



**The Retroreflective Equipment
Manufacturers Association**

**Seventh Amendment of the Association's
Constitution adopted by the AGM of the
Association held on 13th October 2011**

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Constitution of the Retroreflective Equipment Manufacturers Association

1. DEFINITIONS

For the purpose of this Constitution the following definitions shall apply:-

1.1	"the Association"	The Retroreflective Equipment Manufacturers Association also known by its initials as REMA.
1.2	"The Council"	The Executive Committee of the Association appointed in accordance with 7.2, 8.1 and 8.9.
1.3	"Full Member"	A Member of the Association who has qualified for membership in accordance with 6.1.1 and 6.2.1
1.4	"Full Representative"	A Senior Management representative of a Full Member.
1.5	"Associate Member"	A Member of the Association who qualifies for membership under Clauses 6.1.1 and 6.3.1.
1.6	"Members"	The Full Members and Associate Members of the Association.
1.7	"Representatives"	Individuals who are either Full Representatives of Full Members or are representatives of Associate Members of the Association.
1.8	"Nominated Subcommittee" (of a Member)	A subcommittee in which a Member has declared an intention to participate and for which the Member has paid the requisite subscription.
1.9	"Officers"	The Chairman, Secretary and Treasurer of the Association or such of them as the context may require.
1.10	"Subcommittee"	A working group of Members established under the provisions of 7.3, 8.1 and 8.9 to deal with specific areas of the Association's activities.
1.11	"Defined Products"	Products incorporating retroreflective and/or light emitting surfaces or devices and used for the purposes of road traffic safety or guidance or for occupational safety.
1.12	"Code of Practice"	A code of practice which details the working criteria required to ensure that all REMA aims and objectives are fulfilled by all Members.
1.13	"AGM"	Annual General Meeting of the Association
1.14	"EGM"	Extraordinary General Meeting of the Association

2. NAME

The Association shall be known as "The Retroreflective Equipment Manufacturers Association" or abbreviated to the initials REMA.

3. FOUNDATION

The Association was founded in 1977. The first Amendment of the Constitution was adopted on the 14th March 1989. The second Amendment of the Constitution was adopted on 12th October 1995. The third Amendment of the Constitution was adopted on 30th October 1997. The fourth Amendment of the Constitution was adopted on 11th October 2001. The fifth Amendment of the Constitution was adopted on 16th October 2003. This sixth Amendment of the Constitution was adopted on 16th October 2008

4. ASSOCIATION YEAR

- 4.1 Full and Associate Membership shall be renewable annually to run from 1st January to the 31st December inclusive.
- 4.2 The Association's Financial Year shall run from the 1st October to the 30th September inclusive.
- 4.3 The year of office for the Officers, Council Members and Subcommittee Chairmen together with any duly elected deputies shall commence and finish at the close of successive AGMs.

5. OBJECTS OF THE ASSOCIATION

- 5.1 To provide a central organization for the promotion and furtherance of the interests of organizations and persons engaged in the manufacture of Defined Products and their supply within the European Economic Area without restricting in any way each and every individual person or organization in pursuing their individual objectives or in competing freely in the market place against one another.
- 5.2 To provide a medium for collective representation or, where appropriate, individual representations upon standards and policy committees within Government Departments or other bodies at home or overseas.
- 5.3 To provide a means by which members may be informed of any developments originating outside the day to day activities of the Members' operations, that may affect their welfare or the welfare of their customers.

- 5.4 To enhance the technical standing of the industry by requiring minimum standards to be observed by Members, recognizing the requirements of the current versions of The Traffic Sign Regulations and General Directions and The Traffic Signs Manual, of current legislation relating to roads and street works and health and safety within the United Kingdom and of current British, European or International Standards relevant to Members' products and activities.
- 5.5 To promote, support or oppose, as determined by the Members, any legislative or regulatory change which may affect the interests of the Members or their customers.
- 5.6 To consult and co-operate with other associations or bodies sharing mutual or similar objectives with the Association.
- 5.7 To provide a Code of Practice which gives clear guidance on the working practices required from Members in all their day to day commercial activities concerning the Defined Products.
- 5.8 The Association shall be a non-profit making entity with a separate identity from its members and no member shall have the right to receive any payment or benefit in kind from the Association save for the reimbursement of expenses properly incurred in the course of activities on behalf of the Association or in the event that the Association is wound up in accordance with Clause 8.12.

