



Tenant Representation Advisor's Society

Constitution

1.0 NAME

The name of the Society shall be the Tenant Representation Advisor's Society ("the Society") and also known as 'TRADS'.

2.0 MISSION

The Society has been set up to:

"Provide a forum for training, the exchange of market information and ideas and a platform for the maintenance of the highest ethical and professional standards within the tenant advisory sector."

3.0 AIMS AND OBJECTIVES

The objective of the Society is to promote the interests of chartered surveyors and commercial real estate consultants who specialise in the provision of real estate consultancy services to tenants and owner-occupiers of commercial real estate. The Society shall encourage and exhort its members to abide by the highest professional and ethical standards when providing real estate consultancy services to their clients, and to provide such services in an impartial manner and free from any conflicts of interest.

The key aims of the Society are to:

- promote best practice in the tenant advisory sector through a programme of regular continuing professional development (CPD) training
- provide networking opportunities for tenant representation advisors to exchange ideas and market information
- enhance member's ability to win new business, through training and networking opportunities

- act as a lobby group for the promotion of tenant's, owner-occupier's and tenant / owner – occupier representation advisor's interests
- to sponsor and / or fund, or undertake, research that will further the interests of tenants and owner-occupiers and / or that will enhance the services provided by members of the Society to tenants and owner-occupiers of commercial real estate
- to develop the Society so that it becomes a national body representing the interests of property consultants countrywide who meet the qualifying criteria for membership of the Society
- to explore opportunities for, and to enter in to, strategic alliances with organisations with similar aims and objectives that are based overseas in order to share information, promote business opportunities and to offer the Society's members international networking opportunities

4.0 QUALIFYING CRITERIA FOR MEMBERSHIP OF THE SOCIETY

4.1 An applicant seeking membership of the Society must demonstrate that:

4.1.1 . He / she is primarily and substantially involved in the provision of real estate consultancy, professional and agency services to occupiers of commercial real estate, including tenants and owner-occupiers from the public and / or private sectors.

4.1.2 He / she does not, other than in exceptional circumstances, provide any real estate consultancy, professional or agency services to landlords, developers or investors of commercial real estate. To qualify for membership of the Society a prospective member should provide services predominantly to tenants and owner-occupiers on the basis that no more than 10% of the member's annual fee income, or yearly time allocated, is associated with the provision of any real estate services of any kind to landlords, investors or property developers.

4.1.3 It will be presumed that any member of the Society is unlikely to ever find himself / herself in the position of having a conflict of interest but in the event that a conflict did arise, involving the provision of real estate services to a landlord, investor or property developer, the member would, by default, defer to the tenant / owner occupier client and decline instructions from the landlord, investor or property developer client.

4.2 Parties who provide services to tenants, other than commercial real estate consultancy services, will not qualify for membership of the Society. Architects, interior designers, fitting out contractors, accountants and solicitors, for example, will not therefore be eligible for membership of the Society.

4.3 The Management Committee may, at its discretion, confer honorary membership of the Society on:

- academics specialising in / researching tenant real commercial estate matters
- any other Parties who the Society's Management Committee considers would be good ambassadors for the promotion and furtherance of the aims and objectives of the Society

4.4 The Management Committee may terminate honorary membership of the Society at any time on one month's prior written notice if, in the reasonable opinion of the members of the Management Committee, the honorary member no longer meets the qualifying criteria for honorary membership as detailed in 4.3 above.

5.0 FORM

5.1 The Society shall be a not for profit organisation and its funds, whether from membership subscriptions or other sources, shall be used solely to finance the activities, and promote the aims and objectives of the Society.

6.0 WINDING UP

6.1 The Society may be wound up only at a general meeting or special general meeting, called for the purpose, by a resolution supported by two-thirds of those members present who are eligible to vote.

6.2 In the event that membership of the Society falls to a level where its annual subscription income falls significantly below the costs of operating the activities of the Society and if, in the reasonable opinion of the members of the Management Committee, the Society's finances are such that it will not be possible to continue funding the activities of the Society, the Management Committee will be required to convene a Special General Meeting on the basis that the Society may be dissolved by a resolution supported by two-thirds of those members present who are eligible to vote.

