

UKCSA CONSTITUTION & RULES



1 NAME

- i) The name of the Association shall be the United Kingdom Cast Stone Association (hereinafter referred to as the UKCSA).

2 OBJECTIVES AND POLICY

- i) The objectives of the UKCSA shall be:-
 - a) To encourage excellence in the manufacture of cast stone by the Members and to increase the awareness and usage of the product.
 - b) To represent companies within the cast stone industry.
 - c) To promote and protect the welfare, Health and Safety and interests of the cast stone industry and allied trades, and of the companies and individuals engaged therein.
 - d) To consider and discuss all issues affecting cast stone companies and allied trades.
 - e) To collect and furnish all types of information (excluding pricing structure) relating to the cast stone industry and allied trades.
 - f) To maintain a Code of Conduct with which its Members must comply, to combat unfair practices and encourage efficiency among its Members.
 - g) To do all such things as are or may be for the support, protection and welfare of the above objectives.
 - h) To develop new advances in the material, production methods, contract arrangements etc. either nationally or in association with similar overseas bodies.
- ii) The UKCSA shall determine its policy in matters peculiar to the cast stone industry and make its own representations to Government, local authorities and their associations and other bodies whether public or not.
- iii) Nothing in these objects shall be construed to give power to the UKCSA to make any agreement or arrangement or recommendation, which might be held to be contrary to any current statute.

3 MEMBERSHIP

- i) Full Membership of the UKCSA shall be open to companies manufacturing cast stone within these Rules and to the Criteria for Full Membership of the Association.
- ii) Associate Membership of the UKCSA shall be open to companies within or connected with the cast stone industry complying with these Rules and the Criteria for Associate Membership of the Association.
- iii) All applications for Membership which meet the above requirements must be approved by the Executive Committee subsequent to receipt of the application.
- iv) All Members shall make an annual return to confirm their compliance with the Constitution and Rules, Criteria for Membership and the Code of Conduct, and a series of returns as outlined in the Criteria for Membership.
- v) Any alleged violation by a Member of any of the Constitution and Rules, Criteria for Membership or Code of Conduct of the UKCSA shall be investigated by the Executive Committee who shall, if thought fit, report the matter to the Association. When investigating any complaint, the Executive Committee shall give the Member concerned a full statement of the allegations in writing and shall give the Member a full opportunity to answer these allegations both orally and in writing. The Association at a General Meeting may, after considering the report of the Executive Committee and any representations the Member wishes to make, either clear, reprimand, suspend or expel the said Member.
- vi) All subscriptions, and any other fees, due from a Member who is expelled from, resigns from or in any manner ceases to be a Member of the UKCSA shall be paid in full up to the end of the current membership year, and the Member thereupon ceases to have any interest in or claim upon funds of the Association.
- vii) Any Member who is expelled from, resigns from or in any manner ceases to be a Member of the UKCSA is required to immediately remove all reference to the UKCSA from its letterheads, brochures etc. Failure to do so may result in legal action.
- viii) Any Member undergoing a substantial change of ownership, management or name shall immediately notify the UKCSA. The Executive Committee shall investigate the circumstances of the

change and shall make recommendations to the Association, which may include a re-inspection of manufacturing facilities.

- ix) The Executive Committee may appoint as Honorary Members persons who have rendered distinguished service to the UKCSA. Honorary Members may attend General Meetings, but shall have no vote.

4 SUBSCRIPTIONS

- i) Members shall pay annually in advance to the UKCSA such sums as may from time to time be set and authorised by the Executive Committee. Such payments shall be in respect of the period from 1st April to 31st March. The monies so received shall constitute a fund to be used and expended by the UKCSA for fulfilling the objectives of the Association.
- ii) The Honorary Treasurer shall administer the said fund and deal with any monies in accordance with the instructions of the Executive Committee of the UKCSA.
- iii) The Honorary Treasurer shall prepare an annual statement of accounts in respect of the said fund and shall provide such other financial information as may be required from time to time.
- iv) The annual accounts of the UKCSA shall be approved by the Membership at the Annual General Meeting.

