

The Constitution of Composites UK Ltd

1. The name of the Association shall be 'Composites UK Ltd'; hereinafter 'the Association'. The Association shall be governed by a Board of Directors, which shall be elected at an Annual General Meeting (or at a Special General Meeting convened for the purpose should the Board of Directors become inquorate during its term) by the paid up members of the Association at the time of the election. The Board shall comprise eleven Directors. The elected Board shall appoint the Chairman, Research Director, Health and Safety Director, Training Director, Commercial Director and Financial Director.
2. The Board shall appoint and employ members of staff as required who will not be a member of the Board. Terms of employment will be set by the Board as shall the period of employment for each role.
3. The registered office of the Association shall be that as registered at Companies House.
4. The objectives of the Association shall be:
 - a. To encourage, support and disseminate results of research and development of composite materials by commercial undertakings and educational and research institutions, as appropriate for the benefit of members and the industry.
 - b.
 - c. To provide assistance and advice to persons and bodies engaged in the composites industry.
 - d. To provide and disseminate information relating to composites to all and to encourage the widest possible appropriate use and development of composites as cost effective engineering materials insofar as this is likely to be of general benefit.
 - e. To represent members best interests on various committees at National, European and Global level.
5. Membership of the Association shall be open to:
 - a. UK based companies. Overseas companies may join through their UK office.
 - b. All companies engaged in the fabrication or moulding of composites.
 - c. All companies engaged in the manufacture or supply of raw materials, process equipment, and other products used specifically in the composites industry.
 - d. Individuals employed in research, development or study in or connected with the composites industry.
 - e. All other companies or individuals considered by the Board of Directors, in their absolute discretion, to have the necessary expertise and interest in composites, whether technical or commercial.
6. Applications for membership of the Association must be made in writing to the Composites UK Office. All applications will be required to be ratified at the next Board meeting. Should the Board decide not to approve a membership then any fees paid will be refunded, the company notified and all membership rights revoked. The applicant will not be enrolled as a member until the relevant subscription has been received by the Composites UK Office. All members will be required to agree to abide by the constitution.
7. The amount of the annual subscription will be recommended by the Board of Directors each year and approved or amended by the Annual General Meeting of the Association. Annual subscriptions will become due one year from the date of joining and request for subscriptions in the form of an invoice will be issued by the Office at least thirty days in advance. Any member whose subscription remains unpaid three months after the date of the invoice will be issued with a final demand at that date, the member having received

monthly statements to this point, and if the subscription continues to remain unpaid one month later, shall be struck off the list of Association Membership.

8. A member may resign by giving notice in writing to the Office specifying the date at which the membership is to cease. Current subscriptions will not be returned upon resignation. If the Office received the notification of a resignation twenty-one days before or after the request for renewal of subscription, then the subscription request becomes void.
9. Board of Directors.
 - a. The Board of Directors shall consist of not more than eleven elected fully paid-up members of the Association. Each elected member, elected as in Clause 2, shall serve for a period of two years. After serving for two years, each member may offer themselves for re-election.
 - b. Of the elected members of the Board it is always advisable that at least fifty percent are representative of member organisations involved in the moulding or fabrication of composite materials or products.
 - c. The Board of Directors shall elect from their elected number, a Chairman whose term of office shall be for two years unless re-elected by the Board for a longer period. The Chairman shall have the casting vote in the event of a voting tie on any matter.
 - d. At the end of his term of office, the Chairman shall assume the position of vice-Chairman in a non-executive Director capacity and will retain this position for one year. The out-going Chairman may also nominate him/herself as full Board Director.
 - e. One year after election of a new Chairman, the Board of Directors shall elect a vice-chair to serve a period of one year in this role before then being elected as Chairman for a two year period.
 - f. The Directors who are vice-chair and chair do not require re-election after their usual two year term by the membership. They will require re-election to the Board once the vice-chair/chair/vice-chair cycle is completed.
 - g. The Board of Directors may bring a special action to vote no confidence in a Chair or vice-chair and call for an Extraordinary General Meeting of the members if required to resolve the matter.
 - h. Any fully paid up member of the Association may be co-opted onto the Board of Directors for an agreed period and for a particular purpose but shall not have voting rights.
 - i. The Board of Directors shall meet as required, typically four times a year. Six voting members of the Board will constitute a quorum.
 - j. Any fully paid-up member of the Association shall have the right to attend a meeting of the Board of Directors as a non-voting observer. The date of meetings of the Board of Directors shall be published in the members ebulletin and members area of the website and ordinary members will give the Operations Manager at least ten days notice, prior to the meeting, of intention to attend.
10. An Annual General Meeting of members of the Association shall be held on a date and at a venue decided by the Board of Directors at least once every calendar year and no more than fifteen months shall lapse between such meetings. Notice of the date, time and place of the Annual General Meeting shall be given to the membership in writing at least thirty days in advance. The Annual General Meeting of the Association shall contain in its agenda:
 - a. The Chairman's report on the past year's work of the Board of Directors of the Association
 - b. The Office report on the past year's work
 - c. The balance sheet and accounts for the Association for the past calendar year for approval

- d. The election of officers as appropriate
- e. Reports of the activities of official subgroups of the Association
- f. Any other business of which notice has been given to the secretariat at least twenty-one days in advance

Immediately following the Annual General Meeting, the newly elected Board of Directors shall meet to fix the date and venue for the first full meeting of the Board of Directors

11. Extraordinary General Meetings may be called by the Board of Directors or by one-fifth of the fully paid up members. Members may call an Extraordinary General Meeting by giving notice, in writing, to the Operations Manager at least forty-five days before the proposed date of the meeting, giving details of the business to be transacted and signed and dated by all such members stating their affiliation. The Office shall give the membership at least thirty days notice to the members' last notified address that such an extraordinary General Meeting has been called.
12. A bank account shall be managed in the name of Composites UK. Monies to be drawn on this account shall be signed according to the Bank mandate.
13. Surplus monies from events organised by the Association shall be applied to the general fund of the Association in pursuit of its objectives as in clause 5.
14. The full Board of Directors shall have the power to expel any member (including a director of the Board) who shall offend against the rules of the Association or whose conduct shall, in the opinion of the board of Directors, render that member unfit for membership of the Association. Before any such member is expelled, the Operations Manager shall give that member twenty-eight days notice in writing to attend a meeting of the Board of Directors. That notice shall also give details of the complaints which have been made against the member. No member shall be expelled without first having the opportunity to appear before the Board of Directors to answer the complaints made nor without at least five voting members of the Board of Directors voting in favour of the expulsion.
15. The dissolution of the Association may be effected by a resolution passed by a three quarters majority of the fully paid up members of the Association present or voting by proxy at an Annual General Meeting or at an Extraordinary General Meeting, called for that purpose under the rules of clause 13. On the winding up of the Association any assets remaining after the payment of outstanding debts and liabilities shall not be given to or distributed among the membership but shall be passed to another institution or institutions, preferably of charitable status, having objectives compatible to those of the Association. The dissolution meeting shall agree such institution(s).
16. No amendments shall be made to this constitution unless approved by a quorum of the Board of Directors and ratified by the membership at the Annual General Meeting following that approval.

Revised May 2014

Approved by the Board of Directors

Ratified at the Annual General Meeting 13th May 2014