

Adopted
26 September 2002

THE SOCIETY OF CABLE TELECOMMUNICATION ENGINEERS

CONSTITUTION

1 The Society shall be known as The Society of Cable Telecommunication Engineers (hereinafter called 'the Society').

2 **OBJECTS**

2.1 The Objects and purposes for which the Society is hereby constituted are to promote the general advancement of cable telecommunication engineering and its applications and to facilitate the exchange of information and ideas amongst the members of the Society and otherwise and for that purpose:-

- (a) To raise the standard of cable telecommunication engineering to the highest technical level which may from time to time be practicable.
- (b) By co-operation among the members and by the specialised knowledge and experience of individual members, to elevate and improve the status and efficiency of those engaged in cable telecommunication engineering and in particular, of those engaged in that profession who are members of the Society.
- (c) To afford to those who may be elected as Members, Associate Members and Technician Members of the Society the opportunity, through the activities of the Society, to obtain the necessary experience and education to attain the higher levels of membership of the Society.
- (d) To hold meetings of the Society for reading and discussing communications bearing upon cable telecommunication engineering or its applications.
- (e) To hold or promote exhibitions of instruments, apparatus, machinery or other appliances connected with cable telecommunication engineering or its applications.
- (f) To print, publish, sell, lend or distribute the proceedings or reports of the Society, or any papers, communications, works or treatises on cable telecommunication engineering or its applications, or subjects connected therewith, or any abstracts thereof, or extracts therefrom.
- (g) To make grants of money, books, apparatus, or otherwise for the purpose of promoting invention, education and research in cable telecommunication engineering, or its applications, or in subjects connected therewith.
- (h) To do all other things incidental or conducive to the attainment of the said Objects and purposes.

3. POWERS

- 3.1. In addition to any other powers which they have, the Executive Committee may exercise the following powers in furtherance of the Objects:
- (a) Power to raise funds and to invite and receive contributions.
 - (b) Power to buy, sell, take on lease or in exchange, any property, and to maintain and equip it for use.
 - (c) Power to sell, lease, or otherwise dispose of, all or any part of the Society's property.
 - (d) Power to borrow money and to mortgage all, or any part of the Society's property, as security for repayment of the money borrowed.
 - (e) Power to set up and operate limited liability companies to assist in the achievement of the Objects providing that all profits generated by such companies are remitted to the Society.
 - (f) Power to invest the funds of the Society in any of the investments for the time being authorised for the investment of trust funds.
 - (g) Power to do all such other lawful things as are necessary for the achievement of the Objects.

4.2 MEMBERSHIP

- 4.1. The membership of the Society shall be divided into seven categories:

- (a) Fellows.
- (b) Honorary Fellows.
- (c) Members.
- (d) Technician Members.
- (e) Associate Members.
- (f) Affiliated Members.
- (g) Patrons.

- 4.2 Detailed qualifications for membership in each category shall be set out in Society's application for membership form.

5. ELIGIBILITY

- (a) **Fellows**
Any person who is in practice as a Cable Telecommunication Engineer and who, at the time of his candidature, has attained a standard of efficiency and experience commensurate with that contemplated by the Society and who, at the time of his candidature has been a Member for not less than two years and who in other respects is deemed to be a fit and proper person for election, shall be eligible as a Fellow if approved by a majority of those present and voting at a Meeting of the Executive Committee of the Society.
- (b) **Honorary Fellows**
Any person, including those mentioned in sub-clauses 18 (a), 18 (b), 18 (c) and 18 (d) (not having interests conflicting with those of the Society), may at the discretion of the Executive Committee become an Honorary Fellow of the Society.
- (c) **Members**
Any person whose qualifications are appropriate to Fellowship, or being a specialist in some particular branch or branches of the cable telecommunication industry, has not attained the general efficiency and experience contemplated as a qualification for Fellowship shall, subject to his candidature being approved by a majority of those present and voting at a Meeting of the Executive Committee, be eligible for election as a Member.

