

Business Application Software Developers' Association

Constitution

1. Name

- a. The name of the Association shall be the Business Application Software Developers' Association (BASDA).
- b. BASDA shall be a Company Limited by Guarantee and not having a share capital, incorporated under the Companies Act 1985.

2. Definitions

- a. "BASDA Board" shall mean the General Council Members who make up the Board of Directors serving both BASDA Ltd and BASDA Business Services Ltd.
- b. "BASDA" shall collectively mean the member association BASDA, BASDA Ltd, and BASDA Business Services Ltd.
- c. "Co-opted General Council Members" shall mean members asked to regularly attend the General Council meetings in an advisory capacity but without a right to vote at the General Council.
- d. "General Council" shall mean the governing body of BASDA made up of officers elected by the BASDA membership and co-opted General Council Members.
- e. "General Council Member" shall mean the officers elected by the BASDA membership to serve on the General Council and the BASDA Board and have a right to vote at General Council meetings.
- f. "General Meeting" shall mean an Annual General Meeting or an Extraordinary General Meeting for the Full Members of BASDA.

3. Scope of the Constitution

- a. The constitution shall govern the conduct and activities of BASDA members.

4. Purpose and Aims of BASDA

- a. To promote the common business interests of the business application software industry;
- b. BASDA aims to be recognised as the voice of the UK-based software industry representing members of all sizes;
- c. To achieve results that members could not achieve alone, e.g. on lobbying, raising of awareness, and industry standards;
- d. To increase revenue earning opportunities for its members through marketing and sales initiatives;
- e. To decrease operating costs of its members by collaborating on technical matters and market requirements;
- f. To engage with government and regulatory bodies in the interests of the members;
- g. To raise the profile and quality of the industry to key audiences across UK and beyond.

5. Profits

BASDA shall be able to make profits, as long as these profits are retained for the development of BASDA for the benefit of its members. All activities other than with its

members shall be carried out by its wholly owned subsidiary company, BASDA Business Services Ltd.

6. Full Members

- a. There shall be a level of membership called Full Member (Full Member). Full Members shall have the right to vote at BASDA Member meetings and nominate a Full Member representative to stand for General Council at the BASDA Annual General Meeting (AGM), or any Extraordinary General Meeting (EGM) where nominations are invited.
- b. A Full Member shall be any organisation which has paid the required fee for full membership and is a developer of a recognised business application software product defined as a discrete business entity where the sales of in-house developed software accounts for more than 20% of total revenues.
- c. A full member shall be entitled to appoint a representative from its organisation to attend and vote at meetings of BASDA. Other representatives may attend at the discretion of BASDA but only one attendee shall be authorised to vote on behalf of the organisation.
- d. A full member will appoint a representative from its employees to be its representative for all purposes of BASDA.

7. Other Member Types

- a. The General Council may make other categories of membership available. These may be "associate" members or other membership types as defined by the General Council.
- b. With the exception of conferring voting rights, which may only be granted to Full Members, then the General Council shall have absolute discretion to determine the criteria and member fees applicable for such membership types, and the benefits conferred upon each member type.

8. Clauses applying to all member types

- a. The General Council shall have absolute discretion to determine from time to time the minimum membership qualifications, and if any question shall arise as to the eligibility of any applicant for membership the decision of the General Council shall be conclusive.
- b. The General Council shall not be bound to give any reasons for rejecting any application. There will be no right of appeal, but organisations may reapply for membership in the following year.
- c. Any member may give not less than 48 hours' notice of its desire to resign from membership of BASDA and at the expiration of such notice such member shall cease to be a member and its name shall be removed from the Register of Members accordingly. Membership fees are non-refundable.
- d. A member may be expelled from membership or suffer the suspension for a fixed period, of its rights of membership or other disciplinary action as the General Council decides, by special resolution of the General Council (subject to a right of appeal), or by resolution of a General Meeting of BASDA if in the opinion, and at the absolute discretion of the General Council it has:
 - i. brought BASDA into disrepute and/or;

