

OBJECTS AND RULES
OF
THE AUTOMATIC DOOR SUPPLIERS ASSOCIATION

1 OBJECTS

- (a) (i) To improve the standards of quality, reliability, design, methods of manufacture and after sales service in respect of automatic doors, systems and installations.
- (ii) To promote through and in conjunction with the appropriate authorities or otherwise the preparation and adoption of Codes of Practice laying down minimum standards of safety in respect of automatic door systems and installations.
- (iii) To act as the official channel of communication between the industry and government, public authorities, trade associations and others on matters of commercial or economic policy affecting the industry.
- (iv) To assist members in promoting the benefits and advantages of automatic doors with a view to the maximum exploitation of all potential markets.
- (v) To make known the objects of the Association and for such purposes to print and publish news bulletins, periodicals, books, leaflets and other publications and to make use of such other types of publicity as the Association may consider desirable.
- (vi) To formulate, promote, support or oppose alterations to the law relating to any of the objects of the Association.
- (b) To enable the members to act as a unit for the purposes of co-operation with other industries and for dealing with economic and commercial subjects of concern to members.
- (c) To devise and maintain fair conditions of trading and to regulate commercial trade practices within the industry.
- (d) To collect statistics and promote the interchange of information between the Association and its members.
- (e) To promote the technical and general knowledge of the members and their employees.
- (f) To provide for and raise monies for the expenses and objects of the Association by means of guarantee funds, subscriptions and levies on the members or otherwise and to invest the surplus monies of the Association.
- (g) To purchase, take on lease, exchange, hire or otherwise acquire any real and personal property and any rights and privileges necessary or convenient for the purposes of the Association and to construct, alter and maintain any buildings required for the purposes of the Association.
- (h) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association.
- (i) Generally to protect the interests of members and to encourage and promote good relations and understanding between the members and their suppliers and customers.

2 OFFICE

The normal and usual place of meetings and the offices for the principal management of the business of the Association shall be in the United Kingdom.

3 MEMBERSHIP

There shall be two classes of membership, namely Ordinary and Associate.

(a) Ordinary Membership

- (i) A firm or company operating within the United Kingdom shall be eligible for Ordinary membership provided that the Executive Council is satisfied that the firm or company is predominantly engaged in the manufacture and installation of automatic doors or is the main or primary supplier of such doors and is financially sound and is in all other respects suitable for membership

Application for Ordinary membership shall be made to the Executive Council on the form provided by the Association. The Director shall, subject to the provisions of Rule 10(d) place such application before the Executive Council. The decision of the Executive Council as to whether an application shall be granted shall be final and binding and the Executive Council shall not be obliged to give any reason for its decision.

- (ii) In order to be eligible for Ordinary Membership applicants should normally be required to satisfy the Executive Council that they comply with the following guidelines:

- That they provide swing, sliding or revolving door operating systems which are suitable for high activity applications such as supermarkets and airports.
- That they have competent full-time authorised technicians exclusively engaged in the fixing and servicing of automatic door systems and installations.
- That they ensure compliance with BS 7036:1996 on completion of all installations and servicing and with all other relevant standards and regulations.

- (iii) Membership shall commence with the first payment of subscription.

- (iv) The rights of membership of an Ordinary member which is a firm or body corporate shall be exercised on behalf of such member by a duly authorised representative appointed in accordance with the provisions of Rule 7(b) hereof.

(b) Associate Membership

- (i) A firm or company not eligible for Ordinary membership in accordance with Rule 3(a) above may be eligible for Associate membership provided that the Executive Council is satisfied that the firm or company is predominantly engaged in the development and manufacture of automatic door sensor equipment or in the installation or service of automatic doors and is financially sound and in all other respects suitable for membership.

Application for Associate membership shall be made to the Executive Council on the form provided by the Association. The Director shall, subject to the provisions of Rule 10(d) place such application before the Executive Council and at the discretion of the Executive Council shall arrange for a member of Council to visit the premises of the applicant. The decision of the Executive Council as to whether an application shall be granted shall be final and binding and the Executive Council shall not be obliged to give any reason for its decision.

