



CONSTITUTION

1. NAME

The name of the Association shall be:

THE BRITISH ADHESIVES AND SEALANTS ASSOCIATION.

2. OBJECTIVES AND AIMS

The objectives, for which the Association is established, are defined as follows.

2.1 To watch over, promote and advance, the interests of the adhesives and sealants industries by:

- a) ensuring that the membership consists of the majority of those eligible;
- b) representing the adhesives and sealants industries to Government and other official bodies;
- c) acting as the UK technical authority as officially recognised by BSI and all relevant European statutory bodies;
- d) being recognised by academic institutions, research organisations and all relevant scientific establishments as the UK focus for adhesives and sealants;
- e) liaising with other trade associations on matters of mutual interest;
- f) positively engaging in the activities of the Federation of the European Adhesives Industry (FEICA);
- g) when the need arises, presenting the industry in a positive fashion to the general public.

2.2 To promote the welfare of the members of the Association, within the framework of UK and European law, by:

- a) providing a forum to establish technical standards and test procedures;
- b) arranging meetings for discussion of common problems and interests;
- c) organising activities of any kind that will promote the industry or the Association to the benefit of the members;
- d) informing members about legislative developments affecting the industry.

2.3 To promote assistance to users and potential users in the selection and use of adhesives and sealants.

3. DATA PROTECTION

The Association will process personal data for the purposes of the Association only and will not pass any personal data to third parties without permission except for the purposes or conduct of the Association, or as required by law.

4. MEMBERSHIP

Council have absolute discretion to decide whether an applicant should be accepted or rejected and will be guided by their opinion as to whether the applicant has something relevant to contribute to the aims and objectives of the Association.

4.1 There shall be two categories of membership of the Association, namely Full Membership and Associate Membership.

4.2 Full Membership shall be open to companies which are actively engaged in the manufacture of adhesives and/or sealants for sale in the United Kingdom and Ireland (Full Members - Manufacturer) and to companies which supply raw materials or other services for the UK and Ireland adhesives and/or sealants industry (Full Members - Supplier) and whose membership is, in the opinion of the Council of the Association, desirable.

4.3 Applicants for Full Membership (Manufacturer/Supplier) will normally be required to provide information about:

- a) the sales volume of relevant products;
- b) the period for which the applicant company has been manufacturing and selling the relevant products;
- c) the technical support facilities available;
- d) the willingness to support and contribute to the objectives and activities of the Association;
- e) evidence of operating to minimum ISO quality standards.

4.4 Associate Membership shall be open to companies that are distributors of adhesives and/or sealants in the UK or Ireland providing at least 50% of the company turnover is in sales of adhesives, sealants or associated equipment, **and** they can show evidence of a willingness to support and contribute to the objectives and activities of the Association (Associate /Distributor). The decision to accept into membership applications by such

individuals shall be at the absolute discretion of Council.

Additionally Associate Membership shall be open to sole traders or single person limited companies offering consultancy services to the industry (Associate/Consultant). Applications must be supported by at least two Member companies. The decision to accept into membership applications by such individuals shall be at the absolute discretion of Council.

4.5 A Full Member shall be eligible to propose members for, or serve upon, the Council of the Association or any special sectional committee and shall exercise one vote in each matter put to the vote at the Annual General Meeting and any Special General Meetings of the Association.

4.6 An Associate Member shall be eligible to attend Annual General Meetings and Special General Meetings but may not vote at these meetings on matters that are put to the vote such as election of Council members. Associate Members are not eligible for election to Council but may serve on technical working groups, and on steering committees, subject always to the approval of Council.

5. APPLICATION FOR MEMBERSHIP

An application to become a member of the Association shall be made in writing to the Secretary of the Association and shall specify the name and place of business of the applicant. Such applications shall be on the form available for this purpose and shall include the information requested on that form. An applicant may be elected at a Council meeting or a General Meeting and in each case there shall be absolute discretion to accept or reject any application without assigning any reason therefore.

6. RESIGNATION

A Member wishing to resign from the Association shall give 6 months' notice in writing to the Secretary of the Association, to expire at the end of the financial year of the Association.

If a Member fails to give 6 months notice of resignation the Member shall be invoiced for half of the annual subscription agreed for the year following and shall be liable to the same extent as the other Members for any financial commitment entered into by the Association prior to receipt of their written resignation.

7. CESSATION OF MEMBERSHIP

Membership shall cease:

- a) if the Member withdraws under the provisions of clause 6;
- b) if the Member company is dissolved or takes steps for liquidation, except for the purposes of reconstruction or amalgamation;

c) if the Member's subscription is unpaid 6 months or more after the date of the Annual General Meeting, unless Council decides otherwise.

d) if, in the opinion of Council, continued membership is deemed to be no longer consistent with the objectives of the Association.

