

CONSTITUTION

In this Constitution:

'Annual General Meeting' shall have the meaning given to it in this constitution.

'Associate Member' shall have the meaning given to it in this constitution.

'Association' means the British Adhesives and Sealants Association (BASA), comprising its Council and Members.

'Council' shall mean the Association's Council, comprising: its Chairman; Vice-Chairman; Treasurer; Immediate Past Chairman; any appointed representative of a Full Member who has been elected to an office of the European Adhesives Industry (FEICA) and is not otherwise a member of the Council; the chairmen of all steering committees formed under clause 10.9 of this constitution; and up to nine representatives of Full Members elected by the Full Members through their representatives in any Annual General Meeting, each being a **'Council Officer'**

'Financial Year' shall mean any annual period of 1st January to 31st December.

'Full Member' shall have the meaning given to it in this constitution.

'Officer' shall mean the Council's Chairman, Vice-Chairman, Immediate Past Chairman, Treasurer and elected officers of FEICA or chairmen of all steering committees formed under Clause 10.9 as elected in accordance with this constitution.

'BASA Member' shall mean any company approved for membership by BASA Council.

'Special General Meeting' shall have the meaning given to it in this constitution.

'Subscription Year' shall mean any annual period of 1st April to 31st March.

Interpretation and Effect

In this constitution: the headings are used for convenience only and shall not affect the interpretation of the Agreement; references to the singular include the plural and vice versa; and references to the masculine include the feminine.

Any party assuming any position with, or in connection with, the Association, shall be bound by and subject to the terms of this 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 protect, 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) at all times 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 suitable professional forum to establish technical standards and test procedures;
 - b) arranging meetings to facilitate 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 current legislative and regulatory developments affecting the industry.
- 2.3** To generally promote assistance to users and potential users in the selection and use of adhesives and sealants

3. DATA PROTECTION

The Association is the data processor for the purposes of processing any personal data in relation to performing its duties and obligations in accordance with this constitution. It shall not process any personal data for any other purpose unless expressly required to do so by law, and shall comply with any request or enquiry from a data subject or regulatory authority in relation to personal data. It shall comply with all its other statutory obligations under the Data Protection Act 1998.

4. MEMBERSHIP

Council have absolute discretion to decide whether an applicant should be accepted or rejected.

- 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 businesses which are actively engaged in the manufacture and/or distribution of adhesives and/or sealants for sale in the United Kingdom and Ireland ('Full Members – Manufacturer and Full Members - Distributors') and to companies businesses 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 regarding:
- a) the sales volume of relevant products, where applicable;
 - b) the period for which the applicant company has been manufacturing and/or selling the relevant products or services;
 - 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, where applicable;
 - f) any other information deemed reasonably necessary by the Association.
- 4.4** **Associate Membership** shall be open to other business entities who do not meet the requirements for Full Membership but can demonstrate evidence of a willingness to support and contribute to the objectives and activities of the Association at the absolute discretion of Council. Applicant for Associate Membership will normally be required to provide the information listed in Clause 4.3

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 to the Secretary of the Association and shall specify the name and place and nature of business of the applicant. Such applications shall be on the form available from the Association for this purpose. An application may be approved or rejected by correspondence or at a Council meeting or a General Meeting at the Council's absolute discretion.

6. RESIGNATION

A Member wishing to resign from the Association shall give 6 months' notice in writing to the Secretary of the Association, before the end of any subscription year. If a Member fails to give such notice the Member shall be liable for half of the annual subscription agreed for the following Subscription Year and shall be liable to the same extent as the other Members for any financial commitment entered into by the Association prior to acceptance of their written resignation.

7. CESSATION OF MEMBERSHIP

Membership shall cease:

- a) if the Member resigned in accordance with clause 6 of this constitution;
- b) if the Member company is dissolved or takes any steps for liquidation, except for the purposes of reconstruction or amalgamation;
- c) if the Member's subscription is unpaid for any period of 12 months or more.;
- d) if, in the opinion of Council, continued membership is deemed to be no longer consistent with the objectives of the Association.

8. ANNUAL SUBSCRIPTIONS

The Member's 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, at all times considering the financial situation of the Association, to make such recommendation to the appropriate General Meeting. Payment of the annual subscription shall become due in the case of existing Members at the commencement of each Subscription Year, and in the case of newly elected Members on the date of election on a pro rata basis.

Newly elected Members shall pay a reduced annual subscription for the year during which their membership commences, at a discounted rate, which is at all times subject to variation at the Council's discretion.

