

## **CONSTITUTION**

### **1. TITLE**

The Association shall be called the "Association of British Mining Equipment Companies" (hereinafter referred to as the "Association") and it shall be known as "ABMEC".

### **2. DEFINITIONS**

In the interpretation and operation of this Constitution the following words and phrases shown below shall have the following meaning, if and as far as the context permits or requires:-

- 2.1 The Association means all the members whose application for Membership of the Association has been accepted by the Council.
- 2.2 "Member" shall mean a firm or company admitted to the Association under Rule 5 and shall include an agent or any person acting on behalf of a member; it shall also be deemed to include the Successors, Administrators, Executors or Assigns of Members.
- 2.3 "Associate Member" shall mean a firm, company or person who is a consultant or other person admitted to the Association under Rule 6 of this Constitution.
- 2.4 "Member" shall be an employee of a Member or Associate Member.
- 2.5 The ABMEC year is the accounting period of twelve months from 1st April until the succeeding 31st March.

### **3. SCOPE OF THE ASSOCIATION**

The Scope of the Association shall embrace the activities of Members responsible for designing, manufacturing and supplying materials, machinery, plant and equipment for use by the Mining and Minerals Engineering Industries world-wide, such business being hereinafter collectively referred to as "the Industry".

### **4. OBJECTS OF THE ASSOCIATION**

The Objects of the Association shall be:-

- 4.1 To promote, in so far as they affect the mutual interests of the Members, the consideration and discussion of matters affecting the design manufacture or supply of machinery, plant and equipment as described in Rule 3 hereof; to develop the growth and promote the interests of the Industry and to take action with regard to matters of general interest to the Industry both in Britain and overseas.
- 4.2 To provide a means of co-operation between Members on all matters of mutual interest.
- 4.3 To represent the interests of Members in negotiations with Government Departments, Trade Organizations and other bodies.

- 4.4 To foster by all appropriate means, improvements in quality of product and service.
- 4.5 To co-operate or maintain liaison with any other organized body or bodies both in Britain and worldwide having objectives similar to, or complementary to those of the Association and to act jointly with such bodies in furtherance of the objects of the Association.
- 4.6 To provide a channel through which the views of the Industry on economic and trade matters can be made known.
- 4.7 To publicize the Industry and to collect, collate and distribute amongst Members, the Public and in particular, persons engaged in the Mining Industries, such data, statistics and other information on general matters affecting the Industry as the Council may, from time to time, decide are necessary.
- 4.8 To do all other things necessary to the full and proper operation of the Constitution incidental or conducive to the attainment of the Objects of the Association.

**5. MEMBERSHIP**

- 5.1 Any firm or company in the United Kingdom responsible for the design, manufacture and sale of any of the classes of material or new products described in Rule 3 hereof, or any new products, material or equipment deemed by Council to be acceptable or eligible and offering after-sales service in respect of such classes of material, may apply for Membership of the Association.
- 5.2 Any firm or company applying for Membership must be qualified and authorized with recognized quality assurance approval certification such as BS EN ISO 9001, 9002..... or equivalent qualification.
- 5.3 In order to maintain continuity of Membership every Member must, during each ABMEC year, (as defined in Rule 2.5 advise the Association in writing any problems experienced or pertaining to their quality audit standards approvals BS EN ISO 9001, 9002... or equivalent qualifications.
- 5.4 Eligibility for continuity of Membership after failure to re-qualify for two succeeding years is for the discretion of Council and may be dealt with under Rule 5.8 hereof.
- 5.5 At any time a firm or company eligible for Membership of the Association, may apply to the Council for admission to Membership of the Association. Admission to Membership shall be in the absolute discretion of the Council who may refuse any application for Membership without assigning any reason thereof. If an application for Membership is accepted, the firm or company so accepted, upon receipt of the completed acceptance form agreeing to this Constitution and agreeing to be bound thereby shall forthwith become a Member.
- 5.6 Any Member may withdraw from Membership by giving twelve clear calendar months' notice of intention to resign, such notice to be served in

writing to the Association's office. Until the term of any such notice is expired, the Member shall continue to be bound by this Constitution and shall continue to be liable for payment of his due proportion of administration or other expenses.