6. MEMBERSHIP

6.1 General

- 6.1.1 All Members and their Representatives shall conduct themselves and their business activities in a proper, ethical and legal manner and shall do nothing which might bring the Association into disrepute or which is incompatible with the objects of the Association as set out in Clause 5.
- 6.1.2 There are three categories of membership, Full Members, Associate Members and Honorary Members.

6.2 Full Membership

6.2.1 Qualification

Companies including wholly owned subsidiaries thereof, firms, partnerships, sole proprietorships and persons engaged in the manufacture of Defined Products and their supply within the European Economic Area.

6.2.2 Benefits and Obligations

Full Members are entitled to vote at all meetings of the Association and at any meetings of Nominated Subcommittees on the basis of one vote per Full Member. Full Members enjoy all the privileges of the Association and are subject to the obligations set out in this Constitution.

6.3 Associate Membership

6.3.1 Qualification

Companies, including wholly owned subsidiaries thereof, firms, partnerships, sole proprietorships and persons engaged in the manufacture of or the supply within the European Economic Area of raw materials used in the manufacture of Defined Products, or engaged in providing specialist design or consultancy services, or equipment, which may aid the manufacture, installation or maintenance of Defined Products.

6.3.2. Benefits and Obligations

Associate Members are subject to the obligations set out in this Constitution and are entitled to the same privileges as Full Members with the exception that they will have no entitlement to vote at any meetings of the Association or its Subcommittees.

6.4 Application for Membership

6.4.1. Applications for Membership shall be made in writing to the Secretary and will be considered by The Council. The Council shall have authority to determine eligibility for either category or to reject an application at their absolute discretion.

6.4.2. A new applicant for membership whose application has been refused by The Council shall have the right to appeal to the Full Members of the Association by lodging a written appeal with the Secretary for consideration at the next General Meeting which will decide the matter on a simple majority vote. A new applicant will not be entitled to attend the General Meeting at which the appeal is considered nor to have a General Meeting of the Association called specifically to deal with such an appeal.

6.5 Termination and Resignation of Membership

6.5.1 A Member may resign from the Association by giving thirty days notice in writing.

- 6.5.2 The Council may terminate the membership of a Member or may revise the category of membership if in The Council's view the activities of the Member have changed and no longer fall within all or some of the requirements of Clause 6 of this Constitution.
- 6.5.3 Where The Council determines that an existing membership should be terminated or a category of membership changed, the subject Member shall have the right to appeal against the decision to the Full Members of the Association by lodging a written Appeal with the Secretary. The Appeal will be considered at a General Meeting of the Association within eight weeks of the Appeal being made, if necessary by calling an E.G.M for the purpose. The Appellant shall have the right to address the meeting and the matter will be finally decided by a simple majority vote taken with the Appellant absent.
- 6.5.4 A Member whose membership ceases through termination or resignation will have no right to a refund of any subscriptions paid and will have no rights to claim further upon the funds of the Association save only where expenses have been incurred with the approval of The Council or of the Member's Nominated Subcommittee prior to resignation or termination on the basis that such expenses would be reimbursed in part or in whole. An ex-Member will remain responsible for any debts to the Association originating prior to receipt of the letter of resignation or of the notice of termination.
- 6.5.5 Responsibilities - Conditions of Tenure
From time to time Full Representatives may be elected or invited to serve in roles encompassing wider responsibilities. Such roles include the Officers of the Association, Chairmanship of Subcommittees and Council Membership. Although such roles will be specific to named individuals, the continued tenure of a role will, notwithstanding periodic re-selection or re-election requirements provided for in the Constitution, be dependent upon the individual continuing to be the Full Representative of the same Full Member as at the time the role was taken up. Should the association between an appointee/electee and a sponsoring Full Member cease or should for any other reason a sponsoring Full Member withdraw its delegated authority from a Full Representative, that representative shall no longer be entitled to participate in the activities of the Association except as an invited guest and the tenure of any roles within the Association shall cease immediately with the role becoming subject to the normal selection and election procedures set out in Clause 8.
- 6.5.6 Where a Full Representative has for any reason relinquished an office or other position of responsibility in the Association, the succeeding Full Representative of that Full Member shall not be entitled to succeed to the Office or position relinquished unless duly appointed or elected to that office.

