



# ***B Y E L A W S***

*REVISED EDITION*

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## **ARTICLE 1 RECOGNITION**

### **1.1 Name**

The name of the organisation shall be the "Association of Geotechnical and Geoenvironmental Specialists", hereinafter referred to as the "Association".

### **1.2 Definition**

An Association of organisations and individuals having a common interest in the business of site investigation, geotechnical engineering, geoenvironmental engineering, engineering geology, geochemistry, hydrogeology and related disciplines (hereinafter referred to as "geotechnical and geoenvironmental engineering").

### **1.3 Legal Status**

The Association shall be a legal entity and operate as a Company Limited by Guarantee and not having a Share Capital.

The Byelaws shall reflect the principles of the Articles of Association.

### **1.4 Liability**

The liability for the Association rests with the member organisations and is limited to a sum not exceeding £100. There is no liability on individual members.

Every member organisation of the Association undertakes to contribute to the assets of the company in the event of the same being wound-up while they are a member, for payment of the debts and liabilities of the Association and of the expenses of winding-up.

### **1.5 Indemnification**

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Senate Member, Officer, employee, or agent of the Association or by reason of the fact that he is or was serving on a committee operating under the auspices of the Association shall be indemnified by the Association against expenses (including lawyers' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association.

### **1.6 Audit**

An annual audit shall be made of the financial transactions of the Association by an independent accountant.

## **ARTICLE 2 PURPOSE**

### **2.1 Purpose**

The purpose of the Association is:

- (a) to promote and enhance quality and safe practice within the geotechnical and geoenvironmental industry;
- (b) to provide opportunities for participation in its activities to all those in the wider geotechnical and geoenvironmental industry;
- (c) to give benefit to all of its participants.

### **2.2 Not for Profit**

The Association is not organised for profit. No part of the net earnings or assets of the Association itself shall accrue to the benefit of any member, nor shall the Association itself be engaged in performing any particular service for any particular person or business entity.

## **ARTICLE 3 MEMBERSHIP**

### **3.1 Classes of Membership**

Organisational members

- Member organisation
- Affiliate organisation

Individual members

- Practitioner member
- Affiliate member
- Graduate member
- Student member
- Honorary member

### **3.2 Member Organisation**

A Member organisation shall:

- (A) be a company, a partnership, a governmental body or a clearly identifiable sub-division of such organisation, providing a service as set out below, within the wider geotechnical and/or geoenvironmental industry.

The service must be provided in at least one of the following specialised areas:

- (i) design;
  - (ii) supervision of works;
  - (iii) advisory services;
  - (iv) specialist contracting;
  - (v) laboratory and testing services
- (B) employ Practitioner members and/or Graduate members and/or Student members with appropriate academic and professional qualifications and experience;
- (C) employ at least one full-time Practitioner member who shall have had a minimum of 5 years' additional experience at a senior level since first becoming a Practitioner (defined in Article 3.2 above);
- (D) appoint a Nominated Representative, who shall be a Practitioner member;
- (E) confirm that the organisation itself fully supports the objectives and aims of the Association, and agrees to abide by its Code of Business Conduct;
- (F) give to the Administrator the name, and current qualifications and contact details of its Nominated Representative, and of each of its sponsored Practitioner members, Graduate members and Student members, to enable the Administrator to correspond directly with all of them, and to confirm with each of them that they fully support the objectives and aims of the AGS, and agree to abide by its Code of Business Conduct;
- (G) submit to an audit of the information it has provided to the Association, upon the request of the Membership Panel of the AGS Senate.

### **3.3 Affiliate Organisation**

An Affiliate organisation shall:

- (A) be a company, a partnership, or an identifiable sub-division of such organisation, providing a business service to other Members of the Association or receiving a business service from them, for example:
- (i) Insurers;
  - (ii) Law firms;
  - (iii) Other professionals with an interest in geotechnical or geoenvironmental engineering and providing a specialist service to Members;
  - (iv) Academic institutions;
  - (v) Technical and governmental clients;
  - (vi) Specialist geotechnical or geoenvironmental software houses;

- (vii) Specialist geotechnical or geoenvironmental training companies;
  - (viii) Specialist manufacturers and/or suppliers of geotechnical or geoenvironmental materials, equipment or instruments.
- (B) employ people with qualifications and experience appropriate to the service they are providing
  - (C) appoint a Nominated Representative, who shall be an Affiliate member.
  - (D) confirm that the organisation itself fully supports the objectives and aims of the Association, and agrees to abide by its Code of Business Conduct.
  - (E) be able to demonstrate interactive participation with the geotechnical and geoenvironmental activities of the other Members.
  - (F) give to the Administrator the name and current contact details of its Nominated Representative, and of each of its sponsored Affiliate members, to enable the Administrator to correspond directly with all of them, and to confirm with each of them that they fully support the objectives and aims of the AGS, and agree to abide by its Code of Business Conduct.
  - (G) submit to an audit of the information it has provided to the Association, upon the request of the Membership Panel of the AGS Senate.