- (d) **Technician Members**
Any person who, while not qualified for election as a Fellow or a Member but who has entered the cable telecommunication industry in a technical capacity and is desirous of benefiting from the opportunities afforded by the Society for improving his knowledge of cable telecommunication engineering shall, subject to election in manner herein before provided, be eligible for membership as a Technician Member.
- (e) **Associate Members**
Any person who has attained a reasonable standard of general education and who has entered the cable telecommunication industry in a general capacity, shall be eligible for admission as an Associate Member, subject to his candidature being approved in manner herein before set forth.
- (f) **Affiliated Members**
Any Society, Institution or Trade Association whose interests coincide with those of the Society, and with which a reciprocal arrangement can be negotiated for publication rights, shall subject to approval of a majority of those present and voting at a meeting of the Executive Committee, be eligible for election as an Affiliated Member.
- (g) **Patrons**
Any organisation engaged in any aspect of cable telecommunication shall, subject to the approval of a majority of those present and voting at a meeting of the Executive Committee, be eligible for election as a Patron. For those engaged in installation work the principal or at least one employee must be a Member or Fellow of the Society.

6 **OFFICERS**

6.1 The Officers of the Society shall consist of:

- (a) A President.
- (b) A Vice-President.
- (c) A Treasurer.

6.2 No person shall be eligible to be an Officer of the Society unless he be a Fellow or Honorary Fellow. Every Officer of the Society shall retire from office after each Annual General Meeting, but shall be eligible for re-election. The election of Officers shall be by means of secret ballot to be conducted as may be prescribed from time to time by the Executive Committee. No member shall vote upon the election to an office for which he is candidate, but shall be entitled to vote in respect of any other office.

7 **EXECUTIVE COMMITTEE**

7.1 The Officers collectively, together with not less than four other Fellows or Honorary Fellows shall constitute the Executive Committee of the Society. Election to the Executive Committee shall be nominally for 3 years in rotation, with elections for vacancies conducted at Annual General Meetings. Retiring members shall be eligible for re-election.

7.2 Subject to the overriding authority of the Society in General Meeting the affairs of the Society shall be conducted by the Executive Committee, who may meet at such time and place as they think fit and whose business shall be conducted in such manner as they may from time to time determine, and their decision on interpretation of the Society's Constitution or Rules shall be binding on all Members of the Society, subject as hereinafter stated.

- 7.3 Any decision of the Executive Committee may be revoked or overruled by the vote in General Meeting of a majority of not less than two-thirds in number of all Fellows and/or Honorary Fellows and/or Members for the time being entitled to attend and vote at a General Meeting.
- 7.4 Any vacancy occurring among the Officers or other members of the Executive Committee between one Annual General Meeting and the next may be filled by the remaining members of the Executive Committee, but any person so appointed shall hold office only until the next Annual General Meeting, when he shall retire but shall be eligible for re-election.
- 7.5 Any Executive Committee member who is absent from two consecutive Executive Committee Meetings may be required to seek re-election at the next occurring Annual General Meeting.
- 8 **EX-OFFICIO MEMBERS OF THE EXECUTIVE COMMITTEE**
The Executive Committee shall have the right to appoint up to four additional ex-officio members of the Executive Committee whose specialist skills or position are seen to be beneficial to the running of the Society.
- 9 **SUB-COMMITTEES**
- 9.1 Sub-committees may be formed and such powers delegated to them as the Executive Committee may from time to time determine.
- 9.2 All Officers of the Society shall be ex-officio members of any sub-committee so formed as aforesaid.
- 10 **DIRECTOR**
The power of appointment, remuneration and general terms of employment of a Director shall be vested in the Executive Committee.
- 11 **NATIONAL SECRETARY**
The Executive Committee shall have authority to engage a Secretary and/or other staff.
- 12 **ANNUAL GENERAL MEETINGS**
- 12.1 The Annual General Meeting of the Society shall be held at such time as the Executive Committee shall decide and at such time and place as the Executive Committee may appoint by giving to all members twenty-eight days' notice in writing.
- 12.2 At Annual General Meetings the Executive Committee shall submit for consideration their Report on the affairs of the Society and the past year's transactions, together with the Accounts made up to 31st December of the preceding year, signed by the President and the Treasurer. The above business and the election of Auditors and members of the Executive Committee shall be the ordinary business of an Annual General Meeting unless it shall have been specifically referred to in the Notice convening the meeting, or shall be certified in writing by the Officers of the Society to be a matter of extreme urgency.
- 12.3 Should the Executive Committee fail to convene an Annual General Meeting as herein provided and in accordance with statutory requirements, any ten Fellows and/or Honorary Fellows and/or Members shall be entitled to convene such meeting upon giving not less than twenty-eight days' notice in writing to the members of the Society, and such meeting shall be held in London at such place and time as the convening members shall appoint. The cost of convening and holding such meeting shall be borne by the Society.

- 12.4 Notice of Special Resolutions for consideration at Annual General Meetings must be given in writing to the Secretary not less than twenty-one days before the date fixed for an Annual General Meeting.