6.6 Rights of Representation

A Member shall be entitled to be represented by a single individual at any meeting of the Association and at any meeting of a Nominated Subcommittee. A Member may be so represented by different individuals at different meetings and within different Nominated Subcommittees but will be expected to minimize such changes in the interests of continuity and ease of communications. Such Representatives should be persons employed at a senior management level by Members and have the authority to make commitments on behalf of Members.

All Subcommittee Chairmen shall be entitled to attend General Meetings of the Association but where this entitles a Full Member to be represented by more than one individual, only one representative may vote though different individual representatives may vote on different resolutions at the same meeting provided that on each resolution there is only one vote per Full Member.

In all other circumstances the attendance at an Association or Subcommittee Meeting of more than one Representative of the same Member shall be at the discretion of the Meeting's Chairman. Where this results in the attendance of more than one Full Representative of the same Full Member only one such Full Representative shall be entitled to vote throughout the meeting and shall be nominated by the relevant Full Member prior to the meeting.

6.7 Membership Fees and Subscriptions

6.7.1 Each Full or Associate Member admitted to join the Association shall, on joining, pay an administrative fee of £100 which sum may be varied by The Council from time to time and which shall be non-refundable.

6.7.2 Each and every Member of the Association shall pay a general annual subscription plus an annual subcommittee subscription for each subcommittee nominated by the Member. The first £750 of such annual subscriptions due from each and every Member shall be paid within 30 days of the commencement of the Association Year and any balance shall be paid within 6 months of the commencement of the Association Year or by dates determined by the Full Members of the Association at a General meeting. Failure to pay by the due date shown on the invoice will incur an additional charge of £50 for each month or part thereof until payment is received in full. The amount of the annual subscription and subcommittee fees shall be determined for each category of membership by the Full Members of the Association at a General meeting but at the time of the adoption of this revised Constitution stand at:-

General annual subscription (full membership)	£500
General annual subscription (associate membership)	£250
Quality and Development Subcommittee	FREE
Up to and including four other (chargeable) subcommittees	£250 (each)
Fifth and subsequent (chargeable) subcommittees	FREE

6.7.3 The above fees are exclusive of any applicable VAT which will be paid in addition to the above.

6.8 Honorary Membership

Notwithstanding the rest of this Clause 6 The Council may by unanimous resolution appoint up to 5 Honorary members having the same rights and duties as Associate Members and The Council may, if it deems fit, resolve that such honorary members shall not be required to pay subscription or other fees to the Association. There are no qualifications defined for Honorary Members who may be individuals, organizations or corporations and the duration of Honorary Membership will be indefinite or as otherwise determined by The Council which may at any time by a two thirds majority vote to terminate honorary membership without right of appeal

7. STRUCTURE OF THE ASSOCIATION

7.1 Officers

7.1.1 The Officers of the Association shall comprise a Chairman, Secretary and Treasurer (hereinafter referred to as “the Chairman”, “the Secretary and “the Treasurer”).

7.1.2 The Chairman shall be the Full Representative of a Full Member and shall be elected by the Full Members of the Association in General Meeting to serve until the succeeding AGM.

7.1.3 The Secretary and Treasurer need not be Representatives of a Member and may be either individuals or corporate entities. The same individual or the same corporate entity may act as both Secretary and Treasurer.

7.1.4 The Secretary and the Treasurer may each receive an honorarium in payment for their services to be agreed in accordance with 8.1.4 and shall be the only Officers or Members of the Association to receive such payment unless otherwise agreed by the Members in General Meeting or in accordance with Clause 8.4.

7.1.5 The resignation of a Secretary or Treasurer shall be subject to a minimum of 3 months written notice on the part of the appointee.

