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12.6.03.

## **HEVAC ASSOCIATION**

### **CONSTITUTION**

1. The name of the Association shall be "THE HEATING, VENTILATING AND AIR CONDITIONING MANUFACTURERS ASSOCIATION" and shall use as the shorter and more common name "THE HEVAC ASSOCIATION". The Association will represent the Building Services Division of the FEDERATION OF ENVIRONMENTAL TRADE ASSOCIATIONS, being a founder member of that Federation.

2. The objects of the Association shall be:

As Memorandum of Articles.

3. **MEMBERSHIP**

Membership of the Association shall be open to Companies who:

- (a) Manufacture heating, ventilating or air conditioning equipment and related products as shall be defined from time-to-time.
- (b) Distribute similar products of overseas or UK manufacture and whose status, as defined, is sufficient to be recognised as being worthy of membership.

Membership of the Association shall also be open to organisations or bodies, not necessarily being trading organisations, or persons whose activities are closely related to the industry.

4. **CLASSES OF MEMBERSHIP**

- (a) **Full Members**

Registered Companies conforming with 3(a) and/or 3(b) above.

- (b) **Associate Members**

Organisations, bodies or persons not being honorary members and not conforming with categories 3(a) and/or 3(b) above.

**(c) Honorary Members**

The Council may admit to Life Honorary Membership of the Association persons who they consider to have rendered distinguished services to the Association and its objects. Persons so admitted shall not be required to pay any subscription and shall have the rights and privileges of Associate Membership as laid down from time-to-time.

**5. MEMBERSHIP RESPONSIBILITIES**

Members of the Association shall recognise that membership is a privilege and shall support and further the objects of the Association and observe the obligations imposed by it. Members shall at all times give proper and reasonable consideration to the views expressed by fellow-members and treat all information which members disclose to each other in meetings or to the Association and all proceedings and records of meetings of the Association as being in confidence.

**6. COUNCIL**

The management, control and direction of the Association shall be invested in the Council which may exercise all the powers of the Association.

The Council may regulate its own procedures, and delegate any of its powers to committees or sub-committees which it may appoint from amongst its own members or from amongst representatives of the Association.

The Council shall consist of the President, Vice-President and Immediate Past-President, and in addition elected delegates from Groups and affiliated Associations and co-opted members as may be from time-to-time laid down in the Bye-Laws, and shall hold office for a period of two years commencing on the 1st day of June in their year of appointment.

**(a) Council Meetings**

Each Member of Council shall have one vote and five Members shall form a quorum. A resolution shall be deemed to be carried when a majority of Members present and voting are in favour of it, with the exception of Bye-Laws under Clause 16.

**7. ELECTION OF OFFICERS**

(a) The Council shall elect its President and Vice-President from Members of Council, or when suitable candidates for office are not available then from past Council members or persons holding high positions within industry, providing that they are from members of the Association.

(b) The Council may co-opt a limited number of additional members.

(c) The Council shall elect from its members, three Directors to the Board of the Federation of Environmental Trade Associations Ltd. These Directors will normally be the President, the Vice-President and the Immediate Past-President. If any of these office holders are unavailable for election to the Board, Council shall elect one of its other members to serve in their place.

The term of their appointment to the Board shall end on relinquishing their office or membership of Council, or two years from their appointment, whichever is the shortest.

## **8. SUBSCRIPTIONS**

The subscription year shall be a calendar year and every member, other than honorary members, shall pay an annual subscription which will allow participation in the activities of any and all of the autonomous Associations forming Divisions of the Federation of Environmental Trade Associations.

Subscriptions will be due and payable on the 1 January each year.

Any member whose subscription for any year has not been received by the Association by the 30 June of that year shall:

- (a) Cease to receive communications of any kind from the Association, and
- (b) not be entitled to attend any Association meeting or to vote on any Association matters.

The member's name shall not be restored to the Association's circulation list, nor shall the attendance and voting rights be reinstated until all overdue payments have been received.

In the event that a membership subscription remains unpaid for one full calendar year, then that member's name shall be excluded from Association membership, provided that he shall be given 14 days clear notice of such action and that the action has been approved in Council.

## **9. INDEMNITY**

If any prosecution or proceedings be commenced against any Member of the Council or the Administrative Staff of the Association for anything done by them in the proper and reasonable discharge of their functions, such person or persons shall be defended and indemnified by and at the cost of the Federation from all damages, costs and expenses which may be incidental to or result from such prosecution of proceedings.

## **10. GENERAL MEETINGS**

- (a) All general meetings shall be called Extraordinary General Meetings. The Council may, whenever they think fit, convene an Extraordinary General Meeting and they shall upon a requisition made in writing and signed by not less than ten members of the Association forthwith convene such a meeting. Any requisition shall be made to the Administration and shall specify the objects of the proposed meeting.
- (b) The President of the Association, or in his absence the Vice-President, shall act as Chairman at any General Meeting. In the absence of both, a properly elected Chairman from Members of Council will be empowered to act on their behalf.

- (c) A responsible official of a Member Company or firm may act as that member's representative at a general meeting. Each Member Company shall have one vote and ten members shall form a quorum. A Resolution, other than a Bye-Law under Clause 16, proposed by the Council shall be deemed to be carried when a majority of the members present and voting are in favour of it. Any other Resolution must be presented in writing twenty-eight days before any general meeting, and shall be deemed to be carried when at least three-quarters of the members present and voting are in favour of it.

**11. A REFERENDUM MAY BE CALLED FOR:**

- (a) (i) By Resolution duly passed at a Meeting of the Council.
- (ii) By not less than ten members at a General Meeting.
- (iii) By any three members of the Council or any ten members of the Association writing to the Association and specifying the object of the Referendum.
- (b) Where not less than three-quarters of the votes cast in the Referendum are in favour of the proposal contained therein, such proposals shall be deemed to be conclusively agreed and binding.
- (c) The Administration shall make all the arrangements for holding any Referendum and for informing the Council and Members of the outcome.

