

RemSoc Constitution

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Constitution Adoption Status

Adopted.

1. Society Name

The name of the Society is RemSoc.

2. Membership

Membership of the Society is open to any person with an interest in land contamination remediation including but not limited to consultant, contractor, laboratory, regulator, insurer, scholar, financier and developer of land.

Membership is focused on, but not limited to, those working in the UK.

RemSoc shall not become a member of any other organisation or interest group without a Notice of Association having been served and approved in accordance with this constitution by a majority of not less than 67% of the votes able to be cast. Notice of Association may only be served at an AGM or EGM.

3. Society Objectives

The overarching objective of RemSoc is to promote good practice in remediation design and implementation.

The objectives of the society are:

- To provide a forum within which people working and involved in the remediation industry can discuss aspects relating to good practice, to encourage the participation of 'early career professionals' and facilitate the dissemination of knowledge regarding remediation;
- To develop a framework for the design, implementation, optimisation and verification of remediation works with reference to Implementation of the Remediation Strategy within CLR 11;
- To promote best practice in process safety assessment and management within the implementation of remediation techniques;

- To facilitate the development of material that supports the framework through guidelines, training courses etc;
- To form relationships, but not memberships unless in accordance with the Notice of Association procedure, and work in a constructive manner with other organisations and professional bodies involved in land contamination and remediation;
- To identify areas where further research in our field is required with the aim of encouraging the society or others to pursue these goals.

4. Code of Conduct

All members are required to comply with the following Code of Conduct.

- Members must express opinions without bias, without vested interest (such as self promotion or the promotion of their respective organisation, commercial or otherwise). All possible conflicts of interest must be declared in advance;
- Members must treat fellow members fairly and honestly. They must not injure or discredit the professional reputation, personal standing, or business prospects of any others, through harassment, malice, negligence, carelessness or other activities that might in any way cause harm;
- Members must not claim credit for the work of others, through plagiarism or other practices.

5. Steering Committee

5.1 Steering Committee Structure and Objectives

The business of RemSoc shall be managed by a Steering Committee comprising of at least 3 members. At this time, the Steering Committee shall have a maximum of 9 members. The number of individuals comprising the Steering Committee shall be reviewed at each AGM.

At each AGM, existing members of the Steering Committee shall be ratified by the members of the Society at the AGM.

When positions on the Steering Committee become available, new members of the Steering Committee shall be elected by the members of the Society at the AGM. All Members of the Society can make nominations. A ballot will be held if there are more nominations than available Steering Committee positions.

The Steering Committee will consist of the Office Bearers (Chairperson, Secretary, Treasurer). The office bearers will be elected by the members of the society at the AGM.

At this time, there is no maximum period after which a committee member or office bearer must stand down. However, the Steering Committee shall have a duty to review this policy on an annual basis at the AGM, after which Constitution may be amended accordingly.

The immediate past Chairperson shall be an ex-officio member of the Steering Committee but will not have voting rights.

The Steering Committee shall have the power to appoint sub-groups where appropriate. The sub-groups should report progress at the Steering Committee meetings. The sub-group shall not commit the Society to any expenditure unless first approved by the Steering Committee.

Any Steering Committee member who misses three consecutive Steering Committee meetings, having been informed of those meetings and who has not notified the Committee in advance of their proposed absence, will automatically cease to be a member of the Committee. In such circumstances, the remaining members of the Steering Committee may appoint interim members prior to the next AGM.

The Steering Committee shall have the power to invite representatives of organisations or individuals to attend Steering Committee meetings as observers but such observers will not have any voting rights. The Steering Committee shall have the power to withdraw any such invitation at any time.

5.2 Principal Duties of the Steering Committee

The responsibilities of the Steering Committee shall be as described below:

- To represent the views of RemSoc at Steering Committee meetings;
- To grow and develop the Society;
- To communicate with members of RemSoc;
- To promote and progress the activities of RemSoc in accordance with its constitution;
- To publish or distribute information in line with the objectives of the society;
- To ensure that any revenue raised is used in accordance with the aims and the objectives of RemSoc;
- To set aside funds for special purposes or as reserves against future expenditure;
- To protect the interests of RemSoc;
- To manage the costs of running RemSoc;
- To administer the code of conduct of RemSoc;
- To do anything else within the law and within the constitution which promotes the aims of RemSoc.

