



British Parking Association (BPA) Regulations 2014 (as amended)

Words and expressions employed in these Regulations have the same meanings as those adopted in the Articles of Association further definitions are set out in Appendix 1.

In the event of any conflict between these Regulations and the Articles of Association the latter shall prevail. A copy of the Articles of Association may be obtained from the Company Secretary.

MEMBERS

1. ADMISSION OF MEMBERS

- 1.1. The BPA Board (henceforth the Board) will prescribe the criteria for each category of Membership and approve the process for admission of Members by the Executive.
- 1.2. Applicants must apply for Membership in a manner approved by the Board.

2. REFUSAL OF MEMBERSHIP

In accordance with Article 27.2.2 the Board may in their absolute discretion decline to accept any person for Membership and need not give reason for doing so.

3. MEMBERSHIP

The Membership is divided into Company Law Members and Non-Company Law Members:

3.1. COMPANY LAW MEMBERS

The categories of Company Law Members with full voting rights at general meetings of the Association are:

- 3.1.1. **Corporate Member:** Corporate membership (open to both public and private sector organisations meeting the Board's criteria).
- 3.1.2. **Individual Member:** which has the following sub-categories¹:
 - a) Affiliate Members: (open to individuals meeting the Board's criteria).
 - b) Associate Members (ABPA): (open to individuals meeting the Board's criteria).
 - c) MBPA Members²: (open to individuals meeting the Board's criteria).

¹ The separate sub-categories are detailed [here](#) on our website.

² Please note the BPA usually refer to this category as simply as "Members of BPA", however, to avoid confusion in the drafting we have used the name "MBPA Member" for the purposes of the Regulations.

d) Fellows (FBPA): (open to individuals meeting the Board's criteria).

e) Retired Members (open to individuals meeting the Board's criteria)

f) Corporate Individual Members: (applies to the group purchase of Individual membership by a company on behalf of their staff for CPD. For the avoidance of confusion this category of membership has the same rights as Associate members and MBPA.)

3.1.3. NON-COMPANY LAW MEMBERS

The categories of Non-Company Law Members who have no rights to vote at general meetings of the Association are:

3.1.4. Honorary Members: (open to individuals meeting the Board's criteria).

3.1.5. International Affiliates: (open to organisations meeting the Board's criteria).

4. SUBSCRIPTION PAYMENT

4.1. The level of subscription for each category or sub-category of Membership is set by the Board and may be increased in accordance with the provisions of the Articles of Association.

4.2. Subscriptions for Individual Members are payable one year in advance on 1 January. Subscriptions for Corporate Members are payable annually on the anniversary of their joining. Fees and subscriptions are not refundable under any circumstances. A new Member must pay any relevant assessment fee and either the first year's subscription in full or have had an acceptable payment method verified by the Association before they are admitted as a Member.

4.3. Payment of subscriptions may be made by cheque, credit/debit card, direct debit or BACS transfer or any other methods as agreed by the Board. The Board may at its discretion set various concession rates of subscription.

4.4. The Association shall keep a register of Members in the manner and detail as determined by the Board, which shall be the official evidence of Membership to be used to determine the rights and obligations of Members.

5. MEMBERSHIP RIGHTS

Members shall have the following rights:

5.1. POST NOMINALS

Individual Members may use post-nominals on the condition that they demonstrate commitment to the Continuous Professional Development programme required by the BPA, namely: -

5.1.1 FBPA – may be used by Fellows

5.1.2 MBPA may be used by individuals who are MBPA Members

5.1.3 ABPA – may be used by Associate Members

5.2. CERTIFICATES

Certificates of Membership are distributed annually on renewal of Membership. Replacement certificates are available on request to the Association and the prevailing charge will be levied as appropriate. Certificates of membership remain the property of the Association and must be returned to the Company Secretary when a Member ceases to be a Member.

5.3. REGIONAL / COUNTRY ACTIVITIES

Corporate Members may participate in activities and vote in the Regional/Country of the member's choice as registered in the official record of membership or in the absence of such a choice in the Region of the member's head office. A Corporate Member has voting rights for only one Region.

5.4. NOTICE OF ANNUAL GENERAL MEETING (AGM) & AUDITED ACCOUNTS

All Members whether holding voting rights or not, are entitled to receive the Notice of AGM and audited accounts.

5.5. VOTING

5.5.1. Only Company Law Members as set out in Regulation 3.1 who have paid all monies payable by them to the Association may vote at general meetings (Article 41.6)

5.5.2. For voting rights at all other meetings see Tables 1- 4

5.5.3. Voting Procedures

Votes on members' resolutions required under the Companies Act must be dealt with according to the Articles (see Articles 41-48). Votes on other member decisions may be carried out using any method approved by the Board.

6. RESPONSIBILITIES OF MEMBERS

6.1. Each Member (whether Individual or Corporate) shall be bound to further the objectives, interests and influence of the Association and to uphold the good name of the BPA and the parking industry. Membership Groups provide opportunities for all Members to participate in the work of the Association.

6.2. Each Member shall be bound to abide by the Members' Code of Professional Conduct (including Corporate Individual Members employed by Corporate Members and Individual Members employed by non-Corporate Members) set out at Appendix 2, the Articles, these Regulations and any other rules or codes that the BPA shall issue in order to regulate the conduct of members from time to time.

6.3. The Disciplinary Process for the investigation, hearing and appeal of allegations of non-compliance with the Members' Code of Professional Conduct, the Articles or these Regulations is set out at Appendix 3.

6.4. In the case of Corporate Individual Membership, the membership is owned by the employer and is transferable by them to another employee upon the employer's discretion. The Corporate Individual Membership will remain active so long as the conditions of membership are maintained, and that Corporate Individual Member abides by the Code of Professional Conduct.

- 6.5. Corporate Individual Members can apply to use the Post Nominals applicable to different sub-categories of Individual Membership for clarity those are
Associate (ABPA)
Member (MBPA)
That is subject to the Individual involved meeting the requirements of the Post Nominal position. If the employee leaves the employer, they will be able to convert to a full Individual Membership in their own right and will be able to retain and transfer the qualification to a new employer.

7. REMOVAL OF MEMBERSHIP AND RE-ADMISSION TO MEMBERSHIP

- 7.1. If a Member fails to pay his or its subscription for any year they shall automatically cease to be a Member if the subscription remains unpaid seven days after the Association serves notice on the Member informing him or it that he or it will be removed from membership if the subscription is not paid.
- 7.2. A Member may be removed in accordance with the Disciplinary Process set out in Appendix 3.
- 7.3. When a Member ceases to be a Member, he or it shall immediately cease to have any right to use logos of the Association or post-nominals and shall ensure that all logos of the Association are removed from all of his or its signs, stationery and website within 28 days of ceasing to be a Member. If a former Member continues to use any logo of the Association following the expiry of 28 days after him or it ceasing to be a Member, he or it will be infringing the Association's rights and the Association may bring legal action against the former Member.
- 7.4. In accordance with Regulation 5.2 above, when a Member ceases to be a Member, he or it must return to the Company Secretary his or its certificate of Membership.
- 7.5. Re-admission of former Members to membership will be at the discretion of the Board to be determined in accordance with the following: –
- 7.5.1. A Fellow of the Association whose membership lapses or ceases for any reason whatsoever may be eligible for admission into a grade of membership deemed appropriate by the Board.
- 7.5.2. A Member whose membership lapses or ceases for any reason whatsoever may be eligible for re-admission upon meeting certain criteria set by the Board.
- 7.5.3. A Member whose membership of the Association has lapsed for a period not exceeding twenty four months is eligible for re-admission upon payment of all arrears due for the current period from him or it while a Member and the amount of the subscription that would have been due from him or it if he or it had continued to be a Member up to the time of his or its re-admission (subject to the discretion of the Board).
- 7.5.4. A Member whose membership has lapsed for a period exceeding twenty-four months may be required at the discretion of the Board to make a new application for Membership of the Association.
- 7.5.5. A Member, whose membership was terminated due to breaches of the BPA Code of Conduct or the AOS Code of Conduct, may be readmitted if they can

demonstrate to the Board's reasonable satisfaction suitable changes in behaviour and systems. This applies equally to Individual or Corporate Members.

