

THE BRITISH GEOMEMBRANE ASSOCIATION

CONSTITUTION

1. Name

The name of the Association is The British Geomembrane Association (hereinafter called the "Association"). The abridged form of the Association shall be the BGA.

The formal address of the Association shall be the address of the Secretary (as hereinafter defined) of the Association for the time being and this shall be circulated to all members and other persons and organisations with whom the Association has dealings, and shall appear on the letterhead of all business communications from the Association.

2. Objects and Powers

- (a) (1) The Association is established to promote and support the manufacture and installation of Geomembranes in all applications throughout the UK and Ireland. In this context the term Geomembrane shall mean all materials which are manufactured in sheet form and supplied in roll form, including at least one synthetic component, and having as their primary function the provision of a barrier to fluid movement in applications within, or in contact with, the ground. The association will be a non-profit making organisation, administered by its members on behalf of all members.
- (2) Within these objects the aims of the Association are to provide a forum through which to:
- (1) create a greater awareness of the importance of FML's
 - (2) act as a focal point for the collection and dissemination of information
 - (3) provide a forum for the exchange of experience and information
 - (4) identify training relevant to the needs of the Association's members
 - (5) develop an information service including the production of a website as well as information packs
 - (6) liaise, collaborate and become involved with as many other interested groups and professional bodies as is necessary to pursue the goals of the association.
- (b) In furtherance of the said objects but not otherwise the association may:-
- (1) Arrange a programme of events to meet its objects, which may include conferences, exhibitions, meetings, lectures, workshops, seminars, study visits and training courses. The programme will include both paid and non-paid events and members will be encouraged to host events at their premises
 - (2) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
 - (3) Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
 - (4) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in the UK or overseas.
 - (5) Cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
 - (6) Affiliate or associate with such organisations as the Association may from time to time determine in so far as such affiliations or associations promote the aims and objectives of the Association.

- (7) Subject to such consents as may be required by law, dispose of or turn to account all or any of the assets of the Association.
- (8) Subject to such consents as may be required by law, raise money for the said objects and accept gifts on such terms as shall be deemed to be necessary. Any loan requiring guarantees by members shall be subject to the written consent of the Board and of the member organisations giving the said guarantees.
- (9) Invest the monies of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (10) Perform all such other lawful activities as are necessary for the attainment of the said objects.

3. Membership

- (a) Membership of the Association shall consist of Corporate members, Associates and Honorary members as defined below:-
 - (1) Organisations incorporated for a minimum of two years and involved in the manufacture and / or installation of FML (irrespective of size and sector) whose application for Corporate membership have been approved by the Corporate members and have paid such annual subscription as may be determined, will be elected Corporate members.
 - (2) Individuals and other industry related organisation will be elected by the Corporate members as Associates of the Association upon payment of such annual subscription as may be determined.
 - (3) Non profit making and other organisations or individuals whose membership is seen as beneficial to the furtherance of the objects of the Association may be invited by the Corporate members to be Honorary members of the Association. Honorary members are not required to pay a subscription
- (b) Associate members will receive Agendas and minutes of each management meeting and may attend to comment upon any item which is deemed relevant. Associate members are not eligible to vote at General Meetings of the Association, or at a meeting called under Section 15 for Alterations to the Constitution.
- (c) Honorary members are not eligible to vote at General Meetings of the Association, or at a meeting called under Section 15 for Alterations to the Constitution.
- (d) Conditions of membership:-
 - (1) As a condition of membership it is expected that the member will attend a minimum of two meetings per year. (deputies may be sent and apologies are expected in the event of non attendance)
 - (2) For good and sufficient reasons to terminate the membership of any organisation or individual provided that the individual(s) representing such Corporate, Associate or Honorary member shall have the right to be heard by a Board of Corporate members before a final decision is made.
- (e) A member (Corporate, Associate or Honorary) may resign his membership by giving to the Secretary notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from 1 January next following its receipt. Refunds will not be made in respect of resignations during the year.

- (f) If any member shall have a Receiver or Administrator (as defined by the Insolvency Act 1986) appointed or placed in control of any assets, or, in the case of a firm in partnership, adjudged bankrupt, or make a composition or arrangement with his creditors under the provision of any statute, that member shall immediately cease to be a member of the Association; but the Corporate members shall have the power, in discretion, to reinstate the member.
- (g) An organisation or individual shall, on ceasing to be a member of the Association, forfeit all privileges of membership and all rights to and claim upon the Association and its funds and return all Association property immediately.

