

NETWORK GROUP FOR COMPOSITES IN CONSTRUCTION

TERMS OF REFERENCE

1. **Scope**

This Terms of Reference shall regulate the structure, administration, and activities of The Network Group for Composites in Construction, which will be referred to as NGCC hereinafter. For the NGCC, the term 'composites' refers to any fibre-reinforced polymer (FRP) matrix material.

2. **Aims and Objectives**

The aim the NGCC is to further the acceptance of FRP materials as a major building and construction material.

The objectives of NGCC are to:

- Provide a focal point for sharing of knowledge and experience
- Promote collaboration to maximise the benefit of research and development effort
- Further the acceptance of FRP materials by the engineering and architectural community and beyond as a major construction material.

NGCC is a non-profit organisation and does not pursue any commercial objectives.

3. **Management**

The NGCC shall be managed by a Steering Group with delegated authority given to a Coordinator, who shall be a representative of the Coordinating Organisation, as outlined below.

Coordinating Organisation

- The Coordinating Organisation shall currently be NetComposites Ltd. Any change in the coordinating organisation must be agreed by the Membership at the AGM.
- The Coordinating Organisation shall hold all NGCC monies.
- The Coordinating Organisation shall hold insurance for all NGCC activities.

Coordinator

- The Coordinator of the Steering Group shall be a named representative from the Coordinating Organisation and will take the chair at all general meetings of the NGCC.
- The Coordinator shall currently be Dr Sue Halliwell. Any change in the named coordinator must be agreed by the Steering Group, such agreement should not be unreasonably withheld.
- The Coordinator shall have delegated authority from the Steering Group to authorise the day-to-day running costs and activities of the NGCC. Any additional expenses and activities or amounts over £500 shall be agreed by the Steering Group.

Steering Group

- The NGCC shall be managed by a Steering Group elected at each Annual General Meeting of the NGCC which shall comprise the Coordinator, and no less than 8 nor more than 13 elected Members.
- Elected members of the Steering Group shall take office upon election and shall hold office until their successors have been elected. Steering Group Members will hold office for a minimum of two years. The full Members at an Annual General

Meeting of Members shall elect the Steering Group Members with one half of the positions on the Steering Group open to election each year.

- Membership of the Steering Group is on an individual and not a company basis.
- Steering Group members shall not be personally liable for any actions of the NGCC, including financial responsibility should the NGCC be dissolved.
- The Steering Group shall have the power to fill any vacancy among its membership that occurs during their term of office, and any person newly appointed to the Steering Group to fill such a vacancy shall become a full voting member thereof. Such a position will be open for re-election at the second AGM after commencement of the post.
- The Steering Group shall meet as frequently as the Coordinator deems necessary for the efficient management of NGCC, but in any case shall not meet less than twice per year.
- Five Steering Group Members including the Coordinator shall form a quorum for a meeting. A quorum once formed shall not be lost. If the coordinator can not be present, a substitute chairperson may be appointed.
- Steering Group members, including the coordinator may claim travel expenses incurred to attend Steering Group meetings.
- Membership of the Steering Group shall be automatically vacated:
 - If an member has resigned by delivering a written resignation to the coordinator of the group
 - If at a general meeting of Members, a resolution is passed by two-thirds of the Members present at the meeting, that a member of the Steering Group be removed from office.
 - On death.
 - If an elected member of the Steering Group misses 2 consecutive meetings either in person or by other accepted communications facilities
- A disciplinary sub-group of the steering group shall have the authority to suspend the membership of an organisation or individual should the code of conduct be deemed to have been breached. This sub-group shall consider the reasons for the suspension, make known these reasons to the member who shall be given the opportunity to answer fully the charges against him/her. If necessary the disciplinary sub-group shall refer the case to the full Steering Group for a final decision. If the motion is carried, the member shall be informed and he/she shall be deemed to have resigned membership of the NGCC.
- The Steering Group shall have the authority to call an Extraordinary General Meeting should the need arise.

Task Groups and Regional Groups

- The NGCC shall comprise Task and Regional Groups set up as deemed appropriate by the Steering Group. The objectives and activities of each Task/Regional Group shall be agreed within the Group and then presented to the Steering Group for final approval.
- The Steering Group shall identify, if appropriate, key organisations or individuals to be involved in a Task/Regional Groups and invite them to participate. The Steering Group shall then put out a call for additional participation to the membership.
- Each Task/Regional Group shall have its own elected committee, with a minimum of 4 members. Each Task/Regional Group shall elect a Chair.
- Task/Regional Group committees shall meet regularly, but no less than twice per year and shall report back to the main Steering Group. Reports may be made by the Chair of the Group or by a nominated representative.
- The members of each Task/Regional Group shall have the right to serve on its committee until the objectives of the group have been achieved or for a minimum of two years. For task/regional groups functioning for periods longer than two years, elections for positions on the committee should be carried out at 2-yearly intervals.