13 **EXTRAORDINARY GENERAL MEETINGS**

- 13.1 The Executive Committee may convene an Extraordinary General Meeting and shall, upon a Requisition signed by at least ten Fellows and/or Honorary Fellows and/or Members, convene an Extraordinary General Meeting within twenty-eight days of the receipt of the Requisition and every notice convening the Extraordinary General Meeting shall specify the general nature of the business to be dealt with at such meeting and not less than seven days' notice in writing shall be given to all members entitled to attend at General Meetings.

- 13.2 If the Executive Committee do not proceed to cause a meeting to be held within twenty-eight days from the date of the Requisition being so given as herein mentioned, those requesting the Requisition or any ten of them may themselves convene the meeting in the manner herein prescribed for the convening of Extraordinary General Meeting, but the notice shall inform members of the circumstances rendering that course necessary. The cost of convening and holding such a meeting shall be borne by the Society.

14 **PROCEEDINGS AT GENERAL MEETINGS**

- 14.1 All members of the Society of whatever category shall be entitled to receive notice of and to attend at General Meetings of the Society, subject as hereinafter stated. No member other than a Fellow, Honorary Fellow or Member shall be entitled to propose or second a Resolution or to vote upon any such Resolution. If at any General Meeting a Resolution is duly passed by majority of the Fellows, Honorary Fellows or Members that any class or classes of other members shall retire then such members shall so retire and remain absent until such specified business has been concluded.

- 14.2 Associate Members, Affiliated Members and Patrons may take such part in the proceedings of a General Meeting as may be permitted by the Chairman of the Meeting.

- 14.3 The President, if present, and failing him the Vice-President, shall preside at all General and Executive Committee Meetings of the Society. If neither be present, the Chair shall be taken by such Fellow or Honorary Fellow as may be elected for that purpose at that Meeting.

15 **POSTAL & PROXY VOTING**

On occasions judged by the Executive Committee to be practicable, Postal and Proxy voting facilities shall be made available to entitled members, excepting that Postal and Proxy voting facilities shall be afforded for the ordinary business of an Annual General Meeting and for the Winding-Up of the Society.

16 **QUORUM**

A Quorum for a General Meeting shall be ten Fellows and/or Honorary Fellows and/or Members present in person.

17 **SUBSCRIPTIONS**

- 17.1 Every member in any category shall on his first becoming a member and also on every subsequent First day of April pay the Annual Membership Fee appropriate to membership of his category. This fee to be in accordance with the scale determined from time to time by the Executive Committee.

- 17.2 Any member of one category on being admitted as a member in a different category shall pay the difference between his Annual Membership Fee and the Annual Membership Fee payable by him as a member of such new category if the latter is of a greater amount.

- 17.3 The Executive Committee may from time to time increase or reduce the amount of the Annual Membership fee payable by members of any category, or require the payment of Entrance Fees by persons admitted to membership in any category, in addition to the Annual Membership Fees, and may also in its absolute discretion waive payment wholly or in part of Entrance Fees and Annual Membership Fees in any case or cases where it may think fit so to do.
- 17.4 In addition to the Annual Subscriptions payable by members under this Constitution, the Executive Committee has the right to call upon members to contribute to the funds of the Society such additional sum or sums as may be necessary, up to a maximum of £100, to meet any exceptional or unusual expenses incurred or intended to be incurred by the Society.
- 17.5 A Member or Fellow of the Society, having been in membership of the Society for at least 10 years, and who has reached the Statutory Retirement Age, shall be eligible to apply for life membership of the Society for a single payment. The amount of such payment shall be fixed by the Executive Committee.

18 **CESSATION OF MEMBERSHIP**

- 18.1 A member of whatever category shall ipso facto cease to be a member of the Society:
- (a) If his annual membership fee is in arrears for three months.
 - (b) If a Receiving Order is made against him, or if he makes an arrangement or composition with his creditors.
 - (c) If he resigns by giving three months' notice in writing to the Society and at the time of giving such notice pays all fees due. Notice of resignation received within three months of the First of April in any year shall not relieve the member giving the same from payment of his annual subscription fee payable on that date.
 - (d) If he, in the opinion of the Executive Committee, ceases to be actively engaged in activities which, in accordance with the Constitution, are the qualifications necessary to enable him to be a member of the particular category in which he then stands.
 - (e) If the Society decide by a majority of two-thirds of those present and entitled to vote at a General Meeting of the Society at which at least fifty per cent Fellows and/or Honorary Fellows and/or Members are present and after investigation and giving the member an opportunity to be heard, that such member has been guilty of discreditable conduct, or of conduct prejudicial to the interests of the Society and that by reason thereof he be excluded from membership.
- 18.2 Any member who fails to pay his annual membership fee within the month from the first day of April in any year shall, at the discretion of the Executive Committee, as from the end of that month be suspended, pending payment thereof, from all rights and privileges of membership.