6.3 The Management Committee shall be responsible for the orderly winding up of the Society's affairs.

6.4 After settling all liabilities of the Society, the Management Committee shall dispose of any net assets remaining to one or more of the following selected by a majority vote of the members:

- 6.4.1 to another not for profit organisation with similar aims and purposes or
- 6.4.2 a registered charity

7.0 MANAGEMENT OF THE SOCIETY

7.1 The Management of the Society shall be vested in the Management Committee which will consist of:-

7.1.1 Honorary Chairman

7.1.2 Honorary Secretary

7.1.3 Honorary Treasurer

7.1.4 Other officers who shall assume such areas of responsibility as the Management Committee shall determine.

7.2 The Management Committee shall have the power to co-opt members of the Society on to the Management Committee to fill vacancies created by the resignation of a member of the Committee or the non-election of Officers on to the Committee. Co-opted members shall be invited to attend Management Committee meetings. Such co-opted members must be fully paid up members of the Society and shall, at the discretion of the Management Committee, either have:

7.2.1 voting rights at Management Committee meetings, and may attend all Management Committee meetings, or

7.2.3 no voting rights on the basis that the co-opted member shall be invited to attend all or specific Management Committee meetings

7.3 All co-opted members of the Management Committee, both those with and without voting rights, shall be required to retire from the Committee at the same time as the elected members when their term of office expires. As with elected members of the Committee, the co-opted members may later offer themselves for election to the Management Committee and must retire from the Committee with immediate effect if, at any time, the co-opted member no longer meets the qualifying criteria for membership of the Society.

7.4 Candidates seeking election to the Management Committee must be in at least their second year of membership of the Society and must meet the qualifying criteria for membership of the Society while serving on the Management Committee. Any serving member of the Management Committee who ceases to meet the qualifying criteria for membership of the Society while in office shall be required to notify the Chairman without delay and will be required to tender their resignation from the Management Committee and the Society, by notification in writing, with immediate effect.

7.5 The Management Committee may, by two-thirds majority vote, and for a good and proper reason, including situations where the Committee member may no longer meet the qualifying criteria for membership of the Society, remove any Committee member, providing that person has a right to request that the members of the Committee reconsider the matter before a final decision is made – such decision must be confirmed in writing to the person concerned.

8.0 FINANCIAL MANAGEMENT

8.1 The Management Committee shall be responsible for the financial policy and financial management of the Society.

8.2 The accounts of the Society shall be audited annually by an independent auditor who shall be approved at the Annual General Meeting.

8.3 The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee.

8.4 The Management Committee shall appoint no less than three members of the committee who shall be authorised signatories in all the Society's financial matters and the signatures of any two will be required on cheques and any other documents relating to the finances of the Society.

8.5 The funds belonging to the Society shall be expended only to further the aims and objectives of the Society and its membership.

8.6 The Society's treasurer will be required to maintain a record of all income, funding and expenditure which will be audited annually by an auditor appointed at the annual general meeting.

8.7 Any bank accounts opened for the Society shall be in the name of the Society.

8.8 No officer of the Management Committee or member of the Society shall receive remuneration or disbursements from the Society's funds unless it is by way of reasonable out of pocket expenditure incurred on the Society's behalf and in that case receipt(s) for the expenditure incurred must be provided to the Society's Treasurer before reimbursement of any expenses is made.

8.9 The Management Committee will be empowered to vary the level of membership subscription fee annually, having regard to the Society's annual operating costs.

8.10 The Management Committee shall circulate notice of the membership subscription fee to the Society's members at least twenty-eight days before the start of the Society year. Members who have not paid their membership subscription by such date as may be determined by the Management Committee are liable to be removed from membership of the Society, without further notice.

8.11 If, in the reasonable opinion of the members of the Management Committee, and subject to a unanimous vote by the Committee members, the finances of the Society are such that a temporary loan is required to assist the Society's cash-flow, members of the Management Committee may each be requested to provide an interest free loan to the Society. The loan would be repaid in full on the earlier of resignation by the Committee member or when the member has served his / her full term of office and decides not to stand for re-election or when

the finances of the Society are such that repayment of the loan would not undermine the Society's financial stability. No member of the Management Committee will be requested to provide an interest free loan that is of a different size to that provided by other committee members.

