



**The Combustion Engineering Association**

# **CONSTITUTION**

*Revised March 2017*

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## **1. NAME**

The name of the Association shall be “**The Combustion Engineering Association**”.

## **2. OBJECTS**

To advance the science of combustion engineering and to promote efficiency, environmental responsibility, and economy in the conversion, transmission and utilisation of energy for industrial and commercial purposes by providing a service for the public dissemination of knowledge and practice in:

- a. the production, distribution, storage and utilisation of solid, liquid and gaseous fuels;
- b. the selection of the most suitable sources of energy and equipment for their utilisation;
- c. the operation and maintenance of fuel burning equipment at maximum efficiency;
- d. the design and development of boiler plants and ancillary equipment;
- e. the distribution and utilisation of heat and power in industrial and commercial premises;
- f. the heating and air conditioning of industrial and commercial buildings;
- g. the generation of power in industrial plants with particular reference to combined heat and power schemes;
- h. the design and operation of industrial furnaces;
- i. any other subject relating to the industrial and commercial application of energy, and in furtherance of the above objects to:

(a) afford means for the exchange of experience and views among its Members and others;

(b) co-operate with Government Departments, Public Authorities, and with other bodies in any way concerned with Combustion Engineering;

(c) co-operate with the British Standards Institution in regard to the revision of existing Standards and the introduction of new Standards relating to fuels, combustion appliances and related equipment.

(d) co-operate with the HSE and other safety bodies such as SAFed and IOSH in regard to the formulation and revision of good practice guides and other documentation as may be relevant to support industry’s implementation of legislation.

## **3. MEMBERSHIP**

Membership of the Association shall consist of a graduated scale as may be decided by the Council from time to time.

## **4. APPLICATION AND ADMISSION TO MEMBERSHIP**

- a. The power shall be vested in the Council to admit applicants for Membership.
- b. Application for admission to Membership shall be made in writing upon a form which may be obtained from the CEA Office.

## **5. MEMBERSHIP SUBSCRIPTION**

- a. The Council shall from time to time establish the basis of annual subscription or any mandatory levy payable by Members to the Association, which may be according to a graduated scale or such other methods as the Council may

determine.

- b. The Council shall have the power to determine and impose an Entrance Fee for New Members.
- c. A new Member shall not be entitled to the privilege of membership until the first subscription and entrance fee, if any, shall have been paid.
- d. Annual Subscriptions shall become due and payable on the first day of the financial year.

## **6. SUBSCRIPTION ARREARS**

If any Member or new Member leaves his subscription in arrears for three calendar months and shall fail to pay such arrears within one calendar month after a written request has been sent to him, his name may be struck off the register any time thereafter, and he shall thereupon cease to have any rights as a Member, but he shall nevertheless continue to be liable to pay the arrears of subscriptions due at the time of his name being so struck off.

## **7. DISQUALIFICATION FROM MEMBERSHIP**

Any Member of the Association who may act in any way inconsistent with or contrary to the interests of the Association shall become liable to be expelled from the Association, provided that no action shall be taken under this article unless and until the matter has been before a meeting of full Association Council and approved by a majority of at least two-thirds of the votes recorded at that meeting. The individual or company in question shall be notified of the proposed action in writing not less than seven days before such meeting.

## **8. RESIGNATION FROM MEMBERSHIP**

Any Member who wishes to resign from the Association shall give not less than six calendar months notice in writing by post or electronic means to the Association Office, and notwithstanding such notice of withdrawal shall be liable to discharge all obligations incumbent upon him as a Member of the Association until the expiry of the said six months.

## **9. MEETINGS**

- a. The Annual General Meeting of the Association shall be held within four months of the commencement of the Association's financial year. The Members of the Association shall receive 21 calendar days notice of each such meeting and of the subjects on the agenda. A Member may request any item for inclusion on that agenda by written request to the Chairman not less than 10 calendar days before the date of the meeting.
- b. A Special General Meeting of the Association shall be called if and when deemed necessary or advisable by the Council of the Association or on requisition of eight Members of the Association entitled to vote at General Meetings within one month of such requisition. Such requisition shall be in writing by post or electronic means stating the business proposed to be brought before the meeting.
- c. Each Member of the Association shall have one vote at Annual General Meetings and at Special General Meetings
- d. Each Member of the Association shall each year be entitled to nominate a representative to attend the Annual General Meeting.

