chair and Deputy Chair, as set out in Bye-Law 3, and one should be a Treasurer.
- 4.3 The Treasurer would support the Chief Executive with strategic financial matters including reviewing the Association's annual Directors' Report and Accounts.
- 4.4 Directors would usually serve for a minimum of three and a maximum of six years.
- 4.5 The Chair would usually serve for a maximum of nine years: a two-year term as Deputy Chair, a two year term as Chair, one year as Past Chair, plus three to four years on the Board
- 4.6 To nominate themselves for the position of the Treasurer, Deputy Chair, or Chair if a casual vacancy arises, Directors should have spent at least one year on the Board
- 4.7 The Board should agree annually the skill set required and the sectors represented on the Board and recruit other Directors with the need identified.
- 4.8 Directors must be Association members in good standing.
- 4.9 The role of each Director shall be to ensure the Association complies with relevant legislation for their area of responsibility and delegate related operational matters to the Chief Executive.
- 4.10 Any casual vacancy amongst the Directors shall be filled by Board until the next General Meeting, at which time the appointment should be ratified by members.

#### **5. EXECUTIVE BOARD**

- 5.1 The Executive Board consists of the Chair, Deputy Chair and Past Chair, and Treasurer.
- 5.2 The Executive Board is responsible for decision making between Board meetings, including providing the Chief Executive with support on urgent matters.
- 5.3 The Chair, Deputy Chair and Treasurer automatically become members of the Executive Board on their election.

5.4 The Executive Board is responsible for regular reviews of the Chief Executive’s performance in line with the strategic objectives of the association and the remuneration committee terms of reference.

## **6. BOARD COMMITTEES**

6.1 Committees to which Directors delegate any of their powers must contain at least one Director.

6.2 There are several committees of the Board. From time-to-time, the Board may introduce additional committees without the need to update these bye-laws. The current committees are:

6.2.1 Residential Ventilation Group

6.2.2 Structural Waterproofing Group

6.2.3 Damp and Timber Group

6.2.4 Invasive Weed Group.

6.3 Each committee shall have its own Terms of Reference to govern it.

## **7. STANDARDS OF CONDUCT**

7.1 All committee and Board members are expected to observe the principles of UK public life (the so-called Nolan Principles; Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) and to promote these to the employees and membership of the Association

7.2 All members are expected to follow the Association’s Code of Conduct

7.3 All members are expected to follow the Association’s policies and procedures at all times.

## **8. CONFLICTS OF INTERESTS OF COMMITTEE MEMBERS**

8.1 The PCA represents a relatively small sector and therefore must pay particular interest to conflicts of interest.

8.2 A member of a committee must declare to the other members of that committee any situation of which they are aware in which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Association or any other member unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interests. Such a declaration shall be recorded in a register of interests maintained for that purpose by that Committee.

8.3 An interest of a member of a committee to be disclosed under bye-law 8 may be declared at a committee meeting or by notice in writing to the other members of the committee.

8.4 Before agreeing to provide a benefit to a member of a committee or a party connected to such a member, the Association must be satisfied that the conditions in Article 10 and 53 of the Memorandum

and Articles of Association would have been met if the relevant member had been a director of the Society.

- 8.5 If a conflict of interest arises for a member of a committee because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles or bye-laws, the remaining members of the committee may authorise such a conflict of interest if each of the following conditions is satisfied:
- 8.5.1 the member is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
  - 8.5.2 the member does not vote on any such matter and is not to be counted when calculating whether a quorum of members is present at the meeting; and
  - 8.5.3 the remaining members are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest that has arisen.

## 9. BOARD ELECTIONS

- 9.1 When a vacancy arises for the Deputy Chair, or a casual vacancy arises for the Chair, any existing Board member, provided they meet the tenure requirements at Bye-law 4, could nominate themselves for the role at that meeting.
- 9.2 If more than one nomination is received for one of the named Board roles, the remaining Board members will agree which candidates should be put forward to the members to vote on at the next General Meeting.
- 9.3 In line with the Articles of Association, Article 39.8, the longest serving third of Directors must retire by rotation each year. Members of the Association will be invited to apply to become Directors of the Association.
- 9.4 The Board will review their skills gap and invite applications specifically from members which would provide support in these areas.
- 9.5 Applications to become Board members will be reviewed by Board at their meeting prior to the Annual General Meeting (AGM). The Board may make a recommendation to members based on its skills need.
- 9.6 Members will vote on the candidates in advance of the AGM by poll or at the AGM in person
- 9.7 If a casual vacancy shall arise in the office of the Chair, the Deputy Chair will become the Chair. If the Deputy Chair is not willing to act as Chair, the Board may appoint a new Chair, usually a member of the Executive Board.
- 9.8 On occasion and as set out at Bye-law 3.5, it may not be possible to recruit a Deputy Chair to succeed the Chair.