8.12 The Management Committee may not accept on behalf of the Society any form of payment or sponsorship from landlords, firms specialising in providing fitting out services to tenants, including design and build services, or any other organisation where, in the reasonable opinion of the members of the Management Committee receipt of such payment / sponsorship could compromise, or be perceived to compromise, the independence and integrity of the Society.

8.13 The Society's accounting period will be for a period of 12 months ending on the 30 April in each year or such other period that the Management Committee may decide, subject to a unanimous vote.

9.0 COMPOSITION OF THE MANAGEMENT COMMITTEE

9.1 The members of the Management Committee of the Society will be required to put themselves forward for re-election bi-annually.

9.2 In order to ensure that the composition of the Management Committee fully reflects the aspirations and values of a broad cross section of the Society's membership, the Management Committee shall comprise a minimum of four and maximum of eight officers with no less than one member, and no more than two members, drawn from each of the following commercial real estate consultancy practice sizes:

- employing up to, and including, three fee earners in total
- employing no less than four fee earners and no more than ten fee earners in total
- employing no less than eleven fee earners and no more than sixty fee earners in total
- employing over sixty fee earners in total

For the purposes of assessing the size of a commercial real estate practice the measure of practice size will be based on the number of United Kingdom based fee earning staff engaged in providing general practice commercial real estate consultancy services, including the provision of consultancy services to landlords, but disregarding the number of fee earning staff who provide building, quantity surveying, project management or other non- general practice real estate or other consultancy services.

9.3 It will be the responsibility of the incumbent Management Committee to ensure that there are sufficient candidates available for election / re-election to the Management Committee that meet the qualifying criteria for membership of the new Management Committee and that those eligible to vote for candidates seeking election / re-election are informed that they may only vote for no more than two candidates representing a particular practice size. Candidates seeking election / re-election to the Management Committee must declare to the incumbent Management Committee, and to the electorate, which property consultancy practice size they represent and

must provide, if requested to do so by the incumbent Management Committee, evidence that they qualify to represent the practice size that they purport to represent. Election papers must clearly state which practice size each candidate represents.

9.4 In the event that there are insufficient candidates available to represent a particular practice size, as defined in 9.2 above, the newly elected Management Committee must use its best endeavours to co-opt on to the Committee at least one fully paid up member from the Society drawn from the un-represented practice size on the basis that the co-opted member(s) will have full Management Committee voting rights and may serve a full term on the Management Committee as if he / she had been elected on to the Committee. The appointment of the co-opted member(s) must be completed within forty working days of the new Management Committee assuming office.

9.5 If it is not possible to identify a member(s) of the Society who is available / willing to be co-opted on to the Management Committee to represent an un-represented particular commercial real estate practice size within the forty working day period referred to in 9.4 above, the Management Committee must use its best endeavours to identify a member(s) of the Society that is willing to be co-opted on to the Management Committee as soon as practically possible thereafter.

10.0 HONORARY PRESIDENT

10.1 The Management Committee may, at its discretion, and subject to majority vote, appoint an honorary president of the Society and such appointment shall be renewable annually from the date of appointment.

10.2 The position of President may be filled by a current member of the Society, an academic specialising in / researching tenant commercial real estate matters or a retired tenant representation practitioner who is a former member of the Society.

10.3 The honorary president will have no executive role and may only attend Management Committee meetings at the invitation of the Management Committee.

10.4 The honorary president will take an ambassadorial role in promoting the aims and objectives of the Society and furthering the interests of the Society's members.

11.0 SUB-COMMITTEES

11.1 The members of the Management Committee who have been delegated with special areas of responsibility may, following the agreement of no less than two thirds of the Management Committee, each appoint sub- committees of such size and composition as they think fit, to assist them in carrying out their duties.

12.0 MANAGEMENT COMMITTEE MEETINGS

12.1 The Management Committee may meet as often as the business of the Society shall require but, in any event, must meet no less than five times in every twelve months.

12.2 At each Management Committee meeting three members entitled to vote shall constitute a quorum, provided that not less than fourteen days' notice of the meeting date has been given. If less than fourteen days notice has been given, the quorum shall comprise four members of the Management Committee entitled to vote.

