

5th July 2007

RULES OF THE
BATCHED ON SITE
ASSOCIATION

(‘BSA’)

1. Name of Association.....	3
2. Administration Address	3
3. Status of BSA.....	3
4. Objects	3
5. Membership	3
6. Management of BSA.....	5
7. Trustees	6
8. Subscriptions to BSA.....	7
9. Accounts of BSA	7
10. Meetings of BSA.....	7
11. Admittance of non Members to meetings	8
13. Alterations to these rules.....	10
14. Dissolution	10
15. Disputes.....	10
16. Notices	10

1. Name of Association

The association shall be named 'The Batched on Site Association' ('BSA')

2. Administration Address

The administration address for BSA shall be Century House, High Street, Tattenhall, Chester CH3 9PX or such other address as shall be administratively convenient from time to time.

3. Status of BSA

- 3.1 BSA shall be a trade association and shall consist of those classes of Member specified in Rule 5
- 3.2 All monies received on account of BSA from any source shall be applied towards carrying out the Objects (as hereinafter defined by rule 4) and any administration of BSA.

4. Objects

- 4.1 The Objects of BSA shall be to represent and promote the professional and trade interests of its Members and to improve the standards within the Batch on Site Industry by: -
 - 4.1.1. Ensuring that the views of the Batch on Site Industry are correctly represented at National and European level.
 - 4.1.2. Bringing together within BSA both Operators of and Manufacturers of Batch on Site Engineering Plant and Equipment and any related or allied industries.
 - 4.1.3. Liaising regularly with the Department for Transport and its executive agencies to ensure that the needs and requirements of BSA Members are known at National UK and European level.
 - 4.1.4. Generally representing and promoting the Batch on Site Industry in such manner as the Committee of the BSA shall think fit.

5. Membership

5.1 Membership of BSA shall be open to: -

5.1.1 Ordinary Members. Professional Operators (Corporate or Uncorporate) of Mobile Concrete Batching Plant elected to ordinary Membership in accordance with rule 5.1.4. Such persons shall be entitled, in common with the other Ordinary Members and with the Honorary and Associate Members, to vote at all annual and general meetings of BSA.

5.1.2 Honorary Members: Ordinary and Associate Members who have performed valuable service to BSA for a period of 5 years or more and who have been elected to Honorary Membership in accordance with rule 5.1.4. Such persons shall be entitled to all of the privileges of Ordinary Membership.

5.1.3 Associate Members: Persons elected to Associate Membership in accordance with rule 5.1.4 who are not qualified for Ordinary Membership by reason of rule 5.1.1 hereof but who are involved in the manufacture of Mobile Concrete Batching Plant or who are deemed eligible for Membership by virtue their involvement and participation in the activities of BSA and its Members. Such persons shall be entitled to all the privileges of Ordinary Membership.

5.1.4 Ordinary, Honorary and Associate Members shall be collectively referred to herein as Members.

5.1.5. The procedure for election to Membership shall be as follows: -

i. Every applicant for Membership, of whatever class, shall be proposed by one Ordinary, Honorary or Associate Member of BSA, and seconded by another Ordinary, Honorary or Associate Member of the BSA. The said proposal shall be submitted in writing to the Secretary, and shall state the name and address of the candidate and such other details as shall be required by the Committee. The Secretary shall cause the proposal to be notified to all Members of the Committee of the BSA within 7 days of the proposal having been submitted and objections to the proposal from other Members of BSA must be delivered to the Secretary in writing within 14 days thereafter.

ii. Election to Membership shall be by the Committee, whose decision as to category of Membership or rejection shall be final. No reason shall be given to any candidate in the event rejection.

iii. New Members shall pay the current years Membership subscription to the Treasurer before the admission to Membership shall be deemed complete.