### 3.4 Practitioner Member

A Practitioner member shall:

- (A) be actively practising, or have retired from practising, in geotechnical and/or geoenvironmental engineering, and shall be *at least* one of the following:
  - (i) a RoGEP – professional grade;
  - (ii) a Chartered Member or equivalent of the Institution of Civil Engineers, The Geological Society of London, The Institute of Materials, Minerals and Mining, The Royal Society of Chemistry, or other appropriate Institution approved by the AGS Membership Panel, with a minimum of 5 years' relevant post-graduate experience;
  - (iii) a person with at least 15 years' relevant professional experience, if not chartered, coupled with the ability to demonstrate a long-term, high level of commitment, dedication and professionalism to the industry;
  - (iv) a teaching academic within the fields of geotechnical and/or geoenvironmental engineering.
- (B) confirm that they fully support the objectives and aims of the AGS, and agree to abide by its Code of Business Conduct.
- (C) give their contact details to the Administrator
- (D) submit to an audit of the information they have provided to the Association, upon the request of the Membership Panel of the AGS Senate.

A Practitioner member may be sponsored by a Member organisation

### 3.5 Affiliate Member

An Affiliate member shall:

- (A) be actively providing, or have retired from providing, a business service to other members of the Association
- (B) confirm that they fully support the objectives and aims of the AGS, and agree to abide by its Code of Business Conduct.
- (C) give their contact details to the Administrator

An Affiliate member may be sponsored by an Affiliate organisation.

### 3.6 Graduate Member

A Graduate member shall:

- (A) provide evidence to the Administrator that they have a university degree in an area relevant to the activities of the AGS;

- (B) confirm that they fully support the objectives and aims of the AGS, and agree to abide by its Code of Business Conduct;
- (C) give their contact details to the Administrator.

A Graduate member may be sponsored by a Member organisation.

### **3.7 Student Member**

A Student member shall:

- (A) provide evidence to the Administrator that they are engaged in studies in an area relevant to the activities of the AGS;
- (B) confirm that they fully support the objectives and aims of the AGS, and agree to abide by its Code of Business Conduct;
- (C) give their contact details to the Administrator.

A Student member may be sponsored by a Member organisation.

### **3.8 Honorary Member**

An Honorary member shall be an individual who has given a long and sustained contribution to the AGS. The individual might still be eligible for one of the other classes of membership.

The Chairman may select and appoint up to two Honorary members upon stepping down at the end of his term in office, having first obtained their consent.

### **3.9 Management of the Membership**

- (1) Membership Panel

The Senate will appoint a Membership Panel (Article 4.10).

- (2) Application for Membership

It shall be understood that by applying for and being granted membership in the Association, an individual or an organisation accepts all provisions of these Byelaws and waives any and all legal recourse against the parties of the Association (Article 4), for actions resulting from the application of such provisions.

Every application for membership must be submitted to the Administrator through the appropriate channels.

- (a) Member organisations

Applications from potential Member organisations shall be proposed by a Nominated Representative of a Member organisation, and seconded by a Nominated Representative of either a Member organisation or an Affiliate organisation.

The Administrator shall check the application for completeness, and pass it to the Membership Panel for a decision based upon the criteria set. The decision shall be relayed to the Administrator who shall inform the Applicant's proposed Nominated Representative.

- (b) Affiliate organisations

Applications from potential Affiliate organisations shall be proposed and seconded by two Nominated Representatives of either a Member organisation or an Affiliate organisation.

The Administrator shall check the application for completeness, and pass it to the Membership Panel for a decision based upon the criteria set. The decision shall be relayed to the Administrator who shall inform the Applicant's proposed Nominated Representative.

- (c) Practitioner members

Applications from potential Practitioner members shall be sent to the Administrator, and shall be proposed by an existing Practitioner member and be seconded by another existing Practitioner member.

The Administrator shall check the application for completeness, and pass it to the Membership Panel for a decision based upon the criteria set. The decision shall be relayed to the Administrator who shall inform the Applicant.

Correspondence may be carried out through the Applicant's sponsoring Member organisation, if appropriate.