5 PAYMENTS

- i) Invoices for the forthcoming year's subscriptions will normally be sent to Members in December for immediate payment. Any Member who has not paid following formal written notification by the following 31st March is automatically excluded from Membership of the Association.
- ii) Invoices to Members for other goods and services from the UKCSA will be pro-forma. Any Member who has not paid any invoice within 90 days of its due date is automatically expelled from the UKCSA and proceedings may be taken to recover all monies due.
- iii) Former Members expelled for reasons of non-payment may be re-instated at the discretion of, and under such terms as may be decided by, the Executive Committee.

6 MEETINGS

- i) A General Meeting of the UKCSA shall be held at least annually. The Annual General Meeting (AGM) shall normally be held not later than the 31st March in each year. Other meetings shall be held as appropriate.
- ii) General Meetings shall be open to all Members of the UKCSA.
- iii) Special General Meetings may be called by the Executive Committee, and shall be called by the Chair upon a requisition from at least half of the Full Members, within 28 days of the receipt of such requisitions. Any such requisition must state the business to be brought before the meeting and must be signed by all the Full Members presenting it. The notice convening such a Special General Meeting shall state the business for which the meeting has been called.
- iv) Fourteen days clear notice of General Meetings shall be given to all Members.
- v) At all General Meetings the quorum shall be at least half of the Full Members, which must be maintained throughout the sitting.
- vi) Full Members of the UKCSA attending a General Meeting shall be entitled to vote by one duly authorised representative of each Full Member. The Chair of the Associate Members Committee, or in his absence a duly authorised deputy, shall also be entitled to vote at a General Meeting to represent the views of all Associate Members.
- vii) Unless stated herein to the contrary, every resolution submitted to a General Meeting shall be decided in the first instance on a simple majority basis by a show of hands. In the case of an equality of votes, the Chair shall, both on a show of hands and as a ballot, have a casting vote in addition to the vote to which he may be entitled to as a Full Member.

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■ UK Cast Stone Association [UKCSA].

15 Stone Hill Court, The Arbours, Northampton. NN3 3RA.
Answer phone & Fax: 01604 405666,
E-mail: info@ukcsa.co.uk Web: www.ukcsa.co.uk

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- viii) At any General Meeting, unless a ballot is demanded by at least twenty per cent of the Full Members present, a declaration by the Chair that a resolution has been carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such a resolution.
- ix) If a ballot is demanded as aforesaid it shall be taken in such a manner and at such time and place as the Chair of the meeting directs, either at once or after an interval or adjournment or otherwise, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot may be withdrawn.

7 OFFICERS

- i) The Officers of the UKCSA shall be the Chair, Vice Chair, Secretary and Honorary Treasurer, each of whom shall be elected as hereinafter provided, together with the Immediate Past Chair.
- ii) The Officers of the UKCSA shall at all times remain employees of Full Member companies, and not more than one Officer shall be employed by any Member company.
- iii) The Officers (except the immediate Past Chair) shall be elected at the Annual General Meeting and hold their respective offices for one year. Officers shall retire at the next AGM but shall be eligible for re-election. The Immediate Past Chair shall hold office for so long as he is the Immediate Past Chair.
- iv) Any casual vacancy that may occur among the Officers of the UKCSA, shall be filled by the Executive Committee. Any person so appointed shall hold office for the remainder of the term of his predecessor.

8 EXECUTIVE COMMITTEE

The affairs of the UKCSA shall be managed by the Executive Committee.

- i) The Executive Committee shall consist of the Officers of the UKCSA, the Chairs of Committees and up to four other Members, one of whom may be an Associate Member, who may be co-opted onto the Committee by the Officers.
- ii) The Chair and Vice Chair of the UKCSA shall be the Chair and Vice Chair respectively of the Executive Committee.
- iii) The Past Chairs of the UKCSA who remain employees of Full Member companies shall have the right to attend and to speak at meetings of the Executive Committee, but shall have no vote unless they are nominated or appointed members of the Executive Committee.
- iv) No Member company shall have more than one voting Member on the Executive Committee.
- v) One half of the voting Members of the Executive Committee shall constitute a quorum.
- vi) Questions before the Executive Committee shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chair shall have a casting vote in addition to the vote to which he is entitled to as a Committee member. No Member of the Executive Committee shall be entitled to attend or to vote at any meeting by proxy.
- vii) The Executive Committee shall have full power to control the affairs of the UKCSA and to take action on matters affecting the interests of the Members of the Association subject always to such action being in accordance with the Constitution and Rules and the general policy as decided by the UKCSA.
- viii) The Executive Committee may set up such other Committees as may be required from time to time. The Chair and Vice Chair of these Committees shall be elected at the Annual General Meeting and hold their respective offices for one year, shall retire at the next AGM but shall be eligible for re-election. Associate Members, who would not normally be entitled to vote at an AGM, will be entitled to vote by one duly appointed representative of each Associate Member in the vote for the Chair and Vice Chair of the Associate Members Committee.

