

## Preamble

This paper introduces the proposed new Byelaws and some reasons for the change. Please note that all of the words and paragraphs in the new draft Byelaws are there for a specific reason, and are interdependent. Also, because the new Byelaws are radically different from the original ones it has not been thought constructive to attempt a side-by-side comparison of new and old clauses.

## Introduction

At a meeting of the BPWG last year, an *ad hoc* working party (WP) was formed to develop a marketing plan for AGS. The WP comprised Matthew Baldwin, Seamus Lefroy Brooks, Julian Lovell, Sally Hudson, Tony Hodgson, Ciaran Jennings and Andrew Milne. At the Executive Committee meeting that followed on the same day, the WP was instructed to proceed and report in due course.

It became immediately obvious to the WP that a marketing plan could not sensibly be developed until it was clear what the Association was trying to achieve. It needed a Strategic Plan, and the appropriate constitution to put one together, *ie*, a chicken and egg situation. This line of thinking led to the proposal for a complete review of the organisation of AGS and update of the Byelaws, as well as the Articles of Association. The WP was mandated to complete its review and updating, culminating in the proposed new Byelaws, which are attached. The Articles will follow once they are completed in accordance with the new Companies Act 2009.

## Where we came from

The AGS was formed in 1988 by the then key players in UK geotechnical engineering practice, primarily to improve the quality of ground investigations being performed in the UK, from the GI industry's very poor reputation then. It was made a legal entity by its Memorandum and Articles of Association dated July 1991, with the earliest extant version of the accompanying Byelaws being revision 5 dated March 1994.

Periodical minor revisions have been introduced over the intervening a quarter of a century, but no substantial updating has occurred since the Association's formation, in a time well before the internet and electronic communications became universally accepted and used in all spheres of business and social life. Therefore, the Association's Memorandum, Articles and Byelaws do not reflect the way organisations now conduct their affairs in the early 21<sup>st</sup> century. It is this perception that has been one of the primary drivers for the proposal to rethink these governance documents, to enable a wider participation in the affairs of the AGS, yet in a way compatible with current good business practice.

## Where we are now and what is not working

It could be argued that at least one of the main aims of the AGS has largely been achieved, although needless to say, there is always room for improvements. For example, we have addressed a number of short-term issues and larger ongoing or 'permanent' projects, including embracing geo-environmental engineering and the continuing development of the AGS Data Management Format. However, it became apparent recently that the AGS, while certainly not withering, is failing to reach a very large proportion of the geotechnical and geo-environmental community, in that it is nowhere near achieving saturation point within the industry. It is perceived to be more or less stagnating and failing to attract and retain new members, resulting in a worrying lack of growth.

While virtually all practising geotechnical and geo-environmental engineers have heard of, and many use, the AGS Data Management Format, they are unaware of the AGS itself and what it does. Additionally, there are many, usually smaller, organisations which think that membership of AGS is too expensive or that they see no

compelling need to join us. Put simply, the AGS is not engaging nearly fully enough with the wider industry community, to the detriment of both its and the AGS's mutual benefit.

### Where we want to be and proposals for change

Our goals, which have been formulated by the WP and agreed by the Business Practice Working Group may be summarised by the following bullet points:

- To open up the AGS to participation from the whole of the industry, while maintaining the status of the Practitioners and the Members;
- To become more dynamic as an organisation, through better communication with all participants;
- To initiate and encourage activities in and around the organisation for the greater benefit of all participants;
- To conduct the business of the organisation with greater clarity, transparency and openness; and
- To increase the proportion of the AGS's income deriving from commercial activities.

To achieve these goals, the WP proposals are:

- To seek to engage with the greater majority of those professionals working and participating in the wider Geotechnical and Geoenvironmental engineering sphere;
- To change the name of the Executive Committee to the AGS Senate, and change its constitution and powers to enable a wider representation, greater efficiency and improved effectiveness;
- To establish a small executive team, reporting to the AGS Senate, to run the affairs of the organisation with the assistance of the Administrator;
- To draw up and enact a biennial Marketing Plan for the AGS (reviewed at least annually); and
- To draw up and enact a biennial Business Plan for the AGS (reviewed at least annually).

