

# **THE CONSTITUTION OF THE INTERNATIONAL MICROELECTRONICS ASSEMBLY AND PACKAGING SOCIETY-UK**

## **1 NAME**

The Society shall be called the International Microelectronics Assembly and Packaging Society-UK or, in abbreviation, IMAPS-UK.

## **2 OFFICE**

The office of the Society shall be situated in the United Kingdom.

## **3 OBJECTS**

The Society shall be a voluntary, non-profit making body of persons associated for the purpose of hereinafter appearing namely:

To advance education in the science and application of hybrid microelectronics for the benefit of the public.

In furtherance of the foregoing but not further or otherwise the Society shall have the following powers:

- (a) to extend, increase and disseminate knowledge of microelectronics assembly and packaging, for which purpose meetings may be held, demonstrations given, exhibitions and conferences promoted, pamphlets, journals and other writings published.
- (b) to collect and preserve literature, documents, recordings or other writings whether published or not, or any equipment or finished product which the Committee may consider desirable to retain, and to make such available for reference, thereby to assist the knowledge, development and improvement of the science and application of microelectronics assembly and packaging.
- (c) to affiliate or join in association with any other charitable body, institution or society holding similar interests and objects in their pursuit of the above objects.
- (d) to maintain awareness of and where appropriate, co-operate in the activities of those societies concerned with related electronic engineering technologies, for example, semi-conductor technology and printed circuit technology.
- (e) to uphold the good standing of the Society and conduct its affairs in accordance with this Constitution as it now is or may be later amended.
- (f) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Society shall not undertake any permanent Trading activities in raising funds for its charitable objects.
- (g) to do all of such other lawful things as shall further the attainment of the above objects.

The Society's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

## **4 MEMBERSHIP**

Membership of the Society shall be open to individuals and companies having an interest in microelectronics assembly and packaging. There shall be no formal requirements in respect of academic qualifications.

Individual Membership is available upon payment of an annual subscription which shall from time to time be fixed by the Committee.

Corporate Membership shall be open to companies active in the field of microelectronics assembly and packaging as manufacturers, suppliers of equipment and materials and as customers or consultants to the Industry. Companies which have become Corporate Members of the Society are entitled to nominate two of their employees to Membership of the Society with the right of full subscription. The rights and privileges of Members thus nominated shall rank in all respects with those of Individual Members. The subscription fees for Corporate Membership, additional nominated Members and the additional rights conveyed by Corporate Membership shall be as declared from time to time by the Committee.

The Society may collect subscriptions for any class of membership and/or any other monies due to the Society by use of the Direct Debit Scheme. The Society shall provide Indemnity to any Bank etc upon whom Direct Debits are originated, such Indemnity being executed on behalf of the Society by its Chair, Treasurer and Secretary.

## **5 COMMITTEE**

The running of the Society and the management of its affairs shall be vested entirely in the Committee which may appoint sub-committees as it considers appropriate, provided that all acts and proceedings of such sub-committees shall be reported back to the Committee as soon as possible. The Committee shall consist of up to fifteen members and shall have the following composition:

Chair, Vice Chair, Past Chair, Secretary, Treasurer, Membership Secretary, all of whom shall be Office Bearers, while other Members shall be ordinary Members of the Committee. One person may occupy more than one office.

### **5.1 Tenure of Office or Appointment**

Members of the Committee and Office Bearers shall be elected by the vote of Society Members present at each Annual General Meeting. The exception to this is the election for the position of Chair, who shall serve for two years until the second AGM following that at which elected and of the Vice Chair who, if willing, shall also serve until the second AGM following that at which elected, without re-election at the intervening AGM.

The Past Chair shall serve until replaced by the retiring Chair. The Vice Chair shall succeed to the office of Chair automatically after two years should he so wish.

No previous Chair shall be eligible for election to the position of Vice-Chair until a period of 4 years has elapsed since retiring as Past Chair.

All other Office Bearers and retiring Members are eligible for re-election either to the Office from which they have retired or to a different position on the Committee.

## **6 QUORUM**

Meetings of the Committee shall be notified with an agenda clearly stated, at least 2 weeks beforehand, and should be at a venue providing opportunity for all members of the Committee to attend.

A quorum at a meeting of the Committee shall consist of five of its Members at least one of whom shall be the Chair, Vice Chair, Past Chair, Secretary or Treasurer.

