



Your Association with Expertise

## **PLASA CONSTITUTION**

Last Updated: June 2007

### **1. STATUS and NAME OF ASSOCIATION**

The Professional Lighting and Sound Association (hereinafter referred to as **PLASA** or the **Association**) is an unincorporated association. The Association shall be called PLASA.

### **2. AIMS and OBJECTIVES**

PLASA is the lead professional body for businesses and individuals that supply technologies and services to the entertainment, event, communication and architectural industries.

The Association's aim is to develop the industry, represent the views of its members to government, protect its members' interests and improve the business practices adopted by the sector.

### **3. MEMBERSHIP**

a) The Association shall consist of four classes of membership as follows:

#### **Category 1: PLASA Business Member**

**Business Membership** is open to companies who manufacture, distribute, install, hire or sell audio, AV, lighting, staging, rigging or the technical services or expertise associated with these products, together with venues and performance spaces as have been admitted into PLASA Business Membership by the Executive Committee pursuant to the provisions herein contained.

PLASA Business Members shall be professional businesses making a full-time living out of the industry and must have a connection with the technologies. Only Business Members have the right to vote at Annual and Extraordinary General Meetings, to participate in ballots for election of Executive Committee members, and to propose or second nominations for the Executive Committee. Business Members shall be limited to one vote per Member.

Only Business Members shall be eligible for election to the Executive Committee.

Group Membership applies to businesses with three or more companies/brands joining from the same group. Group Members shall be limited to one vote per Group to be exercised by the parent company in the Group or by other company in Group nominated by the parent company in writing to exercise the voting right.



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### **Category 2: PLASA Individual | Student Member**

**Individual Membership** is for freelancers and consultants who work with, specify or provide services linked directly to the technologies. This category also includes students in further education studying a course relevant to the sector (where their university or college has not joined as an Educational Member). Individuals are expected not to be employees of a company nor employ anyone full-time. Individual and Student Members will not be eligible to stand for the Executive Committee and will have no voting rights.

### **Category 3: PLASA Educational Member**

**Educational Membership** is open to universities, colleges and educational establishments that provide courses and qualifications relevant to the industry. On joining PLASA, all students registered on the relevant courses will be automatically given free student membership of the Association. Educational Members will not be eligible to stand for the Executive Committee and will have no voting rights.

### **Category 4: PLASA Affiliate Member**

**Affiliate Membership** shall consist of companies and individuals offering support services to the industry, including PR companies, publishers, financial services, educational organisations, trade shows/trade show organisers. Affiliate Members will not be eligible to stand for the Executive Committee and will have no voting rights.

The use of the term 'member' or 'members' shall mean any or all of the different membership categories, unless otherwise specified. The Membership Team shall determine which class of membership is most appropriate to each membership application, pending final approval by the Executive Committee, and may review this classification if a member's circumstances or business changes. The Executive Committee shall be empowered to draw up and revise from time to time criteria for each category of membership of the Association.

b)

- i) All members are required to conduct their business in a way that does not bring the Association, its members or the industry into disrepute.



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The Executive Committee shall draw up, and revise from time to time, in consultation with the membership, a 'PLASA Code of Professional Practice'. The Code, and any revisions, will require approval by at least 75% of the Business Members who are present at a General Meeting.

Breach of the provisions of this sub-clause or of the PLASA Code of Professional Practice shall entitle the Executive Committee to exercise any of the rights set out under Clause 8 below.

- ii) Applicants for membership shall have a proven track record of professional trading, and shall have a financial status that is acceptable to the Executive Committee as the Association's Financial Controller shall advise based on the information presented. The Executive Committee shall be entitled to make reasonable enquiries and seek references to establish the status and reputation of an applicant for membership.
- iii) All membership applications will be notified to the current membership through the minutes of the Executive Committee meetings or through a membership report. The Executive Committee shall consider all information presented to it regarding an application for membership and shall decide if an application is to be accepted or refused. A refused application may be referred back to the applicant requesting additional information in which case it will be considered again when the information is available. Otherwise a refused application may be resubmitted 12 calendar months later. If an application for membership is refused the applicant may appeal in accordance with the PLASA Appeals Procedure, in relation to which see Clause 9 below.
- c) PLASA is an association of member businesses acting in the common interest of the membership. In order to act effectively as an association, the Executive Committee shall, from time to time, require its members to respond to information gathering activities (e.g. industry surveys). The Executive Committee shall have the right to withdraw membership from a member who, without good reason, consistently fails or refuses to participate.
- d) Members shall advise the PLASA office, in writing, of their nominated representative, together with all relevant contact details, including an address for service of any notice hereunder. Any changes to their representative or details that occur shall be advised to the PLASA office within one calendar month of such a change.



