



CONSTITUTION

1. TITLE:

The title of the Association is the BRITISH ASSOCIATION OF REMOTE SENSING COMPANIES (BARSC).

2. OFFICE:

The office of the Association shall be situated in the United Kingdom.

3. OBJECTS:

The objects for which the Association is established are:

- 3.1. To conserve, promote and protect the interests of, and encourage co-operation between, all UK companies, partnerships and sole traders acceptable to BARSC offering and undertaking consulting and contracting services in the field of remote sensing.
- 3.2. To ensure that the interests of the Members of the Association are represented in all national, international and Government committees which may exist and exert influence on the spheres of interest of Members.
- 3.3. To liase with Government Departments, Academic Institutions and other similar bodies when undertaking contractual remote sensing activities in the operation of the professional and commercial services provided by Members
- 3.4. To encourage International funding and executing Agencies or organisations instigating remote sensing projects overseas to co-operate with BARSC and its Members.
- 3.5. To provide a forum for representations to Government and other appropriate bodies in connection with overseas trade visits and exhibitions.
- 3.6. To do all such other things as may be conducive to the attainment of the above objects.

4. APPLICATION OF INCOME:

The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in its Constitution and no portion thereof save as provided in Clause 6, shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association provided that nothing herein contained shall (except as hereinafter provided) prevent the payment in good faith of remuneration to any Officers or servants of the Association, or to any Member thereof, or other person in return for any services actually rendered to the Association.

5. MEMBERS' LIABILITIES:

Every Full Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and the costs, charges and expenses of winding-up the same and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding the amount of his annual subscription for membership of the Association.

6. WINDING-UP:

If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities and the expenses of winding-up any property or other assets whatsoever the net proceeds of realisation thereof shall be paid to or be distributed among the Full Members of the Association as ascertained at the date of the coming into effect of the resolution for winding-up.

7. MEMBERSHIP:

Any registered company, partnership or sole trader in the private commercial sector carrying on business in the United Kingdom offering and undertaking consulting or contracting services or supplying equipment in the field of remote sensing shall be eligible for consideration for membership. The Executive Committee shall have full power to decide, acting on such information or evidence as they think fit, whether any registered company, partnership or sole trader is eligible for election and, if eligible, whether it shall be invited to apply for membership. The decision of the Executive Committee as to these matters shall be final and confidential.

Full and Associate categories of Membership shall be available. Associate membership shall be offered to very small (e.g. 1-3 employee) companies by invitation only by the Executive committee who will decide who qualifies on a case by case basis. The benefits to Associate members are the same as those for Full members apart from not being able to serve on the Executive Committee or to vote at General Meetings.

8. APPLICATION FOR MEMBERSHIP:

Every applicant for membership of the Association shall forward to the Secretary of the Association an application in such form and with such particulars as the Executive Committee may prescribe duly signed. Every application shall be brought before the Executive Committee when the applicant shall be elected as a Member if two-thirds of the Members of the Executive Committee then present shall vote in favour of the applicant's election.

9. DISQUALIFICATION AND EXPULSION OF MEMBERS:

Any Member may be required to confirm his continuing involvement in remote sensing activities. In the event of any Member failing to satisfy the Executive Committee as to his status he shall be given notice by registered post that unless he can show reason to the contrary within fourteen days his case will be referred to the Association assembled in General Meeting for decision. If, on the taking of a ballot, two-thirds of the Members present voting in a General Meeting so decide the Member shall be disqualified from membership.

Notwithstanding the above, Members may be removed from membership at any time by a vote of not less than two-thirds of all Members of the Association present in a General Meeting.

10. RESIGNATION:

Any Member may withdraw from membership of the Association by giving three months' notice in writing to the Secretary of his intention so to do. Any person ceasing by any means to be a Full Member shall remain liable for and shall pay to the Association all monies due by him to the Association at the time of his ceasing to be a Member, or for which he may become liable under the provisions of Clause 5 of the Constitution.

11. SUBSCRIPTIONS:

The annual subscription of Full Members shall be determined by the Association in a General Meeting. The annual subscription shall be deemed to be due on the first day of January and payable not later than the first day of February in each year.

