

UK NITRIDES CONSORTIUM CONSTITUTION

1. NAME

The name of the Association is UK Nitrides Consortium ('the Association')

2. OBJECTS

The objects of the Association are:

- 2.1 to promote research and development in the field of nitride-based compound semiconductors ('the Field');
- 2.2 to promote effective communication and collaboration between the members and with other workers and stakeholders in the Field;
- 2.3 to raise awareness and improve understanding of the Field;
- 2.4 to advise and inform UK scientific policy in relation to the Field;
- 2.5 to advance and promote education in the Field;

('the Objects')

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To promote or carry out research;
- 3.2 To provide advice;
- 3.3 To publish or distribute information or facilitate the publication and distribution of information and exchange of ideas;
- 3.4 To co-operate with other bodies;
- 3.5 To support, administer or set up other organizations which share the Object or objects similar to or compatible with the Objects;
- 3.6 To raise funds;
- 3.7 To borrow money and give security for loans;
- 3.8 To buy, acquire or hire property of any kind;

- 3.9 To sell, let or dispose of property of any kind;
- 3.10 To organize and hold conferences, seminars and meetings for its members and other parties interested in the Field;
- 3.11 To make grants or loans of money and to give guarantees subject always to available funds;
- 3.12 To set aside funds for special purposes or as reserves against future expenditure;
- 3.13 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 3.14 To delegate the management of investments to a financial expert, but only on terms that:
 - 3.14.1 the investment policy is recorded in writing for the financial expert by the Committee;
 - 3.14.2 every transaction is reported promptly to the Committee;
 - 3.14.3 the performance of the investments is reviewed regularly with the Committee;
 - 3.14.4 the Committee are entitled to cancel the delegation arrangement at any time;
 - 3.14.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 3.14.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt;
 - 3.14.7 the financial expert must not do anything outside the powers of the Committee;
- 3.15 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required;
- 3.16 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as officers of the Association or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty);

- 3.17 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers;
- 3.18 To enter into contracts to provide services to or on behalf of other bodies;
- 3.19 To pay the costs of forming the Association;
- 3.20 To do anything else within the law which promotes or helps to promote the Objects.

4. MEMBERSHIP

- 4.1 Membership of the Association is open to any Organisation interested in promoting the Objects.
- 4.2 The Committee may establish different classes of membership and set appropriate rates of subscription.
- 4.3 The Committee must keep a register of members.
- 4.4 A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount owing.
- 4.5 A member may resign by written notice to the Association.
- 4.6 The Committee may terminate the membership of any Organisation whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice).
- 4.7 Membership of the Association is not transferable.
- 4.8 A member Organisation shall be represented by a duly authorised representative and may remove and replace any representative appointed by it from time to time and notified to the Association. If requested by the Committee (acting reasonably) a member Organisation shall remove and replace its duly authorised representative.

5. GENERAL MEETINGS

- 5.1 Each member is entitled to attend general meetings of the Association through its duly authorised representative. The Association may, at its discretion, permit other nominees of its member Organisation to attend general meetings of the Association from time to time on such terms as

the Committee may determine. Such nominees may attend and if requested, speak but not vote or count in the quorum of such general meetings.

- 5.2 General meetings shall be called by 21 clear days' written notice to the members specifying the business to be transacted.
- 5.3 The quorum at general meetings of the Association shall be the greater of (i) 5 members present by their duly authorised representatives and (ii) such number of members as represent 10% of the total membership, present by their duly authorised representatives.
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) another representative of a member elected by those present shall preside at a general meeting.
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting shall be determined by a simple majority of the votes cast by the duly authorised representatives of the members.
- 5.6 Except for the chair of the meeting, who has a second or casting vote in the event of an equality of votes, every member acting by its authorised representative present in person is entitled to one vote on every issue.
- 5.7 Voting shall normally be by a show of hands but may be by ballot or such other method as the Chair may determine from time to time.
- 5.8 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)
- 5.9 At an AGM the members (acting by their authorised representatives):
 - 5.9.1 receive the accounts of the Association for the previous financial year;
 - 5.9.2 receive the report of the Committee on the Association's activities since the previous AGM;
 - 5.9.3 elect Committee members to replace those retiring from office;
 - 5.9.4 appoint an auditor or independent examiner for the Association where required;
 - 5.9.5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association;
 - 5.9.6 discuss and determine any issues of policy or deal with any

other business put before them.

