

UK LAND AND HYDROGRAPHIC SURVEY ASSOCIATION LTD.



RULE BOOK

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1. INTRODUCTION

- (a) Save where specifically expressed otherwise, words and meanings given in the Memorandum and Articles of Association of the Association (the “Constitutional Documents”) shall have the same meaning in the Rules (as hereinafter defined).
- (b) The following represent the Rules applying to the Association (the “Rules”).

2. MEMORANDUM AND ARTICLES OF ASSOCIATION

The Rules shall be read in conjunction with the Constitutional Documents and nothing in the following Rules shall be construed as taking precedence over the Constitutional Documents.

AIM AND OBJECTIVES

- 3. The aims and objectives of the Association are driven by the business initiatives and plans written and established by Council, specifically to:-
 - (a) improve, extend and rationalise standards of United Kingdom firms and corporations carrying out surveying/geomatics work and to improve and further the status and position of such firms and corporations;
 - (b) establish and maintain relations with United Kingdom and overseas governments, local authorities, representative bodies and other organisations so as to create and safeguard co-operation, understanding, standards and efficiency and generally facilitate the conduct of Member firms and corporations;
 - (c) provide a medium through which Members of the Association can consult with each other on all matters of mutual interest and to afford a means whereby the procedures, practice and knowledge of their profession may be co-ordinated and published;
 - (d) act as a medium through which information may be obtained as to the standing, experience, qualifications and practices of Members of the Association;
 - (e) organise, sponsor and participate in conferences, exhibitions or missions in any part of the world;
 - (f) provide and operate a central organisation for the collection of all types of information of value to the Members of the Association and to print, publish,

circulate and otherwise make available the same to the Members of the Association and other approved organisations;

- (g) provide a vehicle to give advice and assistance to Members of the Association on any matter arising in the course of their practice and from time to time to draw up rules to establish standards of acceptable business practice;
- (h) provide a vehicle whereby Members of the Association can liaise with universities, colleges and companies conducting courses on all matters of mutual interest or convenience;
- (i) provide a vehicle whereby members with a specific interest in certain applications may liaise with each other in a structured and formal manner for mutual and association benefit;
- (j) liaise with manufacturers, suppliers and other industries on matters of mutual interest;
- (k) employ advisers or workers in connection with the objects of the Association and to pay them such fees or remuneration as may be thought expedient;
- (l) ensure that the running costs of the Association conform to an agreed annual budget and that adequate rules and regulations are laid down to ensure full compliance with all legal requirements.
- (m) ensure the objects of the Association do not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

QUALIFICATIONS FOR ENTRY AND MEMBERSHIP

- 4. There are five classes of Membership namely Full Membership, Associate Membership, Supplier Membership, Academic Membership and Affiliate Membership.
- 5. The Council shall only approve an application for Full Membership if it is in writing from an individual, firm or corporation in the United Kingdom who or which satisfies the Council
 - (a) that such applicant has a well-established surveying/geomatics practice whether general or specialised and supports the application with records of its past 3 years' trading and operations;

- (b) that the standards maintained by such applicant in his or its surveying / geomatics work are such as to reflect credit on the Association;
- (c) that such applicant is not already adequately represented by an existing Member of the Association; and
- (d) that such applicant deposits with the Council a written undertaking duly executed providing:
 - (i) it will while it is a Member pay on demand all subscriptions imposed by the Council and abide by its decisions; and
 - (ii) it will at all times conform with the rules and standards from time to time laid down by the Council (including without limitation the Rules) and supply the Council with such evidence as it may from time to time require to satisfy itself that its rules and standards are being complied with.

