

1. Name

The organisation is the 'Closed Systems Control Association' or 'CSCA'

2. Object

The object of the CSCA is:

- a.** To administer a Recommended Code of Practice for Service Providers for the control of closed systems. The aim is to minimise problems caused by poorly maintained systems. Companies and consultancies providing services and products concerned with the control of closed water systems are invited to pledge to a number of commitments making up the CSCA Code of Practice with the primary objective of continuous improvement in standards of care in controlling cleaning and water treatment programmes. Registration with the CSCA requires Service Providers to establish and maintain auditable management systems for the specific services offered for the control of cleaning and water treatment programmes. The Code of Practice is also intended to provide guidance on the standard of service a Client should expect from those Service Providers who agree to abide by the Code.
- b.** In furtherance of this object, but not otherwise:
- to set benchmarks for service provision as defined by the CSCA Standards for Service Delivery
 - to encourage training and competence in registered companies
 - to co-operate with other bodies interested in efficient service provision in the interests of controlling closed water systems

3. Registration with the CSCA

The CSCA shall consist of registered companies. The Management Committee of the CSCA shall have the power to elect as registered companies those companies that meet the current criteria for membership and satisfy an audit.

- a.** Companies applying for registration shall make their application as specified by the Management Committee. Each application will be processed by the Secretariat and CSCA Assessor team; in the event of a dispute over an application the Management Committee shall have absolute discretion in deciding whether the company shall be admitted to membership.
- b.** Each registered company shall pay annual registration fees, the amount of which shall be determined by Management Committee giving adequate notice of any intended rise. The fees shall be payable in advance and shall become due each year on the 12 month anniversary. Each registered company will be granted benefits of membership as designated by the Management Committee.
- c.** Each registered company shall nominate one individual to act on behalf of the company in all matters relating to the CSCA registration. This individual is designated the Company Contact and all correspondence between the registered company and the CSCA should be conducted through this individual. It is the responsibility of the registered company to notify the CSCA of any change in the name of this person.

d. All applicant companies who become registered with the CSCA shall be classified as Associate Members of the CSCA and have voting rights at the Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM) as described in Clause 19, or as granted by the Members of the CSCA.

- e.** Registration is at the discretion of the Management Committee and will cease upon:
- i.* receipt of notice in writing duly signed from the Company Contact to the Association before their current registration period. In default of such notice, companies shall be liable to pay the fee for the ensuing year.
 - ii.* failure to pay fees and dues within the stipulated period
 - iii.* cessation of business
 - iv.* identification of substantiated evidence of continuing non-compliance with the Code of Practice commitments and Service Standards as evidenced by audit and visit
 - v.* any action considered to bring the Association into disrepute

f. Any company whose fee is not paid within (90) days of the due date shall be removed from the website.

g. Upon the cessation of registration by notice as stated, the company shall not be entitled to any repayment of the fee or any part thereof, whether paid for the current year or for a year or years in advance or otherwise.

h. Any company may be suspended or expelled from the CSCA following disciplinary action in accordance with the CSCA Complaints and Disciplinary Procedure. Any such company may appeal against suspension or expulsion by following the current appeals process. A company that is de-registered shall not be entitled to any refund or repayment of fees or charges.

4. Members

To conform with the requirements of a company limited by guarantee the CSCA shall have at least two (2) and not more than (4) full Companies House registered Members who have agreed to be the guarantors of the CSCA during their tenure as Members. These Members are volunteers to the position and shall be members of the CSCA Management Committee. Should there be more volunteers as Members than vacancies, the Management Committee shall select the Members by ballot. The Members will serve for a period no longer than their term of office on the Management Committee. Once a Member ceases to be a member of the Management Committee they shall resign as a Member. A Member will also be entitled to appoint a Director of the CSCA and it will be normal practice that a Member is also a Director.

5. Directors and Company Secretary

To conform with Company Law there will be at least two (2) and no more than four (4) Directors who will be elected by the Members. The Directors will serve for a period no longer than the shorter of their tenure as Members or their term of office on the Management Committee. Should there be more volunteers for this position than vacancies, the Management Committee shall select the Directors by ballot. Once a Director ceases to be a member of the Management Committee they shall resign their directorship. The Directors carry the legal and fiduciary responsibilities of the CSCA as mandated by Company Law. The Directors shall delegate the day-to-day business of the CSCA to the Management Committee.