## **10. MEETINGS OF MEMBERS OF THE ASSOCIATION**

- 10.1 There shall be a meeting of Members of the Association at least once in every calendar year called the Annual General Meeting.
- 10.2 The Board may convene a General Meeting outside of the Annual General Meeting, following the process set out in Bye-Law 10, for any purpose they deem necessary.
- 10.2 The Chair or in their absence the Deputy Chair shall be the chair of all general meetings of Members of the Association and shall have the right to call such meetings.
- 10.3 A minimum of 14 clear days' notice of a meeting shall be sent to Members of the Association, specifying the place, which could be online, date, time and include meeting papers.
- 10.4 The Annual General Meeting shall include such business as the Board shall decide, but must include a report on the Association's activities, a report on the annual accounts, any elections that are required in accordance with bye-law 4 and any other voting or non-voting business.
- 10.5 One representative from each Member of the Association in good standing shall have one vote on any voting business, including any elections.
- 10.6 A quorum must be present for any business to be conducted. The quorum for General Meetings is three. If within 30 minutes a quorum is not present, the Chair may postpone the meeting. If a quorum is not present, no business other than postponing the meeting should be transacted.
- 10.7 Each valid candidate for a contested election at an Annual General Meeting shall have the opportunity to submit a summary which will be distributed to members in advance of the meeting.
- 10.8 Any General Meeting voting could take place in advance of the meeting and via an online survey, which would close a minimum of two working days prior to the General Meeting. The results of the online surveys would be reported at the General Meeting.
- 10.9 An Extraordinary General Meeting may be called to hold Board elections, where there are not sufficient Directors to meet the requirements of Article 23, or where other urgent business must be attended to and which cannot wait until the next Annual General Meeting.

## **11. MEMBERSHIP OF THE ASSOCIATION**

- 11.1 Organisations can apply to join the Association, subject to the current membership requirements. Membership categories and sectors may be changed by the Board from time-to-time.
- 11.2 Applications are subject to review by the Association office, which will include financial, technical, safety and insurance audits. Each contractor member will be subject to re-auditing, usually every two years.

- 11.3 Acceptance into membership shall be conditional on the applicant having satisfied the Board that it is of good standing and is competent. The applicant shall cooperate in the provision of such reports as the Board may prescribe and provide such information and allow such inspections or investigations as considered necessary. The Board may establish probationary schemes, prior to admission as a member, and these organisations will not be able to use the logo or vote at meetings.
- 11.4 A member must pay their subscription before they are admitted into membership.
- 11.5 Once full membership has been granted, the member has access to the current Association membership benefits, including voting rights at meetings.
- 11.6 Benefits of Association membership may change from time to time.
- 11.7 Each year, members will be required to provide updated information including financial, technical, safety and insurance, to remain in membership.
- 11.8 Members can transfer their membership to a new entity, provided that it has been operating for a minimum of two years, they honour all existing guarantees from the previous company, confirm they have no creditors and continue to meet the membership criteria. An audit may be required.
- 11.9 If a non-member company acquires the assets of a member company and seeks transfer of that membership, transfer will usually be allowed providing the acquiring company gives an unconditional undertaking to honour guarantees issued by the acquired member, there are no creditors outstanding and the company continues to meet the PCA's membership criteria and technical standards. An audit may be required.
- 11.10 If a non-member company acquires the assets of a Member company and seeks membership in its own right, a new application should be submitted.
- 11.11 If a member company acquires and uses the name (whether the same name or similar) of another company (whether the name is that of a company previously in membership or not), any reference in promotional material to membership of the PCA must be accompanied by a statement that identifies the company that is the member.
- 11.12 If a member company acquires and uses the name (whether the same or similar) of another member, then the member is obliged to unconditionally honour guarantees issued by the acquired member.
- 11.13 If a member company acquires the assets of another member but does not use the same or a similar name or trading style to that of the acquired member, but does use the same phone number, premises and staff of the acquired company (that they constitute at least 50% of the staff on the premises), then the member is obliged to unconditionally honour guarantees issued by the acquired member.
- 11.14 Members are entitled to use the PCA logo without alteration and in accordance with the law. Upon cessation of membership, the logo shall be withdrawn immediately from the ex-member's letterheads, promotional literature or other publicity material which could imply membership of the Association.

- 11.15 If any member undergoes any change of control during its membership, it shall promptly notify the Association, at which time the executive will decide whether the member should be obliged to submit a fresh application.
- 11.16 Each member shall promptly notify the Association of any changes to its name, address or contact details.
- 11.17 In extenuating circumstances, the executive may choose to refer a decision regarding a specific membership application, transfer or renewal to the Association Board.
- 11.18 Members may nominate a member to the Board to become an Honorary Member of the Association. New Honorary Members will be announced at the Annual General Meeting and shall be entitled to receive notice of and attend, but not vote at, general meetings of the Association.

## **12. MEMBERSHIP FEES**

- 12.1 Membership fees will be reviewed annually by the Association Board
- 12.2 The Association membership year runs from 1 January to 31 December and subscriptions are payable in advance.
- 12.3 Rules regarding the payment and collection of subscriptions, including payment in instalments, may be reviewed from time to time.