9 ALTERATIONS TO THE RULES

- i) No addition, deletion, amendment or alteration to these Rules shall be made except by a majority vote, with two-thirds of the votes cast in favour, at a duly convened General Meeting.

- ii) Any Member proposing any changes to these Rules must give notice in writing to the Secretary at least 28 days before the date of such a General Meeting. On receipt of the said notice the proposed amendments shall be at once communicated to all Members.

10 DISSOLUTION

The UKCSA may be dissolved by the following procedure:-

- i) The Executive Committee shall pass a resolution (the "Preliminary Resolution") by secret ballot, with two-thirds of the votes cast in favour, recommending the dissolution of the UKCSA. Two months notice of proposal of a Preliminary Resolution shall be given to every Member.
- ii) Once passed, a copy of the Preliminary Resolution shall be sent to every Member with:
 - a) a summary of the reasons for the proposed dissolution;
 - b) if required by any dissenting Members of the Executive Committee, a summary of the reasons for not dissolving the UKCSA and,
 - c) notice of a Special General Meeting at which there shall be proposed a resolution to dissolve the UKCSA (the "Final Resolution").
- iii) The Final Resolution shall be voted on by ballot, each Full Member having one vote. Proxy votes shall be allowed and the notice of a Special General Meeting shall contain a proxy card.
- iv) The Final Resolution shall be effective to dissolve the UKCSA if at least two-thirds of the votes cast, whether by proxy or otherwise, are in favour.

11 CODE OF CONDUCT

Adherence to the following Code of Conduct is a condition of Membership of the UKCSA.

- i) TRADING STANDARDS
 - a) Members of the UKCSA shall at all times so order their conduct as to uphold the integrity and trading standards of the cast stone industry and allied trades, and pay particular regard to the maintenance and observance of this Code.
 - b) Service to clients shall be rendered with absolute fidelity on a fair and equitable basis with due regard to the best standards of workmanship, integrity and courtesy. The utmost care and good faith shall be observed in the preparation of statements and estimates having regard to the necessity of accuracy and reliability of such documents in providing a basis for transactions to be carried out with full confidence and mutual trust of the parties concerned.
- ii) UKCSA
 - a) Members shall promote the interests of the UKCSA and shall, as far as possible, play an active part in the work of the UKCSA.
 - b) Members shall not divulge or disclose confidential information from UKCSA sources to non-members.
 - c) No Member shall consciously endeavour to attract and offer employment to an employee of a fellow Member without first having advised the fellow Member, but membership of the UKCSA in no way prohibits negotiations between any Member and a person who of his own initiative, or in response to a public advertisement, applies to that Member for employment.
 - d) Members shall guard against association with or the use of their name by any person or organisation, which it might reasonably be anticipated would bring the UKCSA into disrepute.
 - e) Members shall accept the duty of referring to the Secretary of the UKCSA any breach of this Code, which may appear likely to bring discredit on the UKCSA or its Members.
 - f) Members shall pledge themselves to confidentiality in all matters of common concern, and endeavour to provide the Secretary of the UKCSA with such statistics and other information as may from time to time be requested, such information being available to all Members providing the information and statistics in question.
 - g) Training in the range of skills required by the trade shall be accepted as a collective responsibility, and Members shall play their part in upholding and improving standards and participation in training schemes.
 - h) Members shall under no circumstances alter or misuse the Registered Trade Mark and logo of the UKCSA.

■ UK Cast Stone Association (UKCSA).

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