19 **ACCOUNTS**

- 19.1 The Executive Committee shall cause true accounts to be kept:
- (a) Of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.
 - (b) Of the property credits and liabilities of the Society.
- 19.2 The books of Accounts shall be kept at the Office or at such other place as the Executive Committee think fit and shall always be open to the inspection of the members of the Executive Committee at that place.

19.3 At the Annual General Meeting in every year, the Executive Committee shall lay before the Society a statement of income and expenditure made up to the 31st December of the previous year, and a Balance Sheet to the 31st December containing a general summary of the assets and liabilities of the Society arranged under suitable headings.

19.4 Every such Balance Sheet shall be signed on behalf of the Executive Committee by the President and the Treasurer and shall be accompanied by the Report of the Executive Committee as to the state of the Society's affairs and upon the last year's work of the Society.

20 **BANK ACCOUNTS**

Bank accounts shall be maintained and operated in the name of the Society as prescribed from time to time by the Executive Committee. The opening and closure of such accounts shall be at the discretion of the Executive Committee.

21 **AUDITORS**

Auditors of the Society shall be appointed at each Annual General Meeting, who shall certify and shall report on the Accounts, and a copy of such Report shall be inserted at the foot thereof and submitted to the Annual General Meeting at which such Accounts are presented.

22 **INDEMNITY**

If any prosecution, action or suit at law be commenced against any Officer or the Secretary or any other servant or agent of the Society, for anything done by him in proper and reasonable discharge of his duty, such person shall be defended and indemnified by and at the cost of the Society from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law, and the Executive Committee are hereby empowered to apply the property and funds of the Society for such purpose.

23 **WINDING-UP**

The Society may by resolution in Extraordinary General Meeting or in General Meeting carried by a majority of not less than three-fourths in number of all Fellows, Honorary Fellows and Members present or voting by Post or by Proxy (such three-fourths being not less than one fourth in number of the Fellows, Honorary Fellows and Members for the time being entitled to vote at an Extraordinary General Meeting or an Ordinary General Meeting) resolve that the Society shall be wound up and by a majority vote may decide that the assets of the Society after payment of all debts and liabilities shall be distributed in any of the following manners:

- (a) By dividing the same among all the then members of the Society on the basis that each member shall receive according to his category an equal share with all other members of the same category and as between members of different categories their shares shall be proportionate to their respective annual subscription; or
- (b) By making the same over to such charities as may be determined by the said resolution; or
- (c) In the event of it being required to wind-up the Society for reconstruction or amalgamation, then the funds of the Society shall be disposed of in such manner as the majority of Fellows, Honorary Fellows and Members present and voting may decide.

24 **NO PECUNIARY GAIN**

24.1 The income and property of the Society shall be applied solely towards the promotion of the Objects and the Society shall not engage in any trade or business or transaction with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim on any property of the Society and no part of the income or property of the Society shall be paid or transferred directly or indirectly by way of dividend or bonus or other direct payment to the members of the Society except in the case of and as a salaried employee of the Society.

24.2 Provided that nothing herein or elsewhere contained shall prevent:-

- (a) The payment by the Society in good faith of reasonable and proper remuneration to any member of the Society as an Officer or servant of the Society or to any such member in return for any services rendered to the Society.
- (b) The payment by the Society of interest at a rate equal to the published base lending rate of the Society's bankers per annum on money lent to the Society by any such member or reasonable and proper rent for premises demised or let by any such member to the Society.
- (c) The giving by the Society to any such member of prizes whether in cash or otherwise and scholarships and exhibitions.
- (d) The payment to any member of the Executive Committee of reasonable out of pocket expenses, such expenses to be fully documented.

and the Society shall have power to make all such payments and gifts as aforesaid.

25 **ALTERATION OF CONSTITUTION**

No modification of or addition to this Constitution shall be made unless notice calling a General Meeting and intimating the proposed modification or addition shall be given to the members, and such modification or addition shall have been approved by the majority of not less than three-fourths of the Fellows, Honorary Fellows and Members present.