6. There are specific rules relating to Associate, Supplier, Academic and Affiliate Membership

- (a) Associate Membership may be offered to applicants who satisfy the conditions for Membership set out in Rule 5 save for the requirement of 3 years' trading and operations records. On completion of three year's trading, the Associate Membership must be upgraded to Full Membership at the next annual renewal date, for which supporting documentation is required. This consists of two new work samples and three new client references. The work samples will be assessed by the Chairman of MIA. If the new information is satisfactory and no complaints have been made against the Associate member since joining the Association, they will be upgraded to Full membership. A fee for the upgrade, to be determined by Council and which is currently set at £100, will be made for the upgrade assessment. In the event of a complaint having been made against the Associate member, Council approval will be required for the upgrade.
- (b) Supplier Membership may be offered to those applicants who, though not qualifying for Full or Associate Membership by virtue of the nature of their business, can demonstrate to the satisfaction of the Council an interest in surveying/geomatics.

- (c) Academic Membership may be offered to any educational establishment whether in the UK or beyond that provides a course relevant to the activities of TSA.
- (d) Affiliate Membership is open to all organisations with a survey/geomatics section and an interest in the UK survey market, but who, by virtue of their location or structure, do not qualify for either Full or Associate membership.

For the avoidance of doubt, Associate, Supplier, Academic and Affiliate Members shall be entitled to the same membership benefits as Full Members save that:

- (i) Associate Members shall not be eligible to serve as Council Members but will be eligible to vote on Association matters.
 - (ii) Supplier, Academic and Affiliate Members shall not be eligible to stand for Council nor vote on any matters of the Association.
7. The Council shall be entitled to refuse an application for Membership from applicants who do not, in its opinion, satisfy the conditions set out in Rules 5 and 6 and shall provide reasons for such refusal. Unsuccessful applicants may have their applications reviewed by the Appeal Panel (as hereinafter defined) to ensure that the rules of Membership have been fairly applied. An application for review must be made in writing to the Council within 30 days of notice of refusal. The Appeal Panel shall review the application and shall make a decision regarding the application within 28 days of receipt.
8. Every Member firm shall nominate in writing a partner, director or senior member of the staff as its delegate to attend meetings and to vote on its behalf. In the event of two or more existing member companies being owned by a single organisation, only one member company will be permitted to nominate a representative to vote on its behalf or to stand for election to Council. However, all existing group member companies will be permitted to retain their individual membership if they so wish.
9. In order to ensure that all Member firms retain their eligibility for membership of the Association as laid down in the qualifications for entry and membership, each Member firm will be requested to submit an annual return form with supporting documentation as prescribed by Council confirming that no significant changes in trading practice have occurred in the particulars given in their original application form. All documents must be received by the specified deadline.

FINANCIAL LIABILITY OF MEMBERS

10. The liability of the Member firms is limited.
11. In the event of the Association being wound up while it is a Member or within one year of it being a Member, each Member firm undertakes to contribute, if necessary, a sum *not exceeding £100* towards payment of any debts, costs, charges or expenses which may be outstanding.
12. The Council will prescribe an admission fee for membership of the Association and any increases in the annual subscription in line with RPI. All other increases in fees or the fee structure must be approved by the membership at a general meeting. All such fees shall be payable within 28 days of demand. Non payment of annual subscription either in full or other agreed payment terms will mean automatic failure to observe the Rules of The Association. Rule 48 will apply.

MEETINGS

13. The Association shall hold a General Meeting each year at a time and place appointed by the Council.
14. The Council may convene an Extraordinary General Meeting whenever they think fit. If at any time there are not within the United Kingdom sufficient Council Members to form a quorum, any two Council Members and any two Members of the Association may together convene an Extraordinary General Meeting.
15. An Annual General Meeting and a meeting called for the passing of a special resolution shall require a minimum of 21 days notice in writing. Any other meeting shall require a minimum of 14 days notice in writing.
16. No business shall be transacted at any general meeting unless a quorum of 4 Members is present.
17. The President of the Council shall preside as Chairman at every general meeting of the Association. If he is not present the Vice-President shall preside as Chairman. If neither the President nor the Vice-President is present the Council Members shall elect one of their numbers to act as Chairman.
18. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
19. Subject to Rule 6(c) every Member shall be entitled to one vote.
20. No Member shall be entitled to vote at any general meeting if any subscriptions presently payable in respect of his or its membership are in arrears.

21. On a poll votes may be given either personally or by the representative or by proxy. The rules concerning proxy voting are laid down in the Constitutional Documents.

