

## THE BRITISH DAM SOCIETY

### CONSTITUTION

Updated March 2018

#### 1. NAME

The name of this organisation is The British Dam Society and referred to hereinafter as the BDS.

#### 2. OBJECTS

The British Dam Society exists to advance the education of the public in technical subjects relating to planning, design, construction, civil engineering works and more particularly the society may in furtherance of these objectives:

- (i) stimulate interest and encourage improvements in the planning, design, construction, maintenance, operation and safety of dams and reservoirs.
- (ii) form the UK section of the International Commission on Large Dams (ICOLD).
- (iii) co-operate with ICOLD, for the distribution and interchange of information concerning dams and maintenance of the register of large dams in respect of the United Kingdom.
- (iv) participate in meetings of any nature held by ICOLD and generally promote the declared objects of ICOLD in the United Kingdom.

#### 3. POWERS

In furtherance of the objectives stated in Clause 2 above, but not further or otherwise, BDS shall have power:-

- (a) to act as the United Kingdom National Committee of ICOLD (UKCOLD).
- (b) to promote and assist the interchange of information on dams between organisations and individuals in the United Kingdom and through ICOLD.
- (c) to hold meetings to receive addresses given by distinguished professionals in the field of dams and reservoirs.
- (d) to encourage the writing of technical papers for the Congresses on Large Dams, BDS Conferences and the BDS Journal.
- (e) to publish an annual report and accounts covering the activities of BDS and any other matters of interest to members.
- (f) to organise visits.
- (g) to hold meetings and conferences for discussion of issues relating to dams and reservoirs.

#### 4. CORPORATE MEMBERS

Boards, corporations, statutory authorities, associations, federations, scientific bodies and the like may be invited to support financially the work and aims of BDS by becoming Corporate Members. Corporate Members shall each be entitled to nominate three (3) persons as members to represent their interests in BDS who shall receive copies of all notices, reports, and other publications relating to the work of BDS.

## 5. MEMBERSHIP

Membership shall be open to any person or any organisation engaged or otherwise interested in the conception, promotion, planning, study, research, design, construction, management and operation of dams, reservoirs and the associated environment. Applications for membership shall be made on prescribed forms addressed to the Secretary.

## 6. SUBSCRIPTIONS

Annual subscriptions covering a calendar year shall be payable in advance and the amounts of such subscriptions shall be fixed from time to time by the BDS Committee to cover the expenses of BDS and to create an adequate reserve. The names of members whose subscriptions have not been paid by the first day of May shall be removed from the list of members.

## 7. GOVERNING BODY

The governing body (Committee) of the BDS shall consist of the following:

- (a) The Chair and Vice-Chair.
- (b) The immediate Past-Chair of BDS for the year following his/her period of office whereupon he/she shall retire and shall be ineligible for re-election to the Committee until one year has elapsed.
- (c) Twelve members elected by BDS members, if necessary by postal ballot. Members are to hold office for three years and thereafter be eligible for re-election for a second three year term, after which the member shall be ineligible for re-election to the Committee until one year has elapsed, unless elected as Chair or Vice-Chair.
- (d) Up to three members nominated by the Chair after consultation with the BDS Committee, to hold office for up to three years and thereafter be ineligible for re-nomination by the Chair until one year has elapsed.
- (e) A member nominated by the Institution of Civil Engineers to hold office for three years, who shall retire after three years and thereafter be ineligible for re-nomination by the Institution of Civil Engineers until one year has elapsed.
- (f) Such additional Honorary Officers as the Committee may appoint to assist in the administration of BDS, which shall include, but not be limited to, the Technical Secretary, the Editor of Dams and Reservoirs, the Chair of the Young Professionals and the Webmaster.
- (g) The President or Vice-President of ICOLD (if of British nationality and resident in the United Kingdom).

A term of service on the BDS Committee shall start immediately following an Annual General Meeting and the Committee shall meet at least twice a year and as many times more frequently as may be necessary to deal with the affairs of BDS. Half the number of Committee members shall constitute a quorum and the Chair shall have a casting vote.

8. VICE-CHAIR

Before the end of the October preceding the termination of the Vice-Chair's term of office expressions of interest for the post of Vice-Chair shall be invited from members of BDS, to be submitted to the Secretary not later than the fourteenth day of December. The BDS Committee shall then elect, if necessary by a ballot, the most appropriate candidate for the post from those who expressed an interest, to hold office for two years commencing immediately following the next Annual General Meeting. The Vice-Chair of the BDS Committee shall be ex-officio Vice-Chair of BDS.

9. CHAIR

Concurrently with the election of the Vice-Chair the BDS Committee shall likewise call for expressions of interest and elect, if necessary by a ballot, the most appropriate candidate for the post from those who expressed an interest, to hold office for two years commencing immediately following the next Annual General Meeting. The Chair of the BDS Committee shall be ex-officio Chair of BDS.

10. CASUAL VACANCIES

In the event of the death, incapacity or resignation of the Chair the Vice-Chair shall automatically become Chair for the remaining term of office and this remaining term shall not rank as a disqualification on serving a full term as Chair.

Upon the death, incapacity or resignation of the Vice-Chair the Committee shall meet and elect a new Vice-Chair for a term to complete the term of office. Thereafter they may be re-elected for two years as Vice-Chair.

Casual vacancies caused by death, incapacity or resignation of members of the Committee appointed under Clause 7(e) or 7(d) shall be fulfilled by nominations by the Institution of Civil Engineers or by the Chair after consultation with the Committee of BDS as the case may be. Members so nominated or co-opted shall continue as members of the Committee for the unexpired period of service of the deceased, incapacitated or resigned members whom they have replaced. They shall then retire but shall be eligible for nomination or election as a member of the Committee.

