



SPACES LTD

BY-LAWS

These By-Laws should be read in conjunction with the Articles of Association adopted on 19th June 2015. These By-Laws were adopted by the Board of Directors on 4th September 2015 and ratified at the AGM on 16th October 2015.

1. NAME, PURPOSE and OBJECTIVE

- 1.1 **NAME** – The name of this society, which is registered at Companies House as a not for profit limited liability company, shall be Society for Public Architecture, Construction, Engineering and Surveying, hereinafter referred to as SPACES or the Society.
- 1.2 **PURPOSE** – The mission of SPACES is to support building professionals, in both public and private sectors, who are engaged in delivery of publicly funded buildings and infrastructure projects, through providing a forum for collaboration, sharing of best practice, education and training and promotion of high professional standards.
- 1.3 **OBJECTIVE** – The objectives of the Society are:
 - i. To provide education, training and support for those construction professionals engaged in delivery of public sector projects.
 - ii. To promote awareness of best practice and latest developments in professional and technical matters and changes in construction regulations.
 - iii. To promote collaboration among members by organizing conferences, Study Days, regional meetings and through development of online resources.
 - iv. Engage with government agencies and other professional bodies and wider construction industry to ensure development of sound legislation and higher professional standards
 - v. Promote awareness of and interest in career opportunities in construction industry and public sector in particular

2 MEMBERSHIP – There are four types of memberships:

- 2.1 **Member:** Any building professional e.g. architect, engineer, surveyor, etc. working in or for public sector can be member of SPACES. Membership of recognized professional society (as determined from time to time by the Board) is a requirement. A member is entitled to a vote at the AGM, EGM or any other meeting of the Society.
- 2.2 **Retired Member:** A previous member of SPACES or one its former constituent societies, who has retired and is no longer in professional employment. Retired members will not have voting rights.
- 2.3 **Honorary Member:** Board may offer Honorary Membership to any past president of SPACES, after they have retired from professional work. Existing Honorary members of former constituent societies of SPACES shall continue to be Honorary Members. Any other person may be appointed an Honorary Member following a resolution at the Board of Directors meeting or at the AGM. Honorary members will not have voting rights.
- 2.4 **Corporate / Organizational Membership:** Companies, Local Authorities and other Agencies can become members of SPACES but must nominate named member(s) of their staff as a member(s). Nominated people must meet the membership criteria and will enjoy the same benefits as ordinary members, including voting rights.

3. OFFICERS OF THE SOCIETY, ELECTION, TERM OF OFFICE and RESPONSIBILITIES

Officers of the Society shall be the President, Senior Vice President, Director of Finance and the Director of Scrutiny.

- 3.1 **President** - The President, who must be a Member, shall be appointed from the current Board of Directors, at the AGM and shall hold office for the period 2 years beginning at the conclusion of the AGM. The candidate for the Presidency will normally be the Senior Vice President. No person is eligible for re-



election to the office of President save in circumstances resolved by the Board to be extraordinary. If for whatever reasons, the President is unable to serve his or her full term, the Board will appoint Senior Vice President to the post of the President until the next Annual General Meeting.

Presidency will normally rotate between various professions represented in SPACES.

From time to time, Board of Directors may agree to a Joint Presidency. In such circumstance the joint Presidents will share the Presidential duties.

President shall:

- Be the Chief Executive Officer and the spokesperson of SPACES
- Chair all the Board meetings and also AGM and other General and Extraordinary meetings
- Represent the Society on outside bodies, be the link person with government departments and attend formal events on behalf of the Society. President may delegate these duties to another member of the Board of Directors.

3.2 Senior Vice President – The Senior Vice President, who must be a member, shall be appointed from the current Board of Directors, by the President with the approval of the Board of Directors, at the AGM. Senior Vice President shall hold the office for two year and shall be the President Elect.