- ii. lessened the standing of BASDA in the market's opinion;
 - iii. failed to comply with the rules of BASDA including bye laws, constitution and the Memorandum & Articles of Association;
 - iv. behaved or acted inappropriately in the opinion of BASDA;
 - v. acted in conflict with BASDA;
 - vi. failed to meet its commitments or adhere to a BASDA standard, certification, or accreditation to which it subscribes or purports to subscribe to.
- e. Any suspension, expulsion, or other disciplinary action, whether of the General Council or of a General Meeting of BASDA, shall not be effective unless passed by the majority of those present and voting.
- i. The member concerned shall have the right to attend and present its case at either meeting, but its vote shall not be taken into account at such meeting.
 - ii. In the case of any resolution by the General Council for its expulsion or suspension or other disciplinary action notice shall forthwith be given to the affected member. If the member shall within seven days give written notice of appeal to the General Council, the General Council shall, as soon as practical, convene a meeting with the Chairman of BASDA to hear the appeal. On deliberation the Chairman may ratify, vary or annul the resolution. Any such decision by the Chairman shall be final and binding upon the member.
 - iii. In the case of any resolution in a General Meeting for its expulsion or suspension or other disciplinary action notice shall forthwith be given to the affected member. There is no right to appeal to BASDA under such circumstances but the affected Member may re-apply for membership again in the future.
 - iv. Any member expelled shall thereupon forfeit all rights and privileges of membership of BASDA other than the opportunity to appeal granted under clause 8.e.ii.
- f. Members shall be obliged to co-operate with and provide assistance to the General Council in respect of any investigation into potential breaches by members of the conditions of membership of BASDA.
- g. If any member shall suspend payment, call a meeting of his creditors, or commit or suffer any act of bankruptcy, (any of which events are hereinafter referred to as 'failure') such member shall be suspended by the General Council until it has settled with all its creditors to the satisfaction of the General Council. If any member remains suspended for a period of 12 months, it shall automatically have its membership terminated.
- h. Any member expelled or suspended under clause 8.d. or 8.g. which is a member of the General Council or a Director of BASDA shall be deemed to have resigned such membership of the General Council and BASDA Board and where relevant shall also resign as a Director. The affected party shall sign any relevant documents as required by the General Council or BASDA Board.
- i. When any member suspended under clause 8.g. applies for reinstatement of membership, it shall be required to furnish the General Council with a detailed statement of any settlement made with its creditors, and any information the General Council may require, and such member can be reinstated if approved by the majority of the General Council members present and voting at any such meeting of the General Council.
- j. Any cessation of membership, whether by expulsion or withdrawal, shall not release the member from any liability as a member (whether for any monies due or otherwise) at the date of such cessation of membership.

9. Fees

- a. The General Council shall have the right to set and charge membership fees applicable to levels, type of membership and individual members.
- b. If any member fails to pay the fees applicable by the due dates then BASDA may, at the discretion of the Finance Director, serve notice of termination of membership. If the member fails to make payment within 14 days of receipt of such notice then their membership will cease and their member rights revoked. In the case of a dispute regarding the termination of membership then the Member may appeal to the BASDA General Council who will have the absolute discretion to review the case and whose decision will be final and binding.

10. Effects of Termination of Membership

On termination of membership of BASDA the affected party must, at the earliest opportunity;

- a. Remove all references to BASDA membership, logos, accreditations, and certificates from their web site, marketing or other documentation or communications.
- b. Cease to purport to any party that they have membership status, accreditations, logos, or certification from BASDA.
- c. Cease to use any BASDA resources that have been made available to BASDA members only.

11. General Council and BASDA Board

- a. The General Council will be the governing body of BASDA and shall:
 - i. consider matters regarding the policies of BASDA;
 - ii. conduct such other business as necessary for carrying out the aims and objectives of BASDA.
- b. The General Council shall consist of 12 elected officers, who are employees or partners of a full member, who shall be elected for a three year period at each Annual General Meeting of BASDA, (General Council Member) together with any Co-opted General Council Members as defined in Section 12.
- c. General Council Members will retire automatically each year on completion of three years of service but may stand for re-election.
- d. Each General Council Member, specifically excluding Co-opted Members as defined in Section 12, shall serve as a Director on the board of BASDA Ltd and BASDA Business Services Ltd and shall sign the relevant documents to register their position at Companies House. Candidates who accept nomination for election to the General Council should recognise that under the Companies Act 2006, the common law and equitable duties of directors are codified and directors may incur personal liability, both civil and criminal, for their acts and omissions in directing the companies.
- e. The BASDA Board shall appoint a Director to perform the role of Company Secretary for BASDA Ltd and BASDA Business Services Ltd.
- f. The BASDA Board shall appoint a Director to perform the role of Finance Director for BASDA Ltd and BASDA Business Services Ltd.
- g. The BASDA Board may allocate other executive roles to BASDA Directors in order to effectively run the organisations.