## **7 TRUSTEES OF THE SOCIETY**

Trustees of the Society shall be appointed in accordance with the following conditions:

- 7.1 There shall at all times be not less than two or more than four Trustees of the Society and the property of the Society (other than cash which shall be under the control of the Treasurer) shall be held by the Trustees for the time being in their own names so far as it is necessary and practicable upon trust for the use and benefit of the Society.
- 7.2 Trustees shall be appointed by the Committee.
- 7.3 A Trustee shall hold office during his lifetime or until he resigns by giving notice in writing to the Committee or until a resolution removing him from office shall be passed at a General Meeting by a simple majority of those Members present and entitled to vote.
- 7.4 The Committee shall take all necessary steps to procure the vesting of all the Society's property in the names of the Trustees from time to time.
- 7.5 The Trustees shall act in regard to any property of the Society held by them in accordance with the directions of the Committee and subject thereto shall have (subject to such consents as may be required by law) full powers to sell lease mortgage and otherwise deal in any way with any of the Society's property for the benefit of the Society. Persons dealing with the Trustees shall not be concerned to enquire whether the provisions of this Clause have been complied with.
- 7.6 Trustees shall be indemnified by the Committee out of the assets of the Society from and against any liability costs expense and payment which may be properly incurred or made by them in the execution of their duties or in relation to any legal proceedings or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the Society. Save as mentioned above no portion of the income or assets of the Society shall be paid or transferred directly by way of profit to the Trustees.

## **8 HONORARY PRESIDENT-UK**

An Honorary President-UK shall be appointed at the invitation of the Committee for a period of three years. He shall not be eligible for re-appointment at the end of this period but shall be eligible after the expiry of a further three years. An Honorary President shall be entitled to attend meetings of the Committee but shall not be entitled to vote at such meetings.

## **9 REMUNERATION OF MEMBERS**

The income of the Society, however arrived, shall be applied solely towards the promotion of the objects set out in 3 above, and no portion shall be paid or transferred directly by way of profit to members. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society (not being a member of the Committee) or to any member for services actually rendered to the Society, nor the payment of out-of-pocket expenses properly incurred in the service of the Society.

## **10 ACCOUNTS**

True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditures take place. These accounts shall be open, subject to reasonable arrangements being made, for the inspection by Members. The accounts shall be presented to Members in written form at each Annual General Meeting and it will be competent for Members to question these accounts as they see fit. A professional audit need not be carried out but it is within the power of the Annual General Meeting to move that such an audit take place. Such a motion, if carried by simple majority, shall be binding upon the Committee.

## **11 GENERAL MEETINGS**

The Committee shall at approximately yearly intervals call an Annual General Meeting at which all Individual Members and Corporate Members are entitled to attend. Not more than 18 months may elapse between one Annual General Meeting and the next. In the event of a request in writing to the Chair or the Secretary being made by at least ten Members of the Society that an Extraordinary General Meeting be convened, the Secretary shall proceed to convene such a Meeting so that it is held within eight weeks of the date of such a request being received. No Member who is in arrears with his subscription shall be entitled to attend or to be represented at any General Meeting. Notice of any General Meeting shall be posted at least one calendar month prior to such a meeting.

## **12 QUORUM AT GENERAL MEETINGS**

At any General Meeting a quorum shall be constituted provided there is present:

The Chair or Vice Chair or Immediate Past Chair  
The Secretary or a delegate approved by the Committee  
The Treasurer or a delegate approved by the Committee  
At least twenty additional Members of the Society.

If a quorum shall not be constituted at the first calling of the General Meeting, the meeting shall be reconvened together with the necessary notification to members and the consequent meeting shall be deemed to be constituted whatever number attends that meeting.

## **13 ALTERATION OF THE CONSTITUTION**

Alteration to this constitution shall require the assent of two-thirds of the members present and voting at an Annual General Meeting or Extraordinary General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Society at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration shall be made to clause 3 (objects), clause 14 (dissolution) or this clause, no alteration shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing the Society to cease to be a charity in law.

## **14 DISPOSITION OF FUNDS OF THE SOCIETY IN THE EVENT OF DISSOLUTION**

The Society may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days' notice shall have been given to the Members. Such resolution may give instructions for the disposal of any assets held by, or in the name of, the Society, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the Members of the Society but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose.

27 October 2015

Registered Charity No. 801142