7.1.6 The Officers of the Association at the time of adoption of this revised Constitution are:

Chairman: Elizabeth Newell-Hart

Secretary: Andrew Pledge

Treasurer: Andrew Pledge

7.1.7 A Deputy Chairman shall be elected by the Full Members of the Association from among The Council Members elected to serve for the same year of office. If for any reason the Chairman is unable to exercise his/her responsibilities the Deputy Chairman shall act as Chairman until the Chairman is able to continue or until the next AGM, whichever is the sooner (see also 8.11.1).

7.2 The Council

7.2.1 All executive power within the Association is vested in The Council which will direct the general affairs of the Association including its financial management and its overall policies consistent with the requirements of the Constitution.

7.2.2 The Chairman and Deputy Chairman of the Association shall be the Chairman and Deputy Chairman of The Council.

7.2.3 The Council of the Association shall comprise all of the serving Officers and as many of the serving Subcommittee Chairmen as may be elected by the Full Members in accordance with Clause 8. Where fewer than four Subcommittee Chairmen are so elected the Full Members shall elect as many additional Full Representatives as may be needed to achieve four elected Council Members.

7.2.4 Where a corporate entity is the Secretary or the Treasurer it shall nominate an individual to represent it as a Council Member.

7.2.5 The Council shall have the power to form Task Groups, to appoint Members or non-members to such Task Groups and to appoint Chairmen and Deputy Chairman to lead the work of such Task Groups within such terms of reference as The Council shall decide. A Task Group will not form part of the subcommittee structure, the right to participate shall be solely at the discretion of The Council and such participation shall not be subject to any subscription charges.

7.2.6 The Council shall appoint the Secretary and Treasurer subject to the appointment/s having the support of at least 75% of the Council Members serving at the time and provided that that support includes the serving or acting Chairman (as provided for in 7.1.7)

- 7.2.7 The Council shall appoint a Secretary or Treasurer to serve for an initial term expiring either at the first or at the second AGM following that appointment. At the AGM at which this initial term ends and at each AGM thereafter the appointed Officer may extend his/her appointment by a further year by securing a nomination and a simple majority vote of the Full Members (8.1.4 and 8.1.5).
- 7.2.8 The Council shall set the amount of any honorarium paid to the Secretary or Treasurer during the initial term of their appointment after which it shall be set annually by a simple majority vote of Full Members at an AGM (8.1.4).
- 7.2.9 Subject to the agreement of at least 75% of serving Council Members including the serving or acting Chairman (as provided for in 7.1.7). The Council may at any time with due cause terminate the appointment of a Secretary or Treasurer upon the expiry of a minimum of one months written notice.

7.3 Subcommittees

- 7.3.1 The products and services falling within the scope of the Association's Constitution and reflecting the significant current activities of Members will be divided into a number of sub-sections and a Subcommittee established to deal with each sub-section in accordance with Clause 8.1.3. The Subcommittees approved by the adoption of this revision were as follows:
1. Horizontal Road Markings
 2. Road Studs
 3. Barriers and Temporary Signs
 4. Marker Posts and Street Furniture
 5. Road Cones and Cylinders
 6. High Visibility Clothing
 7. Road Danger Lamps
 8. Vehicle Conspicuity
 9. Quality and Development
- 7.3.2. Members shall be entitled to participate in any number of Subcommittees and shall exercise this right by notifying the Secretary of those Subcommittees they wish to join and by payment of the current subscription required for participation in the Subcommittees so nominated.

- 7.3.3 All Members participating in the work of a Subcommittee shall be equally liable for any costs arising from the activities of that Subcommittee with the exception of such costs as The Council may from time to time determine shall be paid from the central funds of the Association.
- 7.3.4 Any change in the number of Subcommittees or in the terms of reference for an existing Subcommittee shall be approved by a majority vote of Full Members at a General Meeting of the Association in accordance with Clause 8.1.3.
- 7.3.5. The Full Members of each Subcommittee shall elect a Chairman for that Subcommittee who shall be a Full Representative of one such Full Member.
- 7.3.6 Each newly elected Subcommittee Chairman who has not been elected an officer for the forthcoming year, shall become a candidate for Council Membership in a subsequent vote of the Full Membership at the same AGM.