(d) Affiliate members

Applications from potential Affiliate members shall be sent to the Administrator, and shall be proposed by an existing Practitioner Member or Affiliate Member, and be seconded by another existing Practitioner Member or Affiliate Member.

The Administrator shall check the application for completeness, and pass it to the Membership Panel for a decision based upon the criteria set. The decision shall be relayed to the Administrator who shall inform the Applicant.

Correspondence may be carried out through the Applicant's sponsoring Affiliate organisation, if appropriate.

(e) Graduate members

Applications from potential Graduate Members shall be submitted to the Administrator, who shall check the application and make the decision based upon the criteria set. The Administrator shall inform both the Applicant and the Membership Panel of the decision.

Correspondence may be carried out through the Applicant's sponsoring Member organisation, if appropriate.

(f) Student members

Applications from potential Student Members shall be submitted to the Administrator, who shall check the application and make the decision based upon the criteria set. The Administrator shall inform both the Applicant and the Membership Panel of the decision.

Correspondence may be carried out through the Applicant's sponsoring Member organisation, if appropriate.

(g) Honorary members

Honorary members are appointed by the Chairman, and are not required to apply for their membership.

(3) Re-application for Membership

An applicant whose application has been rejected or whose membership has been terminated shall have the right to re-submit an application after more than one year. A Member who previously was a Member of the Association, but whose membership lapsed, or was terminated shall, on re-joining, pay, in addition to other fees and dues, any amount still owed to the Association by virtue of previous membership, unless such provision shall be waived by the Membership Panel.

(4) Membership fees

The Membership fees for each category of membership will be published on the website, or other appropriate medium.

For new members joining during the year, fees shall be pro-rata for the remainder of the year to 1<sup>st</sup> January.

Membership fees shall be paid in advance. Refunds will not be given.

(5) Renewal of Membership

All classes of Membership shall be renewed annually on 1<sup>st</sup> January.

(6) Continuation of Membership

The Administrator shall review the eligibility of Members prior to the annual renewal of their membership. Eligibility shall include the obligation of Members to continue to fully support the objectives and aims of the AGS, and to agree to abide by its Code of Business Conduct.



In the case of Practitioner members, Affiliate members, Member organisations and Affiliate organisations, any concerns about continued eligibility will be drawn to the attention of the Membership Panel to decide what action to take.

In the case of Graduate and Student Members, any concerns about continued eligibility will be dealt with by the Administrator.

(7) Termination of Membership

Any Member whose membership is terminated for any reason shall lose all rights and interests, if any, in any funds or other assets of the Association. Causes for termination shall include:

(a) Resignation

An individual or organisation may resign their membership at any time by giving written notice to the Administrator at least three months in advance of their annual renewal.

(b) Loss of Eligibility

If any Member is no longer eligible for membership, they shall be advised by the Administrator of the decision, and they shall have their Membership automatically terminated.

(c) Non-payment of Fees

Fees for all Members are due at the time of membership renewal. If the dues are not paid within three months of the renewal date, their membership may be automatically terminated.

(d) Breach of the Code of Business Conduct

Membership may be suspended or terminated if, after following the Association's Complaints Procedure, the Membership Panel decides that a Member has seriously breached the Association's Code of Business Conduct.

(e) Cessation of Trade

Member Organisations and Affiliate Organisations shall have their membership terminated should they cease to trade.

(8) Transfer of Sponsorship

(a) Membership fees

When a personal member leaves a sponsoring organisation, that organisation shall not receive a refund on their membership fees. Any new sponsor shall be responsible for the personal member's fees from the date of the annual renewal.

(b) Contact details

When a personal member leaves a sponsoring organisation, the individual, the original sponsoring organisation and any new sponsoring organisation shall co-operate to inform the Administrator of the individual's new contact details and status.

## ARTICLE 4 THE MANAGEMENT OF THE ASSOCIATION

### 4.1 Identification of the Parties

The following parties are involved in the management of the Association:

- The Membership (Article 4.2)
- The Nominated Representatives of Member organisations (Article 4.3)
- The Nominated Representatives of Affiliate organisations (Article 4.4)
- The AGS Senate (Article 4.5)
- The Officers (Article 4.6)
- The Working Groups' Leaders (Article 4.7)
- Other Members **elected** to the Senate (Article 4.8)
- Representatives **co-opted** to the Senate (Article 4.9)
- The Membership Panel of the Senate (Article 4.10)
- The Executive Council (Article 4.11)
- Co-opted Members of the Executive Council (Article 4.12)
- The Working Groups (Article 4.13)
- The Administrator (Article 4.14)
- Other Servants of the Association (Article 4.15)

### 4.2 The Membership

#### (a) Identification

The structure and eligibility of the Membership are set out in Article 3 of these Byelaws.