Senior Vice President shall :

- Assume the duties of the President in the absence of, or at the request of, the President;
- Assume the office and duties of the President for the remaining term in the event of a vacancy in the office of President;
- Perform such other duties as the President or Board of Directors shall designate.

3.3 Director of Finance – The Director of Finance, who must be a member, shall be elected at the AGM and shall hold office for two years beginning at the conclusion of the AGM. The Director of Finance may be reelected at the end of the term for further two terms.

The Director of Finance shall:

- Manage the financial affairs of SPACES
- Ensure that SPACES accounts are properly audited
- Formulate the Annual Budget for the Board of Directors consideration
- Report at each Board meeting any variations from the Annual Budget
- Make a financial report to the annual meeting of the Board and at the AGM;
- Approve SPACES members expenses
- Prepare budgets with the SPACES Manager and Budget Holders;
- Develop guidance for claiming expenses with the Director of Scrutiny
- Perform such other duties the President or Board of Directors shall designate.

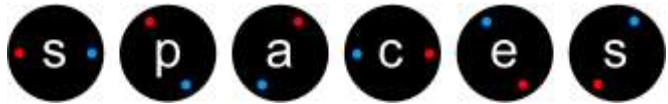
3.4 Director of Scrutiny – The Director of Scrutiny, who must be a member, shall be elected at the AGM and shall hold office for 2 years beginning at the conclusion of the AGM. The Director of Scrutiny may be reelected at the end of the term for further two terms.

Director of Scrutiny shall:

- Develop and review the Articles of Association for SPACES in consultation with the Board.
- Develop and review SPACES By-Laws in consultation with the Board.
- Develop guidance for claiming expenses with the Director of Finance
- General oversight of conflicts of interest and code of conduct issues
- Investigate constitutional changes or proposals referred to by the Board

4. BOARD OF DIRECTORS

Board of Directors of SPACES shall be:



- President
- Senior Vice President
- Vice Presidents – up to 3, who will also act as Heads of Professions represented in SPACES, to be nominated by the Management Board for a 3 year term
- Immediate Past President
- Director of Finance
- Director of Scrutiny
- Directors of Membership (2) – North and South – To be elected at the AGM for a 2 year term
- Director of Marketing and Communication – To be elected at AGM for a 2 years term
- Director of Technical – To be elected at the AGM for a 2 years term
- Director of Events – To be elected at the AGM for a 2 years term

Regional Hub Coordinators may attend the Board meetings as Ex- Officio members, by invitation only and shall not have voting rights at the Board meetings. Any Honorary or retired members who are elected to the Board (directorship) will be entitled to vote at the Board meetings but not at any General meetings of SPACES. Honorary and retired members can get full voting rights by paying full membership fee.

SPACES Manager is also Ex-Officio member of the Board.

- 4.1 The Board of Directors shall be the policy-making body of SPACES and shall manage, direct and control the affairs of the Society. The Board shall, within the limits of the By-Laws, determine the policies of the Society and changes therein. It shall actively promote the Society's purposes and shall have discretion in the disbursement of the Society's funds. It may adopt such rules and regulations for the conduct of its business as it deems advisable, and may, in the execution of its powers, appoint such agents as it may consider necessary. The Board may set up committees or forums with a specific remits. The Board will also be responsible for setting up Regional Hubs and for appointing Regional Hub Coordinators.
- 4.2 The Board of Directors shall hold three meetings a year but at least one (1) meeting annually at such time and place as it shall determine. The President shall give notice of each meeting not later than thirty (30) days before the date of the meeting. The President may also call and set the time and place of any special meetings of the Board of Directors.
- 4.3 At a Board meeting, one-half of the membership of the Board will constitute a quorum or presence of at least three Directors. A majority of such a quorum shall decide any question that may come before the meeting.
- 4.4 In the event a vacancy occurs on the Board of Directors, the Board shall appoint a qualified member of the Society to fill the unexpired term, with the approval of a majority of the remaining directors.