9. OFFICERS AND MANAGEMENT

- 9.1. An **Honorary Presidency** of the Association may be awarded on the recommendation of the Council by the Full Members, through their representatives in an Annual 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.
- 9.2. A Chairman being a representative of a Full Member shall be elected by the Full Members through their representatives in an 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, however in special circumstances the term of office may be extended by a maximum of one further year, until the end of the third Annual General Meeting after appointment, providing a new Chairman has been identified. The Chairman will normally be the Association representative on the Council of FEICA.
- 9.3. A **Vice-Chairman** being a representative of a Full Member shall be elected by the Full Members through their representatives in an Annual General Meeting. The Vice-Chairman may hold office until the end of the third Annual General Meeting after appointment. The Vice-Chairman shall be eligible for immediate re-election.
- 9.4. 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.
- 9.5. A Treasurer shall be elected by the Full Members through their representatives in an Annual General Meeting. The Treasurer may hold office until the end of the third 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. COUNCIL

- 10.1. The management of the Association shall be the responsibility of Council.
- 10.2. If the Council, in its absolute discretion, deems it necessary elections for any Council positions shall be by secret ballot, the procedure for which shall be determined by the Council.
- 10.3. The nine (or fewer as the case may be) elected members of the Council shall be appointed representatives of a Full Member. Where possible and practicable, the nine elected members 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.
- 10.4. At each Annual General Meeting the two longest serving Council Members shall retire. Such members shall be eligible for immediate re-election. In addition any elected Council Member who misses three consecutive meetings shall automatically cease to be a Member and shall not be eligible for re-election at the next Annual General Meeting, unless otherwise decided by Council in its absolute discretion.
- 10.5. Nominations for Council, duly seconded, and with confirmation that the person nominated agrees to stand, shall be delivered to the Secretary of the Association not less than fourteen days before the date of any Annual General Meeting.

- 10.6. The Council shall have power to fill Council vacancies from representatives of Full Members of the Association at its discretion. Any Members appointed in this way shall hold office only until the end of the Annual General Meeting following, but may present themselves for re-election.
- 10.7. The Council shall meet as often as the circumstances reasonably require. The quorum for Council meetings shall be 50% of the appointed Council Officers and Members plus one, or the nearest number to that fraction as applicable, personally present. Notice of Council meetings shall be as Council shall determine. Voting shall be by simple majority, with the proviso that 50% of the appointed Council Officers and Members plus one, or the nearest number to that fraction as applicable shall be in favour for a motion to be passed.
- 10.8. Council may from time to time form project groups if they deem that the Association's objectives under this constitution shall be furthered by such groups. They will select the project group chairman and decide the terms of reference and composition in broad terms.
- 10.9. 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 steering committees and any working parties reporting to them. Council, who will also set the scope and terms of reference, shall choose the chairmen of steering committees.
- 10.10. Council is responsible for deciding budgets and, therefore, subscription levels. In this process due consideration will be given to the financial and other requirements indicated by the project groups and steering committees.
- 10.11. 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, and that it may further the objectives of the Association under this constitution, it may in exceptional circumstances allow for funding to be provided out of the general funds of the Association. Typically, however, Council will take the view that the members of the special interest group shall fund any related 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 record of 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 INDUSTRY FORUMS

Open Industry Forum meetings, open to all members of the Association, may be held periodically. When held, these meetings shall be chaired by the Chairman of the Technical Steering Committee, by a Vice-Chairman or the BASA Secretary as applicable. The purpose of these meetings will be to inform all members about the work of the Association and to obtain from them comments and advice on such work, in order to advance the objectives of the Association in accordance with this constitution.

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 necessary Full Members may appoint a proxy to represent their interests at the meeting, provided this is notified to the Secretary in writing at least 14 days prior to the meeting commencement. 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, working party members, and all other parties adhering to the terms of this constitution shall indemnify and hold harmless each other against all actions, costs, charges, losses, damages and expenses which they or any of their heirs, executors and administrators, shall or may incur or sustain 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 others 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 a Council Resolution or 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. Waiver

No failure or delay on the part of the Association to exercise any of its rights under this constitution shall be construed or operate as a waiver thereof, nor shall any single or partial exercise of any right preclude the further exercise of such right.

21. Rights of Third Parties

This constitution does not confer any right on any person or party who has not been bound by its terms.

22. Jurisdiction

The validity, construction and performance of this constitution shall be governed by English law and shall be subject to the exclusive jurisdiction of the English courts

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