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- e) All members shall abide by this Constitution and all rules and regulations made by the Association hereunder, and shall accept that if they do not do so then their membership may be withdrawn.
- f) A member may withdraw from the Association by giving one month's clear notice in writing. On expiry of such notice members shall forfeit all benefits and interests in the funds of the Association as from that date, but shall be liable for any unsatisfied dues or commitments towards the Association.
- g) In the event that a member shall fail to comply with a properly served statutory demand for payment or shall become bankrupt or compound with their creditors, or being a Limited Company shall go into liquidation, whether voluntarily or compulsory, or administrative receivership, other than for the purpose of reconstruction or amalgamation with another company, they shall normally cease to be a member of the Association.
- h) In the event that a member fails to pay an account properly tendered by the Association within two calendar months of the due date of the said account, the Executive Committee shall be entitled to deliver to the member a notice stating that unless the member discharges liability within seven days thereof, they shall cease to be a member of the Association. In the event that the member shall fail to comply with such notice they shall cease to be a member of the Association.
- i) Any member who shall cease to be a member shall thereafter have no interest in the funds of the Association but shall, in any event, remain liable to the Association for any unsatisfied debts or liabilities to the Association.
- j) Any member who shall cease to be a member, or whose membership is withdrawn, shall cease using the name and logo of the Association on all signs, literature, stationery, advertising and promotional matter, and the like, as soon as is practical and in any case within three calendar months of membership ceasing, and shall immediately cease holding itself out as a member.



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- k) Any member who shall cease to be a member shall not be entitled to any refund of membership fees paid or credit for any membership fees due unless agreed in writing with the Association.

### **4. EXECUTIVE COMMITTEE**

- a) The Executive Committee shall consist of the representatives of nine Business Members who subject to 4 f) below shall provide their services on a non-charging basis.

In addition up to three representatives of the membership may be invited to join the Executive Committee in a non-voting capacity. Any representative so appointed shall be selected in such a manner as will ensure, as far as is practical, representation of all sections of the industry. Such representatives shall retire on December 31st each year but shall be eligible for re-appointment.

Members shall procure that each representative shall, prior to election or appointment, acknowledge in writing that they have read and understood this Constitution, that they are aware of their legal duties and responsibilities as officers of the Association as summarised in the document entitled "Duties and Responsibilities of members of the Executive Committee" prepared by the Association's legal advisers and that they agree to act in accordance with the terms of this Constitution and in compliance with such legal duties and responsibilities.

- b)
  - i) On the 31st October of each year, three elected members of the Executive Committee will retire by rotation, though they will serve their term through to 31 December.
  - ii) Any representative of a Business Member of the Association who is nominated on or before the 15th November in any year, by not less than two Business Members of the Association, shall be included in the ballot for membership of the Executive Committee.
  - iii) The procedure for election shall be as follows:-
    - a) Not later than 20th November in each year the names of the nominees shall be served on all Business Members of the Association who shall, within fourteen days of



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the date of circulation, indicate their choice of not more than the number of vacancies of the nominees.

b) Any voting paper containing votes for more than the number of vacancies, or received after 17:00 UK local time at the address specified on the ballot form on the closing date, shall be disqualified from the ballot. Ballot forms may be returned either by post or by fax.

c) The Executive Committee shall appoint an independent scrutineer.

d) The nominees up to the number of vacancies, for whom the largest number of votes are cast, shall be declared elected to the Executive Committee for the ensuing three years.

e) In the event of a tied vote, the Chairman will have the casting vote. In the event of a tied vote that involves the Chairman, one of the other officers will have the casting vote.