8. PROCEDURES OF THE ASSOCIATION

8.1 Annual General Meetings

- 8.1.1 An AGM should be held within three calendar months following the end of each financial year of the Association by written notice to Members issued a minimum of 21 days in advance of the date of the meeting.
- 8.1.2 The issue of such meeting notice shall be the responsibility of the Chairman or the Secretary. Members shall at the AGM receive a report of activities and the affairs of the Association from the Officers and Subcommittee Chairmen and shall consider the accounts for the past year and approve their adoption as thought fit.
- 8.1.3 Full Members shall thereafter determine the number of and terms of reference of the Association's Subcommittees by a majority vote.
- 8.1.4 Full Members shall thereafter conduct the following elections:-
1. Election of a Chairmen for each Subcommittee, with voting limited to the Nominated Subcommittee Members.
 2. Election of Officers
 3. Election of Council Members
 4. Election of a Deputy Chairman for the Association
 5. Agreement of the Honorarium for the Secretary and Treasurer

6. Agreement of membership subscriptions for the coming year

- 8.1.5 Nominations for Officers, Subcommittee Chairmen and Council Members shall be submitted to the Secretary no later than 10 days prior to the date of the AGM and such nominations shall be circulated to Members prior to the Meeting.
- 8.1.6 Full Representatives retiring from any elected office or post within the Association may stand for re-election for the following year and may vote subject to their continued eligibility under Clause 6.
- 8.1.7 A quorum at an AGM shall be six Full Members present and voting. Only Full Members may vote but all Members may attend and speak.
- 8.1.8 In the event of a tied vote on any resolution, other than the appointment of a Chairman of the Association, the Chairman shall have a casting vote.

8.2 Extraordinary General Meetings

- 8.2.1 The Council may call an EGM upon fourteen days' notice to Members and shall call such meeting on receipt of written request to do so signed by six Full Members, in default any six Full Members may convene such meeting or issue the required notice.
- 8.2.2 A quorum at an EGM shall be six Full Members present and voting. Only Full Members will be entitled to vote at such an EGM but all Members may attend and speak.
- 8.2.3 An agenda for an EGM shall be circulated at the time of notice, containing details of business to be discussed which shall include any resolutions on which the EGM will vote.
- 8.2.4 In the event of a tied vote on any resolution, other than the appointment of a Chairman of the Association, the Chairman shall have a casting vote.

8.3 Proxy Votes

- 8.3.1 A Full Member may nominate a proxy to vote on its behalf at an AGM or EGM in the format shown under 8.3.2. and submitted to the Secretary at least 2 working days prior to the meeting.

8.3.2

FORM OF PROXY

I/We..... .being a Full Member of the Retroreflective Equipment Manufacturers Association hereby appoint (.....) to act as my/our proxy and to vote on my behalf at the (Annual) (Extraordinary) General Meeting of the Association to be held on.....

Signed this.....20.....

Signature

8.3.3 A Member of The Council may nominate another Council Member as a proxy to vote on his behalf at a meeting of The Council by prior written notice to the Secretary.

8.4 Postal and Electronic Ballots

8.4.1 Constitutional changes or other matters which would normally need to be put to a vote of the Full Membership at an AGM or EGM may in the first instance, if so determined by The Council, be dealt with by a postal and/or electronic ballot of Full Members.

8.4.2 A resolution will be carried by postal and/or electronic ballot if all of the following criteria are met.

8.4.2.1 It can be shown that each current Full Member has received the invitation to vote together with identical documentary supporting information (electronic transmission with a printable confirmation of delivery or receipt will be taken as proof of receipt)

8.4.2.2 That 21 days has elapsed since the last recorded delivery/receipt date of any voting invitation.

8.4.2.3 That votes cast by post, or electronic means have been received from the requisite minimum number of full Members for a quorum

8.4.2.4 That there is the requisite proportion of the votes received in support of the resolution for it to be passed at a General Meeting.

8.4.2.5 That no objections from Full Members are lodged within seven days of the notice of the result being circulated by the Secretary.

