



Supporting the hair, beauty  
and barbering industries

**EXTRAORDINARY GENERAL MEETING**

**of the National Hair & Beauty Federation**

**Holiday Inn Regents Park, Carburton Street, London, W1W 5EE**

**AGENDA**

**Sunday 13 November 2022 at 1.00pm**

- 1 President's welcome - Ian Egerton
- 2 Notice convening the EGM
- 3 To vote on special resolutions
- 4 Close of meeting



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**Notice of Special Resolutions to be considered at an Extraordinary General Meeting of  
NHBF Members  
13 November 2022 starting at 1.00pm**

**Special Resolutions**

The NHBF is a registered society, governed by the Co-operative and Community Benefit Societies Act 2014 and regulated by the Financial Conduct Authority (FCA). The NHBF's Rules must comply with the requirements of the Act and any change must be verified and approved by the FCA. Changes to the Rules cannot come into effect until the FCA has approved them.

Following a Governance Review in 2021, the NHBF's Rules were completely reviewed and revised to bring them up to date and ensure that they reflected best practice in order to remove the need to make piecemeal changes to the Rules each year.

The revised Rules were approved by the Membership at the AGM in November 2021 and submitted to the FCA. However, the FCA raised several technical issues which it required to be addressed before it would approve them. The proposed amendments will resolve these issues. The FCA has already confirmed that it is satisfied with the proposed changes and the revised version of the Rules will come into effect as soon as the amendments are approved by Members.

**Amendment of the Rules of the National Hair & Beauty Federation Limited**

To consider and if thought fit pass the following resolutions which will be proposed as Special Resolutions (requiring a majority of 66% of those present or voting by proxy to pass):

**RESOLUTION 1**

The FCA highlighted that the longstanding provision in the NHBF's Rules that when a Member dies or becomes bankrupt, their membership terminates and the share they hold in the Federation is forfeited and returned to the Federation, contradicts the Co-operative and Community Benefit Societies Act 2014. This proposal amends the provision to satisfy the law by allowing a Member to nominate someone to succeed to their Membership should they die or go bankrupt.

**RESOLUTION 2**

This proposal addresses the FCA's concern that the Rules do not state clearly enough whether Members may withdraw from the society, and if so, how.

**RESOLUTION 3**

This proposal ensures that, in addition to stating that Directors are elected or appointed, the Rules state how they are appointed and removed.

**RESOLUTION 4**

This proposal clarifies how the Membership may remove a Director from office.

## **Special Resolutions - resulting amendments to rules**

That, with the consent of the Financial Conduct Authority, the rules of the Federation be amended as follows:

### **Proposed amendments**

#### **Resolution 1 - Rule 5.14.2**

To delete Rule 5.15 and insert -

*“5.14.2. An individual’s membership shall terminate when they die, and the membership of a member who is not an individual shall terminate when it ceases to exist. In the event of termination of membership by death or bankruptcy, such deceased or bankrupt member may nominate (in writing and in accordance so far as applicable with the provisions of the Act), one or more persons to become entitled at that member’s death or bankruptcy to the whole of any property in the Federation to which the Federation agrees that member was entitled at the time of their death or bankruptcy, up to a maximum of £5,000, or to such part or respective parts of that property as may be specified in the nomination. No representatives of deceased members or trustees of the property of bankrupt members or any other nominees of the former member shall have any claim on any property of the Federation beyond this.”*

#### **Resolution 2 - Rule 5.14.3 and 5.15**

To delete Rule 5.16 and insert the following new Rules -

*“5.14.3. Membership of the Federation continues automatically from year to year unless a member withdraws from membership by notice in writing to the Chief Executive or is removed from membership.*

*5.15. A member may be removed from membership if the member:*

- ceases to qualify for membership;*
- breaches the Federation’s Code of Conduct;*
- fails to pay the annual subscription fee appropriate to their class of membership;*
- becomes insolvent;*
- is guilty of conduct likely to bring the Federation into disrepute; or*
- without prejudice to the above is in breach of any of the Membership Regulations.”*

#### **Resolution 3 - Rules 11.3-11.5**

To delete Rule 11.3 and insert the following new Rule:

*“11.3 The President and elected directors shall be elected by the Members of the Federation. Subject to Rules 11.6 and 11.7, any Member of the Federation may stand for election as an elected Director or President. The election will be conducted via a single transferable vote process.”*

To insert the following new Rules:

*“11.4 The Board may make regulations for the conduct of elections.*

*11.5 Independent Directors shall be nominated by the Board and approved by the members at the Annual General Meeting. The Board will set out and publish its agreed process for selecting candidates to be nominated as Independent Directors.”*

**Resolution 4 - Rule 11.14**

To insert the following new Rule:

*“11.14 The membership have the power to remove a Director by ordinary resolution.”*