Other changes

- Possibly the greatest change is the prominence to be given to individual members, who are now Practitioners (with full voting rights), Affiliates, Graduates and Students, and Honorary Members.
- There are then Member organisations and Affiliate organisations, which may or may not 'sponsor' individuals. Individual members in each category can still participate in the AGS even if they are not sponsored. This move is intended to overcome the situation where, currently, some Nominated Representative of Member companies are not disseminating AGS news and information they receive to their geotechnical and geoenvironmental staff, thus affectively not encouraging their participation in their own trade association.
- There is still the role of Nominated Representative from the Member and Affiliate organisations (the Gatekeepers, as we have been calling them). However, as noted above, they are not now relied upon for communication between all of the individual members and their teams., They are largely administrators or contact points now, and do not have a significant part in the functioning of the Association, although they retain full voting rights as Practitioner members.
- The AGS Senate would become the 'Upper House' or 'House of Lords', the duties of which are to represent the entire membership of the Association throughout the wider industry, and to ensure that the Association fulfils its purpose. It has powers to 'deliberate, appoint and approve things', etc; generally speaking it does not 'do things'. It meets physically at least twice annually and as many other times as necessary via electronic or other means.
- The Executive Team is now called the Executive Council. It is the 'Lower House' or 'House of Commons', which 'takes day-to-day decisions' and 'does things'. It also meets physically at least twice annually and as many other times as necessary via electronic or other means.

- The name Working Group ‘Leader’, not WG ‘Chairman’ is used to avoid confusion with the AGS Chairman; and they do need to be active and ‘lead’ their groups to get things done, not just passively ‘chair’ them.
- The adoption of the new Byelaws introduces new types of membership and so the membership fees structure will require revising in due course.
- In addition to the new Byelaws, the legal governing document, the Articles of Association, has been redrafted to align them with the Byelaws. They will be the subject of a separate SGM and vote by the membership. There may be other side documents, which set down aspects of how the AGS conducts its affairs. They will also need revising in due course, but are not perceived to be critical to the proposed new Byelaws or Articles.

## Action plan

The Byelaws are, in effect, the combined ‘rules of engagement’ and an ‘instruction manual’ for how the AGS operates. Therefore, after much debating and deliberation, the WP defined where the AGS wants to position itself in the future, and the Byelaws were redrafted accordingly. The draft has been refined in a series of iterations, with input and opportunities for all of the WP; the Officers, the wider BPWG and the Administrators to comment on the drafts from the outset.

The timetable to take the Byelaws forward is proposed as:

14 October	a) the proposed new Byelaws of the Association, together with this document, are sent to all current voting members by email; b) seek approval for the new Byelaws from the membership, via an on-line voting system, such as Doodle or Survey Monkey. Effectively, this will be a Special General Meeting, but without the need for a physical assembly of the voting membership.
28 October	On-line voting for the new Byelaws closes and the final decision made by the number of votes received by this date.
06 November	Complete the checking of votes by the Administrators for duplication and other irregularities,
12 November	Inform the Executive Committee and the wider membership of the new Byelaws and their effect (assuming they Byelaws are passed)
December	Issue notices of subscriptions renewal for 2016

## Notes:

As soon as the new Byelaws are voted for acceptance, if they are, the following actions will be required as a matter of urgency

- 1 The new Articles of Association will be circulated to the membership and voted on by means of another virtual SGM, again using an online voting system, such as Doodle or Survey Monkey. This has been kept separate to avoid possible confusion and to split the time needed by members for the overall process into two shorter and, hopefully, more manageable ‘chunks’.
- 2 A new subscriptions model and actual amounts for each class of membership will need to be formulated
- 3 New membership Application Forms to be designed, this time with a view to having compatible versions of both downloadable MS Word forms and direct online forms.
- 4 Some areas of the current website will require revision to reflect the new membership structure, etc

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