8. GENERAL MEETINGS

All General Meetings will be held and run in accordance with the Articles of Association.

9. THE BPA BOARD

The Association is a private company limited by guarantee. The Association is registered at Companies House and the Company Registration Number is 979689.

Board members are Non-Executive Directors of the Association whose primary duties are to the Association and its Members. (Please see Appendix 4 for full details.)

9.1. COMPOSITION OF THE BOARD

9.1.1. There shall be at least six Directors including the following Directors:

- the Chair;
- the Vice Chair;
- the Chair of Operational Services Board;
- the Chair of Professional Development and Standards Board;
- the Chair of the Public Affairs and Communication Board;
- the Chair of the Technology, Innovation and Research Board;
and
- Five Ordinary Members;

9.1.2. The Chair of the BPA Board will be appointed based on the terms of office as set out in Table 1.

9.1.3. The Board may appoint a Vice Chair but must be on the BPA Council of Representatives (hence forth the Council) and a member of the BPA Board.

9.1.4. The Board may from time to time, as it decides to, appoint an Honorary Treasurer².

9.1.5. Service Board Chairs are elected by members of the BPA Council. The 4 Service Board, overseen by the Chairs have the responsibility for coordinating and supervising sections of the work of the Association. Terms of reference for each board are agreed by the BPA Board.

² Appointing to the role of Honorary Treasurer was suspended (it not being a legal requirement and considered as not required now) by the BPA Board in June 2016. This was reported to Council of Representatives in December 2016. Subject to ad-hoc review the Board may re-appoint at any time in future.

- 9.1.6. All Board members are elected from the Council by vote of the members of the Council.
- 9.1.7. If there is a casual vacancy on the Board then, except in the case of the Honorary Treasurer and Vice Chair, the Council may appoint a member of the Council to fill the casual vacancy. A casual vacancy in the role of Honorary Treasurer or Vice Chair shall be filled by the Board as set out in Table 1.
- 9.1.8. The Board Members shall be appointed on such terms of office as set out in Table 1.
- 9.1.9. For eligibility, voting procedures, voting rights and numbers, see Table 1. Any queries over the interpretation of this Regulation or Table 1 shall be settled by the Board.
 - 9.1.9.1. For the avoidance of doubt no person may stand for election to more than one position on the Board at any one time.
- 9.1.10. For the avoidance of doubt no Director can be an employee of the Association.
- 9.1.11. The President, Vice President, Honorary Treasurer, Executive Directors (as recommended by the Chief Executive and approved by the Board) and Company Secretary may attend Board meetings but are not Directors of the Association – see Table 1 for details.

9.2. BOARD MEMBER CODE OF CONDUCT

Board members must adhere to the Code of Conduct in Appendix 4.

9.3. BOARD MEMBER REMOVAL AND DISQUALIFICATION

Board Members may be removed if they do not adhere to the Code of Conduct in Appendix 4 or in line with circumstance set out in the Article 25 of the Articles of Association.

9.4. MEMBERSHIP GROUPS

The Board may create and dissolve Membership Groups, including Regional and Interest groups, with the prior consent of the Council. The Board oversees the composition and running of Membership Groups.

10. BPA COUNCIL

10.1. The Council's role and purpose is to influence the long-term direction of the Association and its mission. Its membership comes from and represents the major areas of activity and influence within the Association, composed of representatives from the Membership Groups. The Membership Groups will be determined by the Board, with the approval of the Council, from time to time in accordance with Regulation 9.4.

10.2. COMPOSITION OF THE BPA COUNCIL

10.2.1. The Council shall be:

- The President;
- The Vice President;
- Elected representatives from the BPA Regional/ Country Groups;
- Elected representatives from the BPA's Membership Interest Groups allocated in a proportionate ratio to the number of members in that Membership Group to the entire membership

The total membership of Council will be no more than 43. BPA staff will periodically review the allocation of seats at Council to ensure that the ratio remains proportionate and fair to all members. Any reallocation of Seats will be subject to approval by the Council before implementation.

10.2.2. The President shall be appointed in accordance with Regulation 10.2.4 below.

10.2.3. The Vice President shall be elected by the Council in accordance with Table 2. The Vice President must be a Member of the Council at the time of their appointment.

10.2.4. The Vice President, at the end of their term of office, shall be automatically elected as the President provided such appointment is ratified by a 66% majority vote of the Council carried out by a secret online ballot or such other means as the Board may decide. If the appointment is not ratified, a new President shall be elected from the Membership of the Council in accordance with Table 2.

10.2.5. The Vice President and the President (hence forth referred to as the Presidency), and the immediately Past President shall have reserved seats to be used only in the event of any of those individuals losing their seat in an election during their term of office. This allow the immediate Past President to attend Council for one year after the end of their term.

10.2.5.1. In the case of both roles in the Presidency being filled from the same Membership Group, the Council may appoint a Member from that group to fill that vacancy, for the duration of the Presidency or until the next election for that position.

10.2.6. Eligibility and appointment of the rest of Council is set out in Table 2. For the avoidance of doubt, no employee of the Association may be a Member of the Council.

10.2.7. Representatives of BPA Members who provide services related to parking on private land [and] who are a Member of or are joining another parking ATA (whether or not they are also Members of the BPA's Approved Operator Scheme), may serve on the Council and Service Boards but will not be eligible to hold the role of Director of the BPA.

10.2.8. In the case of a tied vote at Council or tied election for any position across the BPA governance the BPA President shall have a casting vote.

10.2.9. The Council may appoint appropriate Individual Members (or employees of Corporate Members) to fill casual vacancies on such terms of office as set

out in Table 2.

10.3. COUNCIL MEETINGS AND ELECTIONS

10.3.1. The quorum for meetings of the Council shall be twenty Members of the Council present and eligible to vote. If a quorum is not present at two consecutive meetings of the Council, then the second meeting shall stand adjourned to such other time as the Board decide and whoever is present at the adjourned meeting shall constitute a quorum.

10.3.2. Votes on members' resolutions required under the Companies Act must be dealt with according to the Articles (see Articles 41-48). Votes on other member decisions may be carried out using any method approved by the Board.

10.3.3. The Executive will be responsible for publicising the right of Members registered in their Membership Groups to nominate for the elections to the Council. Detail on eligibility and voting are outlined in Table 2. No person may stand for election to more than one position on the Council at any one time.

10.3.4. For clarity, election as a member of Council is based upon typical democratic principles of a simple majority of votes. In elections members can have either have one vote or may vote for multiple candidates, where appropriate. Therefore, if the general eligibility criteria are fulfilled:

10.3.4.1. multiple candidates may originate from the same Member organisation;

10.3.4.2. if they are duly elected, a Member organisation may provide more than one Council Representative, representing different Membership Groups.