iv) Any existing member of the Executive Committee who has retired and has not been re-elected shall stand down on 31st December of each year. New members elected to the Executive Committee shall serve with effect from 1st January of the following year.

v) In the event of a vacancy (or vacancies) occurring on the Executive Committee the Committee shall fill the said vacancy by co-option until the next ballot. Such co-opted representative shall be able to vote as a member of the Executive Committee. Of the candidates at the last election who were not elected, the candidate with the highest number of votes shall be co-opted.

vi) At the next ballot the candidates with the highest number of votes shall be elected for the full three-year terms, replacing those members who have retired by rotation. Any remaining vacancies shall be filled by the candidate(s) with the highest number of votes and shall serve for the remaining part of the three year term, i.e. for one or two years.



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- c) The quorum at an Executive Committee meeting shall consist of four members throughout the meeting. If a quorum is not present, the meeting shall be postponed for a period of not less than seven days and at the adjourned meeting the business shall be transacted by the members present.
  
- d) The Executive Committee shall be vested with full power to conduct the affairs of the Association in the best interests of the members generally. They shall be entitled to expend the funds of the Association in such a manner as they may in their absolute discretion determine whilst at all times being accountable to the membership.
  
- e)
  - i) The Executive Committee shall each January elect by a simple majority vote from their members the Executive Officers of the Association, namely:
    - 1. A Chairman;
    - 2. A Vice Chairman, who shall exercise all the powers of the Chairman at any meetings at which the Chairman is not present;
    - 3. A Treasurer, who shall have responsibility for overseeing all the financial affairs of the Association.
  
  - ii) No Executive Officer shall normally hold one position for more than three consecutive years. In the event that no candidate is forthcoming at the end of the three-year period, then the existing office holder may continue in the position.
  
- f) Every Executive Officer and member of the Executive Committee shall be entitled to be indemnified out of the assets of the Association against all reasonable and approved costs, losses or liabilities which he/she may sustain or incur in or about the execution of his or her duties including any liability incurred by him/her in defending any proceedings civil or criminal. The Association shall protect itself, the Executive Committee and the Executive Officers by taking out reasonable insurance against the effects of such action.
  
- g) The Executive Committee shall have power to appoint and disband or terminate such sub-committees as they may deem expedient in the interests of the Association. The Executive



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Committee shall define the duties of such sub-committees and may delegate to them any of the powers exercisable by the Executive Committee. Any decisions made by a sub-committee under such authority from the Executive Committee shall be considered as resolutions by the Executive Committee, provided that any such sub-committee has not been disbanded prior to any such resolution.

- h) Meetings of the Executive Committee shall be convened on seven days clear notice being given:
  - i) Whenever the Chairman considers it desirable.
  - ii) When a requisition has been received by the PLASA office signed by at least four members of the Executive Committee requiring a meeting to be convened and specifying the business for the transaction of which such meeting is required.
- i) Matters arising at meetings of the Executive Committee shall be decided by a majority of members present, but, in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
- j) The Executive Committee shall regularly review the Association's management accounts and performance against agreed budgets.
- k) Any member of the Executive Committee may be removed from the Executive Committee at any time by a resolution passed by a majority of the Business Members present at a General Meeting.

### **5. GENERAL MEETINGS**

- a) Once in every calendar year an Annual General Meeting shall be held, the business of which shall include the consideration of the Accounts of the Association and the receipt of a report from the Executive Committee on the transactions during the year.
- b) Other General Meetings shall be held as often as the Executive Committee consider it necessary, or when a requisition in writing has been received by the PLASA office from not



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less than ten Business Members of the Association requiring the meeting to be held and specifying the purpose thereof.

- c) Business, Educational and Individual Members shall be entitled to send one or two representatives to a General Meeting, however only one representative of each Business Member shall be entitled to vote. Affiliate Members are not allowed to attend any General Meetings.
- d) The quorum at any General Meeting shall be the representatives present at the commencement of the meeting of not less than 15% of the Business Members of the Association. If a quorum is not present, the meeting shall be adjourned for a period of not less than seven days and not more than fourteen days and at the adjourned meeting the business shall be dealt with by the representatives present.
- e) At least six weeks notice shall be given to Business, Educational and Individual Members of the Association of the date of the Annual General Meeting. The agenda will be circulated at least fourteen days before the meeting.