- (ii) In order to be eligible for Associate membership applicants should normally be required to satisfy the Executive Council that they comply with the following guidelines:

- That they supply audited accounts showing that they have been in the automatic door industry for a minimum of four years and have a minimum annual turnover of not less than £350,000.
- That the company have a minimum of five service engineers.
- That they have a company brochure or website detailing their operations

If predominantly engaged in the installation or service of automatic doors the requirement shall also include:

- That they have a minimum number of five authorised technicians who are not sub-contracted who are predominantly engaged in the installation and service of automatic doors and who are tested to BS 7036:1996.
- That they ensure compliance with BS 7036:1966 on completion of all installations and servicing and with all other relevant standards and regulations

- (i) Membership shall commence with the first payment of subscription and registration fee.
- (ii) Associate members shall not otherwise be subject to the Rules of the Association nor shall they be automatically entitled to the benefits offered to Ordinary members. They shall be invited to attend meetings and gatherings of the Association from time to time and to participate in such benefits enjoyed by Ordinary members as may be decided by the Executive Council and also to meet members and discuss common interest and generally take part in the furtherance of the Objects of the Association and its educational and social activities.
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4 CESSATION OF MEMBERSHIP

- (a) A member shall cease to be a member of the Association on the happening of any of the following events:
 - (i) If any subscription or any part thereof which is payable by the member is three months in arrears and remains or has remained unpaid for more than one month after notice of non-payment shall have been given to the member.
 - (ii) Being a company, the member goes into liquidation, either voluntary or compulsory, otherwise than for the purpose of amalgamation or reconstruction or if in any other case the member is adjudicated bankrupt or compounds with his creditors or a Receiver of his property or assets or any substantial part thereof is appointed.
 - (iii) If the Executive Council shall decide at a meeting specially convened for the purpose that the member has been guilty of conduct prejudicial to the interests, credit or reputation of the Association or has in the opinion of the Executive Council for a period of six months ceased to operate within the guidelines set out in Rule 3(a) hereof or has wilfully acted in contravention of these presents or any bye-laws, rules or regulations made pursuant hereto and that by reason thereof he ought to be excluded from membership or representation provided always that such member shall be given reasonable notice of such meeting and a reasonable opportunity of attending and being heard thereat.
- (b) Any member ceasing to be such for any reason shall nevertheless remain liable to pay all subscriptions and other sums (if any) due from him to the Association (whether presently payable or not) at the date of cessation of membership.
- (c) Any member may resign in any year with effect from the end of the financial year of the Association provided that at least three months' notice in writing of his or its intention to resign has been given by the member to the Director.
- (d) Any member ceasing for any reason to be a member shall forthwith discontinue the use of the Association emblem and shall make no claim to be a member or to have any connection with the Association.

5 CONFIDENTIAL NATURE OF PROCEEDINGS

Except as may be specifically decided by the Executive Council, all acts, resolutions and proceedings of the Association and its committees shall be strictly private and confidential and it shall be a breach of these Rules for any member to permit or cause information or evidence pertaining to the business of the Association or its committees to be divulged or otherwise conveyed to any person or persons other than such members of their own staff as shall be placed under similar obligations.

6 MEETINGS OF THE ASSOCIATION

- (a) An annual general meeting of the Association shall be held not later than six months after the end of the Association's financial year. Such other meetings shall be held as the Executive Council may determine and a general meeting shall be convened by the Director at the request of the Executive Council or at the request in writing of any three Ordinary members of the Association. Not less than twenty-one days' notice of any meeting, specifying the business to be transacted, shall be given to all Ordinary members.
- (b) Any firm or body corporate which is an Ordinary member of the Association shall by writing from time to time of its partners or directors appoint and may from time to time in like manner remove and replace such person (being a partner, director or senior executive as the case may be) as it thinks fit to act as its representative, such person is in these Rules referred to as the 'duly authorised representative' of the member. The duly authorised member shall be entitled to exercise the same powers on behalf of the firm or body corporate which he represents as that firm or body corporate could exercise if it were an individual Ordinary member of the Association. The appointment, removal or replacement of a duly authorised representative shall not be effective until notice in writing thereof has been given to the Director. A duly authorised representative shall not by reason of his appointment be personally liable to pay to the Association any sums due from the firm or body corporate by which he has been appointed.
- (c) Ordinary members or their representatives attending general meetings may be accompanied by principals or executives e.g. proprietors, partners, directors, general managers, or company secretaries, who shall have no voting rights.
- (d) A quorum at a general meeting shall consist of not less than three Ordinary members present in person or by proxy.
- (e) If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and if, at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Ordinary members present shall be a quorum.
- (f) It shall be the duty of Ordinary members of the Association at its annual general meeting:
 - (i) To elect the Chairman, Vice-Chairman, Treasurer and the Executive Council.
 - (ii) To receive and consider and, if thought fit, to approve and adopt the balance sheet and income and expenditure account and Auditor's Report.
 - (iii) To appoint auditors.
 - (iv) To receive and consider and, if thought fit, to approve and adopt reports on any matters referred to it by the Executive Council.
 - (v) To fix the annual subscription and the amount of entrance fee (if any).
 - (vi) To transact any other business.

