



BRITISH FLUE AND CHIMNEY MANUFACTURERS ASSOCIATION

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## **BRITISH FLUE & CHIMNEY MANUFACTURERS' ASSOCIATION**

### **CONSTITUTION**

#### **1. NAME**

The Association shall be known as the BRITISH FLUE AND CHIMNEY MANUFACTURERS' ASSOCIATION and in a brief form the B.F.C.M.A.

#### **2. STATUS**

The Association is a totally autonomous and independent body within the Federation of Environmental Trade Associations.

#### **3. OBJECTIVES**

The objectives of the Association shall be as follows:

- (a) To promote the advantages and proper use of factory made flue and chimney systems and ancillary flue related products.
- (b) To present a co-ordinated and collective view for the chimney and flue industry operating in Britain by representing the majority viewpoint of the Membership.
- (c) To gain recognition as the trade organisation representing the chimney and flue industry operating in Britain.
- (d) To engage in active dialogue with UK Government Authorities, European bodies, major fuel and heating appliance organisations and other such bodies involved with the specification or use of chimneys and flues.
- (e) To influence and participate in the improvement, up-dating and drafting of UK Building Regulations, British standards, codes of practice and European International standards relevant to flue and chimney systems.
- (f) To produce and issue information notices and literature for public distribution and to arrange representation at appropriate exhibitions.

- (g) To encourage co-operation between members to promote free, open and fair competition in the market with a high standard of conduct, service and quality.
- (h) To encourage any lawful activities which are in the best interest of its members.

#### **4. MEMBERSHIP**

Membership will be open to any company registered in the European Union or European Free Trade Area that manufactures or is a distributor of factory made flues and chimney systems and ancillary flue related products within Britain, which have specifications or independent test approvals that are recognised by the UK regulatory authorities as complying with the statutory regulations that govern the sale and use of such products in Britain.

Application and election for membership are to be in accordance with the Bye Laws of the Association.

Fully paid up members are entitled and encouraged to display membership of the BFCMA on their company literature and at exhibitions, together with attending meetings of the Association to pursue its aims and objectives.

#### **5. VOTING PROCEDURE**

At any general, technical or other meeting of the Association the member attending may vote to carry out a postal vote on specific matters to enable all members to vote without the need to attend a special meeting.

The procedure for carrying out a postal vote shall be:

- (a) The matter for which the postal vote is required shall be detailed and sent to all members in writing by post or facsimile.
- (b) All members shall be given a period of not less than 14 working days from the date of the postal voting papers being sent in order to return their vote.
- (c) Members votes are to be sent in writing by post or facsimile.
- (d) A decision is reached by simple majority of the postal votes received. Any members who have not sent in a postal vote will be taken as abstentions.

#### **6. CESSATION OF MEMBERSHIP**

Membership of the Association shall cease:

- (a) If the member being a corporation has a liquidator or receiver appointed.
- (b) If the member being a firm or individual becomes bankrupt or makes an assignment in favour of its creditors.

- (c) If the Association in a general meeting resolves by a three-quarter majority that a member be expelled, but such expulsion shall be subject to appeal to the members in general meeting. Notice of appeal shall be given within one month of notification of expulsion.
- (d) If a member's fees or subscriptions shall be unpaid three months after they become due.

**7. SUBSCRIPTION AND ENTRANCE FEES**

- (a) The Annual Subscription and Entrance Fee for Membership is proposed by the Secretariat for consideration by the Management Committee, then ratification at an Annual or General Meeting.
- (b) Entrance Fee will be credited to the B.F.C.M.A. Promotion Fund of the Association and will not be included as part of the Federation's general funds.

**8. LEVIES**

- (a) Should the Management Committee deem it necessary to raise extra monies by means of a levy, the secretariat shall inform members, giving 21 days notice of such intention for consideration at general meeting.
- (b) Such levies may be introduced to cover expenditure towards special projects that are in the interest of the Association.
- (c) Such levies will be put at a general meeting and voted on in accordance with Rule 5 hereof.

**9. MEETINGS OF MEMBERS**

- (a) Each member whose current subscription and other fees charged by the Association are fully paid shall be entitled to vote as per rule 5. Such vote can only be given by a proprietor, partner, director or employee of the member company.
- (b) The Secretariat, must give at least 21 days notice to constitute a meeting of Members of the Association.
- (c) At any constituted meeting of the Association, a quorum of six members in compliance with rule 4 and rule 5 hereof, shall be necessary.

**10. OFFICERS**

- (a) The Association will appoint a President and Vice President who will be Honorary Officers for a maximum period of 2 years from time of election.
- (b) These positions will be filled by election at a meeting of members as per rule 9 hereof providing 21 days notice of such elections together with nomination of candidates has been given. Such candidates must be members of companies in compliance with rule 9 hereof.

- (c) After the TWO-YEAR Term of Office, the officers must retire but may offer themselves for re-election. However normal procedure would be for the Vice President to succeed to the Presidency subject to approval at general meeting.
- (d) In pursuing the objectives of the Association, the Association membership shall as the need arises, permit the formation of Sub-Committees. A Chairman of each Committee shall be elected at a general meeting. The Chairmen of Sub-Committees shall report to the Management Committee and at General Meetings.