8.4.3 All votes will be returned to and counted by the Secretary.

8.4.4 It will be the responsibility of each voting Full Member to confirm receipt of his vote by the Secretary.

- 8.4.5 The Secretary shall within seven days of counting the votes circulate to all Members details of the voting in the form of a result notice of the count.
- 8.4.6 Following circulation of the Result Notice, seven days will be allowed for objections and thereafter the Secretary shall circulate to all Members details of any objections received or, if no objections are received, confirmation of the result notice as final. If no objections are received within the time allowed, and upheld by The Council, The Council will be entitled to act in accordance with any resolution passed.
- 8.4.7 If for any reason a postal and/or electronic ballot fails to decide a resolution or if an objection to the result is upheld by a majority vote of The Council, the ballot will be declared void and the resolution will be referred to a General Meeting.

8.5 Council Meetings

- 8.5.1. The Council shall meet at least twice each year to carry out the furtherance of the objectives of the Association. The meetings may be convened by the Chairman, Secretary or Treasurer or at the request of any two Members of The Council in each case by not less than 14 days prior written notice unless waived by all Members of The Council.
- 8.5.2. A quorum for a meeting of The Council shall be four Full Members of whom no more than two shall be officers and without prejudice to the provisions of Clause 6.6 a vote shall be decided upon a simple majority with the Chairman having a casting vote in the event of a tie.

8.6 Subcommittee Meetings

- 8.6.1 Each Subcommittee will meet at least twice each year unless all of its members unanimously determine otherwise. Meetings may be convened by the Chairman, Deputy Chairman or Secretary of the Association, the Chairman of the Subcommittee or at the request of any two Members of the Nominated Subcommittee; in each case by not less than 14 days prior written notice unless waived by all Full Members of the Nominated Subcommittee.
- 8.6.2 The work programme of each Subcommittee shall be reviewed and agreed by its Full Members at least once in each year and the agreed programme reported to the next meeting of the Council by the Subcommittee Chairman
- 8.6.3. A quorum for a meeting of a Subcommittee shall be a majority of the Full Members of the nominated Subcommittee including the Subcommittee Chairman or Deputy Chairman elected in accordance with 8.11.4 who shall have the casting vote in the event of a tie.

- 8.6.4. In their capacities as Officers of the Association the Secretary, the Chairman and the Deputy Chairman shall be entitled to attend any Subcommittee meetings and either one of the latter two may vote.
- 8.6.5. Postal and/or electronic voting within Subcommittees may be used for any resolution relating only to the work of that Subcommittee and any such vote shall be valid provided that all of the following criteria are met but with the Council having a right of veto subject to a majority vote of Council Members.
- 8..6.5.1 It can be shown that each current Full Member of the Subcommittee has received the invitation to vote together with identical documentary supporting information (electronic transmission with a printable confirmatory receipt will be taken as proof of receipt)
 - 8.6.5.2 That 14 days has elapsed since the last recorded delivery/receipt date of any voting invitation.
 - 8.6.5.3 That votes cast by post or electronic means have been received by the subcommittee chairman from the requisite minimum number of Full Members for a quorum of the subcommittee
 - 8.6.5.4 That there is a simple majority of the votes received either supporting or opposing the resolution.
 - 8.6.5.5 That the Subcommittee Chairman has circulated a notice of the results of the vote to all Full Members of the Subcommittee and to the Secretary and that and no objections from Full Members of the Subcommittee have been lodged within seven days of the notice of the result being circulated.
- 8.6.6 In the event that an objection to the result of a postal and/or electronic vote is received within the time required, the Subcommittee Chairman shall either declare the vote void and refer the resolution to the next meeting of the Subcommittee or refer the objection to The Council which shall in its absolute discretion uphold or dismiss it.

8.7 Casting Votes

Where the Chairman of the Association or of a Subcommittee is entitled to use his/her casting vote such Chairman may in his/her discretion decline to use that vote and shall not be obliged to give reasons for his/her so declining.

8.8 Records of Meetings and Correspondence

- 8.8.1 The Secretary will keep or cause to be kept Minutes of each meeting of the Association, the Council and all Subcommittees and also a Register of Members all of which will be open to inspection by Members upon request.

Such Minutes shall become the only true and accurate record of a meeting upon approval by a duly recorded majority vote at the succeeding meeting of the relevant Association, Council or Subcommittee.