8. FINANCIAL YEAR

The financial year of the Association shall run from the 1st January to the 31st December.

9. ANNUAL SUBSCRIPTIONS

The annual subscription and/or levy shall be such sum as the Association, upon the recommendation of Council, shall determine. It shall be the responsibility of the Council, bearing in mind the financial situation of the Association, for the time being, to make such recommendation to the appropriate General Meeting. The subscription shall become due in the case of existing Members on 1st April each year, and in the case of newly elected Members on the date of election, proportionate to the part of the year remaining.

Newly elected Members shall pay a reduced subscription for the year during which they join, at a rate to be determined from time to time by Council

10. OFFICERS AND MANAGEMENT

10.1 An **Honorary Presidency** of the Association may be awarded on the recommendation of the Council by the Full Members in General Meeting. Such recommendation shall only be made if it is felt that special recognition should be given for services to the Association and the adhesives and/or sealants industry.

10.2 A **Chairman** being a representative of a Full Member shall be elected by the Full Members through their representatives in Annual General Meeting. The Chairman may hold office until the end of the second Annual General Meeting after appointment. The Chairman shall not be eligible for immediate re-election. The Chairman will normally be the Association representative on the Council of FEICA.

10.3 A **Vice-Chairman** being a representative of a Full Member shall be elected by the Full Members through their representatives in Annual General Meeting. The Vice-Chairman may hold office until the end of the second Annual General Meeting after appointment. The Vice-Chairman shall not be eligible for immediate re-election.

10.4 The duties of the Chairman will be to preside over meetings of the Council and of the Association and additionally represent the

Association as a member of the Council of FEICA. In the Chairman's absence these duties shall pass to the Vice-Chairman. In all matters put to the vote at any meetings of the Council or the Association the Chairman, for the time being, shall be entitled to exercise a casting vote.

10.5 A **Treasurer** shall be elected by the Full Members through their representatives in Annual General Meeting. The Treasurer may hold office until the next Annual General Meeting after appointment but shall be eligible for re-election. The Treasurer will usually be a representative of a Full Member but, at the discretion of Council, may be an independent individual.

10.6 Council

10.6.1 The management of the Association shall be the responsibility of Council.

10.6.2 The Council shall comprise the Chairman, the Vice-Chairman, the Treasurer, the Immediate Past Chairman, any representative of a Full Member who has been elected to an office of the Federation of the European Adhesives Industry (FEICA) and not otherwise a member of Council, the chairmen of steering committees formed under the provisions of clause 10.11, and nine representatives of Full Members elected by the Full Members through their representatives in Annual General Meeting. If the Council deems it necessary such elections shall be by secret ballot, the procedure for which shall be determined by the Council.

10.6.3 The nine elected members of the Council shall be representatives of the full membership. Normally Council will include representatives of companies whose principal business is in adhesives manufacture and supply, companies whose principal business is in sealants manufacture and supply and no more than two companies that are Full Members – Supplier. Where there are insufficient nominees to meet these criteria the vacant positions may be filled by co-option at the discretion of the Council and in accordance with the provisions of clause 10.9.

10.6.4 Elected Council Members shall serve for a period of three years, retiring at the end of the third Annual General Meeting after that at which they were elected. Such Members shall be eligible for re-election. In addition any elected Council Member who misses three consecutive meetings shall cease to be a Member and shall not be eligible for re-election at the next Annual General Meeting, unless otherwise decided by Council.

10.7 Nominations for Council, duly seconded, and with confirmation that the person nominated agrees

to stand, shall reach the Secretary of the Association not less than fourteen days before the date of the Annual General Meeting.

10.8 The Council shall have power at its discretion to fill Council vacancies from representatives of Full Members of the Association. All such Members so appointed shall hold office only until the end of the Annual General Meeting following, but may present themselves for re-election.

10.9 The Council shall meet as often as the circumstances require. The quorum for Council meetings shall be nine Members personally present including the officers. Notice of Council meetings shall be as Council shall determine. Voting shall be by simple majority, with the proviso that at least eight members shall be in favour for a motion to be passed.

10.10 Council may from time to time form project groups to deal with any matter that they believe is best treated in such a way. They will select the project group chairman and decide the terms of reference and composition in broad terms. Council may form steering committees relating to spheres of activity of the Association as appropriate. It is the responsibility of Council to review and monitor the overall performance of the steering committees and any working parties reporting to them. Council, who will also set the terms of reference, shall choose the chairmen of steering committees.