- Funding - Any funding requirements and potential liabilities must be approved by the Steering Group in advance. The coordinator will sit on any sub-groups where potential liability has been identified.
- Task/Regional Groups have the authority to obtain additional monies from Regional Development Agencies or by private investment to fund their activities. The Steering Group must be kept informed of all such collaboration. The coordinating organisation shall be responsible for control of the funds for Task/Regional groups. When the Task/Regional Group has completed its activities, any surplus monies shall remain with the NGCC under the control of the Steering Group.
- Publications - Any publications or other outputs produced by the Task/Regional Group must be approved by the Steering Group.

4. **Membership**

There shall be two full classes of membership:-

Full Member in one of the following categories:-

- Corporate
- Academic
- Government and companies not supplying products or services to the industry

Student Member comprising individuals in full or part time education.

The membership fee payable by each category of member shall be determined by the AGM and shall be applicable to new membership or membership renewals processed on or after the Monday of the first week immediately following the date of the AGM.

A member shall retain his/her membership until he/she has resigned or is deemed to have resigned. If payment of his/her membership fee, if any, in respect of any period is 30 days or more overdue, a member shall be deemed to have resigned.

Code of Conduct

Each member:

- Shall not by his/her conduct bring the group into disrepute
- If seeking office shall not knowingly submit a statement which is misleading
- If elected or appointed to any office shall strive honestly for the good of the group
- Shall not deliberately behave so as to discourage the active participation of any other member.

Rights of members

Full Members shall have the following rights and privileges:

- To vote at the annual general meeting of the NGCC to elect members of the steering group
- To receive the official newsletter free of charge
- To receive discounts at NGCC events
- To receive one copy of NGCC publications free of charge
- To receive an annual report from the Steering Group
- To nominate and to be nominated as candidates for election to the Steering Group
- To take part in the activities of Task and Regional Groups.

Student Members shall have the following rights and privileges:

- To receive the official newsletter free of charge
- To receive discounts at NGCC events
- To receive one copy of NGCC publications free of charge

- To take part in the activities of Task and Regional groups

5. **Voting**

There shall be one vote per full member.

Any motions calling for votes shall be passed if supported by more than half of those present at the meeting if the quorum requirement is met by the meeting Unless explicitly identified elsewhere. Motions made at meetings which do not satisfy the quorum requirement should be subject to subsequent e-mail voting.

Quorum:

For the AGM the quorum shall be 10% full members.

A quorum once formed shall not be lost.

6. **Copyright**

Copyright of the NGCC name and logo will be held by NGCC.

7. **General Meetings**

The General Meeting of the NGCC shall be held at the annual conference each year. Notice of the meeting, papers and agenda shall be sent by post or otherwise transmitted to all paid up members two (2) weeks before the meeting. The Notice shall identify Steering Group positions open for election and shall request nominations in writing. The notice of the meeting shall also include the text of any motion proposed by the Steering Group. Any member may propose amendments to such motion and may make any further motion for consideration at the meeting but such amendments and further motions must be proposed and seconded in writing and delivered to the Coordinator not less than seven (7) days before the meeting and circulated to members.

Special General Meetings

The Steering Group may call a Special General Meeting at any time giving not less than fourteen (14) days written notice thereof to all paid-up members. The notice shall state the reasons for the meeting and shall include the text of any motion proposed for consideration. Amendments to such motion may be proposed at the meeting. The Steering Group shall call a Special General Meeting upon receipt of a request to do so signed by not less than 10 separate paid up members, provided that the request states the reason therefor and contains the text of at least one motion proposed for consideration thereat.

The business of a Special General Meeting shall be that for which it was called and no other.

8 **Finance**

Financial responsibility for NGCC shall lie with the Coordinating Organisation.

The NGCC shall be funded by member subscriptions, sales of publications and other lawful means such as donations.

Any surplus monies shall be used solely in accordance with the provisions of the aim and objectives.

The financial year for NGCC shall run from April to March.

9. **Dissolution**

The NGCC may not be dissolved except by a vote taken by Membership at a Special General Meeting.

If dissolution of the NGCC is voted, the Coordinator shall proceed without delay to realise the property of the NGCC and to discharge the NGCC's outstanding liabilities. Any net liabilities thereafter remaining shall be the responsibility of the Coordinating Organisation. Any net assets thereafter remaining shall be distributed to the current fully paid up Members in proportion to their membership fee.