- 5.10 An EGM may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least four members, and held within 50 days of that request being made.
- 5.11 Both AGMs and EGMs may if the Committee so resolves be held by electronic means or as virtual general meetings, subject to the normal rules regarding notice and quorum being met and in accordance with any standing orders made from time to time pursuant to clause 8.4.
- 5.12 A resolution which is in writing and signed by all members of the Association is as valid as a resolution passed at a general meeting, and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

6. THE COMMITTEE

- 6.1 The Committee shall manage and have control of the Association and its property and funds.
- 6.2 The Committee shall consist of not less than three and not more than eleven individuals, each of whom must be nominated by a member Organisation but must not be a paid employee of the Association, and need not be the authorised representative of the member.
- 6.3 If possible at least one quarter of the Committee members (and if not a whole number then rounded down to the nearest whole number) shall come from academic Organisations and at least one quarter (and if not a whole number then rounded down to the nearest whole number) of the Committee members shall come from industrial or non academic research Organisations. -
- 6.4 The Chair of the Association shall be elected from the membership of the Committee on an annual basis by the other members of the Committee. The Chair may be reelected to this role with no formal limit to the number of terms served.
- 6.5 One third (or the number nearest one third) of the Committee members must retire at each AGM but may stand for re-election, with those longest in office retiring first and the choice between any of equal service being made by drawing lots.
 - 6.5.1 The Chair is also subject to retirement in accordance with the foregoing provisions but may stand for re-election to the Committee.
 - 6.5.2 In the event of the Chair not being re-elected to the Committee

- the Committee will hold an election for a new Chair as soon as is practical.
- 6.5.3 There are no formal limits to the number of occasions an individual may stand for re-election to the Committee.
- 6.6 Subject to clause 6.10 below the Committee members shall be appointed to the Committee at the AGM.
- 6.7 A Committee member automatically ceases to be a member of the Committee if he or she:
- 6.7.1 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 6.7.2 is absent from three consecutive meetings of the Committee unless special dispensation is granted by the Committee;
 - 6.7.3 ceases to be the nominee of a member of the Association or if the member which he or she represents ceases to be a member of the Association (but such a person may be reinstated by resolution of a majority of the other members of the Committee on the member he or she represents resuming membership of the Association);
- 6.5.5 resigns by written notice to the Committee (but only if at least three Committee members will remain in office);
- 6.5.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views;
- 6.8 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office.
- 6.9 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.
- 6.10 The Committee may appoint up to 2 persons who must be the duly authorized representatives of members of the Association to fill a vacancy on the Committee to hold office until the next AGM ('co-opted Committee member'). Such person(s) may be re-elected as Committee member(s) at such AGM but shall not be taken into account in calculating the number of Committee members retiring by rotation pursuant to clause 6.5.

7. COMMITTEE MEETINGS

- 7.1 The Committee must hold at least one meeting each year.
- 7.2 The quorum at Committee meetings is three members present in person or by electronic means.
- 7.3 A Committee meeting may be held either in person or through electronic means agreed by the Committee in which each participant may communicate with all other participants.
- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the Committee members present presides at each Committee meeting.
- 7.5 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting, and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.6 Except for the Chair of the meeting, who has a second or casting vote in the event of an equality of votes, every Committee member has one vote on each issue.
- 7.7 If the number of Committee members falls below [three], the existing Committee members may only act to call an EGM or AGM or to appoint persons to hold office as Co-opted Committee members pursuant to clause 6.10 to hold office until the next AGM.

8. POWERS OF COMMITTEE

The Committee has the following powers in the administration of the Association:

- 8.1 to appoint the Chair (see also above), Treasurer and other honorary officers from the Committee members.
- 8.2 to define the roles of the officers.
- 8.3 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee).
- 8.4 to make Standing Orders consistent with this Constitution to govern proceedings relating to general meetings.

- 8.5 to make Rules consistent with this Constitution about the Committee and sub-committees.
- 8.6 to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds).
- 8.7 to resolve or establish procedures to assist the resolution of disputes within the Association.
- 8.8 to exercise any powers of the Association which are not reserved to a general meeting.