10.3.5. Those elected to the Council will take up their appointment on the Council at the commencement of the next Council meeting after the election or as the Board directs for a term of office determined in accordance with Regulation 10.4 and as shown in Table 2.

10.3.6. The need for a ballot will depend on whether there are nominations in excess of the vacant places in a Membership Group by reference to the maximum number of the places available. See Table 2. Any ballot will be held in accordance with protocols approved by the Board. If there are insufficient candidates compared to the available places, then those candidates who have been nominated are to be considered as elected unopposed.

10.3.7. Further information on the terms of reference and duties of the Council will be provided on request.

10.4. AUTOMATIC RETIREMENT BY ROTATION

10.4.1. In May of every year the following Members of the Council must retire from office but may offer themselves for reappointment:

(a) One third of the Members of the Council who are subject to retirement by rotation, or the number nearest to one third; and

(b) Any Members of the Council who have been appointed by the Council under Regulation 10.2.9 since the last Annual Retirement Meeting.

10.4.2. The following rules shall apply to determine who shall retire by rotation under Regulation 10.4.1:

- (a) The Members of the Council to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.
- (b) As between persons who became or were last reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

10.4.3. A Member of the Council who retires at an Annual Retirement Meeting and who is not reappointed shall retain office until the end of the meeting.

10.5. REMOVAL FROM THE COUNCIL

The ceasing of Membership or removal from a post or membership pursuant to a breach of the Members' Code of Professional Conduct (in Appendix 4) or the Director's Code of Conduct (Appendix 4) and investigation and finding under the Disciplinary Process (in Appendix 2) or a change in the eligibility and appointment criteria (Regulation 10.2) may result in removal from the Council at the discretion of the Council (excluding the Member or Director who is the subject of the decision).

10.6. REVIEW OF THE COUNCIL

The BPA executive shall normally carry out a biennial review of the performance of the Council. This will be conducted with oversight from the Board, and Council will be invited to consider and adopt any recommendations that arise as they decide

The biennial review will normally include a review of the Membership Groups to ensure they are appropriate in ensuring that the entire membership is properly reflected in the composition of Council. Additionally, the proportional representation system in use shall be reviewed to ensure its fairness and effectiveness and that Membership Groups are proportionately represented on the Council.

The Council may decide by a 66% majority vote that a biennial review be postponed to the following year if it considers there are good reasons for doing so.

11. MEMBERSHIP GROUPS

In accordance with Regulation 9.5, Membership Groups may be established by the Board from time to time. Terms of Reference for each group will be provided and are available on request.

11.1. MEMBERSHIP GROUPS AIMS AND OBJECTIVES

The purpose of Membership Groups is to support the Association's strategy as defined by the Board and to provide membership benefits in a local and accessible way. Specifically, to:

- Represent the views and needs of BPA Members in the particular Membership Group (through BPA Headquarters) both internally and externally.
- Consider issues that affect the membership of the group including

legislation/regulation and represent the BPA's position through developing communications in Association with the executive.

- Provide a forum and networking opportunities for interested Members to exchange ideas and experiences with regard to parking and civil enforcement issues affecting the profession.
- Support the work of interested Members and offer advice and guidance on related issues where possible.
- Liaise with parallel groups as appropriate (both internally and externally).
- Provide regular reports on activities to meetings of the Council. Any issues of policy to be laid first before the Board.
- Co-operate with other groups within the BPA and deal with any other issues referred to it by the Council, the Board or the Chief Executive.

11.2. MEMBERSHIP GROUP COMMITTEES

11.2.1. A Membership Group Committee shall be composed of a Chair, a Vice Chair, and a Secretary and up to three others if required, they will help facilitate the operation and activity of the Group and will apply equally to Regional/Country Groups and the Interest Groups.

11.2.2. The Members of a Committee shall be elected from representatives of Corporate Members from within that Group by its Corporate Members. The members of the Committee shall serve for a term of three years but may offer themselves for reappointment.

11.2.3. For eligibility, voting procedures, voting rights and numbers of the Groups, see Table 3 for Regional/ Country and Table 4 for Interest Group. For the avoidance of doubt, representatives of BPA Members who provide services related to parking on private land who join and participate in the governance of another parking ATA, will not be eligible to fulfil the role of an officer of any group.

11.2.4. Votes on members' resolutions required under the Companies Act must be dealt with according to the Articles (see Articles 41-48). Votes on other member decisions may be carried out using any method approved by the Board.

11.3. MEMBERSHIP GROUPS DUTIES AND RIGHTS

11.3.1. Each Membership Group should report to the Council at each of their meetings through the Chair of the group. If he is unable to attend, he should notify the Chair of the Council who will present his report. Notes should be kept by the Group Secretary recording both committee and Members' meetings. Copies of these notes should be filed with the Executive.

11.3.2. The Vice Chair of a Group may attend Council meetings in the place of the respective Groups' Chair, if the Chair is unable to attend. However, their attendance in place of the Chair shall be limited to no more than one Council meeting in three, with full voting rights at the meeting they attend. In exceptional circumstances, Vice Chairs will be invited to attend any meetings as deemed necessary and retain voting rights at these meetings.

- 11.3.3. A Membership Group may recommend the holding of regular meetings for the purpose of seminars, presentations and discussions of subjects pertinent to the practice of parking services and related subjects, at locations in districts within the area at which the Group operates or feels is most appropriate.
- 11.3.4. No Membership Groups may be formed without the approval of the Board. Every Membership Group shall observe any Terms of Reference be issued by the Board.
- 11.3.5. A Membership Group may make proposals for the consideration of the Council but shall not without the approval of the Board take any action or incur any liability. This does not affect the Membership Group's ability to deal with the day-to-day administration of the Membership Group in conjunction with staff representatives.
- 11.3.6. No Membership Group or Individual Member associated with a Membership Group shall have direct contact with the Press or Media or release press statements. All press enquiries should be directed through the Association's Executive.
- 11.3.7. Expenses in administering the Membership Group must be approved by the Executive of the BPA in line with budget approved by the Board and shall be paid from the general funds of the Association. Claims for reimbursement of expenses shall be pre-approved by the Executive of BPA and lodged with the Chief Operating Officer within one month of the same being incurred supported by VAT receipts.
- 11.3.8. The Role of Chair of each Membership Group committee is available on request.
- 11.3.9. A Membership Group may be dissolved by the Board at any time.
- 11.4. ATTENDANCE AT MEMBERSHIP GROUP EVENTS
- 11.4.1. Any employees of a BPA Corporate Member organisation, including Individual Members in its employ, are entitled to attend published Regional/Country events of their respective region/country.
- 11.4.2. Individual Members who do not work for a Corporate Member of the BPA are not entitled to attend Regional/Country and Special Interest Group meetings.
- 11.4.3. Membership Group Committees have the right to invite others to attend their events as they see fit.
- 11.5. NOTICE OF MEMBERSHIP GROUP MEETINGS
- Each Group meeting will be notified to Members by mail, e-mail, publication in the Association's magazine or on the website as most appropriately deemed. The notice should include all items of business to be discussed.
- 11.6. MEMBERSHIP GROUPS MEETINGS

All meetings of the Membership Group will be chaired by the elected Chair or failing him, the Vice Chair or a person elected by those present. There is no fixed quorum for a meeting.