6. Composition of Management Committee

The business of the CSCA shall be controlled by a Management Committee using powers delegated by the Directors and shall have control in all matters relating to the day-to-day management and organisation of the CSCA.

The Management Committee shall be elected from among registered companies and shall consist of:

- 1 Foundation Member Company representatives from FM
- sector 1 BCA representatives
- 1 WMSoc representatives
- 1 BSRIA representative
- 1 CSA representative
- Up to 5 Independents

Industry representatives do not have to stand for re-election but we ask that the industry body considers who represents them on the CSCA Management Committee every 3 years.

The Chairman, Vice-Chairman and Honorary Treasurer do not stand for re-election during their appointed time in their position.

Members of the CSCA Management Committee should be employed by a member of the CSCA.

From these persons the Management Committee shall appoint the Officers of the CSCA being:

- Chairman
- Vice-Chairman
- Honorary Treasurer

The Immediate Past Chair shall act as Vice-Chair for one year after his chairmanship, thereafter the Management Committee shall elect the Vice-Chair. After one year this Vice-Chair will normally become Chair. The Chair will serve for two years.

In the absence of a replacement Chair/Vice-Chair, the existing Chair/Vice-Chair must not stand down.

7. Role of Management Committee

The role of the Management Committee is to direct responsibly the work of the CSCA and to further the aims and objectives of the CSCA in the interests of both registered companies and their clients. The Committee is empowered to amend the Code of Practice and service standards when necessary and adjust conditions of registration and re-registration to meet the aim of continuous improvement in standards to control closed water systems in water systems.

- a.** The Management Committee shall be empowered to invite other persons to attend, in part or in whole, any or all of its meetings. Such persons shall have no vote at Management Committee meetings.
- b.** The Management Committee shall have the power to co-opt members to serve on Management Committee until the next Annual General Meeting (AGM) or for some specified shorter period, but co-opted members shall not have the power to vote at Management Committee meetings.
- c.** Not less than (40) days before the AGM, registered companies shall be sent the agenda of the AGM indicating the time and the venue.

- d.** The names of those elected to Management Committee shall be declared during the AGM, and they shall assume office at the conclusion of that meeting. The term of office of all Management Committee members is normally three years, but the member may stand for re-election.
- e.** All service on the Management Committee shall be honorary and without remuneration.
- f.** The office of a member of the Management Committee shall *ipso facto* be vacated:
- i.* if they become bankrupt or suspend payment or compound with their creditors;
 - ii.* if they are found mentally abnormal or become of unsound mind;
 - iii.* if by notice in writing to the Chair they resign their office;
 - iv.* if they cease to contribute to Management Committee business.
- g.** The members for the time being of the Management Committee shall be entitled to act notwithstanding any vacancy in their number, and no act or resolution of the Management Committee shall be invalidated by reason of the existence of any such vacancy among members of the Management Committee.
- h.** The Management Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Management Committee otherwise determine, 5 members of the Management Committee shall constitute a quorum.
- i.** The Chair of the Management Committee or in his absence the Vice Chair will be the chairman of the meeting of the Management Committee, and if neither the Chair, nor Vice-Chair be present at the commencement of any meeting of the Management Committee, the members of the Management Committee shall select a chairman for that meeting from amongst those present.
- j.** The Management Committee or the Chair or Honorary Secretary of the Management Committee may at any time upon the request of four members convene a meeting of the Management Committee. When a meeting is convened at the request of four members the notice of meeting shall state the character of the business to be discussed, and only that business shall be discussed at the meeting. Such a meeting shall occur after a minimum (10) working days' notice. The Chair and one other Officer are required to attend such a meeting. Questions arising at any meeting of the Management Committee and requiring a vote shall be decided by the majority of members present and voting at such meeting. In the event of the votes being equally divided, the Chair shall have a casting vote in addition to the vote to which he is entitled as a member of the Management Committee.
- k.** All acts done by any meeting of the Management Committee or by a committee of the Management Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Management Committee, or such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- l.** The Management Committee shall have the power to establish, determine the powers and mode of conduct of business of, regulate and dissolve committees and other groups within the CSCA or in collaboration with other bodies in accordance with Bylaw 2.

m. The Committee sets fees for registration, the CSCA Secretariat, CSCA Assessor Co-ordinator and CSCA Auditors. The Committee is expected to maintain close contact with other relevant organisations and ensure the CSCA participates in consultations and task groups concerned with cleaning and treating closed water systems.