- 5.7 A new Member admitted to Membership under Rule 5.5 hereof, shall be liable for contributions to the administration expenses of the Association in the year of joining, pro rata to the period of Membership during that year.
- 5.8 The Membership of any Member may be terminated forthwith by a decision of the Council if it is agreed that such Member is no longer eligible or has acted in a manner contrary to the interests of the Association.

## 6. **ASSOCIATE MEMBERSHIP**

- 6.1 Associate Members may be admitted to the Association by application. Eligibility for Associate Membership shall be confined to firms, companies or a person who is a consultant or other person, associated with the Industry not being otherwise involved in activities referred to in Rule 3 nor otherwise eligible for Membership under Rule 5.1 or 5.2 of this Constitution nor being involved in any associated form of manufacturing. Conferment and termination (other than by resignation) of the Associate Membership shall be in the absolute discretion of Council.
- 6.2 Associate Members defined as those organizations with a commonality of interest with ABMEC Members, but not in possession of all the required full Membership qualifications as specified in the Constitution will be eligible to join the general Membership as "Associate Members".
- 6.3 Fees for Associate Membership are listed. See Appendix No. 1.
- 6.4 Associate Members shall not have any voting rights at General Sub-Committee or Optional Service Participators' Meetings. Associate Members will not be eligible to hold any office, Council, Vice President, etc., but may be co-opted onto any Council, committee or sub-committee deemed suitable for their expertise, without voting rights.
- 6.5 Associate Members will receive the same circular/facsimile information about Optional Services as Members. They will be able to participate in any Optional Services provided:-
  - i) They undertake payment of full or agreed proportion of deposit and fees.
  - ii) Participating Members do not object to any Associate Members joining any particular Optional Service for legitimate reasons, conflicts of interest, etc. Note: Any such objection may be referred to the President/Vice President or Director General and with their agreement to Council for a ruling which will be final.
  - iii) Associate Members must accept that priority will be afforded to Members for any shared allocation of Optional Services Benefits such as factory visits time allocation. A suitable reduction of fees

may be allowed for this contingency by any Organizing Committee and/or President or Vice President.

- 6.6 Receipt of and responses to such of the Association's correspondence and publications as, in the opinion of either the President, Vice-President or Director General, is appropriate and beneficial to the Associate Members and Members.
- 6.7 Associate Members will conform to the Constitution but may not be held to honor twelve months' notice and payment for the same if they decide to terminate their membership during their first year.
- 6.8 Companies requesting Membership that do qualify as Members with all the Constitution requirements for Membership will not be accepted as Associate Members.

## 7. SERVICES

The Association's interests, involvement and activities will be pursued and separately financed under two headings:-

### 7.1 General Services

General Services that do not fall into the province of Optional Services, shall be controlled and administered by the Council and funded from members' levies. These will include:-

- i) General accounting services.
- ii) Relations with H.M. Government Departments on matters of concern to Members as a whole.
- iii) Relations with British coal owners (coal producing companies) on matters of concern to Members as a whole.
- iv) Public Relations in so far as they relate to Members as a whole.
- v) Liaison with other Organizations and Associations, both at home and abroad as they affect Members as a whole.
- vi) Any other activity in which ABMEC engages at the request of the Council.

### 7.2 Optional Services

Optional Services comprising any activity suggested or requested by Members or proposed by President, Vice President, Council or Director General, such as:-

- UK or Overseas Exhibitions
- Inward or Outward Missions
- Visits to Overseas Countries
- ABMEC Communal Stands at UK or Overseas Exhibitions
- Meetings with key people or visiting Delegations
- Key meetings to represent specific interests of some, but not all Members, etc.

- i) Optional Services must be approved by either the President or Vice President either or both of whom may, in consultation with the Director General, decide the style, involvement, format and guidelines for ABMEC's administrative workload/cost apportionment.
- ii) When numbers are restricted or limited, priorities may be set by the President or Vice President in consultation with the Director General to determine involvement, such as:-

Council only  
 Standing Five only  
 Elected Five only  
 Specific product discipline such as technological expertise, e.g. electrical, hydraulic, etc.

in any combination of the above or simply that restricted places will be allocated on a priority of reply basis. (First come first served).