12. BOARD COMMITTEES AND GROUPS

12.1. APPOINTMENT PROCEDURES

12.1.1. The following will be set up by the Board or Executive from time to time at which time the Board or Executive will determine the first Chair:

Working Groups (WGs) or Task Groups (TGs).

12.1.2. The Board will approve the Terms of Reference (ToRs) for Groups set up under this Regulation, which may include membership of the Group and/or Council, outline of the task they are to perform, timescales in which to complete the work, and outline procedures.

12.2. The Board may in extraordinary circumstance postpone the elections for any position for up to one year, with the approval of the Council of Representatives

12.3. OFFICERS

Each Working Group or Task Group will have a Chair and it will appoint a person to fulfil the role of Vice Chair and Secretary. For the avoidance of doubt, representatives of BPA Members who provide services related to parking on private land who join and participate in the governance of another parking ATA, will not be eligible to fulfil the role of an officer of any group.

12.4. MEETINGS

Records of meetings should be kept.

12.5. OBJECTIVES

The aim of the Groups will be set by the Board or Executive.

12.6. BUDGETS

Each Group will have to apply to the Executive for resources which will be allocated based on the strategic priorities. The Group may not incur an expense or liability on behalf of the Association without prior approval.

13. PATRON

The Council may appoint and remove any individual(s) as patron(s) of the Association on such terms as they shall think fit. A patron (if not a Member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Association and shall also have the right to receive accounts of the Association when available to Members.

Defined words and expressions:

- A President and Vice-President - The person or persons appointed to hold such office in accordance with Regulation 9.1.
- Company Law Members – those in the categories of Membership set out in Regulation 3.1
- Corporate Member – a Member that is an organisation as set out in Regulation 3.1.1
- Directors Code of Professional Conduct – means the codes set out at Appendix 4.
- Directors Handbook - policies and procedures made from time to time by the Board to cover standards, processes
- Individual Member – a Member that is an individual as set out in Regulation 3.1.2
- Member and Membership – means individuals and organisations that are Company Law Members or Non-Company Law Members
- Members' Code of Professional Conduct – means the codes set out at Appendix 4
- Membership Groups - Refers to the Membership Groups as mentioned in Regulation 11
- Non-Company Law Members – Those in the categories of membership set out in Regulation 3.2
- Regulations – these Regulations
- Service Board – have the responsibility for coordinating and supervising sections of the work of the Association as directed by the BPA Board.
- Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Regulations.
- Subject to the provisions of Regulation 3 words importing persons shall include corporations.
- The Act - The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
- The Articles - The Articles of Association of the Association from time to time in force.
- The Association - The above -named company.
- The Board - The company directors for the time being of the Association.
- The Chair of the Association - The person selected shall chair the Board in accordance with Regulation 9.1.
- The Chief Executive Officer (CEO) - The person appointed by the Board to be responsible for the day to day management of the Association
- The Code - The Code of Professional Conduct of the Association as mentioned in Regulation 6.2 and Appendix 4

- The Executive - The management group including the CEO that are delegated the day-to-day management of the Association by the Board
- The Executive – the staff of the Association.
- The Office - The Registered Office of the Association.
- The Secretary - The person appointed by the Board to perform the duties of the Secretary of the Association.
- Words importing the masculine gender only shall include the female gender; and
- Words importing the singular number only shall include the plural number and vice versa.

Members Code of Professional Conduct

All leading professional bodies, such as the British Parking Association have a code of conduct to guide the Member and raise the level of trust and confidence of the public and all stakeholders in the profession. All Members must demonstrate their commitment to the code when they join the BPA and to subsequent changes to the code which may be agreed from time to time. The rules and procedures for dealing with any allegation of infringement against the code are described separately in the Members Disciplinary Process. (See Appendix 3) This code and rules are available to the public.

1 BPA Mission Statement:

“To achieve excellence in parking for all.”

2. Purpose of the code

- 2.1. The Code of Professional Conduct sets out the elements of professional standards and considerations which the BPA requires from Members (whether an Individual or a Corporate Member) and shall be binding on all Members of the Association.
- 2.2. Professionalism relates to proper, acceptable conduct and is demonstrable awareness and application of competences and qualities, including knowledge, and appropriate skills.
- 2.3. In recognition of their obligations to clients, employers, the public at large and to the profession, all Members declare that they will comply with the Association’s code of professional conduct and other requirements and conditions of continuing membership of BPA.

3. Application of the code

- 3.1. This code is made in accordance with, and applied under, the regulations of the BPA.

4. Standards of professional conduct

- 4.1. Members shall abide by the memorandum and Articles of the Association and Regulations and observe the various requirements of this code and with the Association’s professional standards and codes of practice at all times.

4.1.1. Conduct their business lawfully and comply with all relevant legislation

4.1.2. Manage their affairs professionally so that their operations are conducted efficiently and effectively and in accordance with good business practice including –

- Trading fairly and responsibly and only employing contractors that are competent to the task in hand.
- Undertaking their activities honestly and with integrity and not knowingly misrepresenting themselves or misleading others.
- Ensuring that they operate to the highest possible standards thereby protecting the interests of their shareholders and customers.
- Ensuring that they have knowledge and understanding of relevant legislation, regulations and standards and comply with such

requirements.

- Employing staff who are competent and qualified and adopting an approach to staff development that encourages further training.
- Operating from established premises and ensuring that they are adequately insured for all relevant risks.
- Have due regard to public safety and the environment
- Striving to resolve any complaints and disputes quickly and equitably.
- Respond quickly to complaints raised through membership of the BPA.

4.1.3. Support the aims and objectives of the BPA and uphold its reputation.

4.1.4. Only use the BPA's logo in accordance with the rules defined by the BPA Board from time to time.

Note: *In the case of Local Authorities, the parking operation shall ensure that it complies with any Code of Conduct adopted by the Authority, provided the requirements are no less stringent than this Code.*

5. Responsibility to the profession and to the BPA

5.1. Members have a responsibility to promote the profession in the best possible manner at all times. Members shall:

5.1.1. conduct themselves in such a way as to uphold and enhance the standing and reputation of the profession and in no circumstances engage in any act or behaviour that could bring the BPA or its membership into disrepute.

5.1.2. uphold the values and mission of the BPA and behave in a way which enhances the reputation and credibility of themselves, their employer and the association.

5.1.3. Maintain professional knowledge and competence through continuing professional development.

5.1.4. demonstrate and promote sensitivity for the customs, practices, culture and personal beliefs of others.

5.1.5. comply with prevailing laws and not encourage, assist or collude with others who may be engaged in unlawful conduct, taking action as appropriate.

5.1.6. challenge others if they suspect unlawful or unethical conduct or behaviour;

5.1.7. uphold their responsibilities as professional people towards the wider community, including having due regard to the effects of their work on the ecology and environment;

5.1.8. co-operate fully with the Association, and submit promptly any information the BPA may reasonably require;

5.1.9. uphold the BPA Conflicts of Interest Policy when contributing to the work of a Board or group.

5.1.10. refrain from ascribing views to, or speaking on behalf of, the BPA unless authorised so to do;

5.1.11. encourage and assist the professional development of staff and colleagues; and

5.1.12. report breaches of this code to the Company Secretary of the BPA.

MEMBERS' DISCIPLINARY PROCESS

Article 28.2.7 of the Articles provides that a Member shall cease to be a Member if, he, she or it is removed by the BPA Board who shall comply with any Regulations relating to the removal of membership. This Appendix 2 sets out the requirements of the Regulations that the BPA must adhere to when investigating non-compliance with the Articles and these Regulations (including the Members' Code of Professional Conduct and the Director's Code of Conduct).