7 VOTING AND RESOLUTIONS AT ASSOCIATION MEETINGS

- (a) A resolution put to the vote at an Association meeting shall be decided on a show of hands unless a poll is, either before or on declaration of the show of hands, demanded

by the Chairman or at least two Ordinary members. Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- (b) Any Ordinary member may appoint a proxy to act for him or it at any general meeting. Such proxy shall be a partner, director or senior executive and must be appointed in writing on a form approved by the Association which form must be received by the Director at least three clear days before the meeting. Votes may be given either personally or by proxy.
- (c) On a show of hands each Ordinary member present in person or by proxy shall have one vote.
- (d) On a poll each Ordinary member present, in person or by proxy, shall have one vote.
- (e) A resolution shall be passed by a simple majority of the votes, unless some other majority is required by the Rules.
- (f) No Ordinary member shall be entitled to vote, either in person or by proxy, unless all monies presently payable by him or it to the Association have been paid.

8 MANAGEMENT AND ADMINISTRATION

- (a) The affairs of the Association, except those expressly stated by these Rules as being the duty of the Association in general meeting, shall be directed by the Executive Council.
- (b) The Executive Council shall consist of the Chairman, Vice Chairman and four elected representatives of the Ordinary members. The Director of the Association shall also be a member of the Executive Council without voting rights, subject always to the limitations upon his right to attend and speak as is expressed in Rule 10 hereof.
- (c) The Executive Council shall nominate annually from amongst its number a member to hold the office of Chairman for the ensuing year to be elected at the annual general meeting. The person nominated shall not have held the office of Chairman in each of the previous two years and, if elected, shall be eligible to hold office for two consecutive years. The Chairman shall preside at general meetings, Association dinners and social functions and shall represent the Association on social occasions.
- (d) The Chairman on election shall cease to be an ordinary member of the Executive Council, but when his appointment as Chairman ceases he shall retire but shall be eligible for re-election as a member of the Executive Council.
- (e) The Executive Council shall nominate annually from amongst its number a member to hold the office of Vice-Chairman for the ensuing year to be elected at the annual general meeting. The Vice-Chairman shall deputise for the Chairman on all occasions.
- (f) The Executive Council shall appoint annually from amongst its number a member to hold the office of Treasurer for the ensuing year.

- (g) At each annual general meeting, three members of the Executive Council shall retire but shall be eligible for re-election and the vacancies so caused shall be filled by election at the same meeting. The retiring members shall be those that have been longest in office and as between two or more members who have been in office an equal length of time the members to retire shall be decided by lot.
- (h) Nominations for members of the Executive Council, duly proposed and with the consent of the nominee, must be received by the Director in writing at least fourteen days prior to the annual general meeting.
- (i) The Executive Council
 - (i) May make rules and bye-laws for the conduct of meetings and shall otherwise regulate its meetings as it thinks fit.
 - (ii) May from time to time appoint Ordinary members to fill any casual vacancy that might arise and may appoint such sub-committees as it may deem necessary.
 - (iii) May delegate any of its powers to such sub-committees as it may appoint and such sub-committees shall in the execution of the powers so delegated conform to any regulations that may be imposed on them by the Executive Council and report back to the said Executive Council.
 - (iv) May appoint a Director and such other staff as it thinks fit, not being members of the Association or enter into an arrangement with another organisation for the provision of an administrative and/or secretarial service on such terms and conditions as shall be settled by them.
 - (v) May authorise payments from the Association's funds for any purpose which it considers conducive to the objects and rules or generally for the benefit of the staff or members of the Association.

9 MEETINGS OF THE EXECUTIVE COUNCIL

Meetings of the Executive Council shall be held at such times and such places as may be determined by them and, in addition, a meeting shall be convened at the request of the Chairman, the Director, or any two members of the Council. Unless the Executive Council otherwise determines, a quorum at an Executive Council meeting shall be two. Questions arising at any meeting shall be determined by a majority of votes and the Chairman of the Executive Council shall have a second or casting vote.

10 THE DIRECTOR

- (a) A Director may be appointed by the Executive Council on such terms and conditions as it thinks fit.
- (b) The Director shall advise on all matters arising from the development and carrying out of the objects of the Association as set out in these articles.