## **13. COMPLAINTS PROCEDURE**

- 13.1 Where a PCA member has not adhered to these Bye-Laws, PCA policies, procedures or industry best practice, an individual may choose to complain about the member following the **PCA Complaints Policy**.
- 13.2 The same **Complaints Policy** can be followed to submit complaints relating to the running of the PCA.

## **14. DISCIPLINARY RULES AND REMOVAL OF MEMBERS**

- 14.1 The executive may, by serving notice in writing, expel from the Association, any member who has failed to comply with any condition of membership provided that it has given the member a reasonable opportunity to remedy it. Where the non-compliance relates to an unsatisfactory audit, its remedy will be a replacement audit within six months of the failed audit. Where the member is still unable to meet the membership criteria after a replacement audit, they will be removed from membership.
- 14.2 Board members shall at all times act in the best interests of the Association, conduct the business of the Association professionally and safeguard confidential information, including Board papers. Directors who fail to adhere to these standards may be removed in accordance with Article 43 of the Articles.
- 14.3 All members are expected to adhere to the **Association's Code of Ethical Conduct** and all other Association policies and rules.



- 14.4 The Board may by a resolution of at least two thirds of the Directors suspend any serving Board member if in the Directors' opinion the continuation of the relevant individual in office is likely to damage the Association's reputation. Such a suspension shall continue in force until the resignation of the officer or the next Annual General Meeting, whereupon the Members of the Association may resolve to lift the suspension or to dismiss the officer and elect a replacement in accordance with bye-law.
- 14.5 If as a result of the Association's complaint process further information is required, the Board may establish an investigatory panel into any allegation of improper conduct by a Member of the Association. Such a panel will be chaired by a member of the Executive Board. If it would not be appropriate for a member of the Executive Board to chair the panel, the Board may nominate another Director to undertake this role.
- 14.6 The Member must be given 21 days' notice of the panel and be given the opportunity to present evidence, either verbally or in writing, to the panel.
- 14.7 An investigatory panel shall have the power to regulate its own practice and procedure except that it will produce a final written report which recommends that the subject(s) of the investigation are:
- cleared of any improper conduct
  - found guilty of improper conduct and given a Reprimand which is a severe reproof of an individual in respect of their conduct without any loss of the rights and privileges granted to that individual as a Member of the Association, but with the warning that any further finding of improper conduct may lead to the termination of their membership
  - found guilty of improper conduct and removed from Membership of the Association; or
  - found guilty of improper conduct and given an appropriate alternative sanction.
- 14.8 A Member may not be removed from Membership of the Association unless the investigatory panel has given that person a reasonable opportunity to make representations to the investigatory panel before they reach their decision.
- 14.9 Where the Chair deems it in the Association's best interest, the written report should be sent to the subject of the investigation and the Board. The Board shall follow the recommendation of the investigatory panel unless they believe that it would not be in the best interests of the Association to do so.
- 14.10 If the subject of an investigatory panel wishes to appeal against the decision of the panel then they must do so in writing sent to the registered office of the Association within 30 days of receiving the written report. The Board will then set up an appeals panel comprised of suitably qualified individuals who have had no involvement in the previous investigatory panel. The appeals panel may regulate its own practice and procedure and any decision that it produces may overrule the investigatory panel and shall be binding upon the individual.
- 14.11 For the purposes of this Bye-law 14, improper conduct shall mean any breach by a member of these Bye-laws, the Articles, any code of conduct adopted by the Association or any act or omission which in

the opinion of an investigation panel, appeals panel or the Board is unfitting in a Member of the Association. It includes, but is not limited to:

- conduct which could or does bring the Association or its sectors into disrepute
- making a false representation when applying for any grade of membership or any office of the Association
- failing to maintain professional and or ethical standards which meet the reasonable expectations of the public and other Members; or
- conviction of any criminal offence where the circumstances leading to such a conviction may indicate unfitness to remain as a member.

Provided that, a mistake, an error of judgement or example of negligence may not constitute improper conduct.

## **15. TERMINATION OF MEMBERSHIP**

15.1. One shall cease to be a Member of the Association if:

- they resign by providing three months' written notice to the Association
- they fail for a period of two months to pay all subscriptions and fees for the time being due from them to the Association
- they are removed as members by the Board following a decision made in accordance with Bye-law 14; or
- they are paying by instalments and default on any payment
- they are subject to an insolvency event
- they die or are declared medically unfit to conduct their own affairs.

Provided that, no member who is the subject of an ongoing investigation by the Association shall cease to be a Member of the Association until the conclusion of such investigation.

15.2 No refunds will be provided for a member whose membership is cancelled or terminated part-way through the year.

## **16. NOTICES**

16.1 Any notice to be sent to or by any person pursuant to these Bye-laws including a notice of a committee meeting shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Bye-law "address" in relation to electronic communications includes any number or address used for the purpose of such communications.

16.2 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient

to prove that the letter containing the notice was properly addressed, prepaid and delivered by registered post. A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to an email address.