For the avoidance of doubt, this Appendix 2 covers any other rules or codes that the BPA shall issue in order to regulate the conduct of members from time to time.

A breach of the Articles, the accumulation of 12 Sanction Points in the course of any twelve months (where the Member is also an AOS member), these Regulations and any other rules or codes that the BPA shall issue in order to regulate the conduct of Members from time to time shall collectively be referred to as a "breach of BPA standards".

Section 1: The Investigation

- 1.1 Where the BPA receives or becomes aware of information that appears to demonstrate that a breach of BPA standards has occurred, it shall refer such information to a panel, known as the Professional Conduct Panel (PCP). The Panel is made up of up to 7 people who are appointed by the BPA Board (if appropriate pursuant to their powers under Article 11), and will normally be members of the BPA Council of Representatives. The PCP shall nominate its members (who must declare in writing to Chair of the PCP that they are not related to the case or identified as having a conflict of interest) to form an Investigation Panel. The Investigation Panel must have a minimum of two and maximum of five validly appointed members.
- 1.2 Any member of the PCP shall prior to his appointment to the Investigation Panel declare in writing to the Chair of the BPA that they are not related to the case or have any other conflict of interest (actual or perceptible) in relation to the information and/or any member that a breach of BPA standards is being alleged or inferred against. The Chair shall, as soon as practicable in relation to the investigation and so as to not prejudice such investigation, make available such declarations to the member concerned. That member shall have the right to object to the Chair to the inclusion of any person making a declaration being part of the Investigation Panel solely on the basis that that person is related to the case and/or has a conflict of interest (actual or perceptible) in relation to the alleged information. Upon receipt of such objection, the Chair shall decide whether any person making a declaration should be allowed to continue being a member of the Investigation Panel. Nothing in this regulation shall affect the requirement in regulation 1.1 that the Investigation Panel must have a minimum of two and a maximum of five validly appointed members.
- 1.3 Upon receipt of the information, the Investigation Panel:
 - 1.3.1 Shall seek further information from any party (if appropriate);
 - 1.3.2 Pending further investigation, may propose to the Board a period of suspension of some of the Member's membership rights or benefits where it is

necessary to safeguard the public interest where matters of an alleged gross violation of the code has occurred (except that a Member's right to receive notice of, attend, speak and vote at a general meeting of the Association cannot be suspended) ;

- 1.3.3 Where a period of suspension is proposed, the Member shall have a Right to Reply as outlined in Section 2 below.
- 1.3.4 Shall consider the information in its entirety and decide either:
 - 1.3.4.1 to take no further action and close the case, or
 - 1.3.4.2 propose a period of monitoring and review, or
 - 1.3.4.3 propose to the BPA Board that the member be suspended whilst Section 3 is conducted,
 - 1.3.4.4 on the basis of that information, to propose to the BPA Board the termination of the Member's membership at Section 3.
- 1.4 Where the Investigation Panel decides, at any point, to proceed with the case in accordance with paragraph 1.3.4.2 or 1.3.4.3 or 1.3.4.4 above, it shall first carry out the process set out in Section 2.

Section 2: The Right to Reply

- 2.1 The Investigation Panel shall
 - 2.1.1 give notice to the Member in relation to whom the information suggests that a breach of the BPA standards has occurred that it has proposed disciplinary action and detail that action. Such action may include a period of suspension of some of the Member's membership rights or benefits (e.g. access to DVLA).
 - 2.1.2 provide a copy of the information that it intends to base its proposal on to the Member, discarding any information that it does not intend to, or cannot, provide to the Member; and,
 - 2.1.3 give the Member at least **21** days to provide a response that explains why the information does not demonstrate a breach of BPA standards, or, accepts that BPA standards have been breached but that mitigating circumstances exist so that removal [or suspension] of the Member would be inappropriate in all the circumstances or
 - 2.1.4 where matters of an alleged gross violation of the code has occurred and suspension of membership rights or benefits are proposed (see 1.3.2), the timescale for a response from the member will be reduced to **7** days in order to safeguard the public interest.
- 2.2 Once the Member's response, in accordance with paragraph 2.1.3 or 2.1.4 has been received and considered by the Investigating Panel, it shall proceed with the case in accordance with paragraph 1.3.4 above.

Section 3: The Appeals Stage

- 3.1 Where the process at Section 2 has been completed and the Investigation Panel decides to proceed with the case in accordance with Section 1.3.4.3 above, before making the proposal to the Board regarding the removal of the Member, the Member shall be offered, by way of a Notice, the opportunity to be heard by a panel of three members of the PCP (the "Hearing Panel"). No more than one member of the defendant's Electoral College shall form part of the Hearing Panel and regulation 1.2 shall apply with the words "Investigation Panel" replaced by the words "Hearing Panel".
- 3.2 The procedure for the hearing shall be set out in the Notice and shall be as follows:
 - 3.2.1 The Member shall be given a hearing date. Such date shall be at least 21 days from the date of the Notice until the date of the hearing and the Member shall have the right to reject proposed dates twice. After the rejection of two dates, the right to a hearing is extinguished unless there are exceptional circumstances that justify the revival of the right.
 - 3.2.2 The Member shall be permitted to provide further grounds against the proposed termination of the Member's membership. There shall be a date by which such further grounds must be provided and such date shall be at least 14 days from the date of the Notice.
- 3.3 The hearing shall be convened at the BPA's office or another place suggested by the Hearing Panel and agreed to by the Member. The hearing shall be at a time, within office hours, of the Hearing Panel's choosing and on the appointed day.
- 3.4 The Hearing Panel shall be chaired by the Chair of the PCP.
- 3.5 The Chair will begin the hearing by summarising the key points of the information and why it suggests that breaches of the BPA standards may have occurred.
- 3.6 The Chair shall then invite the Member to make any representations in response. The Member may be represented or advised by a friend. Such a representative or friend may be a legal representative. The Member may invite additional persons to attend the hearing and address the Hearing Panel if (i) that person can provide information of material importance in support of any of the information or grounds submitted by the Member and such information cannot be put before the Hearing Panel effectively in any other way, and, (ii) the Member stated that he would like such persons to attend and the reasons for such attendance (in light of regulation 3.6(ii)) at the time of the submission of any information or grounds. The Chair shall retain the right to hear any other party, on the application of the Member, or to refuse to hear any person other than the Member and his representative.
- 3.7 The Hearing Panel may ask any questions of the Member or his representative as they see fit in order to determine the likelihood of breaches of the BPA standards having occurred.
- 3.8 The Chair shall allow a reasonable time for the hearing in light of the amount of information that has been presented and reasonably requires examination.
- 3.9 The Chair shall close the hearing and the Hearing Panel shall retire (at that time or another time soon after of their choosing) to consider the information in light of the hearing.

- 3.10 After considering the information again, the Hearing Panel shall have the same powers as the Investigation Panel at paragraphs 1.3.4.
- 3.11 Where 1.3.4.2 or 1.3.4.3 applies, membership may be suspended pending the period of monitoring and review or decision to terminate by the BPA Board.
- 3.12 The decision of the Hearing Panel will be communicated to the Member within 5 working days of the date of the Hearing.