9. PROPERTY & FUNDS

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association or the Committee.
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:
 - 9.2.1 under clauses 3.16 (indemnity insurance);
 - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel travel costs and subsistence supported by receipts) actually incurred in the administration of the Association;
 - 9.2.3 interest at a reasonable rate on money lent to the Association;
 - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Association;
 - 9.2.5 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
 - 9.2.6 in exceptional cases, other payments or material benefits (but only with the prior written approval of all Committee members (save the Committee member in question) after having taken independent advice that this forms a necessary expense in meeting the Objectives of the association.
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must:
 - 9.3.1 declare an interest before discussion begins on the matter;

- 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information;
- 9.3.3 not be counted in the quorum for that part of the meeting;
- 9.3.4 withdraw during the vote and have no vote on the matter.
- 9.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Association may be paid reasonable fees.
- 9.5 Funds which are not required for immediate use or which will be required for use at a future date may be placed on deposit or invested in accordance with clause 3.13 until needed.
- 9.6 Investments and other property of the Association may be held:
 - 9.6.1 in the name of a nominee (being a corporate or charitable body registered or having an established place of business in the United Kingdom) under the control of the Committee or of a financial expert acting on the Committee's instructions;
 - 9.6.2 in the name of at least two and up to four Committee members for the Association who must be appointed (and may be removed) by a resolution of the Committee provided that any bank account required for the administration of on-line transactions may be in the name of only one Committee member but at least two Committee members shall hold access details for the account and use of the account shall be in compliance with Regulations set down by the Committee from time to time.

10. RECORDS & ACCOUNTS

The Committee must keep financial records and a record of the independent examination of the accounts.

- 10.1 The Committee must keep proper records of:
 - 10.1.1 all proceedings at general meetings;
 - 10.1.2 all proceedings at Committee meetings;
 - 10.1.3 all reports of sub-committees;
 - 10.1.4 all professional advice obtained.

10.2 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association.

11. NOTICES

11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or in any newsletter distributed by the Association.

11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).

11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

11.3.2 two clear days after being sent by first class post to that address;

11.3.3 three clear days after being sent by second class post or overseas post to that address;

11.3.4 on the date of publication of a journal or newspaper containing the notice;

11.3.5 on being handed to the member or its authorised representative personally; or,

11.3.6 as soon as the Member or its authorised representative acknowledges actual receipt.

11.4 A technical defect in the giving of notice of which the authorised representatives or the Committee members are unaware at the time does not invalidate decisions taken at a meeting.

12. AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but the members must be given 21 clear days' notice of the proposed amendments.

13. DISSOLUTION

13.1 If at any time the members by their authorised representatives at a general meeting decide to dissolve the Association, the members of the Committee will remain in office and will be responsible for the orderly winding up of the Association's affairs and will thereupon retire.

13.2 After making provision for all outstanding liabilities of the Association, the Committee must apply the remaining property and funds in one or more of the following ways:

13.2.1 by transfer to one or more other bodies established for purposes with the same or similar objects to the Objects;

13.2.2 directly for the Objects.

14. INTERPRETATION

In this Constitution:

'AGM' means an annual general meeting of the members of the Association;

'authorised representative' means an individual who is duly authorised by a member Organisation to act on its behalf at meetings of the Association or on behalf of the member in relation to the Association;

Organisation means any company body, corporate association, educational establishment, department or grouping or faculty within an educational establishment or commercial unit.

'the Chair' means the chair of the Association elected pursuant to clause 6.4;

'clear day' means 24 hours from midnight following the triggering event;

'the Committee' is the governing body of the Association;

'EGM' means a general meeting of the members of the Association which is not an AGM;

'elected Committee member' means a member of the Committee elected at an AGM or pursuant to clause 6.10;

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;

'material benefit' means a benefit which may not be financial but has a monetary value;

'months' means calendar months;

'written' or 'in writing' refers to a legible document on paper including a fax message;

'year' means calendar year;

References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

ADOPTED AT A MEETING HELD

AT

ON

SIGNED

NAME

SIGNATURE

WITNESSED

NAME

ADDRESS

OCCUPATION

SIGNATURE