



THE WORLD CEMENT Association Rules of the Association and Members' Code of Conduct

Contents

1. INTRODUCTION	3
2. DEFINITIONS.....	3
3. THE BOARD	3
3.1 THE BOARD.....	3
3.2 BOARD MEMBERSHIP.....	3
3.3 OTHER APPOINTEES (OFFICERS)	4
3.4 BOARD MEETINGS.....	4
4. COMMITTEES OF THE ASSOCIATION	4
4.1 SETTING UP A COMMITTEE.....	4
4.2 OPERATION OF COMMITTEE.....	4
5. REGIONAL ORGANIZATIONS.....	5
5.1 INTRODUCTION	5
5.2 FORMATION OR TERMINATION OF A REGIONAL ORGANIZATION	5
5.3 Regional REPRESENTATIVES	5
5.4 MANAGEMENT OF A Regional Organization	6
5.5 FINANCE	7
5.6 LIASION WITHIN THE ASSOCIATION.....	7
6. MEMBERSHIP	7
6.1 GRADES of MEMBERSHIP	7
6.2 FEES	7
6.3 ADMISSION and AWARDS PROCEDURES.....	7
6.4 TERMINATION OF MEMBERSHIP	8
6.5 Misconduct.....	8
7. REPRESENTATION ON EXTERNAL COMMITTEES	8
7.1 APPOINTMENT	8
7.2 REPORTING	8
7.3 GUIDANCE	8



8.	CODE OF PROFESSIONAL CONDUCT	8
8.1	INTRODUCTION	8
8.2	RULES and CODE OF CONDUCT.....	9
8.3	DISCIPLINARY PROCEDURE	9
9.	Issued on the authority of the Board OF THE Association.....	10



THE WORLD CEMENT ASSOCIATION

Rules of the Association and Members' Code of Conduct

1. INTRODUCTION

The affairs of the Association are governed by the Articles of Association and the rules which follow are based upon them. Should there be any conflict, the Articles of Association shall prevail over the rules.

2. DEFINITIONS

"Articles" means the Association's Articles of Association;

"Board" means Board of Directors of The World Cement Association

"Chairman of the Board" means the chairman of the Board

"chairman" has the meaning given in article 12; of the Articles

"chairman of the meeting" has the meaning given in article 25 of the Articles;

"General Assembly" or "GA" is a meeting of the members of the Association and has the function and rules of a "General Meeting" as defined in the Companies Act.

"Regional Organization" or "Club"- Regionally based organization within the Association.

"Regional Representative" – a natural person appointed by the Board to manage a Regional Organization.

3. THE BOARD

3.1 THE BOARD

3.1.1 The Association shall be governed by a Board as described within the Articles of Association.

3.2 BOARD MEMBERSHIP

3.2.1 Board membership can be attained in accordance with the Articles of Association.

3.2.2 Board may also agree to include corresponding members as it deems necessary to ensure maximum benefit to the Association and its MEMBERS. Such members shall be deemed CORRESPONDING MEMBERS and shall not be entitled to vote within Board. Their number shall not be limited and will not count towards the



maximum size of Board laid down in the Articles and shall not be subject to restriction on term of membership.

3.3 OTHER APPOINTEES (OFFICERS)

- 3.3.1 The Board may make other appointments, as defined in the Articles including, but not limited to: President, Vice-Presidents, Secretary General and CEO. These may be termed as "Officers" of the Association.
- 3.3.2 The term of office shall be as described within the Articles of Association.

3.4 BOARD MEETINGS

- 3.4.1 Board meetings shall be conducted in accordance with the Articles of Association.

4. COMMITTEES OF THE ASSOCIATION

4.1 SETTING UP A COMMITTEE

- 4.1.1 The Board is responsible for the approval and installation of each committee Chairman, and for the working brief and area of responsibility of each committee. The period of office of the Chairman shall be determined by Board and reaffirmed annually. The Board may dissolve a committee at any time.

4.2 OPERATION OF COMMITTEE

The Committee shall operate as described below:

- 4.2.1 The committee Chairman shall be responsible for the formation of the committee, but the Board shall approve membership.
- 4.2.2 The committee Chairman shall preside at each meeting, but if absent a chairman for that meeting shall be elected.
- 4.2.3 The committee Chairman shall be responsible for maintaining a written record of each committee meeting and shall provide a copy of such records to the Board.
- 4.2.4 The committee Chairman shall report to the Board on committee progress at regular intervals and shall also seek guidance on matters of Association policy concerning the committee's brief or activities.
- 4.2.5 The committee Chairman shall prepare a written annual report on the committee's activities for presentation at each General Assembly.



5. REGIONAL ORGANIZATIONS

5.1 INTRODUCTION

- 5.1.1 The Association shall establish and maintain Regional Organizations which may be named by any appropriate terminology as may be decided by the Board. The term "Regional Organization" will be used in this document to be synonymous with "Club", "Chapter" and other titles which may be defined by the Board.