Section 4: The Decision Stage (Recommendation to the BPA Board)

- 4.1 Where the BPA Board receives a recommendation in accordance with paragraph 1.3.4.3, it shall consider the recommendation and, if it considers it appropriate and in the interests of BPA to do so, it shall vote to terminate the Member's membership. Any such vote shall require a simple majority of a quorate meeting.
- 4.2 The decision of the BPA Board pursuant to paragraph 4.1 shall be final.
- 4.3 Re-admission to membership will be considered by the BPA Board following a period of not less than one year. Evidence of cultural change where appropriate will be required and all outstanding payments settled along with evidence of compliance with the BPA's rules and regulations. An audit visit to the member may be undertaken and membership fees to be paid in advance.

Section 5: Publication

Where, as a result of the process set out above, the membership of any Member is terminated, this fact will be published on the BPA's website and in its journal. The Association reserves the right to publish this information elsewhere in the interests of public protection.

Section 6: Confidentiality

Except to the limited extent that the BPA in its sole discretion determines to publicise the results of the disciplinary process or the basis of the decision, this procedure is confidential. All parties in receipt of information in connection with this Hearing must ensure that all papers are kept and destroyed securely as and when appropriate.

Section 7: Costs

The BPA accepts no liability for any costs incurred by a Member or any other party in connection with any stage of this procedure whatsoever and in any circumstances.

Section 8: Defined words

- AOS Member – A Member who has paid his, her, or, its fees to the BPA in order to be a member of the BPA's Approved Operator Scheme.
- Sanctions Points – Points issued by the BPA pursuant to the BPA AOS Code of Practice.

Section 9: Other breaches

Where the BPA receives or becomes aware of information that appears to demonstrate that a breach of the Director's Code of Conduct or other breach of BPA standards (as defined in Appendix 2) has occurred, the process set out in relation to a breach of BPA standards, set out in the Member's Disciplinary Process in the said Appendix 2 shall be applied to such breach with the appropriate changes so that references to the breach of BPA standards by a Member shall instead refer to a breach of the Director's Code of Conduct by a Director

Director's Code of Conduct

Board Members are Non-Executive Directors of the Association whose primary duties are to the company and its shareholders (Members). They should act in the best interests of current and future shareholders. The rules and procedures for dealing with any allegation of infringement against the code are described separately in the Members Disciplinary Process. (See Appendix 3) For full details on the role, responsibilities and other information concerning Directors duties, please refer to the Handbook.

This Code has been written in order to help Directors meet high standards of professionalism and lays down the standards that the Association expects of its Non-Executive Directors. Agreement to comply with this Code of Conduct is a condition of acceptance of the post.

The Code of Conduct applies to all Directors and to all aspects of the performance of their work. The BPA's Directors Code establishes a code of ethical practice; contains guidance on a range of moral and ethical matters as they affect Directors and relates to professional conduct. The Code's requirements demonstrate the Association's commitment to upholding and enhancing the good standing of the profession as demonstrated in the BPA's Mission Statement.

On appointment Directors will be asked to sign a Directors Declaration.

Fundamental Principle

One of the BPA's fundamental aims is to increase the professionalism of its members. To further this aim, it requires all Directors to adhere to the Code of Conduct, as a way of providing tangible evidence of their commitment to professionalism and probity. Directors who ignore or breach the recommendations of this Code may be subject to disciplinary action by the Association.

Directors represent a wide range of sectors and organisations. This reflects the desire of public, private and other organisations to adopt good governance and practice.

Section 1 – General Duties

- 1.1. Members of the Board shall be made Non-Executive Directors of the company and exercise such powers as conferred by law.
- 1.2. Directors must have a good understanding of and be sympathetic with the aims and objects of the Association and act in accordance with governing documents and Articles of Association at all times.
- 1.3. Directors should exercise leadership, enterprise and judgement in directing the Association so as to achieve its continuing prosperity and act in the best interests of the Association as a whole.
- 1.4. A Director should recognise that, as a member of the Board, he has individual and collective responsibility for enterprise and the exercise of commercial judgement in his Association. Each Director should endeavour to ensure that the Board fulfils its key purpose of safeguarding and improving the Association's prosperity.
- 1.5. A Director should endeavour to make certain that the responsibilities of the Board have been specified clearly and are properly understood.

- 1.6. A Director should be diligent in discharging his duties to the Association and must acquire a broad knowledge about the business of the Association and the statutory and regulatory requirements affecting Association direction.
- 1.7. A Director is jointly and severally liable for their decisions, therefore collective decisions taken should be communicated to staff and officers in a unified manner.
- 1.8. A Director should aim to attend all Board meetings but a minimum attendance of 75% is required of Directors to ensure that best practice in governance is reached and maintained.

Section 2 – Management of the Association

Directors are responsible for the strategic direction of the Association however the day-to-day implementation of the strategy and long-term plans are delegated to the Chief Executive and staff. A Director should:

- 2.1. Acquaint himself with the contents of the Articles of Association. Regulations and guidance notes following the guidance offered and act accordingly and diligently.
- 2.2. Endeavour to ensure that the Board is properly constituted and managed, addresses its key tasks and devotes sufficient time to address each of them properly.
- 2.3. Always assist his Board in ensuring that the Board establishes vision, mission and values for the Association, sets strategy, delegates appropriately to management, is accountable to shareholders and holds itself responsible to relevant stakeholders.
- 2.4. Insist that the Board is provided with sufficient regular and timely information to enable the Directors to discharge their duties of care and diligence. If adequate or timely information is not provided, the Director should make an appropriate objection. Any objection, and the reasons for it, should be included in Board minutes. An internal audit of systems supporting the Board should be conducted regularly.
- 2.5. Oversee, monitor and regularly review the finances and administration of the Association.
- 2.6. Endeavour to make sure that access between the BPA Board and the auditors is open and unimpeded.
- 2.7. Be satisfied that the scope of the audit is adequate, and that management and any internal auditors have co-operated fully.

Section 3 – Representing members Interests

- 3.1. Serve the legitimate interests of the Association's members (shareholders).
- 3.2. Exercise responsibilities to employees, customers, suppliers and other relevant stakeholders, including the wider community.
- 3.3. A Director should seek to understand the expectations of member and endeavour to fulfil them when deciding upon the best interests of the Association. A Director should seek to ensure that proper communication is made with members on the

general strategies being adopted for the Association and on other matters of importance.

- 3.4. Whilst the obligations of a Director are primarily owed to the Association, it is also necessary to take into account the interests of all individuals and groups which the BPA Board judges have a legitimate interest in the achievement of Association objectives and the way in which these objectives are achieved.
- 3.5. A Director should ensure that the Board identifies and knows the interests, views and expectations of these stakeholders. He should ensure that communications with such parties are timely, effective and unbiased, subject to the needs of commercial security and regulatory compliance where appropriate.
- 3.6. A Director should help his Board to promote goodwill with members and stakeholders and be prepared to be accountable for Association actions.
- 3.7. A Director should endeavour to ensure, acting as a Member of the Board, that the Association is financially viable, and properly managed so as to protect and enhance the interests of the Association and its shareholders over time.
- 3.8. A Director should encourage the Board to set up procedures for managing relationships with stakeholders, particularly at times of crisis (e.g. litigation, environmental disasters etc).
- 3.9. A Director should seek to ensure that all members or classes of members are treated fairly according to their relative rights.