- (c) The Director shall ex-officio be a member of the Executive Council without voting rights and shall be entitled to attend and speak at meetings of the Association and of the Executive Council and at such meetings of the sub-committees of the Executive Council as the Executive Council may from time to time determine. The Director shall not be required to retire from the Executive Council by rotation.
- (d) The Director shall receive and treat as strictly confidential all information and returns of any kind made by any member of the Association. He shall not be called upon to divulge such information, figures and returns to any other member or members, including the Executive Council, without the written consent of the member concerned in each case. The Director shall prepare from such confidential information bulk figures and statistics for the benefit of the Executive Council as and when required.

11 FINANCE AND FUNDS

- (a) Each member shall pay towards the general expenses of the Association an annual subscription as fixed by the Association in general meeting. The Executive Council may allow discounts on subscriptions paid by a specific date and require an interest charge on subscriptions not paid by an agreed date.
- (b) The funds of the Association shall belong to the Association and be administered in such manner as shall be determined by the Executive Council.
- (c) Any member ceasing to be a member otherwise than by the winding up of the Association shall forfeit all interest in the funds of the Association.

12 ACCOUNTS

- (a) Proper books of account shall be kept by the Director with respect to all sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place.
- (b) Unless and until otherwise determined by the Association in general meeting the financial year of the Association shall end on 31st December. An income and expenditure account and balance sheet shall be prepared as at the end of the financial year for submission to members of the Association.
- (c) Such income and expenditure accounts and balance sheets shall be submitted for audit to a firm of professional accountants appointed by the Association in general meeting.

13 JOINT AND SEVERAL AGREEMENTS

All members shall conform to the provisions of any agreement entered into by the Association in the furtherance of its objects.

14 NOTICES

Each member shall name an address in the United Kingdom to which all notices, applications and correspondence shall be sent by ordinary pre-paid post and all notices, applications and correspondence so sent shall be deemed to be properly served.

15 ALTERATIONS AND RULES AND REGULATIONS

These rules and regulations may be amended by resolution passed by more than 75 per cent of the votes of those voting in person or by proxy at any general meeting of the Association. Notice of proposed amendments giving the name of the proposer and seconder shall be sent to each member at least twenty-one days including the date of posting before the date of the general meeting at which the resolution is to be proposed.

16 DISSOLUTION

- (a) The Association may be wound up at a general meeting specifically convened for the purpose by a resolution passed by not less than 75 per cent of those voting in person or by proxy.
- (b) In the event of winding-up any surplus funds remaining thereafter shall be distributed amongst the Ordinary members in proportion to the subscriptions paid by such members in the financial year preceding the date of winding-up and any deficiency shall be met by levying on each Ordinary member a sum in proportion to the subscription paid by such member in the financial year preceding the date of the winding-up.

APPENDIX I

COMPETITION LAW COMPLIANCE

POLICY STATEMENT – 2008

As is recognised within the Competition Act 1998 (The Act), Trade Associations such as the Automatic Door Suppliers Association need to exercise care to ensure compliance with the Act. Trade associations such as the Automatic Door Suppliers Association can be held liable in their own right for competition law infringements. In addition members of the Executive Council, or participants in Automatic Door Suppliers Association business, can be directly liable and subject to the same sanctions. It should be noted that decisions of associations such as the Automatic Door Suppliers Association could constitute agreements between its members.

The Trustees and Members of the Executive Council of the Automatic Door Suppliers Association have therefore made this Policy Statement:

- It is the policy of the Automatic Door Suppliers Association to prevent any violation of any competition law with respect to any activities carried out under its auspices.
- The Automatic Door Suppliers Association will not become involved, in the competitive business decisions of its member companies, nor will it take any action that could prevent, restrict or distort competition in breach of relevant competition laws (in particular the UK Competition Act 1998 and Articles 81 and 82 of the EU Treaty of Rome).
- Members, contributors and/or attendees at any of Automatic Door Suppliers Association meetings, forums, working groups, presentations, seminars or other events must remember that they may well be marketplace competitors and that therefore any action or agreement which may potentially prevent, restrict or distort competition is likely to be unlawful. Members, speakers and attendees must individually exercise caution during such meetings to prevent a potential violation of the Act.
- Competition compliance is the responsibility of every member of the Automatic Door Suppliers Association, contributor and/or attendee at any Automatic Door Suppliers Association event.