- iii) When considered practicable by either or both the President and Vice President, Optional Service meetings will be arranged to benefit the specific activity dependent on the scope and number of Members interested in participating. Agendas may be agreed for further meetings by:-

President  
 Vice President  
 Appointed Chairman  
 Organizing Committee  
 Director General

- iv) All eligible Members and Associate Members must be advised by mail or facsimile circular of Optional Service activities.
- v) Apportionment of factors influencing involvement and cost such as:-

Staff time, Room hire, food/drink  
 Visual aids equipment, administration  
 Private meetings stationery  
 Interpreter services, mailing

will, so far as is practicable, be on an agreed shared apportionment basis amongst participating Members.

- vi) Promotional Committee meetings will be financed from the ABMEC Exhibition programme and any other activities approved by participating Members within an approved Optional Service.
- vii) Optional Services are intended to be self-financing. Costs whenever possible, should be forecast by budget and applied either on a fair share for all, or to an agreed formula accepted by participating Members/Associate Members to accommodate any extra costs for such items as time, factory visits, meals, travel, overspend, etc.

- viii) No Committee, Official or Member of any Optional Activity shall be empowered to take any action affecting or likely to affect the Members of the Association without such action first having been reported to and approved by the Council.

8. **COUNCIL**

8.1 The Council shall consist of:-

President  
Vice President

both of whom must be elected from the "Standing Five or Elected Five" categories of Council Membership. See Rules 11.3 and 11.4

Immediate Past President  
5 Chief Executives (See Rule 8.4)  
5 Elected from Members, other than those represented by the Standing Five.

The Council may, at any time, co-opt other Past Presidents if considered desirable.

- 8.2 No alternative to the elected representative, with the exception of one nominated substitute for any one of the Standing Five Chief Executives who, for any legitimate reason is not able to attend himself under Rule 8.1 hereof shall be allowed to attend and vote at meetings of the Council. The nominated substitute must be confirmed by the respective Chief Executive in writing to ABMEC and must be confirmed or changed at the commencement of each financial year after the Annual General Meeting before the nominated substitute attends any subsequent Council meetings.

- 8.3 The Council shall have the power to co-opt temporarily any person or persons as advisers for the purpose of attendance at part of a meeting or meetings of the Council as might be considered necessary or advisable in the interests of the Association.

- 8.4 The five Members (hereinafter called the "Standing Five"), with the largest annual turnover are defined as:-

Total worldwide turnover of all mining products produced by that Member including mining product turnover produced by any worldwide subsidiary company in which a majority shareholding is held by the Member as advised to the Director General from confidential statistics. Returns must be forwarded to ABMEC in April each year on a form which will be provided for each Member to complete for this purpose and which must be signed by either:-

The Chairman  
Managing Director  
or similar titled Chief Executive, General Manager, etc.,  
OR  
the most senior executive responsible for each Member's financial affairs.

The Five Members will qualify for Council Membership represented by the same Managing Director or similar titled Chief Executive, General Manager, etc.

- 8.5 Any Member who does not divulge their turnover to ABMEC in accordance with Rule 8.4 can be classified into an appropriate larger turnover category at the discretion of the Council.
- 8.6 Subject to Rule 11.4, five members other than those members who qualify as the Five Chief Executives, (as defined in Rule 8.4) additional to either the President or Vice President, shall be elected at the Annual General Meeting by means of a ballot and the Standing Five Chief Executives shall have no vote in this ballot.

The names of the successful candidates will be announced at the Annual General Meeting of the Association to be held at or near to the end of each fiscal year. Subject to the provisions of Rule 8.7 hereof, any representative of a Member is eligible for nomination for election to the Council and his name may be included on the ballot form, provided he has been nominated by one Member and seconded by another Member, before or at an Annual General Meeting. Any Member nominating or seconding the nomination of a member shall have first ascertained from the nominee that he is willing to stand for election as a Council member.

- 8.7 The five members elected at the Annual General Meeting (hereinafter called the "Elected Five") shall hold office for one year or until the next Annual General Meeting when they will retire, but are eligible for re-nomination and election as before.
- 8.8 At any one time not more than one representative per Member will be entitled to serve on the Council.
- 8.9 The Director General of the Association will also be an ex-officio member of the Council.
- 8.10 The Council shall meet as and when decided by Council members.
- 8.11 To constitute a quorum there must be present at any Council meeting not less than:-
  - i) Four Members of the Council
  - ii) One Member from each of the Standing Five and Elected Five Council Categories.

9. **POWERS OF THE COUNCIL**

The Council shall be responsible for the general administration and management of the affairs of the Association subject to the provisions of this Constitution and to resolutions that may be passed from time to time at council Meetings. The Council shall have the power to:-

- 9.1 Manage, control and regulate the affairs of the Association.