12.3 The Society secretary, or other Management Committee member authorised to do so, should record and minute the content of all meetings held and the minutes are to be approved by the Management Committee at the following Management Committee meeting. Copies of the Committee approved minutes are to be posted on the Society's website within twenty working days of them being approved and are to remain on the website for a period of no less than twelve months from the date of being posted on the website. Copies of minutes are to be retained by the Society Secretary for at least three years and made available, without delay, to those fully paid up members of the Society who request copies.

12.4 Where there is an equality of votes on any matter, the Chairman of the Management Committee shall have a casting vote.

13.0 MEMBERSHIP

13.1 Membership of the Society shall be open to anyone who meets the qualifying criteria on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership number according to capacity or other operational issues may be applied at the discretion of the Management Committee.

13.2 The Society may have such different classes of membership as the Management Committee shall from time to time decide and subscriptions shall be set by the Management Committee on a non-discriminatory and fair basis. The Society will keep subscriptions at levels that will not pose a significant obstacle to people participating or joining the Society.

13.3 The Management Committee may, subject to a majority vote, refuse an application for membership, or an existing member's application for the renewal of membership, of the Society if, in the reasonable opinion of the members of the Management Committee, the applicant or existing member:

13.3.1 does not meet the qualifying criteria for membership of the Society or

13.3.2 is likely to bring the Society in to disrepute by, for example, reason of conduct or character or

13.3.3 any other reason that the Management Committee deems reasonable in the interests of preserving the aims, objectives and integrity of the Society.

13.4 The Management Committee must notify the Applicant in writing within thirty days of receipt of the applicant's / existing member's application for membership / renewal of membership of the Society of its decision not to accept his/her application for membership / renewal of membership. The Management Committee will be under no obligation to notify the Applicant of its reason for refusal of membership / renewal of membership but may, at its sole discretion, decide to do so following decision by majority vote.

13.5 Unsuccessful applicants for membership / renewal of membership may request the Management Committee to reconsider their application for membership / renewal of membership of the Society providing that such request is made in writing, addressed to the Society's Membership Secretary, within a period of twenty days from the date of the Society's notification advising the applicant that his / her application for membership / renewal of membership has been unsuccessful.

13.6 The Management Committee shall consider any responses received from the unsuccessful applicant and will be required to notify the applicant in writing of its decision whether to accept the applicant's application for membership or membership renewal of the Society within a period of twenty days from the date of receipt of the applicant's written request for the Management Committee to reconsider the applicant's application for membership or renewal of membership. The Management Committee's decision shall be final and no further requests to reconsider the applicant's application for membership / renewal of membership will be considered. The Management Committee will be under no obligation to notify the Applicant of its reason for refusal of membership / renewal of membership but may, at its sole discretion, decide to do so following decision by majority vote.

13.7 The Management Committee will be required to return any membership application fee paid to the Society, in full, within a period of twenty days from the date of its decision notifying the applicant that his / her application for membership / renewal of membership has not been successful. The Society will not be required to pay interest on any monies that are to be returned to the unsuccessful applicant.

13.8 Members of the Society shall be under an obligation to inform the Society's membership secretary at the earliest possible opportunity, in writing, as soon as the member becomes aware that he / she no longer meets the qualifying criteria for membership of the Society, following receipt of such notification, the member's membership of the Society will be terminated with immediate effect by notification in writing from the Society's membership secretary or other member of the Management Committee authorised to do so. Upon termination of the member's membership of the Society, the Management Committee shall be under no obligation to refund the whole or a proportion of the member's membership fee although the Management Committee may, subject to a majority vote, and at its sole discretion, decide to refund all or a proportion of the member's membership fee.

13.9 All members of the Society shall have a vote at Society meetings providing that they have paid their membership fee in full.

13.10 Where an Applicant's application for membership, or renewal of membership, of the Society has been approved, the Applicant will be required to pay his / her membership fee in full within the deadline for payment set by the Management Committee. If payment of the membership fee / cleared funds has not been received in full by the Society within the prescribed time limit, it will be deemed that the Management Committee has withdrawn its acceptance of the Applicant's application for membership and the Applicant will be required to make a new application for membership.

13.11 Applicants who's membership / renewal of membership of the Society has been accepted will not be permitted access to the member's area of the Society's website, and may not book their place on any TRADS events, until the Applicant has paid his / her membership fee in full.