In the event of any Member failing to make payment to the Association of any subscription or other sum payable by such Member within twenty-one days after written notice requiring payment thereof the Association may suspend such Member from taking part in the business of the Association until such payment be made.

The Executive Committee shall have power to impose or suspend payment of an entrance fee as they may think fit, it being left to the discretion of the Committee to determine the amount thereof.

12. GENERAL MEETINGS:

A) ANNUAL GENERAL MEETINGS:

The first Annual General Meeting shall be held within eighteen months of the formation of the Association. Thereafter there shall be an Annual General Meeting of the Association once at least in every calendar year and not more than fifteen months after the last preceding meeting to be held in such month as the Executive Committee may from time to time determine.

B) EXTRAORDINARY GENERAL MEETINGS:

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings and shall be called by the Chairman on the requisitions of not less than one third of the Membership. The notice convening each such meeting shall set out the general nature of the business for which the meeting is called.

13. NOTICE OF GENERAL MEETINGS:

At least twenty one days' notice of every General Meeting (except an adjourned meeting) specifying the place, date and hour of meeting and, in the case of special business, the general nature of such business shall be given to the Members, but the non-receipt for any reason whatsoever of such notice by any Member shall not invalidate the proceedings at any General Meeting.

14. PROCEEDINGS AT GENERAL MEETINGS:

a) SPECIAL BUSINESS:

All business shall be deemed special that is transacted at any Extraordinary General Meeting and all that is transacted at any Annual General Meeting with the exception of the consideration of the Accounts, Balance Sheets and the Reports of the Executive Committee and Auditors, the election of Members of the Executive Committee and Officers in the place of those retiring and the appointments of and the fixing of the remuneration of the Auditors.

b) QUORUM:

No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; a quorum shall be 1/3 of Members or their nominated proxies.

c) CHAIRMAN:

The Chairman of the Association, Vice-Chairman, or Immediate Past Chairman shall preside as Chairman of every General Meeting and if one or other of these be not present the Members may elect one of their number to the Chairman of such meeting.

d) VOTING:

Except as is provided under Clause 9, every question shall be decided by a show of hands

unless a poll is demanded of and ordered by the Chairman (before or on the declaration of the result of the show of hands) but no poll shall be allowed on a question of adjournment of the meeting or appointment of a Chairman.

A declaration by the Chairman of the meeting whether, after a poll or otherwise, that a motion has been carried or rejected, or carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact without provision of the number or proportion of votes recorded in favour of or against such resolution.

e) EQUALITY OF VOTES:

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

f) POLL:

If a poll be demanded as aforesaid it shall be taken in such manner as the Chairman shall direct, for example a postal ballot of all Members, and he shall have power to adjourn the meeting for any time not exceeding twenty-one days for the purpose of taking such poll either before or after proceeding with any other business to be transacted at such meeting. The result of such poll shall be deemed to be the resolution of the Association in General Meeting.

g) VOTES OF MEMBERS:

Every Full Member shall have one vote.

15. OFFICERS:

The Officers of the Association shall be the Chairman, Vice-Chairman, Immediate Past Chairman, Treasurer and Executive Secretary. The Chairman, the Vice-Chairman, the Treasurer and the Executive Secretary shall be elected by the Association in Annual General Meeting and shall hold office from their election until the next following Annual General Meeting when they shall be eligible for re-election, provided that the Chairman and Vice Chairman shall not be re-elected at more than two consecutive Annual General Meetings.

The Member who last retired from office as Chairman shall be the Immediate Past Chairman.

The Officers shall be ex-officio Members of all Committees.

16. EXECUTIVE COMMITTEE:

The Association shall appoint an Executive Committee to manage its business. This Committee shall consist of the Chairman, Vice-Chairman, Past Chairman, Treasurer, Executive Secretary and not less than two or more than six other Members. The Executive

Committee shall have power from time to time to appoint any qualified person to be a Member of the Executive Committee either to fill a casual vacancy or as an addition to the existing Committee. Any Member of the Executive Committee so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the numbers of the Executive Committee who are to retire by rotation at such meeting.

The Executive Committee shall be derived from nominations from Full Members and such nominations shall be lodged with the Executive Secretary not later than thirty days before the Annual General Meeting. In the event of nominations exceeding the vacancies the Executive Secretary shall take a ballot from all Full Members before the Annual General Meeting. The result of the ballot shall be reported to such meeting.