10.11 Council is responsible for deciding budgets and, therefore, subscription levels. In this process due note will be taken of the requirements indicated by the project groups and steering committees. It is open to any special interest group within the Association to propose an expenditure to Council on a matter of concern to its members but not necessarily to the generality of members of the Association. Should Council decide that such a proposal is appropriate it may in exceptional circumstances allow for funding to be provided out of the general funds of the Association. In general, however, Council will take the view that the members of the special interest group shall fund any costs.

10.12 The **Secretary** shall be appointed by the Council, subject to contract, for such period as the Council shall determine. The Secretary shall receive such remuneration annually for his services as the Council may from time to time determine. The Secretary shall keep a minute book recording all business of Council and General Meetings. The Secretary shall also keep all necessary books of accounts, with or without assistance, and be responsible for them to the Association through the

Treasurer. The Secretary shall carry into effect all lawful orders of the Association given through Council and shall carry out all such other lawful duties as may be requested by the Council from time to time.

10.13 All meetings and affairs of the Association must be conducted in accordance with the Code of Conduct of the Association, issued by Council from time to time.

11. OPEN TECHNICAL FORUMS

Open Technical Forum meetings, open to all members of the Association, will be held each year. The meetings shall be chaired by the Chairman of the Technical Steering Committee or, in the absence of the Chairman of the Technical Steering Committee, by a Vice-Chairman. The objectives of these meetings will be to inform all members about the technical work of the Association and to obtain from them comments and advice on such work.

12. ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held each year to receive and consider the audited statement of income and expenditure, the balance sheet and the reports of the Council, to appoint auditors, to elect Council Members and officers as the case may be and to transact any other appropriate business. The Annual General Meeting shall be held not later than three calendar months after the end of the preceding financial year.

The calling notice, agenda and other relevant papers shall be circulated to members not less than twenty-eight days before the date of the Annual General Meeting.

13. SPECIAL GENERAL MEETING

The Council at its own discretion may convene a Special General Meeting of the Association or if so required by a notice signed on behalf of 15 or more Full Members of the Association by their duly authorised representatives. Such notice shall state the business to be considered and shall be served on the Secretary not less than twenty-eight days before the Special General Meeting is required. Not less than fourteen days notice of any Special General Meeting of the Association shall be given to each Member. Where necessary this shall be by recorded delivery post. Such notice shall state the purpose for which the meeting is called.

14. QUORUM FOR ANNUAL OR SPECIAL GENERAL MEETINGS

The quorum for an Annual General Meeting or a Special General Meeting shall be the representatives of one third of the total number of Full Members or the nearest number to that fraction as applicable. If no quorum is present the meeting

shall be adjourned for seven days. If at the commencement of the adjourned meeting a quorum is not present then the representatives of members present shall be deemed to constitute a quorum.

15. AUDITORS

The auditors shall be appointed annually at the Annual General Meeting. The audited accounts, duly approved by Council, will be signed on behalf of the Association by the Chairman, Treasurer and Secretary or other Council members as determined by Council.

16. INDEMNITY

The Members of the Council, Secretary, Officers, and working party members, for the time being of the Association acting in relation to any of the affairs of the Association and all of them and all of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors and administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in, or about the execution of their duty or supposed duty in their respective offices or trusts and none of them shall be answerable for the acts receipts or neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons, with whom any monies or effects belonging to the Association shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Association shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto: provided always that this Clause shall only have effect subject to the provisions of UK law, and provided further that this indemnity shall not apply in the case of any criminal act, fraud, gross negligence, or other acts undertaken by such parties in excess of their authority.

17. LIABILITY

The Association makes no warranty, representation or undertaking about any information provided by the Association, its Officers, agents, Secretary, or members of working parties (including, without limitation, the quality, accuracy, completeness or fitness for any purpose of such information); the Association does not endorse or approve the content of any material provided by third parties, nor will the Association have any liability in connection with any such material (including, without limitation, liability arising out of any allegation that the content of any material provided

by a third party infringes any law or the rights of any person or entity).

18. WINDING UP

At the request of 15 or more Full Members the Council shall call a Special General Meeting to consider the question of winding-up and if a resolution to that effect be carried by a two thirds majority of all Full Members of the Association, the Association shall be wound up and any surplus funds shall be divided amongst the members in proportion to the total amount each member has contributed to the funds in the year then current. Any deficiency shall be recoverable from the members by contribution proportionate to subscriptions then current.

19. ALTERATIONS TO THE CONSTITUTION

An alteration to the constitution can be effected by a proposal of amendment to a General Meeting by two or more Full Members of which due notice has been given, provided that such a proposal is carried by a two thirds majority of the representatives of Full Members present and entitled to vote at such a meeting.

20. GENERAL

Throughout the foregoing the use of the masculine gender is deemed to include the feminine gender.

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