9.2 Appoint or set up such Committees as the Association may, from time to time deem necessary. Specifically the Council will appoint or cause to be appointed:-

- i) A Finance and General Purposes Committee (which shall be responsible for supervising all matters relating to Association general finances, including Membership subscriptions).
- ii) A Membership Committee (which shall be responsible for supervising all matters relating to the Membership of the Association).
- iii) A Promotional Committee (which shall be responsible for supervising all matters relating to promotion of the Association), Exhibitors, Papers/Conferences, Public and Press promotion of the Association.
- iv) An Arbitration Committee comprising:

President  
Vice President  
Immediate Past President  
Director General

will consider and propose rulings on any points/objections raised by respective Members to their Turnover related fees or Optional Services Charges. The latter also includes Associate Members.

Any failure to agree with Member(s) or with Associate Members will be reported to the Council whose decision will be final.

The membership and period of service of members appointed to the above Committees or to any other committee set up by the Council shall be a matter for Council to decide and in so doing the Council will seek as far as practicable to ensure that each Committee contains representative(s) with the specialist knowledge and experience which the Committee's work and activities demand.

9.3 Appoint such paid officials of the Association as may be deemed necessary including a Director General and such other supporting services as are required to ensure the effective administration of the Association's affairs.

9.4 Formulate overall policies affecting home and overseas activities for all sectors of the Industry and ensure the implementation of such policies by Optional Services activities and by all Committees, Sub-Committees, Working Parties or Panels which may, from time to time be appointed.

9.5 Take steps to meet any special contingency.

## 10. **JOINT STEERING COMMITTEE**

There shall be a Steering Committee operated jointly between the Association and British coal owners. The Association members of the Committee shall be

appointed by the Council on such basis for such period of service as the Council may, from time to time decide is appropriate, save that not more than one representative per Member may serve on the Committee at the same time.

## 11. **PRESIDENT AND VICE PRESIDENT**

### 11.1 President

There shall be a President of the Association who shall be recommended by the Council and confirmed by the Members at the Annual General Meeting of the Association each year. If for any reason the confirmation of the President is not possible at the Annual General Meeting of the Association, he/she shall be confirmed at the next appropriate General Meeting. His/her term of office shall be two years after which he/she will remain an ex-officio member of the Council as Immediate Past President in terms of Rule 8.1 thereof.

### 11.2 Vice-President

There shall be a Vice President of the Association who will be eligible for succession as President. He/she will be recommended by Council and confirmed by members at the next Annual General Meeting or if this is not possible, the same or an alternative candidate may be confirmed at the next appropriate Annual General Meeting.

A Vice President will normally serve for two years.

A Vice President is empowered to act for and on behalf of the President during the President's absence on or during any occasion or meeting. In the absence of both the President and Vice President the Director General may act on their behalf.

- 11.3 If either the President or Vice President commence either of their respective terms of office based upon their eligibility of being a Council member as a "Standing Five" Council Member, their term of office, normally two years in each position, will be considered as guaranteed, subject to the following proviso:-

"That they continue in Membership employment (but not necessarily with the same Company)".

- 11.4 If during their term of office their Company's "Standing Five" position changes so that they are not eligible to a "Standing Five" Council place, they will automatically retain their Council and hence Presidential position, by assuming an automatic right to Council as an "Elected Five" Council member. In this way vacancies for "Elected Five" Council positions may vary from four to six as required by this rule. See also Rule 8.6.

The two year term change times for both President and Vice President will be established and noted together with the date on which this revised Constitution becomes effective.

## 12. GENERAL MEETING

- 12.1 The Annual General Meeting of the Association shall be held as soon as may be convenient after the end of the Association year and in any event before the end of May. Other General Meetings may be held as may be agreed upon from time to time but at least one Annual General Meeting shall be held in each year.
- 12.2 At least thirty days' notice of any General Meeting shall be given in writing to all Members.
- 12.3 An Agenda of the business to be transacted at every General Meeting shall be sent to each Member at least twenty-one days before the date of the meeting.
- 12.4 Any six Members, or the President may request the summoning of a special General Meeting of Members to consider any matter. Such meetings shall be held on a date to be proposed by the President and full details of the business to be considered shall be circulated to all Members at least five days before the meeting.
- 12.5 Not less than 40% of the Members must be present at a General Meeting to constitute a quorum.
- 12.6 At all General Meetings each Member shall be entitled to one vote and unless otherwise provided in the Constitution, decisions passed by a simple majority of Members present and voting shall be binding.