5. GENERAL MEETINGS, NOMINATIONS, RESOLUTIONS AND VOTING

- 5.1 **Annual General Meeting** – The Board must hold an annual general meeting of the Society, for which it must give all members 45 days' notice of the date, time and place. At the same time, notice must also be given of any vacancies coming up on the Board for which elections may have to be held at the AGM.
- 5.2 Presence of at least 10 members, at the AGM or other General or Extraordinary meeting, will constitute a quorum. A majority of such a quorum shall decide any question that may come before the meeting, including any election of officers.
- 5.3 **Nominations** - Any member can nominate themselves for the vacancy announced in the notice of the AGM. A nomination must be supported and seconded and received by the SPACES Manager, at least 28 days before the AGM. Nominated candidate must supply an overview of what they would bring to the role and written consent that he or she is willing to serve, if elected.
- 5.4 A list of all the nominated candidates for each vacancy, together with the agenda for the AGM must be circulated to all members, at least 14 days before the meeting. Instructions on electronic and proxy voting shall be sent out at the same time.



- 5.5 Candidates shall be elected on straight forward majority vote at the AGM, including any proxy or electronic votes, if deemed acceptable by the Director of Scrutiny.
- 5.6 **Resolutions** - Board must give notice of any resolutions that it wants tabled at the AGM, with the notice of AGM.
- 5.7 Members wishing to table a resolution at the AGM, must do so in writing to the Director of Scrutiny, at least 28 days before the AGM. Such a resolution must be supported by at least 10 members.
- 5.8 **Voting** – Members shall be entitled to one vote for any election of officers or in determination of any resolution. President shall have the casting vote.
- 5.9 The Board may at any time call a Special or Extraordinary General meeting, by giving 30 days' notice. Tabling of resolutions and voting at any such meeting shall be as per at AGM.

6. CODE OF CONDUCT, CONFLICTS OF INTEREST AND DISCIPLINARY PROCEDURE

- 6.1 **Code Of Conduct** – Members shall at all times:
- i. maintain the highest professional standards, integrity and personal conduct in all their work
 - ii. deal honestly and fairly in business with employers, employees, clients and fellow professionals
 - iii. uphold the reputation of SPACES, and do nothing that would bring the Society into disrepute
 - iv. show respect, in their dealings with other members of the Society and with members of external organisations when acting on behalf of SPACES
 - v. undertake regular professional training and development and keep up to date with latest technical developments and changes to regulations
- 6.2 **Conflicts of Interest** – Conflicts of interest usually arise where there is potential financial or other benefit to the member or the member's employer, resulting from the member's activities with SPACES.
- Members have individual responsibility to declare any conflicts of interest, as soon as they arise, to the Directory of Scrutiny in writing.
 - Members must never use any confidential or 'insider' information gained from their work with SPACES, for self-advantage or for the benefit for their employer.
 - When delivering services to SPACES, members must ensure that services provided are costed, delivered and accounted for in a manner that conforms to accepted business practice and ethics
 - Treat as confidential any financial, commercial or contractual information about SPACES activities and any personal information of other members of SPACES.

6.3 Disciplinary Procedure

SPACES may at any time withdraw the membership of any member for a serious violation of the Society's Code of Conduct or for breach of Conflicts of Interest or for conduct prejudicial to the best interests of the Society, provided that any member so charged has had the opportunity to defend himself or herself before the Scrutiny Committee. Written charges with specific violations must be filed with the Director of Scrutiny, who shall investigate the charges within 28 days. Scrutiny Committee, chaired by the Director of Scrutiny, may by a majority vote expel the defendant from membership in the Society. An appeal may be made to the Board of Directors. A majority vote of the Board of Directors is needed to confirm the Scrutiny Committee's action.

7. AMENDMENTS TO BY-LAWS

These By-Laws may be amended, altered or repealed in whole or in part, or new By-Laws may be adopted, following a resolution and by the affirmative vote of two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board or by a majority vote at the Annual General Meeting or at Special or Extraordinary General Meeting of the Society.