- iv If any objection to the proposal from other Members of the Association shall have been delivered to the Secretary in writing then election to Membership shall be by the Members in general meeting and a proposal shall be carried by majority vote.
- v In such case of a corporate or uncorporate Member such shall be represented by one duly authorised person acceptable to the Committee ("Representative") provided that such Member may be represented by more than one Representative.

6. Management of BSA

- 6.1 The affairs of BSA, except in those matters reserved under these Rules for BSA in general meeting, shall be managed by the Committee of BSA.
- 6.2 The Committee shall exercise the powers given to it under these Rules, and shall consist of a Chairman, Secretary and a Treasurer and not less than two other Members. All Committee Members, including Office Bearers shall be elected by the Members at the inaugural meeting held on Thursday 5th July 2007 and subsequently at each Annual General Meeting of BSA. They shall go out of Office in every year, but shall be eligible for re-election. All candidates for election to the Committee shall be proposed by one Ordinary, Honorary or Associate Member and seconded by another Ordinary, Honorary or Associate Member, the said proposals to be in writing and submitted to the Secretary not later than 14 days before the date fixed for the Annual General Meeting. Subject as hereinafter provided only Ordinary, Honorary and Associate Members of BSA shall be eligible for election to the Committee. Voting for the election of the Committee Members shall be by ballot.
- 6.3 If a casual vacancy occurs in the Committee by virtue of the death, resignation or expulsion of one of its Members, the Committee shall appoint another Member to fill the vacancy, such person to hold Office during the remainder of the period of tenure of the Member replaced.
- 6.4 The Committee of BSA shall meet at least once every 6 months to conduct such business as shall be necessary, and a quorum at such meetings shall consist of four Members. The resolution of a simple majority of those Committee Members present and voting at any Meeting of the Committee shall be binding upon both the Committee and BSA, insofar as that resolution shall relate to any matter competently within the sole jurisdiction of the Committee. The Chairman shall preside at all meetings of the Committee at which the Member is present; in his absence, the Committee shall elect a Chairman for that meeting only. The Secretary shall take minutes of all meetings of the Committee; in his/

her absence, the meeting shall appoint one of its number to take the minutes.

- 6.6 The Committee may manage BSA's affairs to any extent and degree, which is not inconsistent with these rules.
- 6.7 The Committee may appoint one or more sub-Committees or working Groups to conduct such of the Committee's business, as the Committee shall deem appropriate. Any such sub-Committee or working group shall consist of not less than three Members, two of whom shall form a quorum. All resolutions passed in sub-Committee or working group shall be subject to ratification by the Committee. The sub-Committees or working groups shall continue until disbanded by the Committee.

7. Trustees

- 7.1 Trustees, who shall be at least two and no more than four in number shall be appointed from time to time as necessary by the Members of BSA in general meeting. Candidates for Trusteeship shall be proposed and seconded in the like manner as laid down in rule 6.2 hereof for Committee elections. A Trustee shall hold office during his/ her life, or until his/ her resignation in writing to the Secretary, or until a resolution removing him/ her from Office shall have been passed by two-thirds majority of those present and voting at a general meeting called for the purpose under rule 10.
- 7.2 All the property of BSA of whatsoever nature shall be vested in the Trustees for the time being, to be held in trust in their names for the use and benefit of BSA as a whole. On the death, resignation or removal from Office of a Trustee, the Committee shall take steps to secure the appointment of a new Trustee in his/ her place, and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all BSA property into the names of the Trustees as constituted after the said appointment.
- 7.3 The Trustees shall at all times, and in all respects, act in regard to the property of BSA held by them in accordance with the directions of the Committee; and shall have power to sell, pledge lease, mortgage or otherwise alienate any BSA property in compliance with the directions of the Committee but no purchaser, lessee or mortgagee, or other successor in title, shall be concerned to enquire whether any such direction has been given.
- 7.4 The Trustees shall, at the direction of the Committee, represent the BSA in any litigation.
- 7.5 The Trustees shall be entitled to an indemnity out of the property of the BSA in respect of any action taken by them at the direction of the Committee.