5.3 Steering Committee Meetings

The Steering Committee shall meet as frequently as may be found necessary, but usually not less than 4 times per year, and at any time on request of the Chairperson.

21 days notice must be given before a Steering Committee meeting.

The meeting will be declared quorate if 2 no. Steering Committee members are in attendance.

With the exception of the past Chairperson each member of the Steering Committee shall have one vote and resolutions shall be passed by a simple majority vote of those present. The Chairperson shall have both a deliberative and casting vote. The Chairperson's casting vote shall be used only in the event of a tie.

A minute taker will be appointed at the start of each committee meeting who shall make a brief record (minutes) of the discussion and decisions taken at the meeting. Minutes shall be made available for inspection by any member on request to the Secretary.

6. Annual General Meeting

The Annual General Meeting (AGM) of RemSoc shall be held in the month of November each year to receive the reports of the Steering Committee, to elect new Steering Committee members (where necessary), and to deal with any other competent business. All members are entitled to attend any AGM.

The following business will be conducted at the AGM:

- Receive the accounts of RemSoc and report from the Treasurer for the previous financial year.
- Approve the accounts.
- Receive the report of the Chairperson on RemSoc's activities since the previous AGM.
- Announce the results of the Steering Committee elections (where the number of nominations received exceeded available places). The Secretary shall make a brief record (minutes) of the discussion and decisions taken at each AGM. Minutes shall be available on RemSoc website.
- Approve amended procedures and control documents such as, but not limited to, the Financial Procedures.

21 days notice must be given before an AGM.

7. Extraordinary General Meeting

The Steering Committee or 10% of the Society members shall have the power to call an Extraordinary General Meeting giving at least 21 days notice and including a formal agenda. Voting shall be on the basis of one vote per member present at the meeting and the quorum shall consist of 25%.

8. Finance

In order to support RemSoc's activities and overall aims, a system is required to manage its finances which is secure, transparent and accountable. To achieve this, the following general arrangements must be in place:

- RemSoc must have a member-elected Treasurer who sits on the Steering Committee and is responsible for day to day management of RemSoc finances and maintaining of appropriate policies.
- RemSoc Steering Committee will have a responsibility to aid the Treasurer in the smooth running of the financial aspects of RemSoc by adhering to the requirements of the adopted financial policies.
- RemSoc must have a robust and accountable system for the recording and management of financial transactions which will allow both the Steering Committee and the general membership to be aware of the financial status of RemSoc. This should include reporting of annual accounts at the AGM together with a system of auditing.

RemSoc will be run in accordance with the adopted Financial Procedures as set out in October 2015. The financial procedures will be reviewed prior to each AGM and proposed changes will be presented at the AGM for approval.

9. Amendments to the Constitution

This Constitution may be amended at an AGM or at an EGM convened for the purpose where the following criteria are met:

- The members must be given 21 clear days notice of the proposed amendments;
- The proposed amendments must have been maintained and accessible on the RemSoc website for a minimum of 21 days prior to the vote;
- The amendments must have the assent of sixty seven percent of those voting;
- Proposed amendments which make a fundamental change to the aims and objectives of RemSoc must have the assent of seventy five percent of the votes and must not be implemented prior to the next membership renewal date.

10. Notices

Notices under this Constitution may be sent by hand, by post, by suitable electronic means or in any newsletter distributed by RemSoc. A copy of all notices shall be maintained on the RemSoc website.

11. Society Dissolution

RemSoc may be dissolved by a resolution presented at an EGM called for this purpose. The resolution must have the assent of sixty seven percent of those present and voting. Such resolution

must include instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities.

The net assets shall not be distributed among the members of RemSoc but will be given to some other body with aims and objectives aligned to those of RemSoc as decided by the Steering Committee.