#### (b) Duties

The duties of the Membership are:

- (i) to maintain their eligibility
- (ii) to keep the Administrator informed of their contact details and status.
- (iii) to support, promote and engage in the activities of the Association
- (iv) to participate in the appointment of the members of the Senate, if they have voting rights (Article 4.2 c) (i) below).
- (v) to endeavour to participate in the Annual General Meetings and Special Meetings of the Association, whether in person, through a proxy, or via some other medium.

#### (c) Decision making (at general meetings of the Association)

##### (i) Voting rights

Voting rights are held by:

- a) The Nominated Representatives of Member organisations
- b) The Nominated Representatives of Affiliate organisations
- c) Practitioner members
- d) Honorary members

Voting rights are **not** held by:

- e) Affiliate members
- f) Graduate members
- g) Student members
- h) Other individuals from the wider industry who have been co-opted to work for the Association

Except as otherwise noted, all decisions of the Membership shall be by majority vote. In the event of a tie, the Chairman shall make the decision.

##### (ii) Participation in voting

Decisions shall only be deemed to have been made if more than 10% of the voting Members have participated in the vote, by whatever means.

- (iii) Proxy  
Any voting Member may, by any form of written transmission at least 7 days before the vote, empower the Chairman to cast their vote for them.
- (iv) Over-rule  
At an Annual General Meeting or a Special General Meeting a decision previously made by the Senate may be over-ruled upon a vote of at least two-thirds of the Membership who choose to vote, whether in person or by proxy through the Administrator.

#### **4.3 The Nominated Representatives of Member Organisations**

- (a) Identification  
The position and eligibility of Nominated Representatives are set out in Article 3 of these Byelaws
- (b) Duties  
In addition to the duties of being Practitioner members, the duties of the Nominated Representatives of Member organisations are:
  - (i) to act on behalf of their organisations in matters relating to the Association;
  - (ii) to facilitate participation by their Practitioner, Graduate and Student members in the activities of the Association, whether sponsored or not;
  - (iii) to participate in the appointment of members of the Senate.
- (c) Voting rights  
As Practitioner members, Nominated Representatives have voting rights for the appointment of members of the Senate.

#### **4.4 The Nominated Representatives of Affiliate Organisations**

- (a) Identification  
The position and eligibility of Nominated Representatives are set out in Article 3 of these Byelaws
- (b) Duties  
In addition to the duties of being Affiliate members, the duties of the Nominated Representatives of Affiliate organisations are:
  - (i) to act on behalf of their organisations in matters relating to the Association;
  - (ii) to facilitate participation by their Affiliate members in the activities of the Association, whether sponsored or not;
  - (iii) to participate in the appointment of the members of the Senate.
- (c) Voting rights  
As Affiliate members, Nominated Representatives have voting rights for the appointment of members of the Senate.

#### **4.5 The AGS Senate**

- (a) Identification  
The AGS Senate, hereinafter referred to as the Senate, shall comprise:
  - The Officers (Article 4.6)
  - The Working Groups' Leaders (Article 4.7)
  - Up to 15 elected representative Practitioner members
  - Up to 3 elected representative Affiliate members
  - Up to 2 elected representative Graduate Members
  - Up to 2 elected representative Student Members
  - Up to 2 elected Honorary members
  - Up to 4 additional individuals, from anywhere within the wider industry, co-opted by the Chairman

(b) Duties

The duties of the Senate are:

- (i) to represent the entire membership of the Association throughout the wider industry.
- (ii) to ensure, by whatever means, that the Association fulfils its Purpose (Article 2.1).
- (iii) to ensure that the Association fulfils its legal and financial obligations, and approves the appointment of its advisors.
- (iv) to arrange for the appointment of the members of the Senate.
- (v) to approve the appointment of The Membership Panel of the Senate.
- (vi) to approve the appointment of The Administrator
- (vii) to manage the Membership of the Association through its Membership Panel.
- (viii) to approve the establishment and maintenance of the Working Groups.
- (ix) to approve the Marketing Plan of the Association.
- (x) to approve the Business Plan of the Association.
- (xi) to approve the Membership fees of the Association.
- (xii) to review any proposed changes to the Byelaws of the Association, prior to a vote by the Membership at either the Annual General Meeting or a Special General Meeting (Article 6).
- (xiii) to approve the principles by which the Chairman and the Treasurer may agree to remunerate any paid participants in the affairs of the Association

(c) Line of reporting

The Senate shall ultimately report to the Membership of the Association.

