

The Association of Specialist Technical Organisations in Space

# **CONSTITUTION**

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(Version 2 : 12 March 1999)

09/ASTOS/CTN/2

# **CONSTITUTION**

## **1. DEFINITION**

- 1.1 The name of the Association shall be the Association of Specialist Technical Organisations in Space, hereafter referred to as "the Association" or "ASTOS"
- 1.2 The Association exists as a company limited by guarantee. The Memorandum and Articles of Association of ASTOS are the defining documents for the organisation and shall take precedence over all Articles within this Constitution. This Constitution provides guidelines for the day to day workings of the Association.

## **2. OBJECT**

- 2.1 The Object of the Association shall be to further the interests of Small and Medium size Enterprises (SMEs) working, at least in part, within the British space industry.

## **3. AIMS**

- 3.1 To provide a voice for SMEs concerning the strategic direction of UK space policy
- 3.2 To provide an organised forum for discussion and business development directly targeted at the needs of the UK SME space community
- 3.3 To gather and exchange market intelligence for the benefit of members
- 3.4 To provide an opportunity for members to form consortia offering turnkey solutions to ITTs across a broad range of space requirements
- 3.5 To operate working groups to formulate and plan activities to pursue specific areas of common interest
- 3.6 To assist members in ensuring the relevance and currency of their skills through a programme of management training and technical briefing seminars

## **4. MEMBERSHIP**

- 4.1 Membership of the Association shall be open to any organisation prepared to abide by the rules contained within this document and others imposed from time to time as necessary and who has paid, in full, the appropriate Membership Fee which shall be decided annually in advance by a General Meeting.
- 4.2 Membership of the Association shall be offered in one of the following categories, as appropriate. These categories shall apply to Ordinary and Founder members:
  - 4.2.1 Class 1: Sole member:

Any organisation (sole trader or limited company) comprising a single individual, trading without the support of parent company, group or related companies. Also retired former members wishing to attend the annual lecture programme.
  - 4.2.2 Class 2: Ordinary member  
Organisations employing up to fifteen full-time staff in any area of the organisation.
  - 4.2.3 Class 3: Corporate member  
All other organisations.

- 4.3 Any case where membership class is unclear or in dispute shall be individually considered by the Executive Committee and an interim ruling made. This ruling shall then be presented at the next General Meeting for approval and applied retrospectively.
- 4.4 The appropriate Membership Fee shall be payable on joining and subsequently on the first day of January in each year. Membership not renewed on or by the last day of February in each year shall be deemed to have lapsed. On first joining, or on renewal after a lapse, there shall also be payable the appropriate Joining Fee, should such a Joining Fee be in place at that time.
- 4.5 Membership and Joining Fees shall be as determined, from time to time, by the Executive Committee and endorsed by a General Meeting of the Association. Such revised fees shall become effective only after endorsement.

## **5. ADMINISTRATION**

- 5.1 The Association shall be administered by a Council / Executive Committee. This will consist of a Chair, Vice-Chair, Treasurer and not more than two other members, all of whom shall be elected in that order by the members present and voting at a General Meeting and who shall hold the office from the close of that meeting to the close of the next.
  - 5.1.1 The Association will engage, for the time being, the paid services of a Secretary.
- 5.2 No person who is not already a member of the Association and able to vote may be elected to the Executive Committee, and:
  - 5.2.1 No member may serve as an elected member of the Executive Committee for more than a maximum of five consecutive years.
  - 5.2.2 Within the above maximum, no member may serve as an elected Officer of the Executive Committee for more than a maximum of three consecutive years in the same capacity.
  - 5.2.3 Always provided that in the event of no competing nominations, the rules in clauses 5.2.1 and 5.2.2 above may be waived.
- 5.3 Where a person has specialist knowledge of use to the Association, that person may, at the sole discretion of the Executive Committee, be co-opted to serve on that Committee for as long as such service is required, regardless of whether such a person is a member of the Association or not, and provided that such co-opted members have no voting rights or influence other than advice regarding decisions required to be made.
- 5.4 In the event that an elected Officer can no longer serve in that capacity, the Executive Committee may elect a replacement Officer from within its membership, including co-opted members. Such election shall be notified to the full membership of the Association as soon as is practically possible, inviting objections. If objections are received from at least one third of the Association's membership, within one month of this notification, a Special General Meeting shall be convened with the purpose of electing a replacement Officer. The Officer shall remain in office until a replacement is elected at such a Special General Meeting.