- 8.8.2 All correspondence sent on behalf of or in the name of the Association shall be controlled by the Secretary in that it will either be sent by the Secretary or sent with the prior approval of and copied to the Secretary.
- 8.8.3 Correspondence to the Association received by other Members shall be promptly passed or copied to the Secretary.
- 8.8.4 The Secretary shall keep complete records of all correspondence to or from the Association for a minimum period of 7 years.

8.9 Changes in Constitution

- 8.9.1 Amendment may be made to this Constitution in an AGM or EGM of which proper notice has been given or by postal and/or electronic ballot, if approved by a two thirds majority of Full Members entitled to vote.
- 8.9.2 The text of any proposed change must be circulated to all Members at least seven days prior to a meeting and shall require a proposer and two seconders or a majority vote in favour by The Council for consideration.
- 8.9.3 Such amendment if carried by vote at a meeting shall be determined to take effect at a date decided by Full Members present at the Meeting but shall not have retrospective effect.

8.10 Finance and Accounts

- 8.10.1 The Treasurer of the Association shall keep proper accounts and shall produce a statement of accounts at each AGM for Members to approve.
- 8.10.2 The property of the Association shall be controlled and administered by The Council on behalf of the Association. The Association shall maintain a current bank account and if deemed appropriate by the Treasurer, a deposit account at a recognized bank.
- 8.10.3 All cheques drawn shall be signed by the Treasurer and the Chairman or another Member of The Council. Notice of the current authorized signatories will be sent to the bank after each AGM or EGM as required.

8.10.4 No individual Member or Officer of the Association shall be empowered to enter into any contractual arrangements financial or otherwise in the name of or on behalf of the Association unless authorized to do so by a majority vote of The Council.

8.10.5 Expenses of Officers and Indemnity

The Officers and Members of The Council shall have their legitimate expenses reimbursed from the funds of the Association. They will also be indemnified by all Members on a several basis in relation to costs, liabilities or actions against them resulting from the work undertaken on behalf of the Association when acting within their authority as Officers and/or Members of The Council.

8.10.6 Secretarial Fees or Honorarium

The Secretary shall be entitled as an Officer of the Association to the benefits of Clause 8.10.5 but in addition may receive an honorarium or retainer to be approved by Members at the AGM

8.11 Premature Succession to Elected Posts

The provisions for succession where any post within the Association is relinquished prematurely are as follows:

8.11.1 Secretary and Treasurer

Where no permanent successor is available to take over from a Secretary or Treasurer at the time they vacate their position, the Council may by a simple majority vote make any temporary appointment that it sees fit to ensure the continued efficient operation of the Association until a permanent appointment can be made, provided that the cost to the Association does not exceed that approved by the Members for the service.

8.11.2 Association Chairman

The Deputy Chairman shall immediately assume the responsibility for the remainder of the current year of office and if for any reason this is not possible, The Council shall determine whether the Secretary should assume the role of acting Chairman or whether the Secretary should immediately hold a General Meeting or postal or electronic ballot of the Full Membership to elect a new Chairman and Deputy Chairman for the remainder of the year of office.

8.11.3 Council Members

Provided that the number of duly elected Officers and Members of The Council remains above the minimum required for a quorum, The Council shall have the power to co-opt any Full Representative of a Full Member to serve as a Council Member for the remainder of the current year of office.

8.11.4 Subcommittee Chairman

The Secretary shall convene a meeting of or conduct a postal or electronic ballot among the Full Members of the Subcommittee who shall by a simple

majority elect a Chairman from among their number to serve until the next AGM. A new Chairman so elected shall have no automatic right to succeed the previous Chairman as a Council Member but will be eligible for co-option to The Council.

8.12 Winding Up

The Association may be wound up by a resolution properly prepared at an AGM or EGM and passed by two thirds of all Members (including Associate Members) present in person or by proxy whereupon the net assets (if any) of the Association shall be distributed equally amongst the Members who are current paid-up Members at the date of passing the winding up resolution.

9. PARTNERSHIP

The Members shall not be deemed to be in partnership by virtue of membership of the Association.