(d) Membership of the Senate

(i) Nominations

With the exception of the Chairman and the Immediate Past Chairman, nominations to fill planned vacancies for all elected members of the Senate, as identified in Article 4.5 (a), shall be submitted to the Administrator from the Membership not later than 40 days before the Annual General Meeting.

Nominations shall be accompanied by a brief personal statement from the Applicant, suggesting how their attitudes, energies, beliefs and experience would benefit the Association should they be appointed to the Senate.

The Chairman-elect will automatically become the new Chairman, and the retiring Chairman will automatically become the new Immediate Past Chairman, when their terms in office expire.

(ii) Ability to serve

Nominees shall confirm to the Administrator their willingness and ability to serve on the Senate at the time that the nomination is submitted.

(iii) Notices

The Administrator shall distribute to the Membership not later than 30 days before the Annual General Meeting the list of Nominations to fill planned vacancies for members of the Senate, together with the details of their Nominators, their Proposers, their sponsoring organisation, if any, and their personal statements.

The Administrator shall remind those Members who are eligible to vote of the process for proxy voting.

(iv) Receipt of proxy votes

Proxy votes shall be received by the Administrator at least 7 days before the Annual General Meeting

(v) Elections

Election for membership of the Senate shall take place at the Annual General Meeting. The Administrator shall count the votes at the meeting and add them to the proxy votes received for each nominee. The nominees receiving the greater number of votes for the positions available shall be declared elected. In the event of a tie, the Chairman's vote shall be decisive.

- (vi) Term in office  
Newly elected members of the Senate shall take office at the conclusion of the Annual General Meeting following their election. Unless elected as one of the Officers, they shall continue to serve for a period of two years.
  - (vii) Re-election  
An existing member of the Senate may be nominated for election for another term, without limit.
  - (viii) Resignation  
A member of the Senate may resign at any time by giving notice to either the Chairman or the Administrator
  - (ix) Removal  
If a member of the Senate does not, or cannot, perform their duties, they may be removed from office as a result of a two-thirds majority vote by the remaining voting members at their next meeting.
  - (x) Unexpected vacancies  
An unexpected vacancy shall be filled in the manner hereinafter defined if the Senate feels that such vacancy will be detrimental to its functioning. If, for the reasons of time remaining before the annual elections, or for any other reason, the Senate feels it unnecessary to fill an unexpectedly vacated position, the duties associated with the vacated position shall be re-assigned by the Senate to one or more of the remaining Senate Members.
  - (xi) Filling an unexpectedly Vacated Position  
An unexpectedly vacated position shall be filled by an eligible person, providing such appointee is approved by affirmative vote of at least two-thirds of the remaining voting Members, except;
    - a) The Chairman  
The Chairman-elect shall automatically assume the unexpectedly vacated office of the Chairman, and the office of Chairman-elect shall remain vacant until a successor to that office is elected at the time of the next Annual General Meeting. The Chairman-elect who succeeds to the office of Chairman due to an unexpected vacancy shall continue to serve as Chairman for the remainder of the Association year during which the vacancy occurred and for the following 2 Association years.
    - b) The Immediate Past Chairman  
The unexpectedly vacated office of Immediate Past Chairman may be filled only by another Past Chairman of the Association.
- (e) Decision making
- (i) Voting  
Decisions of the Senate shall be by majority vote. In the event of a tie, the Chairman shall make the decision.  
  
All members of the Senate shall be entitled to vote in the Senate.
  - (ii) Participation in voting  
Decisions shall only be deemed to have been made if more than 50% of the Members of the Senate have participated in the vote, by whatever means.
  - (iii) Proxy  
Any member of the Senate may, by any form of written transmission, empower the Chairman to cast their vote for them.
  - (iv) Activities  
The Senate shall undertake such activities as enable it to fulfil its duties (Article 5).

#### **4.6 The Officers**

- (a) Identification  
The Officers of the Association shall be:

- The Chairman
- The Treasurer
- The Chairman-elect
- The Immediate Past Chairman

They shall be the Directors of the Company under the Companies Act 2006.

The Officers are also members of the Senate, and the rules governing their appointment to, and holding of, their positions are therefore set out in Article 4.5 (d).