## **6. MEETINGS**

- 6.1 Executive Committee Meetings
  - 6.1.1 All meetings of the Executive Committee shall be held at a place and time notified to all members of the Association at least seven calendar days in advance of meetings, except in exceptional circumstances.
  - 6.1.2 These notices shall be prepared and dispatched by the Secretary, or such other Committee Member as may be appointed by the Chairman if the Secretary is indisposed, and shall include

a copy of the Agenda for the forthcoming meeting in addition to the required details of time and location.

- 6.1.3 All meetings shall be open to members of the Association by prior arrangement.
- 6.1.4 The Executive Committee shall meet as often as is necessary to effectively administer the affairs of the Association but not less frequently than once in each any three month period.
- 6.1.5 For such a meeting a quorum shall consist of not fewer than three elected members of the Executive Committee, one of whom must be an officer.
- 6.1.6 If, within thirty minutes of the time stated for the start of the meeting, fewer than the number required for a quorum is present, the meeting shall be adjourned to a time and place decided by the Chairman of the Executive Committee.
- 6.1.7 Should this occur three times in succession, a General Meeting shall automatically be convened at the earliest possible time.

## 6.2 General Meetings

- 6.2.1 An Annual General Meeting shall be convened at least once in any calendar year and within within three months of the Association's financial year.
- 6.2.2 An Extraordinary General Meeting shall be convened by the Executive Committee if a request to do so is received by the Secretary in writing stating the reason for the request signed by 25% of the voting membership of six of the voting membership which ever is the greater.
- 6.2.3 A General Meeting for the purpose of transacting the business of the Association may be convened by the Executive Committee at any time, not more frequently that the notice period required to be given.

All General Meetings of any kind shall be held at a place and date/time given by notice to all members of the Association in writing at least 30 days in advance of the date of the meeting.

- 6.2.4 These notices will be prepared and dispatched by the Secretary to each member at their last known address and shall include, inter alia, a copy of the Agenda for the meeting to be convened and a copy of the minutes of the preceding meeting.

## 6.3 Quorum & Voting at General Meetings

- 6.3.1 For all General Meetings a quorum shall consist of not fewer than one-third of the total voting membership of the Association.
- 6.3.2 Voting at any General Meeting shall be by a show of hands of those present and entitled to vote, on the basis of one vote for each voting member. The result of voting shall be determined by simple majority.

Any member entitled to vote, but unable to attend, may appoint a proxy who must be a voting member of the Association. The appointed proxy shall vote on behalf of, and as directed by, the Member appointing the proxy. Clear notification of the appointment and identity of such proxy shall be given to the Secretary at least 24 hours before the meeting.

## 7. GENERAL

- 7.1 The general policies of the Association, terms of reference of the Officers and ordinary committee members, sub-committees set up as necessary for programme planning and others considered necessary, shall be drafted by the Executive Committee. These may be amended and / or approved either by circulation amongst members allowing a two week period for comment, or by submission to a General Meeting. Where approval is sought by circulation, if no dissenting comment is received within a two week period, the draft proposal will be deemed approved.
- 7.2 All acts and proceedings of such sub-committees to whom powers are delegated must be

reported back, as specified by the Executive Committee.

- 7.3 The Treasurer shall keep an accurate and up to date set of the Association's accounts and all monies raised shall be applied exclusively to further the aims of the Association. The Secretary shall be responsible for the day to day running of the Association's account.
- 7.4 Cheques and other methods of transferring the Association's funds must be authorised by the full signature of either any two Officers of the Executive Committee, or the Secretary and one Officer of the Executive Committee.
- 7.5 All records will be made available by the Secretary at all reasonable times, given two weeks notification, for inspection by any member of the Association.

## **8. DISSOLUTION**

- 8.1 If, at any time and for any reason, it is considered by the majority of the Executive Committee that the dissolution of the Association would be advisable, a General Meeting will be convened and the recommendation placed before the membership with full supporting information.
- 8.2 If the recommendation is accepted by the General Meeting a special Committee shall be elected from the voting members present with the sole purpose of bringing to a close the affairs of the Association.

## **9. AMENDMENTS**

- 9.1 Alterations to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or Special General Meeting.
- 9.2 A resolution for the alteration of the Constitution must be received by the Secretary from a voting member of the Association at least twenty-one days before the meeting at which the resolution is to be brought forward.
- 9.3 At least fourteen days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed.

## **10. ADOPTING THE CONSTITUTION**

- 10.1 The within written Constitution enters into force when duly proposed and seconded for adoption by voting members, voted on and passed by a majority of voting members at a properly convened General Meeting.
- 10.2 In adopting the within written Constitution, all previous proceedings of the Association are ratified.