Casual vacancies caused by the death, incapacity or resignation of members of the Committee shall be filled by election at the following Annual General Meeting.

11. ELECTION OF MEMBERS OF THE COMMITTEE OF BDS

Persons elected, if necessary by postal ballot, shall fill vacancies among the elected members. The Secretary shall notify Members before the end of the preceding January of the composition and service of the membership of the Committee and shall indicate the names of those elected members who are due to retire after the following Annual General Meeting. The Secretary shall at the same time ask for nominations to fill the vacancies in the elected membership and all nominations shall be despatched to reach the Secretary not later than March 1<sup>st</sup>. No nomination shall be valid unless supported by two members who shall have obtained the consent of their nominee in writing.

Should the number of valid nominations exceed the number of vacancies, the Secretary shall prepare a postal balloting list and shall include therein the names of all eligible members who have been properly nominated. Ballot papers shall be circulated to all members and they shall be returned to the Secretary on or before the fourteenth day of April.

12. HEADQUARTERS AND SECRETARY

The headquarters and Secretariat of BDS shall be at the Institution of Civil Engineers.

13. ANNUAL GENERAL MEETING

An Annual General Meeting of BDS shall be held every year on a date and at a place specified by the BDS Committee as soon as may be convenient after the composition of the Committee for the following year has been determined, but in no case later than the 30<sup>th</sup> April in any year. At least 30 days notice shall be given in writing and those members attending shall constitute a quorum.

The Committee shall submit to the Annual General Meeting a report on its activities and other relevant matters and also present an audited statement of the accounts of the BDS made up of the previous financial year.

The results of the nominations, and of the postal ballot, if held, for the nomination and election of members of the BDS Committee shall be reported at the Annual General Meeting after which the new Committee shall take office and meet as soon as may be convenient. The retiring members shall be deemed to have vacated office upon the conclusion of the Annual General Meeting.

14. SPECIAL GENERAL MEETING

Special General Meetings may be held to deal with any business of BDS that cannot await the Annual General Meeting.

The need to call a Special General Meeting shall be decided by the Chair alone or by the Committee of the BDS or by a request made in writing to the Secretary and supported by not less than 10 members whose subscriptions are not more than three months in arrears and the Secretary shall thereupon give 21 days notice of the said Special General Meeting.

The agenda for a Special General Meeting shall be circulated with the notice of the meeting and no decisions shall be taken on any matter not on the agenda.

For a Special General Meeting held at the request of the Chair or the Committee the members attending shall constitute a quorum but for a Special General Meeting called at the request of not less than 10 members the quorum shall be 20.

15. NOTICES

The Secretary's certificate shall constitute sufficient evidence that the notices calling an Annual General Meeting or a Special General Meeting has been posted in due time. All notices shall be deemed to have been received 72 hours after they have been posted.

16. VOTING

Members shall be entitled to one vote each at Annual or Special General Meetings and to participate in the postal ballot for membership of the BDS Committee.

At the General Meeting whether Annual or Special the Chair shall have a casting vote and a simple majority shall be decisive except for changes of the Constitution.

17. SCREENING OF TECHNICAL PAPERS

The BDS Committee shall screen all technical papers written for submission from the United Kingdom to ICOLD Congresses before being forwarded to ICOLD. The Committee may decline to forward a paper, giving their reasons to the author(s), or may request modifications to be made before forwarding a paper.

18. SUB-COMMITTEES AND WORKING GROUPS

The Committee may appoint Sub-Committees or Working Groups to deal with specific subjects or to cover the field of activity of any Committee of ICOLD.

Such Sub-Committees/Working Groups may, with the approval of the Committee, co-opt any person, whether a member of the BDS or not, who has the knowledge and capacity to assist their deliberations.

The membership of Sub-Committees/Working Groups shall be reviewed annually by the Committee.

All actions and proceedings of each Sub-Committee/Working Group shall be fully and promptly reported back to the Committee. The Committee may dissolve a Sub-Committee/Working Group when no longer required.

19. FINANCE AND ACCOUNTS

The BDS Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment).

The Financial Year shall be the Calendar Year. The Vice-Chair shall annually prepare and submit to the Committee a budget of income and expenditure for the forthcoming year. After the Committee has approved the budget, with or without amendment, disbursements may be made in accordance with the current Procedure for Payments as approved by the Committee.

The Vice Chair shall annually present to the Committee an independently examined statement of all monies received and expended during the past year and all times during the year the books of the BDS shall be open to inspection by any member of the BDS Committee.

20. BANKING ACCOUNTS

The BDS shall hold bank accounts in its own name, but BDS finances shall be managed by the Institution of Civil Engineers under the direction of the Vice-Chair. The Vice-Chair shall deal with these funds in accordance with the provisions in Clause 19.

21. CHANGES IN THE CONSTITUTION

Changes in the Constitution shall be made only with the approval of two-thirds of those members voting at a meeting of the Committee of BDS and also with the approval of two-thirds of those members voting at the Annual General or Special Meeting. No changes shall be made unless due notice shall have been given thereof. No amendment shall be made which will cause BDS to cease to be a charity in law and no amendment to Clause 2, Clause 22 or this Clause shall be made without the prior approval in writing of the Charity Commissioners.

## 22. DISSOLUTION

The Society may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days notice shall have been given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Society but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determine and if and in so far as effects cannot be given to this provision then to some other charitable purpose.

All real and personal property acquired by or on behalf of BDS shall be vested in not less than three, not more than five trustees (not being members of the Committee) who shall enter into a deed of trust setting forth the purposes and conditions upon which they hold such property in trust.

*Version approved unanimously by the BDS Committee at a meeting on 15 January and approved unanimously at the BDS Annual General Meeting on 12 March 2018.*