

AGM 17 June 2016

Proposed changes to the Statutes

The Executive Committee of the BGA proposes that the Statutes of the Association should be changed in order to allow the membership to vote in ballots using electronic as well as postal means. The Clauses to be changed are 6 (4th bullet point), 7 and 10. The present wording requires a postal vote and the changes are intended to allow the use of electronic voting in the future. It is currently expected that the establishment of a members' area within the BGA website will facilitate a secure voting system in time for Committee elections next year.

The changes are indicated on the attached file.

Note that Statute Clause 10 requires the approval of the Charity Commission for a change to Clause 10, so the approval of BGA members to these changes would be subject to the subsequent approval of the Charity Commission. (See highlight on attached file.)

Neil Smith
Honorary Secretary
May 2015

British Geotechnical Association

Statutes

1. Name

The body shall be called the British Geotechnical Association (BGA).

2. Objects

The object of the Association is the advancement of public education in the subject of soil and rock mechanics and engineering geology and in their application.

3. Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
- power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- power to do all such other lawful things as are necessary for the achievement of the objects.

4. Membership

Membership shall be open to all those professionally engaged or otherwise actively interested in any aspect of geotechnical engineering.

Corporate membership shall be open to all organisations, or parts of organisations, engaged or otherwise actively interested in any aspect of geotechnical engineering. Corporate members shall receive:

- Publication of their names on the BGA website and, if they so wish, a link to their own website.
- At BGA-sponsored conferences, symposia or the like, where a delegate fee is chargeable, they shall be entitled to the same discounts as available to individual BGA members for any of their employees they register for the event.
- They shall receive two copies of *Ground Engineering* magazine.

- They shall be entitled to the same preferential rates to purchase publications as are available to individual members.
- At BGA-sponsored exhibitions, they shall be entitled to a discounted rate for exhibition space.

In addition, corporate members must nominate an individual to act as the contact person for correspondence. This person shall not be considered as an individual member of BGA.

Subscriptions may only be modified with the approval of the Annual General Meeting or a Special General Meeting.

5. **Committee and Administration**

The principal work of the BGA shall be undertaken by an Executive Committee, hereafter called “the Committee”. Sub-committees may be established as required by the Committee.

Where appropriate, support activity may be delegated by the Committee to an Honorary Secretary or Honorary Treasurer.

Membership of the Committee

Membership of the Committee shall comprise the following:

- Chairman
- Vice-Chairman
- Honorary Secretary
- Honorary Treasurer
- 2 Representatives of the Institution of Civil Engineers
- 9 Elected Members
- 1 Representative of the Geological Society of London
- 1 Representative of the Institute of Materials, Minerals and Mining
- 1 Representative of the British Tunnelling Society

The Chairman and Vice-Chairman of the Association shall be elected by the members of the Committee.

Only members of the Association shall be members of the Committee. This requirement may be waived if the Committee agree.

The members to be elected by ballot shall be nominated by not less than three members of the Association.

The period of office of Committee members shall be 3 years unless elected Chairman or Vice-Chairman or appointed to fill a special role or casual vacancy. Representative members shall serve for 3 years, or less at the discretion of their appointing body. The committee may appoint co-opted members, who shall serve for periods to be determined by the Committee, but not exceeding 3 years. No member shall be eligible for re-election or re-appointment until after an interval of at least one year.

The Committee shall elect, from amongst its members, a Chairman who shall hold office for two years immediately following the last Annual General Meeting of the previous Chairman's term of office. On expiration of a Chairman's term of office, he or she may serve on the Committee in an ex officio capacity for a period of two years as immediate past Chairman.

The Committee shall elect from amongst its members a Vice-Chairman who shall hold office for two years immediately following the last Annual General Meeting of the previous Vice-Chairman's term of office.

Any casual vacancy, whether in the offices of Chairman or Vice-Chairman or amongst the elected members of the Committee, may be filled by the Committee. A person so appointed to fill a casual vacancy shall hold office until the following Annual General Meeting and shall then retire.