- e. All meetings of the Association including the Trustees, Council, and General Purposes Committee shall be officially Minuted. All internal committees or working groups shall be approved by Council and will be required to report all their activities to the Council in writing.
- f. Council shall meet at least twice within the Association Year or more as decided by the Chairman or by application from Members as set out below. The General Purposes Committee shall meet as required and at the prerogative of the Chairman.
- g. Meetings of the Council shall be held at a convenient location as decided by the Chairman or, when and as occasion shall require, and the Director shall, on receipt of an application in writing from any three Members of Council convene a meeting of the Council to be held within 28 days of the receipt of such application.

## 10. COUNCIL OF THE ASSOCIATION

- a. The business of the Association shall be managed by a Council which shall consist of not more than 25 and not less than 10 Members and Associates including the Officers
- b. All Council Members will retire immediately prior to the Annual Meeting but shall be eligible for re-election.
- c. The Council shall decide the names of those Members of Council seeking re-election to hold office during the following official year and recommend these to the Annual Meeting. In addition any Member may nominate a Member of Council (subject to that person's written approval) providing such nomination is received in writing by the Association Office not less than 21 days prior to the Annual Meeting.
- d. \*In addition to the aforementioned 25 members of Council, up to five additional places may be filled by appointment, by the Council, at any time during the official year\*
- e. If the number of nominations made by the Council and the number received from Members together do not exceed the number of vacancies to be filled at the election, the persons so nominated shall be deemed to be elected, but if the total number of nominations is in excess of the number of vacancies the election shall be by secret ballot in the manner prescribed in the following Clauses.
- f. A list shall be prepared containing the names of all the persons nominated by the Council and all other valid nomination received, and this list shall be called the Balloting List for the election at the Annual General Meeting.
- g. A voting paper containing the Balloting List shall be issued to every Member with the Notice of the Annual General Meeting prescribed in Clause 9(a), and the voting paper shall be returned to the Association Office in a closed envelope marked "Ballot" so as to reach him at least three clear days before the Annual General Meeting.
- h. The Council shall appoint two or more Members as Scrutineers for the purposes of the ballot. The Scrutineers shall open the envelopes received by the Secretary by the date indicated, and shall count the votes and report the result at the Annual General Meeting.
- i. In the event of an equality of votes, the Chairman of the Annual General Meeting shall decide which of the persons who have received equal votes shall be deemed to be elected.
- j. The Office of a Member of the Council shall *ipso facto* be vacated:
  - (i) If the Member himself becomes bankrupt.
  - (ii) If the Member, firm, or association whom he represents goes into liquidation, is dissolved, or ceases to be a Member.