5.2 FORMATION OR TERMINATION OF A REGIONAL ORGANIZATION

- 5.2.1 A Regional Organization may be formed by resolution of the Board anywhere in the World.
- 5.2.2 The Board may at any time terminate the existence of a Regional Organization and dispose of its assets, at its discretion, or merge it with another Regional Organization.
- 5.2.3 Regional Organizations to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 5.2.4 The directors shall make rules of procedure for all or any Regional Organizations, which prevail over rules derived from the articles if they are not consistent with them.

5.3 REGIONAL REPRESENTATIVES

- 5.3.1 The Board may appoint Regional Representatives by whatever name and determine their terms of reference and appointment with the general objects as summarized below..
- 5.3.2 Regional Representative will promote the Association and seek new members in their Region.
- 5.3.3 Regional Representative will maintain close contacts with the Members in their region.
- 5.3.4 Regional Representative will establish a network with potential partners, other institutions and persons considered valuable for the success of WCA.
- 5.3.5 Regional Organization will act as a channel of information fed by the Head Office and will be responsible for the distribution of data and information in their region.
- 5.3.6 Regional Organization will prepare periodical notes and state reports when/where necessary, conditions to be set by the Board.



- 5.3.7 Regional Representative will attend GA meeting and join ad-hoc groups when necessary.
- 5.3.8 Regional Representative will be responsible for the organization of any meeting to be held in the established country and coordinate with the members of the events at the region.
- 5.3.9 Regional Representative will represent WCA at conferences, meetings through various means like giving speeches, negotiations, arrange appointments and will establish close contacts with international organizations.
- 5.3.10 Regional Representatives will share their experiences with other Regional Representatives.
- 5.3.11 Regional representatives shall agree to abide by the rules and code of conduct of the Association.
- 5.3.12 Regional Representatives can only be relieved of their appointment by the Board as defined in the articles.

5.4 MANAGEMENT OF A REGIONAL ORGANIZATION

- 5.4.1 The affairs of the Regional Organization shall be governed by a committee consisting of the Regional Representative, a Secretary and Honorary Treasurer (the Officers) and up to five other members.
- 5.4.2 The Officers and other members of the committee shall be appointed annually or at such other times as there may be vacancies by the Board, taking cognizance of the advice of the existing committee and any members of the Board active in the Regional Organization.
- 5.4.3 The date on which one year of office ends and the next begins shall be the first day of March or within 31 days either side of that date at the discretion of the retiring committee.
- 5.4.4 The committee shall meet at least twice in each year of office.
- 5.4.5 Members of the committee may be reappointed.
- 5.4.6 The committee shall have the power to co-opt not more than two persons as members of the committee additional to those appointed by the Board to serve until a new committee is appointed. They need not be MEMBERS of the Association but, unless they are MEMBERS, they (a) may not vote, (b) may not serve for more than eleven months. The committee may admit other persons to its meetings without power to vote.
- 5.4.7 The committee may by notice meet, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board, three members of the committee including at least one Officer and the Regional Representative shall form a quorum. Questions arising at a meeting shall be decided by consensus or, if need be, by



a majority of votes. In case of an equality of votes, the Chairman shall have a casting vote.

- 5.4.8 Notices of forthcoming activities and committee meetings shall be sent to all members of the committee.
- 5.4.9 Minutes of the meetings of the committee shall be recorded and circulated.
- 5.4.10 The Regional Organization is not required to hold a General Meeting.
- 5.4.11 The Board shall be entitled to receive and the Secretary General of the Association shall be sent notices of committee and other meetings in advance, and minutes of committee meetings.
- 5.4.12 Notwithstanding these rules, the Chairman of the Board may in special circumstances appoint, reappoint or remove from office an Officer of the Regional Organization or a member of the committee.
- 5.4.13 Amended or additional rules may be made to suit local circumstances subject to the approval of the Board.

5.5 FINANCE

- 5.5.1 The Regional Organization finances shall be operated in accordance with such direction as the Board shall issue or authorize.

5.6 LIASION WITHIN THE ASSOCIATION

- 5.6.1 When no member of the Regional Organization committee is a Board member by right, a representative of the Regional Organization committee shall make regular contact with a member of Board so that:
 - (a) There is regular exchange of news and advice.
 - (b) Meetings arranged by the Regional Organization may be circulated to interested MEMBERS elsewhere.

6. MEMBERSHIP

6.1 GRADES OF MEMBERSHIP

- 6.1.1 As defined in the Articles of Association

6.2 FEES

- 6.2.1 Fees and annual subscriptions shall be as defined in the Articles of Association.

6.3 ADMISSION AND AWARDS PROCEDURES

- 6.3.1 Admission procedures for the different grades of membership are defined in the Articles and may be detailed from time to time by the Board.



6.4 TERMINATION OF MEMBERSHIP

6.5 MISCONDUCT

- 6.5.1 If the Board considers that a MEMBER has acted in any way against the interests of the Association, the Board may require an explanation from the MEMBER. If the Board considers it appropriate, it may require the MEMBER to resign from the Association in accordance with the Articles of Association, but before doing so it would be required to invite the MEMBER to appear and offer a defense. The Code of Professional Conduct and Associated Disciplinary Procedures are detailed these article 8 of these Rules.