**12. CESSATION OF MEMBERSHIP**

**Membership of the Association shall cease:**

- (a) If the member shall cease to have the qualifications set out in Article 3.
- (b) If the member goes into liquidation (other than for the purpose of reconstruction).
- (c) If the member resigns:
- (i) A member may resign by giving at least six months notice in writing addressed to the Association during its currency to expire on or before the 31 December, and on paying any subscription and other monies due from him to the Federation.
- (ii) A notice of resignation during its currency may be withdrawn in writing addressed to the Association.
- (d) If a meeting of the Council, of which the member shall have had twenty-one days notice accompanied by a statement in writing of the grounds on which the Resolution referred to below will be supported and at which the member who may be accompanied by one member other than a member of the Council shall have been given an opportunity of being heard, the Council pass a Resolution that it is undesirable in the interests of the Association that such a member shall remain a member of the Association.
- (e) If a member's annual subscription remains unpaid for one full calendar year in accordance with Article 8.

**13. AMENDMENTS**

This Constitution may be amended by a Resolution of the Council provided that any such amendment shall only take effect after it has been approved by a General Meeting by a majority of two-thirds of those present.

**14. BYE-LAWS**

The Council shall be empowered to produce Bye-Laws to support this Constitution. Once approved, the Council may amend any or all of such Bye-Laws by virtue of a decision regularly made within a Council Meeting, providing that there is a two-thirds majority in approval of such action.

**15. DISSOLUTION**

The Association shall continue until a Resolution for dissolution proposed by the Council has been duly approved, either by the members at a General meeting or by a Referendum of the members called for in accordance with the provisions of Article 12.

**16. INTERPRETATION**

In the event of any difficulty or doubt arising as to the meaning of any of the provisions of this Constitution, any member may apply to the Association specifying the point in issue and call upon them to resolve such difficulty or doubt or to refer the matter to Council. On the matter being referred to the Council, the Council shall have the power in considering the issue to call before it the member raising the issue and any other member or members and generally to take such action and such advice as it considers appropriate in deciding the issue. Such decision shall be final and binding.

# **HEVAC ASSOCIATION**

## **BYE - LAWS**

1. The Bye-Laws of the Association are intended to provide guidance in the administration of the Association, and to allow flexibility of control to the Council to meet changing conditions in the industry.
2. The Bye-Laws are authorised by the Constitution of the Association and may be amended at the sole discretion of the Council, provided that notice of such amendments are given in writing to all Council Members fourteen days prior to the Council meeting at which they are to be proposed.

### **3. MEMBERSHIP**

Membership of the Association shall be as laid down in Article 3 of the Constitution as amplified by these Bye-Laws.

"Status", as referred to in the Constitution, is defined as recognition by the industry in general and by members of the relevant Group or Affiliated Association and by members of Council, as being a responsible Company in good standing in the industry. In determining "status" members will take due account of technical and commercial practices, financial security, trading practices and ethical conduct together with such other attributes which may indicate the repute of the Company, organisation or individual in question.

Members shall be entitled to be represented at meetings of all Groups and Affiliated Associations to which they have been elected. They may also attend meetings of Groups and Affiliated Associations to which they have not been elected if specifically invited by the meeting's Chairman.

### **4. GROUPS AND AFFILIATED ASSOCIATIONS**

The Association shall be divided into Groups and Affiliated Associations each of which shall be composed of members of similar interests in technical and/or commercial matters.

Each Group or Affiliated Association may conduct its own affairs subject to the provisions of the Constitution and the powers of the Council.

Every member may send a representative, to the Group or Affiliated Association in which they are active, who can speak for them on Association business.

### **5. MEMBERSHIP OF GROUPS AND AFFILIATED ASSOCIATIONS**

Each Group or Affiliated Association shall set down the products or sector in which they wish to operate and this shall be approved by Council before:

- (a) any Group changes its present scope.

- (b) any new Group or Affiliated Association is introduced.

## **6. MEMBERS OF COUNCIL**

Under Article 6 of the Constitution each Group or Affiliated Association shall appoint to Council:

- (a) the Chairman of the Group or Affiliated Association.
- (b) for Groups or Affiliated Associations of more than 20 Members, one additional delegate.
- (c) for Groups or Affiliated Associations of more than 40 Members, two additional delegates.

The elections of such delegates under (b) and (c) above may be carried out in whatever proper system the Group or Affiliated Association may decide and shall approve and minute the elections.

## **7. MANAGEMENT OF THE ASSOCIATION**

### **(a) Director-General**

The Council may appoint a permanent Director-General who will act as the Chief Executive, and when so appointed his duties and responsibilities will be:

- (i) To implement the policies of the Association as approved by Council, and to report to the Council on any action taken.
- (ii) To provide, through the central administration, facilities and services to members as may be from time-to-time required.
- (iii) To provide an accounting of the Association's affairs as and when required to do so.
- (iv) To advise the Council, Sections and Sub-Committees on matters appertaining to the industry and the Association's role within that industry.

### **(b) Management Committee**

Whilst the Council will always be responsible for the administration of the Association, it shall at its discretion delegate management activities to a Management Committee. This Committee shall comprise the President of the Association, the Vice-President, the Immediate Past-President, together with two delegates elected on a biennial basis from Members of Council.

This Committee shall monitor the implementation of policy decisions by the Association, and make recommendations for suitable action to Council and is empowered to take all or any decisions necessary for the effective operation of the Association, and will report at each Council Meeting on its activities and decisions.

It shall have the authority to co-opt other members for specific advisory services.