(b) Duties

The duties of the Officers are:

(i) The Chairman

- to chair the meetings of the Senate;
- to chair the meetings of the Executive Council;
- to instruct the Administrator;
- to instruct the Working Groups' Leaders;
- to instruct the other members of the Executive Council;
- to co-opt members to the Senate and to the Executive Council;
- to appoint legal advisors, once approved by the Senate;
- to approve all extraordinary expenditure, including the remuneration for any paid participants in the affairs of the Association, with the exception of the Administrator;
- to stimulate activity by all of the Members at all times for the benefit of the Association;
- to ensure that the Association's Business Plan and Marketing Plan are enacted.

(ii) The Treasurer

- to manage the financial affairs of the Association, with the assistance of the Administrator, including:
  - arranging and maintaining the Association's bank accounts and its relationship with its banks, within the guidelines approved by the Senate;
  - ensuring the payment of creditors and other suppliers to the Association;
  - appointing Auditors and Financial Advisors, once approved by the Senate;
  - participating in the activities of the Senate and the Executive Council.

(iii) The Chairman-Elect and the Immediate Past Chairman

- to participate in the activities of the Senate and the Executive Council;
- to support the Chairman and the Treasurer in fulfilling their duties.

(c) Line of reporting

The Officers shall report directly to the Senate, except when operating as part of the Executive Council, when they shall report directly to the Chairman.

(d) Voting rights

The Officers have voting rights as members of the Senate (Article 4.5 (e) (i)). They do not have voting rights when operating as part of the Executive Council (Article 4.11 (e)).

## 4.7 The Working Groups' Leaders

(a) Identification

The Working Groups' Leaders are also members of the Senate, and the rules governing their appointment to, and holding of, their positions are therefore set out in Article 4.5 (d).

(b) Duties

The duties of the Working Groups' Leaders are:

- (i) to fulfil the brief for their Working Group given to them by the Chairman;
- (ii) to manage the activities of their own Working Group to the best advantage of the group and of the Association;
- (iii) to appoint the Members of their Working Group;
- (iv) to participate in the activities of the Senate and the Executive Council.

(c) Line of reporting

The Working Group Leaders shall report directly to the Senate, except when operating as part of the Executive Council, when they shall report to the Chairman.

(d) Voting rights

The Working Group Leaders have voting rights as members of the Senate. They do not have voting rights when operating as members of the Executive Council.

#### **4.8 Other Members Elected to the Senate**

Including Practitioners, Affiliates, Graduates and Students

(a) Identification

As elected members, the rules governing their appointment to, and holding of, their positions on the Senate are set out in Article 4.5 (d).

(b) Duties

The duties of members elected to the Senate are set out in Article 4.5 (b).

(c) Voting rights

Elected members have voting rights as members of the Senate.

#### **4.9 Representatives Co-opted to the Senate**

(a) Identification

Co-opted representatives are appointed to the Senate by the Chairman, and can be removed by him. There are no other rules pertaining to the agreement between them.

(b) Duties

The duties of co-opted representatives to the Senate are set out in Article 4.5 (b).

(c) Voting rights

Co-opted representatives have voting rights as members of the Senate.

#### **4.10 The Membership Panel of the Senate**

(a) Identification

There shall be no more than six members of the Membership Panel.

The Chairman shall ensure that the membership of the Panel is refreshed on an annual basis. Individuals will volunteer their services to the Panel for the duration of the year, and will be appointed by the Senate.

(b) Duties

The duties of the Membership Panel are set out in Article 3.9.

(c) Voting rights

Members of the Membership Panel have voting rights as members of the Senate.

#### **4.11 The Executive Council**

(a) Composition

The Executive Council shall comprise:

- The Officers (Article 4.6)
- The Working Groups' Leaders (Article 4.7)
- Up to 2 additional individuals, from anywhere within the wider industry, co-opted by the Chairman to assist with a specific task (Article 4.12).

(b) Duties

The duties of the Executive Council are:

- (i) to manage the business and legal affairs of the Association
- (ii) to support the Chairman and the Treasurer with their duties
- (iii) to compile and propose the Marketing Plan for the Association, for the approval of the Senate
- (iv) to compile and propose the Business Plan for the Association, for the approval of the Senate. The Business Plan shall include income and expenditure budgets.
- (v) to propose the Membership fees, for the approval of the Senate
- (vi) to propose the appointment of the Administrator and other Servants of the Association for the approval of the Senate
- (vii) to consider and propose any changes to the Byelaws of the Association, for the approval of the Senate

(c) Line of reporting

The Executive Council shall report to the Senate, via the Chairman.

