



Textile Recycling Association

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RULES

- 1 The name of the Association is the "TEXTILE RECYCLING ASSOCIATION".

OBJECTS

- 2 The objects of the Association are:

To institute, promote, support or oppose legislative or other measures affecting the interest of persons trading in discarded textiles, and generally to promote and protect the interests of such person.

QUALIFICATION AND ADMISSION OF MEMBERS

- 3 Any Person, Partnership, Firm or Limited Company or Association, engaged in the before-mentioned trade may, on the terms hereinafter expressed, be admitted a Member of the Association.

(a) Any local authority or charity may be admitted as a non-voting member.

Other categories of members may be created by the Executive Committee from time to time.

- 4 All applications for membership shall be proposed and seconded by a full voting Member before being submitted to the Executive Committee for election. No person (and for the purposes of these Rules, a Partnership, Firm or Limited Company shall be included in the expression Member) shall be elected unless he shall have signed a written application in the form set out in the schedule hereto. Such application in the case of a Firm may be signed by any member of the Firm on behalf of the Firm, and in the case of a Company by any Director purporting to have authority from the Company for that purpose.

- 5 All applicants and existing members are required to uphold the following requirements. They must:

- a) have traded legally for a period of not less than 3 years and to have remained solvent during that period;
- b) have held a waste carriers licence for a period of not less than 1 year, if they transport waste as part of their business activity;
- c) have held an Environmental Permit (or have been registered as exempt from Environmental Permitting) for a period of not less than 1 year, if they store or process waste in any manner as part of their business activity, which is subject to waste management licence regulations;
- d) either pays business rates or provide evidence that their rates are included in any lease agreement that they have for the rental of their business premises;
- e) provide evidence of their written health and safety policy if they employ five or more people;
- f) provide evidence of their Fire Risk Assessment, which has been a legal requirement since October 2006;
- g) hold compulsory employers liability insurance;
- h) hold public liability insurance.

- 6 An applicant and members should also be able to demonstrate that they undertake their business in a manner which is compliant with any codes of conduct or codes of practice which have been approved by the Executive Committee.

- 7 When an application for membership is received, the application will be considered at the next meeting of the Executive Committee. The Committee can then assess whether the applicant meets all the requirements necessary to be admitted to the association. All applicants will be advised of Executive Committee's decision in writing.

- 8 If an application for membership is not accepted by the Executive Committee, the applicant has a right to make an appeal in writing, within four weeks of receiving notification of the decision. If an appeal is made, the matter will be considered by an appeals sub-committee within three months. The appeals sub-committee's decision will be final. The applicant that is making an appeal will be advised of the sub-committee's decision within four weeks of the decision being made.

- 9 The Annual Subscription payable by Members for 2013-14 (before early payment offer) shall be:-

A	26 and Over	£1000
B	11 - 25 employees	£1000
C	up to 10 employees	£900
D	Dual Member	£900
E	Associate Member (Service)	£900
F	Associate Member (International)	£900
G	Associate Member (Charity)	£900
H	Associate Member (Franchisor)	£1000

- I For Associations
A sum to be determined by the Executive Committee.
- J For Non-Voting members
A sum to be determined by the Executive Committee.
- K Introductory Membership (For one year only) - £1000 (plus £100 administration fee)

or such other sum as may from time to time be determined by the Executive Committee.

Categories E-J carry no voting rights or use of the full members TRA logo, but allow a free entry in the Membership List and attendance at Conventions and meetings, for a limited period of one year. Category H members must comply with the TRA Associate Franchisor Rules. Subscriptions to be pro-rata for the forthcoming year.

- For the purpose of the determination of the rate of subscriptions payable by members, the number of employees shall be calculated as at the 1st day of April in each year, and all principal partners and directors, beyond one for each member shall be deemed to be employees. A new Member's Subscription shall date from the day their application is accepted and shall be valid for 12 months. A Member's first Subscription shall be payable within fourteen days after his election. A new member's second subscription will become due on the date that original subscription expires and shall run until the following 31st March. Subsequent subscriptions will become due on 1st April each year.

- 9. In addition to the Annual Subscription an Entrance Fee of £100.00 or such other sum as may be fixed by the Executive Committee from time to time shall be payable on election to membership