Section 4 – Compliance with the Law

- 4.1. Comply with relevant laws, regulations and codes of practice; refrain from anti-competitive practices, and honour obligations and commitments.
- 4.2. A Director must at all times comply with the law and should endeavour to ensure that his Association at all times complies with the law governing its operations. In evaluating the interests of the Association, a Board of Directors is accountable to the members as a whole, but various Acts of Parliament have imposed wider responsibilities on companies and Directors so that Directors must evaluate their actions in a broader social context and must be conscious of the impact of their business on society.

Section 5 – Conflict with Board Decisions

A Director must at all times have a duty to respect the truth and act honestly in his business dealings and in the exercise of all his responsibilities as a Director.

- 5.1. A Director should not obtain, attempt to obtain, or accept, any bribe, secret commission or illegal inducement of any sort.
- 5.2. A Director must be prepared, if necessary, to express disagreement with colleagues, including the President / Chair or Chief Executive.
- 5.3. A Director should accept that resignation or dismissal may sometimes be the

ultimate consequence of sustained protest on a matter of conscience or judgement.

- 5.4. However, if there is no need to express disagreement, a Director should be prepared to accept collective responsibility and implement the decisions of the Board as a loyal member of the Board.
- 5.5. If a Director is in doubt whether a proposed course of action is consistent with his fiduciary duties, then he should not support the course of action. Independent advice should be sought as soon as possible to clarify the issue.
- 5.6. When a Director concludes that he is unable to acquiesce in a decision of the Board, some or all of the following steps should be considered:
 - a. making his dissent, and its possible consequences, clear to the Board as a means of seeking to influence the decision;
 - b. asking for additional legal, accounting or other professional advice;
 - c. asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion;
 - d. tabling a statement of dissent or writing to the Chair and asking that the statement or letter be minuted;
 - e. calling a special Board meeting to consider the matter;
 - f. resigning and considering advising the appropriate regulator, if appropriate, though a Director should bear in mind the duty not to disclose confidential information.

Section 6 – Conflicts of Interest

- 6.1. Avoid conflict between his personal interests, or the interests of any associated Association or person, and his duties to the Association.
- 6.2. A Director must not take improper advantage of the position as Director to gain, directly or indirectly, a personal advantage or an advantage for any associated person which might cause detriment to the Association. A Director should not use inside information for gain.
- 6.3. The personal interests of a Director, and those of associated persons, must not take precedence over those of the Association's members (shareholders) generally.
- 6.4. A Director should seek to avoid conflicts of interest wherever possible. Full and prior disclosure of any conflict, or potential conflict, must be made to the Board. Where an actual or potential conflict does arise, a Director should at least refrain from participating in the debate and/or voting on the matter, and in the extreme case of continuing material conflict of interest, should resign from the Board. The Board may develop guidelines on the circumstances in which benefits to be received by a Director or an associated person are of sufficient magnitude that the approval of the members should be sought, even if not required by law. The BPA Board should inform members of these guidelines if adopted.
- 6.5. A Director who is appointed to Board at the instigation of a party with a substantial interest in the Association, such as a major stakeholder or a creditor, should recognise the potential for a conflict of interest. The Director's duty is to make a contribution in the interests of the Association and the members as a whole and not only in the interest of the interested party. Confidential matters should not be

disclosed to such interested parties without the prior agreement of the Board.

- 6.6. Where obligations to other people or bodies may preclude a Director from taking an independent position on an issue, the Director should disclose the position to the Board and it is for the Board to judge whether or not he should take part in the Board's consideration of the issue.
- 6.7. A Director from time to time may need expert advice in order to discharge his duties properly. Separate independent advice/training should always be sought by a Director on matters that may affect his position vis-à-vis the Association through the Company Secretary.

Section 7 – Confidentiality and Disclosure of Information

- 7.1. Not make improper use of information acquired as a Director or disclose, or allow to be disclosed, information confidential to the Association.
- 7.2. A Director must not disclose, or allow to be disclosed, confidential information received in the course of the exercise of his duties as a Director, unless that disclosure has been authorised by the Board of the Association or is required by law. Matters such as processes, advertising and promotional programmes, and statistics affecting financial results are particularly sensitive and must not be disclosed.

Section 8 – Maintaining the Reputation of the Association and its Members

- 8.1. This section covers all behaviour which unjustifiably brings the profession or the Association into disrepute. It is impossible to list all instances where questions of duties to the business of the Association's direction and to colleagues may arise. However, there is a continuous and comprehensive duty on all members of the Association to act in such a way as to uphold the dignity and reputation of the profession, and to conform to any specific requirements that the Association may prescribe in connection with particular circumstances.
- 8.2. Not recklessly or maliciously injure the professional reputation of another member of the Association or employees of the Association and not engage in any practice detrimental to the reputation and interests of Association.
- 8.3. A Director is obliged to uphold the traditions of the Association and to strive to maintain and improve its reputation.
- 8.4. A Director should always act with integrity towards the Association; he should declare his position if faced with a conflict of interest when representing the Association; and he should not knowingly misrepresent the views or policies of the Association. He should not purport to represent the Association without the express or implied authority of the Association.
- 8.5. A Director should respect the professional standing of other members of the Association.
- 8.6. Ultimately, the conduct of all organizations depends upon the propriety and behaviour of those engaged in directing them. A Director should therefore accept the responsibility to contribute personally to the efficiency and welfare of the profession as a part of the professional concept of service to the community.

Section 9 – Personal Responsibilities

- 9.1. Keep abreast of current good practice.

- 9.2. Set high personal standards by keeping aware of, adhering to and honouring this Guidance, both in the spirit and in the letter, and promoting it to other Directors.
- 9.3. A Director shall have due regard for the possible consequences of statements on others.
- 9.4. When questions arise which are not covered explicitly by this Guidance, personal adherence to the generally accepted principles of honesty, professionalism and justice should determine a Director's behaviour.
- 9.5. A Director is expected to use common sense in complying with the spirit of the Guidance, but the intention of guidance is that members should consistently meet a standard higher than basic acceptable requirements.
- 9.6. A Director is expected to bring the same high standard of integrity to his non-business life as is demanded in his professional activities when these spheres of activity overlap.
- 9.7. A Director must not knowingly cause or, where he has the power to prevent, permit any other party to be in breach of this guidance or be a party to a breach.
- 9.8. A Director shall notify the BPA if convicted of a criminal offence or upon becoming bankrupt or, as appropriate, disqualified as a Company Director.
- 9.9. Directors have a responsibility to keep the Board informed of any changes to their personal circumstances (private address and employer) so that the Companies House Register of Directors can be correctly maintained.

Section 10 – The Spirit of the Code

- 10.1. A Director must honour the Code in the spirit as well as in the letter. No Code can be all-embracing. It is not possible to identify every circumstance in which the provisions of this Code need to be applied and undoubtedly there are many other circumstances not mentioned in which the conduct and integrity and enterprise of a Director must be of considerable importance. However, the Code is not intended merely to prohibit certain specified kinds of conduct, allowing any kind of actions it does not specifically rule out.
- 10.2. If there is any doubt, Directors of such organizations should always endeavour to apply the spirit of this Code and its general principles.