8. Subscriptions to BSA

- 8.1 The annual subscription for all Members shall be as fixed by the Committee from time to time.
- 8.2 The said annual subscription shall be due and payable on election under rule 5 hereof and thereafter without demand on 1 July of each year. The Committee may terminate the Membership of any Member whose annual subscription remains unpaid for more that 2 months after 1 July of any year.

9. Accounts of BSA

- 9.1 The Treasurer shall cause to be kept such accurate and proper books of accounts as will enable him at every Annual General Meeting, or at such other time as may be required by the Committee upon reasonable notice, to present to BSA a full and accurate report and statement concerning the finances of BSA, and shall present such report and statement accordingly.
- 9.2 Those accounts presented to the Annual General Meeting of the BSA shall be certified by Chartered Accountants appointed from time to time by the Members in general meeting as being a fair and accurate summary of the income and expenditure of BSA for the period covered by their certificate which shall be the same period as covered by the said accounts.

10. Meetings of BSA

- 10.1 A general meeting of BSA (to be known as and referred to herein as the Annual General Meeting) shall be held each year. Notice of the date and time of the Annual General Meeting shall be notified to the Members at least 7 days before the said meeting. The first Annual General Meeting of the BSA shall be held on Thursday 5th July 2007, Tattenhall.
- 10.2 The business to be transacted at the Annual General Meeting shall consist of the election of Committee Members, the presentation of the accounts, the Chairman's Report on the previous year, the Treasurer's Report on the previous year, and any other business, notice of which has been given to the Secretary in writing at least 3 working days before the Annual General Meeting (the requirement for accounts and reports shall not apply in the case of the first AGM).

- 10.3 Additional general meetings of BSA may be summoned at any time by the Committee following the expiry of 7 days written notice by the Secretary to the Members.
- 10.4 The Secretary shall summon a general meeting if required to do so by written request signed by not fewer than 10 Members. Upon receipt of such a request, the Secretary shall call such a meeting to be summoned by at least 7 days notice in writing to the Members within 7 days of receipt by him of such request. The Meeting to be held as soon as practical after the expiry of the 7 days notice.
- 10.5 At all general meetings of BSA voting shall be confined to Members of BSA (referred to herein as Member(s) and every Member shall be entitled to be present and cast one vote upon every question put to the vote. In the case of inequality of voting, the Chairman of the Meeting (who shall be the Chairman of the BSA, if present, whom failing a Member elected for the occasion by the meeting before the business of the meeting is open) shall have a second or casting vote. All voting (except as expressed otherwise as elsewhere these rules) shall be by simple majority taken by ballot.
- 10.6 The Secretary, if present, whom failing some other Member nominated by the meeting, shall take minutes of the proceedings at all general meetings of BSA.
- 10.7 In calling any general meeting, the Secretary shall by notice in writing to the Members specify the business to be conducted thereat.
- 10.8 The quorum at Annual General Meetings and general meetings shall be ten.

11. Admittance of non Members to meetings

- 11.1 Members may introduce guests to the Annual General Meetings and general meetings of the BSA.
- 11.2 No Member may introduce more than two guests to any one meeting and no person may be allowed to attend any such meeting as a guest on more than 2 occasions in the current year. No person whose Membership of BSA has terminated under rule 12 hereof or is for the time being suspended under rule 12 hereof, or whose application for Membership has at any time been rejected shall be admitted as a guest. The Committee may suspend any Member who takes undue advantage of this rule to the detriment of BSA.
- 11.3 Any Member introducing a guest under this rule must accompany such guest to the general meetings and shall be responsible for his guest's behaviour throughout his attendance.