At least fourteen days notice shall be given to Business, Educational and Individual Members of the Association of any other General Meeting.

- f) All General Meetings shall be conducted in accordance with the procedure contained in the Appendix to this Constitution.

## **6. MINUTES AND NOTICES**

- a) Minutes shall be taken by a member of the Association's staff of all meetings of the Association and of the Executive Committee.
- b) Any notice under this Constitution shall be given in writing. Notices may be sent by post, fax or e-mail as notified by the member, and shall be deemed to have been received on the second day (other than Saturdays, Sundays, UK Public Holidays) after the day of transmission.



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### **7. FINANCE**

- a) Each member of the Association shall pay an annual membership fee, as determined by the Executive Committee, to the Association according to their category of membership and such fee shall be calculated on the basis of a budget approved by the Executive Committee.
- b) The financial year shall be from the 1st January to the 31st December.
- c) The Treasurer shall ensure that the accounts of the Association and all its activities are prepared, verified and circulated to all members by the 30th April of each year.
- d) The Association's funds shall be invested solely to achieve the objectives set out in this Constitution. The Executive Committee shall be accountable to the membership for ensuring that this is carried out and shall take appropriate and independent advice on each proposed significant investment or venture.
- e) The Executive Committee shall have power to appoint the members of staff necessary to manage the Association's activities. Such members of staff shall work within agreed budgets and limits of authority as shall be determined from time to time by the Executive Committee.

### **8. BREACH OF CONSTITUTION**

Where any member is found by the Executive Committee to have breached any term of this Constitution or the Code of Professional Practice, the Executive Committee shall have the following powers to act and shall in its absolute discretion determine which of such powers it shall exercise in any particular case, complaint or investigation:

- Written warning to the member.
- A formal reprimand.
- Suspension of membership for a period of up to 12 months.
- Termination of membership.
- Discretionary fine payable by such member within 14 days of such assessment by the Executive Committee.



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- Order for payment of cost by such member within 14 days of such assessment by the Executive Committee.

### **9. APPEALS PROCEDURE**

The Executive Committee shall draw up, and revise from time to time, in consultation with the membership, a 'PLASA Appeals Procedure'. The Procedure, and any revisions, will require approval by at least 75% of Business Members present at a General Meeting.

In case of any action being taken against a member by the Executive Committee for breach of any term of the Constitution or of the PLASA Code of Professional Practice that member shall have a right of appeal in accordance with the above procedure.

### **10. ALTERATIONS TO CONSTITUTION**

The provisions of this Constitution may only be varied by a special resolution passed by 75% of those Business Members present at a General Meeting.

### **11. DURATION OF THE ASSOCIATION**

- a) The Association shall continue until 12 months after any such time as the members shall determine its existence by a special resolution passed by 75% of the Business Members at a General Meeting.

One calendar month's notice of the meeting shall be issued to the members clearly stating the business of the meeting. Business Members shall be entitled to appoint a proxy to vote on their behalf at such a meeting. The Chairman of the Association will act as a proxy for those members wishing him to do so.

- b) In the event that the Association be dissolved or wound up, any resultant surplus of funds shall be distributed to the then current Business Members, who have been a member for one full calendar year, exclusively on a per capita per diem basis.



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### **12. TRADING COMPANIES**

- a) The Association shall not carry on any trade or business but may own limited liability companies which may conduct a trade or business. The Executive Committee shall procure that any such limited liability companies shall be managed by a board of directors which shall comprise (a) up to three executive directors who shall be appointed by the Executive Committee and who shall be employed by the relevant company and (b) three non-executive directors who shall be the Executive Officers. The Chairman of the board of directors of each such company, who shall have a casting vote, shall be the Chairman of the Executive Committee.
  
- b) The issued share capital of any such limited liability companies shall be held equally by the Chief Executive for the time being of the relevant limited liability company and by each of the three Executive Officers of the Executive Committee as nominees on trust for the Business Members from time to time. In respect of each issued share a declaration of trust shall be executed by the relevant nominee confirming that such share is held on trust for the Business Members from time to time.