Record of Amendments Proposed by BPA Board Approved Council

Date of CoR Approval	Section	Detail of Change
5 th June 2014	1.1.2 & Election Tables 1.1.3	Inclusion of Chair of Public Affairs Board
14 August 2014	Appendix 2 - Disciplinary Process,	Terminology brought into line with BPA processes (inc. Sanctions Process)
November 2014	Election Tables	Update re voting rights for Honorary Treasurer
November 2014	10.2.1 and Election Tables	Change of name of AOS and BE colleges to PoPL and EA colleges.
February 2015	10.2.1 and Election Tables	Increase maximum Regional/Country groups to accommodate split in NE region
June 2015	5.2 Certificates of Membership	Further detail on ownership and return of certificates
	7.1 – 7.5 Removal and Re-admission to membership	Update and clarification on return of certificates of membership and use of logos on termination of membership.
	Appendix 2 – Members Disciplinary Process	Updates to process to include <ul style="list-style-type: none"> • declaration of conflicts of interest; • periods of suspension during investigation period and right to reply; • right to invite additional representatives to Hearing Panel; • re-admission to membership following termination
	Formatting of paragraphs	Formatting of paragraph numbering throughout document to accommodate changes.
June 2016	Council Changes to reflect that representatives of BPA Members who provide services related to parking on private land who are a Members of or are joining another parking ATA whether or not they are also Members of the BPA's Approved Operator Scheme, may serve on	Regulation 10 : Insert new Regulation 10.2.4 and realign numbering

	the Council and service boards but will not be eligible to hold the role of Director of the BPA.	
	Membership Groups Committees Changes to reflect that BPA members who provide services related to parking on private land who join and participate in the governance of another parking ATA, will not be eligible to fulfil the role of an officer of any group	Amend Regulation 11.2.6 Amend Regulation 11.2.7
	Board Committees and Membership Groups Changes to reflect that BPA Members who provide services related to parking on private land who join and participate in the governance of another parking ATA, will not be eligible to fulfil the role of an officer of any group.	Amend Regulation 12.2
	Election Tables	To reflect above changes
	BPA Code of Professional Conduct	New Clause 5.1.4 referring to the BPA Conflicts of Interest Policy.
	Election Tables – BPA Board	Additional caveat that a President may not hold the role of Director during their term of office as President.
March 2019	Changes to a range of Clauses across the entire document as set out below.	Full list of Changes are detailed here.
	1. Regulation 3.1.2 f)	Creates a separate Corporate Individual Member (CIM) category which has equivalent rights to other Individual member categories accept they lack the right to automatically use post nominals

	2. Regulation 5.5.1	Clarifies voting rights for members
	3. Regulation 6.1	Clarifies that all members whether Individual or Corporate are bound to further the objectives, interests and influence of the Association
	4. Regulation 6.2	Stipulates that individual members are bound by the Code of Professional Conduct whether they are employed by a Corporate member or not.
	5. Regulation 6.3	Adds that a former member is expected to remove BPA logos from their website as well as signage on sites.
	6. Regulation 6.4	Details that the Corporate Member (the employer) owns the CIM and that the Members Code of Professional Conduct applies to this new category of membership and that they may not use Post Nominals
	7. Regulation 6.5	Outlines that CIMs can apply for the use of Post Nominals if they have the required skills. It then details that the employee can convert to full Individual membership if they leave the employer and retain any qualification gained.
	8. Regulation 7.5.5	Specifies that a member expelled from the AOS can be readmitted if suitable demonstration of a change in behaviour has been shown.
	9. Regulation 9	Additional clarification on the role of the Board.
	10. Regulation 9.1.1	Addition of the Chair of the Technology, Innovation and Research Board as a member of the BPA Board.
	11. Regulation 9.1.2	Specific clarification on the role of the Vice Chair of the Board and the abbreviation of Council of Representatives to the Council (follows throughout the document).
	12. Regulation 9.1.3	Addition of footnote which detailed the reasons for the suspension of the role of Honorary Treasurer.
	13. Regulation 9.1.7.1	Stipulates that candidates for Board positions can only stand

		for one Board position at a time.
	14. Regulation 9.5	Removes reference to Electoral Colleges/ Special Interest Group and replaces with Membership/ Interest group (this has been conducted throughout the entire document)
	15. Regulations 10.2.1	Removes reference to seat allocation and composition of the Council
	16. Regulation 10.2.3/10.2.4	Clarifies the Vice President position and how it is appointed, the succession relationship between the Vice President and the President and the approval of a majority vote (66%) of the Council.
	17. Regulation 10.2.5	Specifies that the President and the Vice President will henceforth hold their seats on Council separately to the position which they were elected on to Council and provides for a suitable member (the Vice Chair for example) from the groups they represent to be co-opted on to the Council for the remainder of their term.
	18. Regulation 10.2.8 and 10.2.9	Clarifying existing practice that the President has a casting vote in the both tied votes in Council and in tied elections.
	19. Regulation 10.3.3	Details that no person can stand for election to more than one position on Council at the same time.
	20. Regulation 10.3.4	Clarification that elections to Council are conducted on democratic principles based upon the first past the post electoral model, with members having more than one vote where appropriate.
	21. Regulations 10.3.4.1 and .2	Specify that multiple candidates may originate from the same corporate member and that they can represent different membership groups
	22. Regulation 10.3.5	Rewritten to state that newly elected members of Council will take up their appointment

		at the next Council meeting.
	23. Regulation 10.3.6	Specifies that ballots will only be held where there are nominations in excess of the vacant places.
	24. Regulation 10.3.7	Specifies that the terms of reference will be provided upon request
	25. Regulation 10.4	Details the new elections in Thirds and automatic retirement of members of Council every May.
	26. Regulation 10.6	Specify that the BPA executive will review Council to assess performance and make recommendations for improvements. It also refers to reviewing membership groups to ensure that they properly reflect membership and Council
	27. Regulation 11.2.1	Specifies the membership of a group committee should compose a Chair, Vice Chair and a Secretary. This amalgamates the previous 11.2.4 and 11.2.5 which said the same thing about Regional groups and Interest groups.
	28. Regulation 11.2.2	Specifies the electorate for membership group committees as the membership of that group.
	29. Regulation 11.2.3	Specifies election eligibility criteria for Groups including that members who work for a company that are members of another ATA are prohibited from being the officer of any group. Amalgamating the previous 11.2.6 and 11.2.7 which said the same thing about Regional groups and Interest groups.
	30. Regulation 11.3.2	Specifies that Vice Chair's may attend Council in the place of the Chair, if they are unable to attend. However, they will be limited to only one in three meetings.
	31. Regulation 13	Provides for the potential creation of a Patron of the BPA, by the BPA Council. The role of the Patron would be to

		represent and promote the Association. The Patron need not be a member of the BPA and will have the right to attend and speak (but not vote) at any general meeting of the Association.
	32. Reversal of Appendix	Members Code of Professional Conduct is now Appendix 2. The Previous Appendix 2 Members' Disciplinary Process is now Appendix 3.
	33. Appendix 2	In the now Appendix 2 we have replaced the old strapline which was there, with our current strapline
	34. Appendix 3	All of Section 1 which details the Investigation process and part of Section 2: Right to Reply and 3: The Appeals Process have been rewritten to better reflect the disciplinary process as conducted by the Association.

Document comparison by Workshare 9 on 21 March 2019 09:08:18

Input:	
Document 1 ID	file://\bb01.com\bwbdfs01\UserData\meadj\Desktop\BPA Regulations June 2016.doc
Description	BPA Regulations June 2016
Document 2 ID	file://\bb01.com\bwbdfs01\UserData\meadj\Desktop\Revised Regulations 2019 Council Decision version.doc
Description	Revised Regulations 2019 Council Decision version
Rendering set	Standard

Legend:	
Insertion	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	654
Deletions	473
Moved from	60
Moved to	60
Style change	0
Format changed	0
Total changes	1247