(d) Membership of the Executive Council

With the exception of its co-opted members, Members of the Executive Council are also members of the Senate, and the rules governing their appointment to, and holding of, their positions are therefore set out in Article 4.5 (d) of these Byelaws.

(e) Voting and decision making

The Chairman will make the decisions of the Executive Council, having considered the arguments and advice given to him by the other members of the Council.

(f) Activities

The Executive Council shall undertake such activities as enable it to fulfil its duties. More details are set out in Article 5 of these Byelaws.

#### **4.12 Co-opted Members of the Executive Council**

(a) Identification

Co-opted Members are appointed to the Executive Council by the Chairman, and can be removed by him.

(b) Other rules

Co-opted Members of the Executive Council are governed by the rules set out in Article 4.11.

#### **4.13 The Working Groups**

(a) Identification

There shall be two types of Working Group, all of which shall be identified by the Senate.

- (i) Standing Working Groups shall be those which have a long-term brief.
- (ii) *Ad hoc* Working Groups shall be those which have a short-term brief to address a specific task.

(b) Composition and Membership

Each Working Group will comprise:

- (i) The Working Group Leader (Article 4.7) appointed to the Senate by the Members of the Association, as set out in Article 4.5 (d).



- (ii) An appropriate number of Members of the Association or individuals from the wider industry, such that the Working Group can function efficiently and effectively.  
Members of each Working Group shall be appointed directly by the relevant Working Group Leader to serve for a year at a time, and may be appointed for further terms.
  - (iii) Members of the Association who wish to serve on any of the Working Groups shall inform the Administrator of their interest. The Administrator shall in turn inform the Working Group Leader.
- (c) Duties  
The duties of all Working Groups shall be:
- (i) to fulfil the brief given to them by the Chairman, via their Working Group Leader.
  - (ii) to communicate and engage with the Membership of the Association and the wider industry on matters relating to their Working Group.
- (d) Line of Responsibility  
Each Working Group shall report to the Senate and to the Executive Council via the Working Group Leader.
- (e) Voting and decision making  
The Working Groups' Leaders will make the decisions of their Working Group, having considered the arguments and advice given to them by the other members of the Group.
- (f) Activities  
The Working Groups shall undertake such activities as enable them to fulfil their duties. More details are set out in Article 5 of these Byelaws.

#### **4.14 The Administrator**

- (a) Identification  
The Administrator shall be an individual or a company appointed by the Senate, on the recommendation of the Chairman.
- (b) Contract of engagement  
The Administrator shall be engaged by contract, the terms and conditions of which will be reviewed annually by the Chairman.  
  
The Association will give to the Administrator six months' notice of its intention to terminate the contract.  
  
The Administrator will give to the Association six months' notice of its intention to resign its position.
- (c) Duties  
The duties of the Administrator are:
- (i) to fulfil its duties as set out in other sections of these Byelaws.
  - (ii) to support the Association in all ways to achieve its purpose.
  - (iii) to support the activities of the Senate, the Membership Panel, the Officers, the Executive Council, the Working Groups and the other Servants of the Association to fulfil their duties.
  - (iv) to maintain appropriate records of the activities of the Association, and to make these available to the relevant parties as agreed with the Officers and the Working Groups' Leaders.
  - (v) to communicate with the members, potential members and others from the wider industry as requested by the Officers and the Working Groups' Leaders.
  - (vi) to act as the Company Secretary of the Association
  - (vii) to manage the financial accounts for the Association on a day to day basis, and to produce such management accounts as requested by the Chairman and/or the Treasurer.
  - (viii) to conduct appropriate dialogue with Auditors

(d) Line of reporting

The Administrator shall take instructions from, and report back to, the Chairman on all matters, except where requested by the Chairman to take instructions from, and report back to, other individuals and bodies.

The Administrator does not have any voting rights

#### **4.15 Other Servants of the Association**

(a) Identification

Other Servants of the Association shall be an individual or a company appointed by the Senate, on the recommendation of the Chairman to complete a specific task.

(b) Contract of engagement

Other Servants of the Association shall be engaged by contract, the terms and conditions of which will be reviewed annually by the Chairman.

(c) Duties

The duties of other Servants shall be those agreed with the Chairman.

(d) Voting rights

Other Servants of the Association do not have any voting rights

## **ARTICLE 5     ACTIVITIES OF THE ASSOCIATION**

### **5.1     General Meetings of the Membership of the Association**

(a)     The Annual General Meeting (AGM)

The AGM shall be held no more than 6 months after the close of the financial year. All Members shall be invited to participate, whether in person, through a proxy, or via some other medium.