4. The President

- (a) The Board may at its discretion invite any individual to the role of President of the Association. If any organisation to which the individual belongs is not otherwise a member, then on acceptance of the invitation such organisation shall be deemed to be an Honorary member for the duration of the Presidency. The President shall not be eligible to vote at General Meetings of the Association or at a meeting called under Section 15 for Alterations to the Constitution.
- (b) The Presidency is an honorary position and the person appointed will be expected to promote the status and aims of the Association. The normal duration of a Presidency is three years but may be subject to review by the Board at any time.

5. Subscriptions

- (a) The annual subscription and any joining fee for membership of the Association shall be determined by the Board each year to take effect from 1st January following.
- (b) The annual subscription shall be paid before 1st April each year. Until a member pays the annual subscription he shall not be eligible to attend Association events which are scheduled in January at member rates. If a membership subscription is not paid, the Board has the right to terminate such membership. This membership may be reinstated upon subsequent payment of due subscriptions.
- (c) Potential members shall apply for membership to the Secretary. Upon approval and acceptance of des potential members are eligible to attend Association events at the appropriate member rate.
- (d) Potential members whose application for membership is received by the Secretary after 30th June will be required to pay 60% of the appropriate annual subscription.
- (e) Cheques and other payments in respect of subscriptions shall be made payable to the British Geomembrane Association and crossed 'a/c payee only'.

6. Honorary Officers

- (a) At the Annual General Meeting hereinafter mentioned the Association shall elect a Chairman, a Vice Chairman, a Secretary, a Treasurer and other such Honorary Officers as the Association shall from time to time decide. This election shall be made by Corporate members representatives present at the meeting.
- (b) The Chairman, Vice Chairman and other Honorary Officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for election annually.

- (c) The Chairman, Vice Chairman and Honorary Officers shall be ex officio members of the Board of Management and any other committee.
- (d) The Association shall at each Annual General Meeting, appoint one or more qualified auditors.
- (e) The Association may, at each Annual General Meeting, appoint an Administrator.

7. The Board

- (a) Subject as hereinafter the policy and general management of the affairs of the Association shall be directed by a Board which shall meet not less than four times a year.
The Board shall consist of a maximum of:-
 1. The Chairman, Vice Chairman and Honorary Officers of the Association
 2. A representative of each of four Corporate members
 3. Such individuals as the Board from time to time co-opt for furtherance of the objects of the Association, but not exceeding two in number at any one timeThe President of the Association has the right to attend any meeting of the Board. The Association Administrator may attend meetings of the Board at the Board's discretion. Eligibility to serve on the Board is defined in Section 10.
- (b) Nominations for election to the Board under (a) (1) and (2) above should be addressed to the Secretary at least seven days before the Annual General Meeting. In the event of more nominations than vacancies the places shall be decided by ballot at the Annual General Meeting. Membership of the Board is for one year, but such members may stand for re-election.
- (c) Any casual vacancy on the Board may be filled by the Board, and any member appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association, and shall be eligible for election at that Meeting.
- (d) The Board may appoint such special or standing committees, consisting of representatives of Corporate members, as may be deemed necessary by the Board and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported to the Board at its meetings from time to time for approval and annually at the Annual General Meeting.
- (e) The proceedings of the Board shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (f) The Board shall appoint and fix the remuneration of any stall (not being members of the Board) as may in their opinion be necessary.

8. General Meetings of the Association

- (a) The first General Meeting of the Association shall not be held later than the 31st December 1999 and once in each year thereafter and shall be held at such time and place as the Board shall determine. At least 21 days clear notice shall be given in writing by the Secretary to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of representatives of Corporate members to serve on the Board; the appointment of an auditor or auditors; the appointment of an Administrator; the consideration of an annual report on the work done by or under the auspices of the Board and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- (b) The Chairman of the Board may at any time in his/her discretion, and shall within 21 days of receiving a written request so to do signed by not less than 50% of members of the

Association, and giving reasons for the request, call an Extraordinary General Meeting of the Association.

