



Forum Court, Office 205
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United Kingdom

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**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
ASSOCIATION OF GEOTECHNICAL AND GEOENVIRONMENTAL SPECIALISTS
CHANGE OF ARTICLES OF ASSOCIATION**

At a Annual General meeting of the members of the above named company, duly convened and held at The National Motorcycle Museum, Coventry Road, Bickenhill, Solihull B92 0EJ on 3rd April 2019 at 12.20pm.

The following Special Resolution was duly passed:

That the Articles of Association of the company be modified as follows:

1. By the implementation of the new attached articles numbered 1.1 to 4.6

DATED: 30th August 2019

SIGNED:

JULIAN LOVELL
DIRECTOR

SATURDAY



A13

A8DH2TIW

07/09/2019

#208

COMPANIES HOUSE



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The Companies Act 2006 SCHEDULE 2 Regulation 3

Association of Geotechnical and Geoenvironmental Specialists

A Private Company Limited by Guarantee incorporated before April 2013

Articles of Association

Approved at AGM of 3rd April 2019



RM

R8DIBJ9E
07/09/2019
COMPANIES HOUSE

#129



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Part 1

INTERPRETATION AND LIMITATION OF LIABILITY

1.1 Name of the Company

The name of the company shall be the "Association of Geotechnical and Geoenvironmental Specialists".

1.2 Defined Terms

In the articles, unless the context requires otherwise:

"administrator" shall be an individual or a company appointed by the AGS Executive, on the recommendation of the Chair, to act as the Secretary of the company;

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chair" has the meaning given in article 2.10;

"chair of the meeting" has the meaning given in article 3.5;

"company" as used in the Companies Act 2006, means the Association of Geotechnical and Geoenvironmental Specialists, hereinafter called "the Association";

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

"director" means an Officer of the Association, and includes any person occupying the position of director, by whatever name called, hereinafter called "Officer" or "Officers";

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"he" and "his" and any other term in the masculine gender shall be taken to mean equally "she" and "her" and the equivalent in the feminine gender;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 2.8;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Association.



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1.3 Liability of Members

The liability of each member organisation is limited to £100, being the amount that each member organisation undertakes to contribute to the assets of the Association in the event of its being wound up while they are a member organisation or within one year after they cease to be a member organisation, for:

- (a) payment of the Association's debts and liabilities contracted before they cease to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.



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Part 2 OFFICERS

OFFICERS' POWERS AND RESPONSIBILITIES

2.1 Officers' General Authority

Subject to the articles, the Officers are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

2.2 Members' Reserve Power

- (1) The members may, by special resolution, direct the Officers, via the AGS Executive to take, or refrain from taking, specified action.
- (2) *No such special resolution invalidates anything which the Officers and/or the Executive have done before the passing of the resolution.*

2.3 Officers may Delegate

- (1) Subject to the articles, the Officers may delegate any of the powers which are conferred on them under the articles:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;as they think fit.
- (2) If the Officers so specify, any such delegation may authorise further delegation of the Officers' powers by any person to whom they are delegated.
- (3) The Officers may revoke any delegation in whole or part, or alter its terms and conditions.

2.4 Committees

- (1) Committees to which the Officers delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Officers and are set out in the Byelaws.
- (2) The Officers may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
- (3) The Committees are defined and regulated by the Byelaws.

DECISION-MAKING BY OFFICERS

2.5 Decisions by Officers

- (1) The Officers have voting rights as set out in the Byelaws. The Chair will make the decisions of the Officers' meetings, having considered the arguments and advice given to him by the other members of the meeting.



2.6 Unanimous Decisions

Not used.

2.7 Calling an Officers' Meeting and/or AGS Executive Meeting

- (1) Any Officer may call an AGS Officers' meeting and/or AGS Executive meeting by giving notice of the meeting to the Officers or by authorising the Administrator to give such notice.
- (2) Notice of any Officers' meeting and/or Executive meeting must indicate:
 - (a) its proposed date and time;
 - (b) how it is to take place (physically or electronically); and
 - (c) if it is anticipated that those participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of an Executive meeting must be given to each member of the Executive in writing.

2.8 Participation in Officers' meetings and/or Executive Meetings

- (1) Subject to the articles, Officers and/or members of the Executive participate in an Officers' meeting and/or Executive meeting, or are part of an Officers' meeting and/or Executive meeting, when:
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Officers and/or members of the Executive are participating in an Officers' meeting and/or Executive meeting, it is irrelevant where any Officer and/or member of the Executive is or how they communicate with each other.

2.9 Quorum for Officers' meetings and/or Executive Meetings

- (1) At an Officers' meeting and/or Executive meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Officers' meeting and/or Executive meetings may be fixed from time to time by a decision of the Officers, but it must never be less than two, and unless otherwise fixed it is two.
- (3) If the total number of participants for the time being is less than the quorum required, the participants must not take any decision other than a decision:
 - (a) to appoint further participants, or
 - (b) to call a general meeting so as to enable the members to appoint further participants.

2.10 Chairing of Officers' meetings and/or Executive Meetings

The Chair of the Association shall chair the meetings of the Officers and the Executive.

2.11 Casting Vote

If the numbers of votes for and against a proposal are equal, the chair has a casting vote.

2.12 Conflicts of Interest

Not used.