THE COUNCIL

22. The business of the Association shall be managed by a Council which shall consist of not less than six or more than twelve Council Members.
23. The Council shall have power to invite members of professional institutions, teaching establishments and other public bodies to assist them in their deliberations. The Council may also invite not more than four Association Members or their representatives to attend Council meetings either generally or in any particular case. Such persons will have no voting rights at Council meetings.
24. In exercising the power of inviting such additional persons the Council shall have regard to the particular qualifications of the persons so invited or to the desirability of ensuring that various interests are represented on the Council or to the value of the information or advice which the person(s) so invited can give. The Council may afford any person so invited such right of audience as it sees fit.
25. A Council Member shall not vote in respect of any matter in which he has a material interest and if he does so vote his vote shall not be counted.
26. At every Annual General Meeting of the Association any council member that has served for three consecutive years shall retire from office. Any President for the time being of the Association shall be exempt from the provisions of this Rule while he remains President.
27. A retiring Council Member shall be eligible for re-election.
28. An incoming Council member must be able, as far as can be foreseen, to stand for the minimum period of one year to the next Annual General Meeting. Where possible, a Council member should give twelve months notice of his/her intention to stand down.
29. The Association at the meeting at which a Council Member retired may fill the vacated office by electing a person thereto.

30. The Association may from time to time by ordinary resolution increase or reduce the number of Council Members and may also determine in what rotation the increased or reduced number is to go out of office.
31. The Council shall have power at any time to appoint any person to be a Council Member either to fill a casual vacancy or as an addition to the existing Council but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with Rule 22. Any Council Member 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 Council Members who are to retire by rotation at such meeting.
32. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be [four] and persons invited under Rule 23 shall not count towards such quorums.
33. The Council may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

ELECTION OF PRESIDENT AND VICE-PRESIDENT

34. A President of the Association shall be elected by ballot from amongst the Council Members by a simple majority. In the event of a tie another vote shall be taken.
35. The President shall hold office for a period of one year. A retiring President may be re-elected but may not normally serve for more than three consecutive years. However, in the event of there being no Council member either willing or available to assume the role of President, the current office holder may continue for another year providing that at least 75% of Council members agree. The office holder would then have to stand for re-election at the end of one year but may stand again under the conditions stated above should Council wish that to happen. In any case, no President would be permitted to stand for more than five consecutive years.
36. A Vice-President shall also be elected by a simple majority of the Council Members present. In the event of a tie another vote shall be taken.
37. The President, unless otherwise agreed by the Council, shall act as Chairman. If the President and Vice-President are both unable to be present the Council Members present shall elect one of their number to be Chairman.

RULES OF CONDUCT FOR MEMBERS

38. Principals of Member firms will be responsible to the Association for the acts of their partners and employed staff insofar as they relate to matters within the scope of the practice.
39. A Member firm in its responsibility to its client and to the Association shall have full regard to the Rules and to the public interest of the Association.
40. A Member firm shall order its conduct so as to uphold the dignity, standing and reputation of the Association. It shall not conduct itself in such a manner, nor act in any capacity, nor hold any appointment which in the opinion of the Council prejudices its position as a Member of the Association or is prejudicial to its interests.
41. A Member firm shall not act so as to injure or attempt to injure, whether directly or indirectly, the professional reputation, prospects or business of another Member provided that this Rule shall not be taken as prohibiting expression of a technical opinion on behalf of its client before a tribunal or in a commissioned report, or of lodging a complaint of the conduct of another Member to a competent body which lays down rules of conduct.
42. A Member firm shall not directly or indirectly attempt to supplant another Member, nor shall it intervene or attempt to intervene in connection with surveying / geomatics work of any kind which to its knowledge has already been entrusted to another surveyor or firm of surveyors.
43. A Member firm shall not hold itself out, act, nor publish any matter, nor cause any matter to be published or given out, in any manner which could be construed as an official action, statement or publication made on behalf of the Association, nor publish any matter, nor cause any matter to be published or given out that is confidential to and intended for use internally by the Association, unless acting under specific instructions from the Council, in which event the action shall be confined to the limits of such instructions.
44. Each Member shall be permitted to use the relevant Association's logo and refer to its category of membership (Associate, Supplier, Academic and Affiliate only) of the Association on its business stationery and for purposes connected with its business subject to and in accordance with the Rules and with any other rules or regulations notified by the Association to the Members from time to time. Copies of the logo will be supplied by the Secretariat.