12. Conduct of Members

- 12.1 The Committee may suspend the Membership of any Member whose conduct, whether at meetings or elsewhere, is considered by the Committee to be detrimental to the best interests of BSA or its reputation, whose decision shall be final. The Secretary at the direction of the Committee shall serve such Suspension Notice in writing. No reason shall be given to any Member in the event of such Member's suspension, except upon written application by the Member.
- 12.2 Within 14 days of service of the Suspension notice, the Committee shall cause the Secretary to give notice to all Members that a named Member has been suspended, specifying the alleged grounds. A date shall be fixed for a meeting of the Committee for the purposes of considering further action, such meeting to be not earlier than 14 days and not later than 28 days from the service of the Suspension Notice. Members wishing to make representations to the Committee concerning the suspension must do so in writing to the Secretary not later than 7 days from the issue of the Suspension Notice.
- 12.3 The Secretary shall, not later than 14 days before the Committee Meeting summoned to consider further action, cause written notice of the meeting to be served upon the suspended Member at his last address as notified to the Secretary, informing of him of his right to be present and legally represented at the said meeting if the Member so desires.
- 12.4 At the said meeting of the Committee, any allegations against the suspended Member shall be narrated (in the Member's presence) if such Member elects to attend and in the presence of such Member's legal representative (if such Member elects to appoint one), and the suspended Member and/or legal representative shall be afforded the opportunity of being heard in answer thereto. The suspended Member may produce such witnesses such Member wishes, and the Committee shall not unreasonably refuse any request by the suspended Member for an adjournment of the proceedings to enable such Member to prepare an answer.
- 12.5 After hearing all the evidence, the Committee shall (if they so wish) retire to consider further action, and shall thereafter vote thereon. It shall be in the sole power of the Committee to reinstate the suspended Member, or to terminate such Member's Membership; the decision of the Committee shall be final.
- 12.6 The decision of the Committee shall be communicated to the suspended Member in writing within 7 days.
- 12.7 Any Member whose Membership is terminated under this rule or under rule 8 hereof shall immediately be excluded from BSA and shall have no claim against BSA, the Committee or any Member thereof except

that any unexpired portion of the Member's Membership subscription shall be refunded pro rata.

13. Alterations to these rules

These rules or any of them may be added to, amended or replaced by a resolution of a two-thirds majority of those present and voting at a general meeting of BSA called for the purpose under rule 10.

14. Dissolution

- 14.1 BSA shall be dissolved upon a resolution to that effect passed by a three-quarters majority of those present and voting at a general meeting of BSA called for the purpose under Rule 10 hereof.
- 14.2 Following upon such resolution, the Trustees shall take immediate steps to convert into money all the property of BSA whatsoever, with power however to postpone or delay the conversion of any particular property as so directed by the general meeting.
- 14.3 Out of the proceeds of such conversion the Trustees shall discharge all debts and liabilities of BSA, including all expenses incidental to the said conversion.
- 14.4 All money remaining from the said conversion, following upon the discharge of all debts and liabilities as aforesaid, shall be divided in equal shares between all those who at the date of the general meeting held in accordance with rule 10 hereof were fully paid-up Ordinary, Honorary or Associate Members of BSA.

15. Disputes

Any dispute arising out of, or not covered by these rules, shall be referred to the Committee, whose decision shall be final.

16. Notices

Any notices requiring to be served hereunder shall be validly served if (a) sent by fax to the last known fax number of the Member if the transmission is successful; and, in the case of service by fax, that service shall be deemed to have been made at the time of transmission of such fax or (b) posted to the last known address of such Member if that notice is not returned through the post-office undelivered; and, in the case of service by post, that service shall be deemed to be made at the time at which the notice would in the ordinary course of post be delivered.

In witness whereof we the undersigned being acting Members of the Committee have signed our consent to these rules a resolution having been passed authorising and ratifying such action by those Members present at the inaugural meeting of the BSA held at Tattenhall the fifth day of July 2007.

SIGNED BY **CHRISTOPHER SMITH** (acting Chairman)
in the presence of :-

SIGNED BY **JOHN BRADLEY DYNE** (acting Secretary)
in the presence of :-