## **11. MANAGEMENT**

- (a) Whilst the general meeting of members will always be responsible for the administration and direction of the Association, a Management Committee shall undertake the day to day running of the Association's business.

- (b) Management Committee

- (i) The Management Committee shall consist of the President, the Chairmen of Sub-Committees appointed (as rule 10) and 3 other members appointed at a General Meeting. The President will be the Chairman of the meeting.
- (ii) Each member shall hold the position on the Committee for two years, after which they may offer themselves for re-election.
- (iii) The quorum for the Committee shall be three members and each member on the Management Committee shall have one vote, with the exception of the Chairman who shall have an extra vote which can only be used in the case of an equal vote having been taken.

- (c) Chief Executive/Secretariat

The members may appoint at a general meeting, a permanent Chief Executive and Secretariat and when so appointed their duties and responsibilities will be:

- (i) To attend ex-officio, Association meetings where required.
- (ii) To implement the policies of the Association as approved by members and to report to the members when any action taken.
- (iii) To provide, through the central administration, facilities and services to members as may be from time-to-time required.
- (iv) To advise the members on matters appertaining to the industry and the Association's role within that industry.
- (v) The Chief Executive/Secretariat shall not have the right to vote on any matters.

## **12. ACCOUNTS**

- (a) The Secretariat shall keep a true record and accounts of all sums of money received from the membership and the expenditure incurred by the Association over and above that incurred in the normal operating expenses of the Federation, together with a full record of credits and liabilities of the B.F.C.M.A. and also be responsible for all returns that may be required by statute.
- (b) The Secretariat is to identify by keeping clear accounts and hold to the order of the Association any levies received from the membership in respect of special projects requiring funding through the membership that from time-to-time may be agreed between the Association and members participating in those projects.
- (c) The Secretariat has the duty to maintain a true record and accurate accounts of the Association business at the main office of the Association for inspection by the Management Committee during ordinary business hours.
- (d) The Secretariat shall at every meeting of the Management Committee, Annual General Meeting or general meeting, make available a statement of account of the Association's special project funds and annually present the Management Committee with an up-to-date statement of the funds and the Federation's Accounts so that the Management Committee can prepare and present a statement of financial affairs and activities of the Association to the members of the Association.

## **13. AMENDMENT OF CONSTITUTION AND BYE-LAWS**

No amendment or alteration of this Constitution or of the Bye-Laws of the Association shall be made until a resolution for the same shall have been carried at a general meeting.

## **14. DISSOLUTION**

The Association shall be dissolved if and when a resolution for the same shall have been carried at a special general meeting called for this purpose.

Members unable to attend the meeting may appoint a proxy to vote on their behalf. Such proxies to be notified before the meeting.

## **15. DUTIES OF MEMBERS**

- (i) Members shall undertake loyally to abide by the Constitution and Bye-Laws of the Association.
- (ii) Where a dispute arises between members which involves any actions concerning the Association; the members in such dispute will make every effort to resolve the problem through the offices of the Association

## **BYE - LAWS**

1. The Bye-Laws of the Association are intended to provide guidance for the administration of the Association.
2. The Bye-Laws are authorised by the Constitution of the Association and may be amended on the recommendation of the Management Committee by resolution carried at a general meeting in accordance with rule 13 of the Constitution.

### **3. MEMBERSHIP PROCEDURE**

- (a) Any corporation or firm indicating a wish to join the Association will be sent details of the Association's Constitution, Bye-Laws together with details of subscriptions and entrance fee and an application form.
- (b) The completed application form will be placed before the Management Committee for their consideration and presentation to a general meeting.
- (c) Member companies will be given at least 21 days notification of new membership applications to be considered at the next general meeting. Member companies not able to attend the general meeting may submit, by post, any comments on the application.
- (d) Membership applications will be considered at general meetings and acceptance or otherwise given by voting in accordance with the Rules of the Constitution.

### **4. MEMBERSHIP**

To qualify for membership an applicant must:

- (a) Be a company registered and based in Britain, the European Union or European Free Trade Area.
- (b) Undertake to abide by the Constitution and Bye-Laws of the Association at all times.
- (c) Provide evidence that, for a period of 3 years prior to the date of application, the company has been manufacturing or acting as a national distributor of conventional natural draught flue or chimney products within Britain.
- (d) Provide copies of its current sales and product literature as issued to customers in Britain, which are to be in the English language and include details on technical specifications and installation requirements, together with user and maintenance instructions for the products.

- (e) Provide evidence that its flue and chimney products have specifications or independent test approvals that are recognised by the UK regulatory authorities as complying with the statutory regulations that govern the sale and use of such products in Britain.
- (f) Provide copies of any approvals that are claimed in respect of its products and undertake to notify the Association of any alterations or revisions that are made to these guarantees and approvals.
- (g) Undertake to pay the Association by the due date any entrance fee required for new membership, together with the annual membership subscriptions and contributions to specific projects that may be set from time to time by general meetings of the Association.
- (h) Accept that the Association shall have full and absolute discretion to refuse any application for membership without giving reasons for such refusal.