8. Chair and Vice-Chair

The Chairman of the Management Committee shall be elected by Management Committee for a period of not more than two consecutive years to be followed by one further consecutive year as Vice-Chair. Following their resignation as Vice-Chair, the Management Committee shall elect a Vice-Chair. After one year this Vice-Chair will normally become Chair.

9. Honorary Treasurer

The Honorary Treasurer shall be re-elected annually for a period of not more than (4) consecutive years and shall not be eligible for re-election to the same office until an interval of at least one year has elapsed.

Subject to the direction of the Management Committee, the Honorary Treasurer shall be responsible for overseeing the collection of the fees and other amounts due to the Association and the preparation of the accounts of the expenditure of the funds, and to present all financial accounts to the Management Committee for inspection and approval annually or whenever else the Management Committee shall direct.

10. Secretariat

Day to day administration of the CSCA will be undertaken by a Secretariat appointed by the Management Committee and managed under the terms of a duly agreed contract. The duties of the Secretariat will be identified by the Management Committee.

A member of the Secretariat shall attend all meetings of the Management Committee as requested and report as required.

The Secretariat plays a key role in carrying out a wide range of duties in administering the business of the CSCA and in communicating with and liaising between the Management Committee, registered companies and CSCA Auditors. The Secretariat is responsible for the financial accounting of the CSCA and for maintaining the CSCA website.

11. Auditors

CSCA Auditors are appointed with due regard for their knowledge of the industry and of quality control procedures; during their appointment, periodic scrutiny of their work will take place; the interval of this scrutiny will be decided by the Management Committee. The duties and responsibilities of the CSCA Auditors are designated from time to time by the Management Committee. The CSCA Auditors shall be compensated through a scale of fees as determined by the Management Committee from time to time.

12. Sub-Committees

- a. The CSCA may have a number of sub-committees dedicated to particular tasks as approved by Management Committee.
- b. Sub-committees may be formed in order to achieve the Association's objectives.
- c. Sub-committee Chairmen shall serve for a period of one year or for as long as is necessary to complete the allotted task.
- d. Sub-committee Chairmen shall serve for a period of one year or for as long as is necessary to complete the allotted task.

13. Payments

- a. All payments shall require the approval of the Honorary Treasurer.
- b. Invoices will be approved by the Honorary Treasurer.
- c. Invoices submitted by CSCA Secretariat will be approved by the Honorary Treasurer.

14. Accounts

The Management Committee shall cause to be kept proper books of accounts of all sums of money received and expended by the CSCA and the matters in respect of which the receipts and expenditure take place, of all sales and purchases of goods by the CSCA, and of the assets and liabilities of the CSCA.

15. Inspection of Accounts

- a. Annually, or whenever else the Management Committee shall direct, the account books of the CSCA shall be inspected, approved and signed on behalf of the CSCA by the Directors and Company Secretary.
- b. Once in every calendar year the accounts of the CSCA shall be examined and the correctness of the income and expenditure account and balance sheet audited by a properly qualified accountant.
- c. The financial report shall be attached to the balance sheet and presented at the AGM of the CSCA and shall then be open to inspection by any Company Contact.

16. Minutes

- a. The Management Committee shall cause minutes to be duly entered in books provided for the purpose:
 - i. of all elections or other appointments of Officers;
 - ii. of the names of the members of the Management Committee present at each meeting of the Management Committee, and of any sub-committee of the Management Committee;
 - iii. of all resolutions and orders and proceedings of General Meetings and of meetings of the Management Committee and committees.
- b. Any such minutes of any meeting of the Management Committee or of a committee or of the CSCA, if signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in those minutes.