- (iii) If he ceases to be associated with the firm or association (whom he was appointed to represent) or if he ceases to be the accredited representative.
  - (iv) If he is found to be a lunatic or becomes of unsound mind.
  - (v) If by notice in writing to the Council, he resigns his office.
- k. Subject as aforesaid the Council shall be entitled to appoint a person as a Member of the Council to fill a casual vacancy however it may be caused. The person so appointed shall hold office until the expiration of the current official year but shall then be eligible for re- election or re-appointment.
- l. The Council shall appoint from among their Members a Chairman of the Council, a Treasurer and three Vice Chairmen. These shall hold office during the following official year and shall then retire but shall be eligible for reappointment, subject to the limitation that the Chairman of the Council and the Vice Chairmen shall not serve in the office to which they are appointed for more than three consecutive years unless the period be extended at a Special or Annual General Meeting. The powers of Trustee shall automatically fall to the Chairman, Treasurer and Immediate Past Chairman, and such Trustees will be responsible for the financial and other affairs of the Association to the Charity Commission and in accordance with regulation as set down by the Charity Commissioners from time-to-time. The Council shall appoint a President and up to six Vice Presidents but such appointees will not have representation on the Association Council and neither will they incur any financial liability for the Association's activities. The President, the Chairman of the Council and the Vice shall be *ex officio* Members of all Committees. In the event of the office of President becoming vacant, the Council shall appoint one of the Vice Presidents to hold office during the remainder of the official year. In the event of the office of the Chairman of the Council becoming vacant, a Vice Chairman shall hold the office of Chairman of the Council during the remainder of the official year.
- m. For the purpose of Clauses 9(a) to (g) "Official Year" means the period from the conclusion of the proceedings of one Annual General Meeting to the conclusion of the proceedings of the next.
- n. The Council shall have full authority to represent and to act on behalf of the Association in the lawful prosecution of its aims and objects.
- o. The Council shall have power to set up a General Purposes Committee to include the Chairman, Treasurer, the Immediate Past Chairman and the elected Vice Chairmen to manage the affairs of the Association, and may delegate to the General Purposes Committee any or all of the powers of the Council and may vary or withdraw from time to time any such delegated powers.
- p. It shall be open to the Council using its discretion, to nominate up to six Honorary Vice Presidents from outside the Association, and may also include such Members or Members of Council who under the normal operation of the rules would vacate Office, or past Members of Council whose eminence and experience make it desirable that they should continue to participate actively in the affairs of the Association. Such nominations would be submitted for approval at a Special or Annual General Meeting, as would also proposals from the Council to extend the initial term of three years for a further period. In special circumstances provision can be made for special honor's to be given to eminent persons. Council will also have the power to nominate honorary and honorary Life Membership to any person deemed to have served the Association over a period of time, such Members will enjoy the full benefits of Association membership.

## **11. COUNCIL APPOINTMENTS AND STAFF**

The Council shall be responsible for the appointment of a Director, and any other Member of staff as thought appropriate. The Council will also be responsible ultimately for staff disciplinary matters and may delegate such powers as it thinks fit.

The Council shall have full authority to appoint and remove such officers and staff as they may deem expedient and prescribe and vary terms and conditions of service as to remuneration, tenure of office, and duties as they may from time to time think fit, and to provide offices and other requirements for the carrying on of the work of the Association, and to determine the mode of defraying its general expenses, providing always the Council shall budget for expenditure within the funds known by the Council to be available for the purpose.

## **12. COMMITTEES**

The Council shall as appropriate appoint Committees, with terms of reference to deal with specific matters.

## **13. COUNCIL CHAIRMAN AND QUORUM**

The Chairman of the Council, or failing him a Vice Chairman, shall preside at each meeting of the Council. If within 15 minutes after the time appointed for holding such meeting none of these office-bearers shall be present, the Members of the Council shall elect one of their numbers present to preside over that meeting.

A quorum shall consist of a minimum of eight Members including the Chairman of the meeting.

## **14. VOTING**

All questions at any General Meeting of the Association (other than questions under Clauses 7 and 16 hereof) or of the Council or Committees shall be decided by the votes of the majority present. Voting at all such meetings shall be by show of hands or by ballot on the requisition of not less than one-fifth of those present and entitled to vote. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.

## **15. AMENDMENTS TO CONSTITUTION**

Alterations to the Constitution and Conditions of Membership of the Association may be made at a Special General Meeting called for the purpose, providing that 21 clear days notice of the proposed alteration has been given to each Member prior thereto and provided that the alteration is approved by two-thirds of the votes of Members present at the meeting.

## **16. DISSOLUTION**

If at any time it should be thought by the Council that the Association should be dissolved, and if at a Special General Meeting called for the purpose a Resolution to that effect shall be passed by two-thirds of the votes of Members at the meeting, the Association shall be dissolved and thereupon a Committee of five representatives of the Members shall be appointed at the meeting who shall wind up its affairs and convert all property and effects into money and after paying all liabilities shall give or transfer the surplus (if any) to some

other Charitable Institution or Institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members, such Institution or Institutions to be determined by the Members of the Association at or before the time of such dissolution, and if insofar as effect cannot be given to such provision, then to some other charitable object. If the assets shall be insufficient for the purpose of paying the liabilities of the Association the Committee so set up shall divide the deficiency amongst the Members in proportion to their nominal subscriptions for the current year, and cause notice thereof to be given to each Member stating the amount which he is liable to contribute, and such amount shall be paid to the Bankers of the Association within 28 days after the notice shall have been sent by post, and the decision of this Committee shall be conclusive.

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