RIGHTS AND RETIREMENT AND EXPULSION OF MEMBERS

- 10. The rights and privileges of Members shall be personal and not transferable, and no person claiming under any Member shall have any right to any of the benefits arising out of membership of the Association.
- 11. A Member wishing to discontinue membership shall give written notice thereof to the Secretary one calendar month at least before the expiration of his subscription year. In default thereof he will be liable for his subscription for the ensuing year.
- 12. No Member whose subscription is in arrears after application in writing by the Secretary for payment shall vote at any meeting of the Association, and if this subscription shall be six months overdue he shall forfeit all the privileges of membership, but the arrears shall remain a debt due and recoverable by the Association.
- 13. A majority of two-thirds of the Members of the Executive Committee present at a Special Meeting summoned for that purpose may, by resolution, expel any member of the Association whose conduct shall in their opinion be derogatory to his character as a man of business or otherwise injurious to the interests of the Association, but a resolution of expulsion shall not be valid until confirmed by a second resolution, passed by a like majority at a subsequent Meeting of the Committee called to confirm the resolution of expulsion passed at the previous Meeting and of which second resolution seven days' prior notice shall have been given to the Members of the Committee. Any Member against whom a receiving order shall be made or who may compound with his creditors shall cease to be a Member.
- 14. In the event of any twenty-five Members presenting to the Executive Committee a written complaint of the conduct of any Member, a special meeting of the said Committee shall, as soon as practicable, be held to consider the same, and determine what course should be taken with reference thereto.
- 15. A Member expelled shall from the date of the passing of the resolution to expel him cease to be a Member.

MANAGEMENT AND OFFICERS

- 16. The business of the Association shall be managed by an Executive Committee consisting of not more than twelve Members to be elected by a majority of the Members present at the Annual General Meeting of the Association. Three Members present shall form a Quorum at a meeting of the Executive Committee.
- 17. Any vacancy on the Executive Committee arising during a year may be filled by the Committee, but the person appointed to the vacant seat shall hold it only until the next Annual General Meeting. The decision to fill a vacancy shall rest with the Committee.
- 18. The Executive Committee shall annually elect at the first Meeting of the Committee following the Annual General Meeting a President and Vice President. The President so elected may not hold Office for more than three consecutive years, unless a motion is specifically passed at the AGM following their third year in office is passed.

The Executive Committee shall provide suitable offices for carrying on the business of the Association, and appoint such Auditors, Clerks, Agents, Solicitors and other Officers, paid or honorary, and make such arrangements generally as the duties of such officers, or otherwise, as such Executive Committee may consider necessary.

- 19. The Executive Committee shall have the right to elect any Past President who in their opinion has served the Association with distinction to the office of Honorary Life President. Such Office shall carry with it a right to attend any Meeting of the Executive Committee and power to vote on resolutions.

- 20 The Executive Committee may set up any Committee or Committees for a specified period or specified purpose and define their powers and may include in such Committee or Committees any Member of the Association whose special knowledge of matters to be considered renders such a course desirable.
- 21 The funds of the Association shall be banked at the National Westminster Bank Limited or such other Bank as the Executive Committee may from time to time determine. Cheques drawn on the Association and all transactions relating to the Banking Account shall be signed or authorised by any two signatories authorised by the Executive Committee. Accumulated funds may be invested in any securities at the discretion of the Executive Committee.

ELECTIONS

- 22 The Elections to the Executive Committee shall be effected in manner following:

Information on how nominations can be made to become a member of the Executive Committee will be posted on the TRA Website. Elections to the Executive Committee shall be held at the AGM which is held in February each year.

Any candidate putting their name forward for election must be a suitably senior representative of a business that has been a TRA member for at least one year, at the date that they send their nomination in.

If any places on the Executive Committee are up for an election in any particular year, any potential candidates must submit their completed nominations on or before the 31st December preceding the AGM in order to be included on the list of candidates standing for election that year. Nominations must be supported by the written assent of the person nominated to serve, if elected, and to attend meetings of the Committee. Only such nominations as comply with this rule shall be voted upon.

A notice shall be sent out to all TRA members, in advance of the final nomination date, to advise them of how many positions on the Executive Committee are up for election at the next AGM and to advise members of where they can find information on the website about how they nominations can be made to the Executive Committee.

Any nominations between 1st January and the AGM will not be eligible for any elections held at that AGM in that particular year, but their candidacy shall be put forward to the next subsequent election.

Upon election, each committee member's term of office will run for three years. At the end of their three year term a committee member can choose to put their name forward for re-election.

The Notice convening the Annual General Meeting shall set forth the names of all candidates that are standing for election, the number of places available for election and details on how members can vote. If an election is due to take place then a ballot paper shall be included with each notice.

Voting shall be by ballot. No voting paper shall be valid if the Member has voted for more candidates than the actual number of positions that are being elected for on the Executive Committee.

Any Member who cannot be present at the meeting may record his vote in writing to the Secretary, who shall be empowered to include such vote in the voting. All nominated representatives shall be entitled to record a vote in their own favour.

Members can vote in person at the AGM up until the incumbent President closes the ballot at the meeting. The results of the ballot will be declared by the end of the meeting.

In the event that it is not necessary to hold an election the President can make a declaration to swear in the existing members of the Executive Committee who have agreed to continue.

The President holding Office at the Commencement of the Annual General Meeting and who is eligible for re-election as President by the Executive Committee at their first Meeting following the Annual General Meeting shall ipso facto be re-elected as a Member of the Executive Committee and no voting shall take place at the said Annual General Meeting for the election of such President as a Member of the Committee.

The Vice President holding Office at the commencement of any Annual General Meeting at which the President is eligible for re-election as President shall also ipso facto be re-elected as a Member of the Executive Committee for the ensuing year and no voting shall therefore take place at such Meeting for the election of such Vice President as a Member of the Committee.