13.12 Where a member has already booked his / her place on a TRADS event and / or paid for a TRADS event, and if, prior to the event date, the member's membership of the Society lapses, or is terminated by the Society's Management Committee, the former member will be permitted to attend the event providing that the Management Committee is satisfied that the attendance of the former member will not, in any way, prejudice the aims, objectives or reputation of the Society.

13.13 It shall be an obligation on the part of every member of the Society to observe the conditions for the regulation of the Society as laid down in the Society's constitution and in any Bye-laws or other Rules established by the Management Committee.

13.14 Members of the Society will be expected to abide by the values, aims and objectives of the Society when conducting their day-to-day business activities and if, in the reasonable opinion of the Management Committee, a member's business activities conflict with the Society's values, aims and objectives, the Management Committee may, at its discretion, terminate the member's membership of the Society in accordance with section 19.0 of this document.

14.0 NEW MEMBERS

14.1 If requested, a copy of the Society's constitution shall be made available to all applicants seeking membership of the Society.

15.0 ANNUAL GENERAL MEETING

15.1 The Annual General Meeting of the Society shall be held within seven months of the end of the Society's previous accounting period.

15.2 In the year of election of members to the Management Committee, notice of the invitation for the nomination of members will be e-mailed to members of the Society and posted on the Society's website no less than thirty days before the date of the annual general meeting.

15.3 All members of the Management Committee, and its officers, shall retire in the year in which members of the Management Committee are due for re-election, and each shall be eligible for re-election.

15.4 At all annual general meetings of the Society the Chairman, and in his/ her absence a member selected by the Management Committee, shall take the chair. Every member present entitled to vote shall have one vote upon every motion. In the case of equality of votes, the Chairman of the meeting shall have a casting vote.

15.5 At every annual general meeting, up to two members of the Society, not being members of the Management Committee, shall be elected to serve as auditors for the ensuing year. A vacancy occurring in the office of auditor during the year shall be filled by a person appointed by the Management Committee but must not be a member of the Management Committee.

15.6 The business of the annual general meeting shall be:-

15.6.1 To approve the minutes of the previous annual general meeting and of any subsequent Extraordinary General Meeting.

15.6.2 To deal with any business arising from the minutes of the previous annual general meeting

15.6.3 To receive and approve the Chairman's annual report

15.6.4 To approve the Treasurer's report and financial statement for the previous accounting period.

15.6.5 The bi-annual election of Hon. Chairman, Hon. Secretary and Hon. Treasurer.

15.6.6 The bi-annual election of other members to the Management Committee.

15.6.7 To consider any motions of which due notice has been given in accordance with the provisions of the Society's constitution.

15.6.8 To approve the appointment of the auditors

15.6.9 Any other business.

15.6.10 The introduction of the guest speaker (if any)

15.7 A notice of the date of the annual general meeting shall be e mailed to fully paid up members of the Society and posted on the Society's website at least thirty days beforehand.

15.8 The notice of the annual general meeting shall request members to put forward nominations and motions and will include details of any guest speakers. The following will also be issued with the notice of the annual general meeting:

15.8.1 nomination and motion forms

15.8.2 the Chairman's and Treasurer's annual reports

15.8.3 audited financial statements for the financial year just ended

15.9 Members shall submit, so as to be received by the Honorary Secretary not less than twenty-one days before the date of the annual general meeting:

15.9.1 nominations for the Management Committee, such nominees having given their consent before being nominated; and

15.9.2 such motions as they wish to be presented at the meeting.

15.10 All such nominations and motions must be duly proposed and seconded.

15.11 The AGM agenda, the minutes of the last annual general meeting and details of nominations and motions received shall be e-mailed to paid up members of the Society, and displayed on the Society's website notice board, no later than fourteen days before the annual general meeting.

15.12 Voting at the annual general meeting shall be by a show of hands or by secret ballot if requested by at least ten members.

15.13 If more than one person is nominated for any office, or if there are more nominations than there are committee places, there must be an election.

15.14 Where the position of Management Committee Chairman is being contested, the Chairman should stand down from the Chair during the election and be replaced by an acting Chairman (someone who is not standing for any position) specially elected just for the period of the election.

15.15 Handover – retiring office bearers must hand over the operations to the new person, together with all documents, bank details, etc. Retiring officers should also give their successors briefings describing key processes and current priorities.