The Chairman shall choose the location, date and time of the AGM, and ask the Administrator to communicate this to the Membership at least 30 days prior to the meeting.

Voting by the Membership at the AGM shall be as set out in Article 4.2 (c).

(b)     Special General Meetings (SGMs)

Special Meetings of the Association may be called by:

(i)     the Chairman, or

(ii)    More than 20% in total of the Nominated Representatives of Member and Affiliate organisations.

All Members shall be invited to participate, whether in person, through a proxy, or via some other medium.

The Chairman shall choose the location, date and time of SGMs, and ask the Administrator to communicate this to the Membership at least 30 days prior to the meeting.

Voting by the Membership at a SGM shall be as set out in Article 4.2 (c).

### **5.2     Activities of the Senate**

(a)     Meetings

The Senate shall arrange to meet, in person, at least twice annually.

The Chairman shall choose the location, date and time, and ask the Administrator to communicate this with the members of the Senate at least 30 days prior to the meeting.

(b)     Interim communication

In the interim between meetings, the members of Senate shall continue to communicate with each other by whatever means and at such frequency that will enable them to conduct their business efficiently.

The Chairman shall co-ordinate such communication, with the assistance of the Administrator.

(c)     Other activities

The Senate shall undertake such activities as enable it to fulfil its other duties.

The Chairman shall co-ordinate these other activities, with the assistance of the Administrator.

(d)     Records

The Chairman shall arrange with the Administrator to organise, distribute and make available the records of all activities of the Senate, as appropriate.

### **5.3     Activities of the Executive Council**

(a)     Meetings

The Executive Council shall arrange to meet, in person, at least twice annually.

The Chairman shall choose the location, date and time, and ask the Administrator to communicate this with the members of the Executive Council at least 30 days prior to the meeting.

- (b) **Interim communication**  
In the interim between meetings, the Executive Council members shall continue to communicate with each other by whatever means and at such frequency that will enable them to conduct their business efficiently.  
The Chairman shall co-ordinate such communication, with the assistance of the Administrator.
- (c) **Other activities**  
The Executive Council shall undertake such activities as enable it to fulfil its other duties.  
The Chairman shall co-ordinate these other activities, with the assistance of the Administrator.
- (d) **Records**  
The Chairman will arrange with the Administrator to organise, distribute and make available the records of all activities of the Executive Council, as appropriate.

#### **5.4 Activities of the Working Groups**

- (a) **Meetings**  
Each Working Group shall arrange to meet, in person, at least twice annually.  
The Working Group Leader shall choose the location, date and time, and ask the Administrator to communicate this with the members of the Working Group at least 30 days prior to the meeting.
- (b) **Interim communication**  
In the interim between meetings, the Working Group members shall continue to communicate with each other by whatever means and at such frequency that will enable them to conduct their business efficiently.  
The Working Group Leader shall co-ordinate such communication, with the assistance of the Administrator.
- (c) **Other activities**  
The Working Group shall undertake such activities as enable it to fulfil its other duties.  
The Working Group Leader shall co-ordinate these other activities, with the assistance of the Administrator.
- (d) **Records**  
The Working Group Leader shall arrange with the Administrator to organise, distribute and make available the records of all activities of the Working Group, as appropriate.

## ARTICLE 6 AMENDMENTS TO THE BYELAWS

An amendment to these Byelaws may be proposed by one person, and seconded by two people, all of whom are Nominated Representatives of Member or Affiliate Organisations.

A written description of the proposed amendment shall first be sent to the Chairman. The Chairman shall review the proposal with the Executive Council within 20 days, and with the Senate within 40 days, and shall respond to the Proposer with comments on the consistency, format, and content of the proposed amendment. The final version of the amendment shall then be proposed by the Proposer, and shall be seconded by the two Seconders, and sent to the Chairman.

The final version of the proposed amendment shall be sent to the Membership of the Association, at least 30 days prior to the meeting at which the amendment will be decided upon (either the AGM or an SGM).

### Amendments to Byelaws:

...		
Rev 5	xx March 1994	
...		
Rev.8	18 March 1998	Article III Section 4; Article IV Section 3, 4, 5, 6, 7, 8; Article V Section1
Rev.9	17 March 1999:	Article III Section 2 (I) and (3)
Rev.10	15 March 2001:	Article IV Section 2
Rev 11	2014:	??
Rev 12	19 March 2014:	Article III Section 1 & 2
2 <sup>nd</sup> Edition	07 October 2015	Byelaws completely rewritten