17. Annual General Meetings and Extraordinary General Meetings

a. An Annual General Meeting of the Members, the Management Committee and of the Associate Members shall be held once in every calendar year not more than 15 months after the preceding Annual General Meeting. In default of an Annual General Meeting being so held, a General Meeting shall be held within two months of the default and may be convened by any (4) Company Contacts in the same manner as nearly as possible as that in which such Annual General Meeting should have been convened prior to such default.

b. The business of an Annual General Meeting shall be:

- to receive and consider the accounts, the balance sheet and the reports of the Directors, Chair of the Management Committee and Honorary Treasurer, and such other reports as the Management Committee shall determine;
- to declare the names of the CSCA Officers and members of the Management Committee;
- to appoint a suitably qualified person to audit the accounts;
- to transact any other business which under these Bylaws ought to be transacted at an Annual General Meeting.

If a registered company has any proposal which it wishes to make to an AGM the Company Contact shall give at least (14) days written notice thereof to the secretariat.

c. Every Annual General Meeting or Extraordinary General Meeting of the CSCA shall be presided over by a Director of the company. In the absence of a Director of the company the Chairman of the Management Committee shall act as chair.

d. Associate Members shall be entitled to vote at General Meetings as listed below except that no Associate Member shall be entitled to vote if the fee payable by it to the CSCA pursuant to clauses 3a and 3c above is (90) days or more in arrears.

- when a ballot is necessary to elect independent members to the Management Committee
- when changes to the Bylaws are proposed. Proposed changes in the Bylaws must be approved by a majority of two-thirds of Associate Members present at that General Meeting.
- when material change to the CSCA Code of Practice, Standards for Service Delivery and other CSCA policies and procedures are proposed that will have a significant impact on the business of the Associate Members
- on any proposal from an Associate Member that the Members agree can be put to the vote.

e. For all purposes the quorum of a General Meeting shall be (5) Associate Members personally present by duly authorised representative and entitled to vote, and at least 1 Member personally present and other Management Committee members who will be entitled to vote.

f. No business shall be transacted at any General Meeting unless the quorum requisite shall be present.

g. If within (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as specified in Bylaw 19.j shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Associate Members and Members who are present in person or by duly authorised representative and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

h. Except where there is no quorum, an Annual General Meeting shall not be adjourned but all business that can be concluded shall be on that same day that it is called.

i. Every motion submitted to a meeting which is subject to a vote shall be decided in the first instance by a show of hands, and in the case of an equality of votes the chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he is entitled. Every Associate Member acting by its duly authorised representative shall have one vote.

j. An Extraordinary General Meeting to transact specified business shall be called by the Company Secretary if requested in writing by (15) or more Associate Members. At least (40) days' notice of any such meeting shall be given to all Associate Members. Except as otherwise specified in the Bylaws, Extraordinary General Meetings shall be conducted in the same manner as Annual General Meetings except that if no quorum is present within (30) minutes, the meeting shall be abandoned.

18. Other Meetings

a. The Management Committee may at its discretion arrange for meetings to be held for matters considered by the Management Committee likely to further the object of the CSCA, whether by means of lectures, discussions or otherwise, and the Management Committee shall determine the conditions of admission to and manner of conduct of such meetings.

b. No record other than informal personal notes of the proceedings of any meetings of or conducted by the CSCA or any committee or other group thereof or for which the CSCA, committee or other group is responsible shall be taken, or any records whatsoever published without the prior consent of the Management Committee.

19. Complaints and Disciplinary Procedure

The CSCA shall operate a complaints and disciplinary procedure designed to address written complaints and any disciplinary matter involving registered member companies. This procedure is aimed at maintaining standards of service to clients, taking corrective action as needed and sanctioning member companies who fail to maintain the standards required for CSCA registration or otherwise act against the aims and objectives of the CSCA. The procedure is to be administered in a fair and transparent manner by the Management Committee in consultation with any other relevant parties as identified.

20. Notices

a. Each Company Contact shall notify the CSCA in writing of an address at which notices may be served upon them, which shall be deemed to be their registered place of address.

b. A notice may be served by the CSCA upon any Company Contact either personally or by sending it through the post in prepaid envelope or wrapper, addressed to such Company Contact at their registered place of address.

c. The signature of any notice to be given by the CSCA may be written or printed.

d. Every notice or application to the Management Committee or the Secretariat of the CSCA, except where otherwise specifically provided, shall be sufficient if the same is signed by the person or persons giving or making the same, and be given to the Secretariat or forwarded by post prepaid at the official address of the CSCA. Every person giving or making such a notice or application shall be entitled to require an acknowledgement by the Secretariat of the receipt of such notice or application.