16.0 EXTRAORDINARY GENERAL MEETINGS

16.1 An Extraordinary General Meeting of the Society may be called at the request of the Management Committee or at the request of at least twenty-five percent of the fully paid up Society members who may petition for such a meeting.

16.2 Such petition shall include full particulars of the motion or items of business in respect of which the meeting is sought.

16.3 At least fourteen days notice must be given to members of the date of the Extraordinary General Meeting.

16.4 The agenda for the meeting must be circulated with the notice of the meeting and no other motions can be added to the agenda.

17.0 CHAIRMAN FOR GENERAL MEETINGS

17.1 Annual general meetings, or any extraordinary general meetings, shall be chaired by the chairman of the Management Committee. In the absence of the Chairman of the Management Committee, the annual general or extraordinary general meeting shall be chaired by a person nominated by the members of the Management Committee. .

18.0 VOTING MAJORITIES REQUIRED

18.1 Save where otherwise qualified, as set out in this document, all motions shall be passed by a simple majority (the majority of one).

19.0 EXPULSION

19.1 The Management Committee may, by a majority vote, revoke a member's membership of the Society if, in the reasonable opinion of the members of the Management Committee:

- the member no longer meets the qualifying criteria for membership or
- the conduct or character of the member is likely to bring the Society into disrepute or
- there are other good and proper reasons to justify expulsion of a member, in the interests of preserving the reputation, aims and objectives of the Society.

19.2 The member to be expelled must be notified in writing by e-mail, or first class post to the member's last known address, of the Management Committee's decision to revoke the member's membership of the Society and the member will have a period of twenty days from the date of the Management Committee's notification to respond in writing. If the member chooses not to respond to the Management Committee's notification of revocation of membership within a period of twenty days from the date of the notification, the member's membership of the Society will automatically terminate on expiration of the aforementioned twenty day period.

19.3 The Management Committee shall consider any responses from the member to the notification to revoke membership, providing that such response is received within a period of twenty days from the date of the notice confirming the decision to revoke the member's membership of the Society. The Management Committee will be required to consider the member's response and to notify the member of its decision whether to confirm the revocation of the member's membership of the Society within a period of twenty days from the date of receipt of the member's response. Where the Management Committee has reaffirmed its decision to revoke a member's membership it must notify the member of its decision in writing by e-mail, or first class post addressed to the member's last known address. Termination of membership of the Society will take effect from the date of the notification from the Management Committee reaffirming the Committee's decision to revoke the member's membership or such other date that the Management Committee may specify in the notice.

19.4 Where a member's membership of the Society has been revoked:

- the Management Committee's decision will be final and binding on the member
- the Management Committee shall be under no obligation to provide reasons why membership has been revoked but may do so at its sole discretion
- the Management Committee shall be under no obligation to refund the whole or a proportion of the member's membership fee although the Management Committee may, subject to a majority vote, and at its sole discretion, decide to refund all or a proportion of the member's membership fee

- following termination of membership, the former member shall not be permitted to apply for enrolment on any of the Society's CPD training, social or other events and access to the member's area of the Society's website will be blocked
- the former member will be permitted to attend any of the Society's CPD training, social or other events that the former member had already enrolled on, prior to termination of membership. Where the former member chooses not to attend an event where an event fee has already been paid by the former member, the Society will be under no obligation to refund the event fee but may do so at the sole discretion of the Management Committee.
- the member will no longer be permitted to use the TRADS logo under any circumstances and will be required to remove the Society's logo from all stationery, business cards and any other hard copy or digital correspondence and promotional material, including website and e-mails with immediate effect from the date of termination of membership of the Society

20.0 OTHER MATTERS

20.1 The Management Committee shall have the power to deal with all matters not provided for in this constitution document and may adopt rules and bye-laws for the operation of the Society providing that such rules and bye-laws are:

20.1.1 compatible with the furtherance of the aims and objectives of the Society, and are in the interests of the Society's members and

20.1.2 not inconsistent with any provisions of this constitution. In the event of any inconsistency the terms of this constitution shall prevail.

20.2 Where there is any conflict between the rules or bye-laws that are later introduced by the Management Committee and the rules set out in sections 4.0, 8.0, 9.0 and 13.0 in this constitution document (the "key rules"), the key rules will take priority.

20.3 Reference to tenants in the constitution document shall be construed as also including the owner-occupiers of commercial real estate.