In the case of an equality of votes, the Chairman of the Meeting, in addition to his deliberate vote, shall have a casting vote. Voting shall be by show of hands, but at the request of any member a ballot vote shall be taken which shall take precedence over any show of hands.

## 13. VOTING RIGHTS

- 13.1 Equality of Votes  
Council votes will be equal to each member.  
General Meeting, Optional Services and other committee votes will be equal to each member.
- 13.2 Proxy  
Any Member may appoint any other Member as a proxy, who shall be entitled to attend and vote as instructed at any General Meeting of the Association.

## 14. ADMINISTRATION EXPENSES

- 14.1 General Administration Expenses

The cost of providing and administering the general services specified in Rule 7.1 hereof shall be met by such levies on Members as shall be recommended by the Finance and General Purposes Committee from time to time. An Annual budget shall be proposed by the Council and endorsed by Members in General Meeting.

14.2 Turnover Related Fees

See Appendix 1.

14.3 Optional Services/Special Expenses

Optional Services and Special Expenses arising from participation in specific activities shall normally be met by equally shared levies only on the Members participating in such activities. The Council shall however be authorized to decide that any specific item of expense may properly be regarded and treated for levy purposes as part of the general administration expenses of the Association.

15. **COMMUNICATIONS**

All communications between Members and the Director General or Staff and services responsible to him, shall be regarded and treated as being strictly private and confidential.

16. **ALTERATION OF RULES**

No alteration or addition to this Constitution shall be made except by a resolution of members in general meeting where no less than 75% of the members present vote in favour thereof.

At least one month's notice of any motion involving alterations or additions to the Constitution shall be given to members prior to the meeting.

17. **CONSTITUTION AND TERMINATION OF THE ASSOCIATION**

Acceptance of this revised Constitution does not absolve any Member from responsibilities or dues and demands of the previous Constitution revision (April 1991).

This revised Constitution will be effective from (date to be agreed). The Association shall remain in being until such time as Members in General Meeting shall determine its existence.

A resolution to determine the Association shall not be valid unless approved by at least 75% of Members present and voting in favour thereof.

18. **WINDING UP**

In the event of the Association being dissolved, then so soon as all members' obligations to the Association have been fulfilled, any monies held by the Association in any fund shall be distributed amongst the then existing members in the same proportion as the total amount of their respective contributions to such funds bears to the total amount in the funds.

19. **TRUSTEES**

19.1 Trustees, who shall be two in number, shall be appointed from time to time as necessary by the members in general meeting. A Trustee shall be a member within the meaning of Rule 2.4 hereof and shall hold office only for so long as he/she is a member or until his/her resignation in writing to the Association or until a Resolution removing him/her from office shall have

been passed by two-thirds majority of those Members present and voting at a general meeting called for the purpose under Rule 16 hereof.

- 19.2 All real and leasehold property of the Association shall be vested in the Trustees for the time being, to be held in Trust in their names for the use and benefit of the Members as a whole. On the death, resignation or removal from office of a Trustee, the Council shall take steps to secure the appointment by the Association of a new Trustee in his/her place and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all Association real and leasehold property into the names of the Trustees as constituted after the said appointment.
- 19.3 The Trustees shall, at all times and in all respects, act in regard to the property of the Association held by them in accordance with the directions of the Council and shall have power to sell pledge, lease, mortgage or otherwise alienate any of the Association's real or leasehold property in compliance with the directions of the Council.
- No purchaser, lessee or mortgagee, or other successors in title shall be concerned to enquire whether any such direction has been given.
- 19.4 The Trustees shall be entitled to an indemnity out of the property of the Association in respect of any action taken by them on the direction of the Council.
- 19.5 The Trustees shall, on the direction of the Council, represent the Association in any litigation in relation to any real or leasehold property of the Association held by them as Trustees for the Association.

20. **RULES BINDING AND SIGNED**

This Constitution or any modification thereof that may be decided upon shall be binding upon each and every member until the determination of the Association.

Each member shall receive a copy of the Constitution and return a signed form to the ABMEC Office for retention on his member file confirming his receipt and acceptance of this Constitution.

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