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2.13 Records of Decisions to be Kept

The Officers must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Officers.

2.14 Officers' Discretion to Make Further Rules

Not used.

APPOINTMENT OF OFFICERS and/or Members of the Executive

2.15 Methods of Appointing Officers and/or Members of the Executive

With the exception of the Chair and the Immediate Past Chair, nominations to fill planned vacancies for all elected members of the Executive, shall be carried out in accordance with the AGS Byelaws.

The Chair-elect will automatically become the new Chair, and the retiring Chair will automatically become the new Immediate Past Chair, when their terms in office expire.

2.16 Termination of Officer's Appointment

A person ceases to be an Officer as soon as:

- (a) that person ceases to be an Officer by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as an Officer and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Association from the Officer that the Officer is resigning from office, and such resignation has taken effect in accordance with its terms.

2.17 Remuneration of Officers and/or Members of the Executive

No Officer of the Association and/or Member of the Executive Council shall be entitled to receive any remuneration or fees from the Association except as determined by ordinary resolution.

2.18 Expenses of Officers and/or Members of the Executive

The Association may reimburse any reasonable expenses which the Officers and/or Members of the Executive properly incur in the service of the Association.



Part 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

3.1 Applications for Membership

- (1) Applications for membership of the Association will be entertained from the following parties:
 - (a) Individual members
 - Practitioner member
 - Affiliate member
 - Graduate member
 - Student member
 - Honorary member
 - (b) Organisational members
 - Member organisation
 - Affiliate organisation
 - (c) Any other class of Membership defined in the Byelaws
- (2) Each class of member is defined in the Byelaws.
No person shall become a member of the Association unless:
 - (a) that person or organisation has completed an application for membership in a form approved by the AGS Executive, and
 - (b) the membership panel has approved the application or, in the case of graduates and students, the Administrator has approved their application.
- (3) Membership
All matters relating to the membership are regulated by the Byelaws

3.2 Termination of Membership

- (1) A member may withdraw from membership of the Association by giving appropriate notice, as set out in the Byelaws.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies.

ORGANISATION OF GENERAL MEETINGS

3.3 Attendance and Speaking at General Meetings

All Members shall be invited to participate at general meetings, whether in person, through a proxy, or via some other medium.

- (1) A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
 - (a) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and



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- (b) that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.
- (3) The AGS Executive may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

3.4 Quorum for General Meetings

No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

3.5 Chairing General Meetings

- (1) The Chair of the Association shall chair general meetings if present.
- (2) If the Chair is not present within ten minutes of the time at which a meeting was due to start:
 - (a) the Officers present, or
 - (b) (if no Officers are present) the meeting must appoint an Officer or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- (3) The member chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

3.6 Attendance and Speaking by Officers and Non-Members

- (1) Officers may attend and speak at general meetings.
- (2) The chair of the meeting may permit other persons who are not members of the Association to attend a general meeting by invitation.

3.7 Adjournment

- (1) If the members attending a general meeting do not constitute a quorum within half an hour of the time at which the meeting was due to start, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- (2) The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chair of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Officers, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):



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- (a) to the same persons to whom notice of the Association's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

3.8 Voting: General

Except as otherwise noted, all decisions of the Membership shall be by majority vote. Decisions shall only be deemed to have been made if more than 10% of the voting Members have participated in the vote, by whatever means.

3.9 Errors and Disputes

Not used.

3.10 Poll Votes

Not used.

3.11 Content of Proxy Notices

Not used.

3.12 Delivery of Proxy Notices

Not used.

3.12a Voting by Proxy

Any voting Member may, by any form of written transmission at least 7 days before the vote, empower the Chair to cast their vote for them.

3.13 Amendments to Resolutions

Not used.



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Part 4

ADMINISTRATIVE ARRANGEMENTS

4.1 Means of Communication to be Used

- (1) Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) Subject to the articles, any notice or document to be sent or supplied to an Officer and/or Member of the Executive in connection with the taking of decisions by Officers and/or Member of the Executive may also be sent or supplied by the means by which that Officer and/or Member of the Executive has asked to be sent or supplied with such notices or documents for the time being.
- (3) An Officer and/or Member of the Executive may agree with the Association that notices or documents sent to that Officer and/or Member of the Executive in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

4.2 Company Seals

Not used.

4.3 Right to Inspect Accounts and other Records

Members are entitled to inspect any of the Association's accounting or other records or documents, at a convenient time during a normal working day at the Association's registered office and provided sufficient time is given for the request to be facilitated.

4.4 Provision for Employees on Cessation of Business

Not used.

DIRECTORS' INDEMNITY AND INSURANCE

4.5 Indemnity

- (1) Any member who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was an Executive member, Officer, employee, or agent of the Association or by reason of the fact that he is or was serving on a committee operating under the auspices of the Association shall be indemnified by the Association against expenses (including lawyers' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.



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4.6 Insurance

- (1) The Officers may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Officer in respect of any relevant loss.
- (2) In this article:
 - (a) a “relevant Officer” means any Officer or former Officer of the Association,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Officer in connection with that Officer’s duties or powers in relation to the Association.

Based on the *Model Byelaws* for Companies limited by guarantee, which were incorporated before 2 April 2013, downloaded on 20 Aug 2015 from <https://www.gov.uk/guidance/model-articles-of-association-for-limited-companies>