21.0 CORRESPONDENCE & NOTICES

21.1 Notification in writing shall be deemed to include correspondence by post or e-mail at the member's last known e mail / postal address.

21.2 It will be the responsibility of each member of the Society to ensure that his / her e-mail and postal address contact details are up to date by informing the Society's membership secretary of any changes. The Society accepts no liability for any loss a member may incur as a consequence of correspondence being sent to the member's out of date e mail or postal address.

21.3 All correspondence between the officers of the Management Committee and members of the Society will be by e mail unless stipulated otherwise by the terms of the Society's constitution.

21.4 All notices, including notices of annual general and extraordinary meetings, minutes of meetings and agendas, will be posted on the Society's website and in the event of website malfunction, will be e mailed to each member's last known e mail address.

22.0 STEERING COMMITTEE

22.1 The Society will be managed and run by a Steering Committee for the period up to the date of the Society's 2018 annual general meeting at which point the Steering Committee will be dissolved. Members of the Society's Steering Committee will be required to retire when their tenure expires on the date of the Society's 2018 Annual General Meeting.

22.2 An elected Management Committee will be responsible for managing and running the affairs of the Society with effect from the date of the Society's 2018 annual general meeting.

22.3 The members of the Steering Committee will be bound by the terms of this constitution.

22.4 Each Steering Committee member may offer himself / herself for election to the Management Committee.

22.5 Until such time as the Society's elected Management Committee has assumed responsibility for the management of the Society, it will be deemed that the Steering Committee shall have vested in it all those powers that will be vested in the elected Management Committee, as set out in this constitution document.

23.0 USE OF THE SOCIETY'S LOGO

23.1 Only fully paid up members of the Society will be permitted to use the Society's logo

23.2 The Society's logo may be used on stationery including letterheads, business cards and other correspondence and any promotional material, including digital marketing material such as websites, e-brochures and e-mails, providing that, in all cases, they are used to promote only the member / member's firm's tenant and owner occupier real estate consultancy services.

23.3 The Society's logo may not be used in any way to promote any real estate consultancy, or other services, other than those that are being promoted to, and provided for, tenants or the owner occupiers of commercial real estate. The Society's logo must not be used to promote, or become associated with the promotion of, real estate consultancy services to landlords or any other services that are not specifically for tenants or owner occupiers of commercial real estate.

23.4 The Society's logo is protected by copyright and it's design and colour must not be altered in any way from the style guidelines that have been chosen and adopted by the Management Committee.

23.5 The Society's Management Committee may, at its sole discretion, withdraw permission at any time, without notice, for a member to use the Society's logo if, in the reasonable opinion of the Committee, the:

23.5.1 logo has become, or is likely to become, associated with the promotion of real estate consultancy, or other services, that are not specifically for tenants or owner occupiers of commercial real estate.

23.5.2 design and / or colour of the logo has been altered by the user and no longer conforms to the Society's adopted style and colour guidelines

23.5.3 member's use of the logo is bringing, or would bring, the Society in to disrepute or would be damaging to the image or interests of the Society

23.6 Permission to use the Society's logo will be deemed to have been withdrawn where the member's membership of the Society has lapsed or where the member has failed to pay his / her membership fee.

23.7 Where permission to use the Society's logo has been withdrawn, or deemed to have been withdrawn, the member / former member of the Society will be required to cease using the logo with effect from the date of withdrawal of permission, the date that membership lapses or the date after the member's membership fee becomes due. The member will be required to take all steps to remove the logo from stationery, business cards, other correspondence and any promotional material, including all digital marketing material such as websites, e-mails and e-brochures.

23.8 Where a member fails to comply with the Society's instructions to cease using the Society's logo, following the withdrawal of permission to use the same, the Management Committee will take all necessary steps to enforce the Society's legal rights to prevent the continued use of the logo. The Management Committee will also take all necessary steps to make a claim for the recovery of its reasonable legal and, where applicable, court fees from the member / former member.

24.0 ALTERATIONS TO THE CONSTITUTION

24.1 A motion to change the terms of the Society constitution may only be considered at an Extraordinary General Meeting requisitioned for that purpose and must be passed by a Special Resolution requiring a seventy-five per cent majority of those present and entitled to vote.

14 April 2016