The Association may by Special Resolution remove any Member of the Executive before the expiration of his period of office and may by an Ordinary Resolution appoint another Member in his stead, but any person so appointed shall retain his office so long only as the Member in whose place he is appointed would have held office if he had not been removed.

17. DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE:

The office of a Member of the Executive Committee shall be vacated if the Member of the Committee a) ceases to be a Member of the Association, or b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or c) becomes prohibited from being a Member of the Committee by reason of any Order made under Section 188 of the Companies Act, 1948, or d) becomes of unsound mind, or e) resigns his office by notice in writing to the Association, or f) if he is requested in writing by all his fellow Members of the Committee to resign.

18. ROTATION OF EXECUTIVE COMMITTEE:

At the Annual General Meeting in every year one Member of the Executive Committee for the time being, excluding the Officers, shall retire from office. The Member of the Committee to retire in every year shall be the one who has been longest in office since their last election, but as between persons who became Members of the Committee on the same day those to retire shall be determined by lot. A retiring Member of the Committee shall not be eligible for re-election for twelve months.

19. POWERS OF THE EXECUTIVE COMMITTEE:

The Executive Committee shall have sole control in regard to matters relating to the organisation and management of the Association. They may exercise all such powers and do all such things as may be exercised or done by the Association and not hereby expressly directed or required to be exercised or done by the Association in General Meeting.

20. PROCEEDINGS OF THE EXECUTIVE COMMITTEE:

a) The Chairman of the Association shall be the Chairman of the meetings of the Executive Committee. In his absence the Chair shall be taken by the senior of the other Officers present or, in the absence of any such Officer, the Members of the Executive Committee shall elect one of their number as Chairman of the meeting.

b) MEETINGS:

The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have a second or casting vote. Three Members of the Committee may, and the Secretary on the request of three Members of the Committee shall, at any time summon a meeting of the Committee.

c) QUORUM:

Until otherwise determined by the Executive Committee the quorum necessary for the transaction of business shall be four persons.

d) SUB-COMMITTEES:

The Executive Committee may delegate any of their powers to Sub Committees consisting of such Member or Members of the Association as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.

Any such Sub-Committee may meet and adjourn as it may think appropriate. The Members thereof present shall elect one of their number to be Chairman of the meeting. Questions at any meetings of a Sub-Committee shall be determined by a majority of votes of the Members present each of whom shall have one vote and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

21. SECRETARY:

A Secretary may be appointed by the Executive Committee for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

The Executive Secretary and any such Secretarial support as nominated under this clause shall form the Secretariat of the Association.

It shall be the duty of the Secretariat to keep Minutes of all proceedings of the meetings of the Association and of the Executive Committee.

The Secretariat shall also make available to all Members the Minutes of General and Committee meetings and details of other business conducted on behalf of the Association with outside bodies.

22. ACCOUNTS:

The Executive Committee shall cause proper books of account to be kept with respect to
a) all sums of money received and expended by the Association and the matters in respect
of which the receipt and expenditure takes place; b) all sales of properties and goods by
the Association; c) the assets and liabilities of the Association.

A copy of every Balance Sheet (including every document required by Law to be annexed
thereto) which is to be laid before the Association in Annual General Meeting, together
with a copy of the Auditors' Report shall not less than twenty one days before the date of
the meeting be sent to every Member of the Association.

23. AUDIT:

The appointment of Auditors shall be subject to review at each Annual General Meeting
of the Association.

The Auditor will carry out an independent review of the accounts and then sign them to
signify that in his opinion they represent an accurate record of all transactions undertaken
on behalf of the Association. Furthermore the Auditor is required to bring to the attention
of all Members of the Association all matters which in his opinion should be so reported.

24. ALTERATION OF THE CONSTITUTION:

Notice of alterations to the Constitution or amendments thereto must be submitted in
writing to the Executive Secretary one month before any Extraordinary General Meeting
of the Association convened for the purpose of considering such notice.

August, 1996

Amended by unanimous agreement at AGM April 2003.

Amended by unanimous agreement at EGM 21 November 2006.