The Committee shall meet at least 3 times each year and more frequently if necessary to deal with the business of the Association. The Committee may appoint such sub-committees as may be necessary to meet ad hoc requirements such as the organisation of conferences, etc. Sub-Committees may co-opt with the approval of the Committee. Such sub-committees shall report back all acts and proceedings to the

Committee as soon as possible. The Committee quorum for business other than "Changes in Statutes" (Section 9) shall be 6 members. There shall be no quorum for Sub-Committees.

The Committee will encourage active participation by Regional Geotechnical Groups and young geotechnical engineers and maintain an appropriate balance of Committee Members from academia, consultancy and contracting. The Committee may co-opt additional Committee Members (generally for a period of three years) or invite others to attend.

Honorary Officers and guests shall not be entitled to vote at Committee Meetings.

6 Meetings

Annual General Meeting

- There shall be an Annual General Meeting of the Association which shall be held in the month of June in each year or as soon as practicable thereafter.
- Every Annual General Meeting shall be called by the Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- The Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
- Nominations for election to the Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Committee at least 2 months before the Annual General Meeting. Should nominations exceed vacancies, election shall be by a postal-ballot in which all members shall be able to vote.

Ordinary meetings shall be held each year for the discussion of subjects within the field of interest of the Association, unless otherwise decided by the Committee.

A Special General Meeting shall be held whenever it is necessary to transact the formal business of the Association between two Annual General Meetings. It shall be called either by the Committee or at the request of at least twenty members of the Association stating the business to be transacted thereat. Notice of business to be transacted must be given at least two weeks before the date of the meeting, which will usually precede the next informal meeting.

Local or regional meetings, conferences and visits shall be arranged by the Committee as occasion arises.

7. ~~Postal ballots~~Ballots

In addition to the annual elections for membership of the Committee, ~~which have, by tradition, been held by postal ballot,~~ the Committee shall have the power to put such matters as it considers appropriate, including changes to the Statutes, ~~to the membership by postal-a ballot~~ of all the members by postal or electronic means, or a combination of both. In the case of a ~~postal~~ ballot, other than the annual elections for Committee membership, a quorum shall be 20 percent of the Association's membership at the time the ballot is called. A majority of two-thirds of those voting shall be required for a change to the *status quo*.

8. Accounts, Annual Report and Annual Return

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to:

- (a) keeping of accounting records for the charity
- (b) preparation of annual statements of account for the charity
- (c) auditing or independent examination of the statements of account of the charity
- (d) transmission of the statements of account of the charity to the Charity Commission.
- (e) preparation of an annual report and its transmission to the Charity Commission
- (f) preparation of an annual return and its transmission to the Charity Commission

9. **Relationship with International Bodies**

The BGA may serve as the UK Member Society for both the International Society for Soil Mechanics and Geotechnical Engineering (ISSMGE) and the International Society for Rock Mechanics (ISRM), so long as such activity is consistent with the objects of the Association.

The BGA may collaborate and co-operate with other such international societies as lie within its field of interest.

10. **Changes in the Statutes**

Changes in the Statutes shall be made only with the approval of two-thirds of those members voting at a meeting of the Committee and with the approval of two thirds of those members voting in a ~~postal~~-ballot or at the Annual General Meeting or Special General Meeting. In all cases two weeks' notice of the proposed change must be given. A quorum of nine members shall be necessary at a Committee meeting, 20% of the membership for a postal vote and a quorum of fifty members at an Annual General Meeting or Special General Meeting.

No amendment shall be made to Statutes 2, 10 and 11 without the prior approval of the Charity Commissioners and no amendment shall be made to the other Statutes which would cause the Association to cease to be a charity at Law.

11. **Dissolution**

In the event of the dissolution of the Association any assets remaining after the satisfaction of all debts and liabilities shall not be distributed among the members of the Association, but shall be given or transferred to such charitable institution or institutions having objects similar or the same as those of the Association.