The Vice President at the commencement of an Annual General Meeting at which the President shall be terminating office shall ipso facto be elected President for the ensuing year at the first Meeting of the Committee following such an Annual General Meeting. The outgoing President shall remain in Office until the election of the new President.

If any Committee member attends less than 2 Executive Committee meetings within any 12 month period without good reason, then the remaining members of the Executive Committee reserve the right to rescind the Executive Committee membership of the individual concerned. Before this can take place, the President must write to the person concerned and explain that a motion to rescind their membership of the Executive Committee will be put forward at the next committee meeting. Expulsion of any individual from the Executive can then be ratified by a majority decision at the following Executive Committee meeting.

MEETINGS OF THE EXECUTIVE COMMITTEE

- 23 Meetings of the Executive Committee shall be held at least three times per year.
- 24 Special Meetings of the Executive Committee may be convened by order of the President or the Vice-President or by any three Members of the Executive Committee.
- 25 Notices of all Meetings of the Executive Committee shall be given not less than three clear days before each meeting to all the Members of the Executive Committee, specifying the nature of the business to be transacted.
- 26 The President shall take the chair at all such meetings, and in his absence the Vice-President. Should neither of these gentlemen be present, a Chairman for the day shall be elected by a majority of the Members present. The Chairman of the day shall have always a second or casting vote.

GENERAL MEETINGS

- 27 The Annual General Meeting of the Association shall be held each year during the month of February and four weeks notice thereof shall be given to each Member.
- 28 The President shall, at the written request of a majority of the Members of the Executive Committee, or of thirty members of the Association, call a Special General Meeting of the Members, of which at least seven clear days' notice shall be given, stating the object of the Meeting, and no other business shall be transacted at such Meeting other than that referred to in the notice.
- 29 Any General Meeting, whether Ordinary or Special may, by resolution, alter or repeal all or any of the Rules of the Association and add any new Rules, notice of the intention to propose any such alterations, repeal or addition, being given to every Member not less than seven clear days before the day of the Meeting.
- 30 Every resolution and question submitted to a General Meeting shall be decided in the first instance by a show of hands, no Member, whether being a firm or company, having more than one vote and no voting by proxy being permitted. In the case of an equality of votes, the Chairman shall, both on the show of hands and on a poll, have a second or casting vote. In the case of a company or firm, any member of the firm authorised by the firm for that purpose may vote, and in the case of a company any Director or Manager, authorised by the Board of Directors, may vote.
- 31 A declaration by the Chairman that a resolution has been carried, and an entry to that effect in the books of the proceedings of the Association shall be sufficient evidence of the fact, unless immediately on such declaration a poll shall be demanded by not less than five Members present.

If a poll be so demanded, the votes shall be taken either personally or in writing or by ballot, in such manner and at such time and place as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

DUTIES OF EXECUTIVE COMMITTEE

- 32 The Executive Committee shall, subject to the provisions of these Rules, exercise all the powers of the Association and act in its name.
- 33 The Executive Committee shall out of the funds of the Association pay all the costs and expenses incurred in an incident to the running of the Association.
- 34 The Executive Committee may pay the Officers of the Association and persons employed by the Association, such remuneration by way of salaries or otherwise as they think fit, and may enter into any engagements for the employment of any such Officers as they may consider expedient.
- 35 The Executive Committee may contribute out of the Funds of the Association any sums which the Committee shall deem expedient in protecting or supporting the interests of any Member of the Association, provided the Executive Committee shall consider that in so doing they are acting in the general interests of traders engaged in carrying on the trade of the Member so supported.

REPORTS AND AUDIT

36. The Executive Committee shall submit to each Annual General Meeting a Report and Statement of Accounts, which Statement shall have been previously audited by the Auditor or Auditors of the Association

NOTICES

- 37 All notices to be given under the provisions of these Rules shall be sent by e-mail or fax, and if given to the Association, shall be addressed to the Secretary at the Office of the Association, and if given to Members shall be addressed to each Member at his registered business address.

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The non-receipt by any Member of the Association, or any Member of any Committee of the Association, of notice of any General Meeting or Meetings of such Committee shall not invalidate the proceedings of such Meetings.

WINDING UP OF THE ASSOCIATION

39 The Association may be wound up upon passing of a resolution to that effect by a majority of three quarters of the Members of the Association present and voting at a General Meeting of which not less than twenty-one day's notice has been given specifying the intention to propose such a resolution.

No part of any excess of receipts over expenditure shall in any circumstances during the existence of the Association be divisible among the Members or receivable by them as profits.

In the event of dissolution all surplus funds and property of the Association shall be used in such a manner and for such purposes as may be specified in the resolution for the winding up of the Association or, failing such shall be returned after payment of all outstanding creditors to the persons, partnerships, firms or limited companies who are Members at the date of dissolution and have paid all subscriptions and other monies due to the Association; any refunds to be made in like proportion to the subscription last paid by those members.