- h. The BASDA Board will elect one of its members as its Chairman of the General Council and the BASDA Ltd board, and the BASDA Business Services Ltd board each year.
- i. Only Full Members duly elected to serve on the General Council as General Council Members may serve as a Member of the BASDA Board.
- j. The BASDA Board will determine the authority, roles and responsibilities that it will confer upon specific Directors, subject to their acceptance.
- k. The BASDA Board may, subject to a majority view and wholly at its discretion, revoke roles, responsibilities and authority from a BASDA Director.
- l. The BASDA Board may take any actions to effect the running of BASDA including but not limited to appointing such staff, executives, and contractors to run the business of BASDA. Such recruitment, appointment and engagement of staff may be a role conferred upon specific Director(s) by the board.
- m. Any member of the General Council Member who ceases to be employed by a full member of BASDA must relinquish his or her position on the General Council and the BASDA Board forthwith. That position can be re-submitted by another employee of the full member, subject to agreement of the members of the General Council; where the General Council accept the substituted individual to serve on the General Council then that individual shall automatically retire at the same date as the originally elected candidate.
- n. In the event of a vacancy that may occur on the General Council, for any reason, the General Council can appoint another full member to serve as a General Council Member in the interim period before the next General Meeting. At the next General Meeting such an appointed General Council member must retire and may stand for re-election to the General Council.

12. Co-opted General Council Members

- a. The General Council may co-opt additional members onto the General Council to act in an advisory capacity, (Co-opted General Council Members) such co-opted members shall have no voting rights on the General Council and may not be a Director on the BASDA Board.
- b. Co-opted General Council Membership may be revoked at any time, without notice by agreement a quorum of the General Council Members.
- c. Co-opted General Council Members may attend General Council Meetings by invitation of the General Council Membership but may be directed to leave the meeting for any element that the General Council Members deem inappropriate.

13. Meetings

- a. One meeting in each calendar year shall be designated the Annual General Meeting of BASDA.
- b. A General Council meeting shall be held at least once in every calendar year and in any event at intervals of not more than fifteen calendar months at a time and place designated by the General Council.
- c. General Council members shall have written notice of all meetings at least one month prior to the date of such meetings and the date of all the meetings shall be published to the Full Members.

- d. A quorum of the General Council shall be six voting members.
- e. A quorum is only required at a General Council meeting of BASDA where voting takes place.
- f. A General Council meeting can be convened by the agreement of a majority of the voting members of the General Council.
- g. At the Annual General Meeting of BASDA, Full Members shall elect, from the Full Members of the association, General Council Members to fill vacancies within the General Council, and vote upon any proposed amendments to this constitution. A full member may only have one representative on the General Council. The General Council shall be responsible for the ratification of any amendments to the constitution, representatives shall be notified of proposed changes to the constitution at least one month prior to the date of meeting.
- h. By passing of a special resolution at a General Meeting the Full Members may remove a Member from the General Council before their 3 year term has expired.
- i. The prepared accounts of BASDA shall be presented by the Finance Director (or his nominated representative) for approval by the Full Members at the AGM.

14. Amendments to the Constitution

- a. The constitution may be amended at any BASDA meeting by a vote of the Full Members, following ratification by General Council. Full Members may vote by proxy and any vote must have a minimum acceptance of 67% subject to minimum 25% of the membership having voted.
- b. Insofar as any provisions of this Constitutional Document shall conflict with any provisions of the Articles, then as between the Members, the provisions of this Document shall prevail and (if the General Council shall so require and to the extent such is capable by law) the General Council shall procure that the Articles are amended to agree with the provisions hereof. Nothing in this Document shall be deemed to constitute an amendment to the Articles.

15. The Board of Directors BASDA Ltd and BASDA Business Services Ltd

- a. The duties of the Board of Directors should be read in conjunction with the Memorandum & Articles of Association.
- b. The Chairman shall:
 - i. Preside at all Board and General Council meetings of BASDA and if unable to attend shall appoint a deputy from the Board;
 - ii. Make an annual report to BASDA at the Annual General Meeting;
 - iii. Take responsibility for the production of Board meeting agendas.
- c. The Finance Director shall:
 - i. Prepare an outline annual budget for the approval of the Board at least one month before the start of the financial year;
 - ii. Make a report to each Board and General Council meeting;
 - iii. Be responsible for all accounting matters;
 - iv. Complete the annual returns. Prepare quarterly management accounts for consideration by the Board;
 - v. Prepare and arrange for the audit of BASDA statutory accounts which will be distributed to all Full Members no later than 21 days prior to the AGM.
- d. The Company Secretary shall:

- i. perform such duties as might be expected of a Company Secretary including the maintenance of the record of Directors with Companies House.

16. Minutes

- a. The minutes of the General Council and General Meetings shall be available to all Full Members.

17. Dissolution

- a. BASDA shall be dissolved only at a final meeting of BASDA by a majority vote of the attendees. Notwithstanding clause 7, Full Members shall be notified of such a meeting at least two months prior to the date fixed for such a meeting.

18. General

- a. Words importing the singular meaning include where the context so admits the plural meaning and vice versa;
- b. This constitution is governed by and shall be construed in accordance with English Law.