9. Nomination of Honorary Officers and Board Members

Only representatives of Corporate members of the Association shall be eligible to serve as Honorary Officers or Board Members. Nominations for Honorary Officers or members of the Board must be made by representatives of members of the Association to the Secretary at least seven days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

11. Rules of Procedure at General and Board Meetings

- (a) Quorum. The quorum at a General Meeting of the Association shall be two thirds of the voting members for the time being of the Association or such other number as the Association may in General Meeting from time to time determine. The quorum at the meeting of the Board shall be not less than four voting members for the time being of the Board. The quorum at a meeting of any committee appointed under Section 9(d) hereof shall be determined by the board on appointment of the said committee.
- (b) Voting. Save as otherwise herein provided, all decisions on proposals arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat either in person or by proxy. Arrangements for proxy voting shall be made by the Board. In case of an equality of votes the Chairman of the meeting shall have a second casting vote.
- (c) Minutes. Minutes shall be kept by the Board and all other committees and the appropriate secretary shall enter therein a record of all proceedings and resolutions.
- (d) Standing Orders and Rules. The Board shall have the power to adopt and issue Standing Orders and / or Rules for the Association. Such Standing Orders and / or Rules shall come into operation immediately provided always that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

12. Finance

- (a) All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any employee of the Association or the repayment to members of the Board or of any committee appointed under Clause 8 (d) hereof of reasonable out of pocket expenses.
- (b) The Treasurer shall keep proper accounts of the finances of the Association.
- (c) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- (d) An audited statement of the accounts for the last financial year, ending on 31st December shall be submitted by the Board to the Annual General Meeting as aforesaid.
- (e) A bank account shall be opened in the name of the Association with such Bank or Banks as the Board shall from time to time decide. The Board shall authorise in writing the Treasurer, the Secretary and two members of the Board to sign cheques on behalf of the Association. All cheques must be signed by not less than two authorised Honorary Officers signatories excepting that cheques not exceeding £200, or such amount as the Board may from time to time determine, may be signed by the Treasurer alone.

13. Indemnity

- (a) Each member of the Association and each representative of such members in his capacity as a member of the Board or any special or standing committee appointed pursuant to this Constitution or otherwise by or with the approval of the Board for the purposes of the Association shall be accountable in respect of his own acts or omissions only. Each such representative and member shall indemnify and hold harmless all other representatives and members from all and any personal liability that may accrue to them as a result of such acts or omissions provided that no representative or member shall be accountable for any acts done or authorised to which he has expressly dissented. No representative acting as member of the Board or any special or standing committee appointed pursuant to this Constitution by or with the approval of the board for the purposes of the Association shall incur any personal liability in his individual capacity as private person in respect of any loss or damage incurred through and act, matter or things done, authorised or suffered by him, being done in good faith for their benefit of the Association and with the express consent of the appropriate number of members of the Board or members of the Association.
- (b) Each member of the Association and each representative of such members as referred to in Clause 13 (a) above together with the Secretary, Treasurer and duly appointed officers of the association shall be indemnified out of the funds and property of the Association from and against all costs, charges, damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in the proper execution of the duties or power imposed upon or given to them by this Constitution.

14. Alterations to the Constitution.

Any alteration of this Constitution shall receive the assent of not less than two thirds of the Corporate members of the Association for the time being present and voting either in person or by proxy at a General Meeting or meeting specially called for the purpose provided that notice of any such alteration shall have been received by the Chairman in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days notice in writing of such a meeting setting forth the terms of the alteration, shall be sent by the Secretary to each member of the Association. Associates and Honorary Members shall not be entitled to vote at such a meeting.

15. Dissolution

If the Board by a simple majority decide at any time that on ground of expenses or otherwise it is necessary to advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which not less than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting either in person or by proxy at such a meeting the Board shall have the power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given on transferred to such charitable institution or institutions as the Board may determine.

16. Notices

Any notice may be served by the Chairman or Secretary on any member either personally or by sending it through the post in a pre-paid letter addressed to the representative of such member at his or her last known address, and any letter so sent shall be deemed to have been received within ten days of posting.

17. Interpretation

For the interpretation of this Constitution the Interpretations Act 1978 (as amended from time to time) shall apply as it applies to the Interpretation Act of Parliament.

18. Availability of Constitution

Copies of the Constitution shall be available upon request from the offices of the Secretary.