7. REPRESENTATION ON EXTERNAL COMMITTEES

7.1 APPOINTMENT

- 7.1.1 Each representative shall be nominated by the Board and this nomination shall be confirmed in writing to the Committee Chairman/Secretary concerned by the Secretary General.
- 7.1.2 The Board may withdraw nomination at any time. In the event of the representative being unable to attend the committee meeting, that committee secretariat must be informed. A written apology must be sent to that committee and copied to the Secretary General. The MEMBER shall attempt to deputize for that meeting, such deputy shall be approved by the Secretary General.

7.2 REPORTING

- 7.2.1 Representatives shall forward to the SECRETARY GENERAL a written report for each meeting attended. Copies of any relevant document referred to in this report should be made available on request.

7.3 GUIDANCE

- 7.3.1 Where guidance on matters concerning Association policy is required the representative shall contact the Board for such guidance.
- 7.3.2 Where guidance on technical matters is required the representative shall seek guidance from the Secretary General.

8. CODE OF PROFESSIONAL CONDUCT

8.1 INTRODUCTION

- 8.1.1 All MEMBERS, having subscribed to a declaration on election to the Association, have a duty to observe the requirements of the Articles of Association and this Code, in setting out the general standard of

conduct to which all MEMBERS must adhere in their exercise of such a duty, relates to and further defines the objects of the Association.

- 8.1.2 Under Article 12, Board has express power to expel a MEMBER found guilty of conduct prejudicial to the interests of the Association and has implied powers of censure or suspension in appropriate cases.
- 8.1.3 Board may from time to time, issue Guidance Notes to supplement this Code.

8.2 RULES AND CODE OF CONDUCT

- 8.2.1 A MEMBER shall, in fulfilling their responsibility to their employer or client, have full regard to the public interest and to the interest of the cement and clinker industry.
- 8.2.2 A MEMBER shall order their conduct so as to uphold the dignity, standing and reputation of the Association.
- 8.2.3 Every MEMBER agrees to abide in full compliance with the letter and spirit of the antitrust laws and shall not use membership of the Association or any Association meeting or event to circumvent or breach antitrust laws. Members will follow the Guidance on Avoiding Anti-Competitive Practices issued by the Association.
- 8.2.4 A MEMBER shall at all times abide by and endeavour to secure the widest possible acceptance of these Rules of Conduct.
- 8.2.5 A MEMBER, in connection with work in a country other than their own, shall order their conduct according to these Rules of Conduct so far as they are applicable.
- 8.2.6 These Rules of Conduct apply to all grades of membership of The World Cement Association.
- 8.2.7 In these Rules of Conduct:
 - (a) where appropriate, expressions shall have the meaning assigned to them in the Articles of the Association.

8.3 DISCIPLINARY PROCEDURE

- 8.3.1 Allegations of misconduct shall be submitted to the SECRETARY GENERAL.
- 8.3.2 The Chairman and other members of the Investigating Panel shall be appointed by Board for such a period as Board may from time to time determine.
- 8.3.3 The full Investigating Panel shall comprise five Corporate Members of the Association, of whom a minimum of three must hear the case.

The MEMBER against whom the allegation has been made has the right to object to not more than two members of the full Panel.

- 8.3.4 Subject to any limitations imposed by the Board, the Investigating Panel shall have powers to regulate its own practice and procedures.
- 8.3.5 No member of the Investigating Panel shall receive payment for services rendered, but proper Panel costs shall be borne by the Association.
- 8.3.6 The Investigating Panel shall report a recommendation for action to Board.
- 8.3.7 The Board shall take such action as it deems appropriate in the particular circumstances.
- 8.3.8 MEMBERS have the right to appeal direct to Board, whose decision shall be final and binding.

Issued on the authority of the
Board of the World Cement
Association





APPENDIX A GUIDELINES FOR Regional Organization FINANCES

- A.1 Meetings should be arranged with due regard to the lowest cost consistent with reasonable facilities and comfort.
- A.2 All anticipated costs must be put to, and accepted by, an OFFICER of the Board before the meeting is finalized.
- A.3 As an initial guide, costs would be considered as follows:
- A.3.1 Purely social, informal meeting of members: No cost to the Association.
- A.3.2 Meeting of members with a paper presented by a member: Reasonable costs of room hire and audio-visual equipment.
- A.3.3 Meeting with one or more speakers, attracting an audience drawn from related professions: Reasonable costs of room hire, audio-visual equipment and speakers' travelling costs.
- A.4 In certain circumstances, large meetings of the A3.3 type may warrant the charging of an admission fee.
- A.5 The Regional Organization Treasurer is responsible for:
- (a) Obtaining invoices and receipts for all valid costs.
 - (b) Submitting these to the SECRETARY GENERAL for payment.
 - (c) Keeping a proper record of income and expenditure.
 - (d) Forwarding any balance of income over expenditure to the SECRETARY GENERAL at agreed intervals.