45. The right to use the Association's logo and make reference to its membership of the Association is limited solely to the Member during its period of membership. Upon termination of a Member's membership for whatever reason, the Member shall cease all use of the Association's logo and shall take all necessary steps to remove immediately the logo and/or any reference to membership of the Association from its business stationery and any other documentation or literature.
46. The Member shall not permit, encourage or endorse the use or adoption of the Association's logo by any third party except where that third party is an existing member and has become a wholly owned subsidiary of an existing TSA member. In this case the existing member will be permitted to identify the wholly owned subsidiary on the profile section of its TSA members' entry. Likewise, the wholly owned subsidiary may be permitted to use the TSA logo on its publicity materials providing that it is clearly identified as a wholly owned subsidiary of the existing TSA member. The subsidiary must satisfy all other Rules of the Association.

TERMINATION

47. Any Member wishing to retire from the Association shall give three months notice in writing to the Secretary of the Association and pay immediately any unpaid subscriptions for the current and previous years together with any other monies also due to the Association. For the avoidance of doubt, the annual subscription is payable during the three months notice period and where notice of retirement is given in the second half of the Association's financial year (ie. during the months July to December inclusive) the annual subscription will be payable in respect of the subsequent financial year on a pro rata basis.

EXPULSION

48. In certain situations, a member firm may be excluded or suspended from membership of the association. These include:-
- (a) The Council may give thirty days notice in writing to a Member firm suspending its Membership for a specific period if the Member firm shall fail in the observance of these Rules or any regulation or order of the Association;
 - (b) The Council may also give thirty days notice in writing to a Member firm terminating its Membership if:

- (i) the Member firm shall fail in the observance of these Rules or any regulation or order of the Association;
- (ii) in the case of an individual, if a bankruptcy order is made against him;
- (iii) in the case of a company it becomes insolvent or enters into liquidation (other than voluntarily for the purposes of amalgamation or reconstruction) or is unable to pay its debts as they fall due or if it makes any arrangement or composition with its creditors or has a receiver (including an administrative receiver) appointed over all or any part of its assets or takes any similar action in consequence of debt.
- (iv) in the opinion of Council, the member firm has acted in such manner as to bring discredit to the Association.

49. Any Member may appeal against a decision of the Council to terminate or suspend its membership in writing to the appeal panel which shall consist of the President, the Vice-President, the Secretary and a nominated representative from two Member firms (which firms shall be selected on an ad hoc basis by the Secretary) within the thirty day notice period provided by the Council (the "Appeal Panel"). The grounds of appeal must be set out clearly in writing and any supporting documentation must be attached. The Member shall be entitled to attend before the Appeal Panel to make oral representations in support of the appeal and written notice of such intention to attend must accompany the written grounds of appeal and the supporting documentation. The Appeal Panel shall review the appeal and shall make a decision regarding the appeal within 28 days of receipt of the appeal.

50. If any dispute or difference arises out of or in connection with a decision of the Appeal Panel, the Association and the Member shall seek to resolve the dispute or difference amicably by using an alternative dispute resolution procedure acceptable to both parties before pursuing any other remedies available to them. In the absence of agreement being reached within 30 days of the dispute or difference arising or of the alternative dispute resolution procedure to be adopted, the dispute or difference shall be settled by an expert to be appointed by the President of the Royal Institution of Chartered Surveyors, such person to act as expert and not as arbitrator and his decision to be binding on the parties.

NATURAL JUSTICE

51. The Council and the Appeal Panel shall at all times observe the rules of natural justice in exercising their powers under these Rules and in carrying out any decision making or appeal procedures.