

# ELWA INCORPORATING EUROPEAN LIQUID ROOFING ASSOCIATION

## EUROPEAN LIQUID WATERPROOFING ASSOCIATION - BYE-LAWS

These bye-laws to be read in conjunction with the Memorandum & Articles of Association incorporated 22 March 2000 and amended April 2004.

### 1. OBJECTIVES

To represent the interests of the manufacturers and installers of liquid applied systems that provide the primary waterproofing element to a part of the structure.

### 2. STRUCTURE

#### 2.1 **Governing Body** – (all members meeting)

The Governing Body shall be responsible for all policy decision and shall consist of one duly nominated representative of each Member organisation.

#### 2.2 **Officers**

These shall be elected by the Governing Body; four Officers including the elected Chairman, the elected Vice-Chairman and two other elected Officers. The four Officers shall also be the four Directors of the Company. They shall hold office until the next Annual General Meeting after their appointment but shall be eligible for re-election. The Governing Body shall also appoint the Company Secretary.

#### 2.3 **Ad Hoc Committees**

Ad Hoc Committees may be established by the Governing Body to deal with specific issues or types of issues. Each Ad Hoc Committee will carry out the remit given it by the Governing Body.

2.3.1. The Committee will establish a house style for technical publications, which will include type and quality of information and ensure that sub group publications are not critical of other sub groups. It will also develop any generic information it believes appropriate including health and safety issues. All information may be included in a single folder and distributed as an ELWA technical handbook. External representation for example to British Standards, BBA, review of ETA etc will be the responsibility of this committee but may at its discretion be passed to an appropriate sub group.

#### **Technical Sub Groups:**

2.3.2. A technical sub group may be established for each type of product and technical guidance on these products can be prepared. This will be at the discretion of the members of each group. The cost of publishing, promoting and distributing the guidance will be met by the members of the group.

2.3.3. **Marketing Committee.** The Committee will consider and oversee all marketing and promotional activities of the association.

3. **MEMBERSHIP**

Companies applying for or remaining in membership shall meet the following criteria:

**3.1 Full Members**

3.1.1. Shall exist as a legal entity.

3.1.2. Shall operate from properly established business premises.

3.1.3. Shall either (i) manufacture, but not necessarily exclusively, complete High Performance Liquid Applied Waterproofing Systems, the systems to carry third party certification and to be distributed through approved contractors, or (ii) Shall install the products of one or more members, and shall maintain not less than 50% qualified workforce (that is holds CSCS cards).

3.1.4 Shall carry adequate Employers and Public Liability insurance.

3.1.5. Shall operate a Quality Management System.

3.1.6. Shall carry out product installation training for contractors.

3.2. **Associate Members** shall meet the criteria listed above in 3.1.1., 3.1.2., 3.1.4 and 3.1.5. In addition they shall supply materials for use in connection with the manufacture of a full members system.

4. **APPLICATIONS FOR MEMBERSHIP**

An application to become a Member of the Association shall be made in writing to the Secretary and shall specify the name and place of business of the applicant and whether or not such applicant manufactures liquid roofings. Such application shall be on the form available for this purpose and considered by the Directors

A fee to be decided by the Governing Body from time to time must accompany the completed Application Form, such fee being non-refundable in the event of the application being refused.

5. **RESIGNATION**

Any Member wishing to withdraw from the Association may do so on giving one months notice in writing to the Secretary provided that such notice is accompanied by payment of all subscriptions due to the end of the current year.

6. **CESSATION OF MEMBERSHIP**

Membership shall cease:

(i) If the Member withdraws under the provisions of Regulation 4.

(ii) If the Member being a corporate body or limited company, be dissolved or takes steps for liquidation, except for the purpose of reconstruction or amalgamation.

(iii) If the Member's subscription is in arrears for 3 months.

(iv) If the Member is called upon to withdraw its Membership under the provisions of Regulation 5(v).

(v) The Directors shall have the right exercisable at any time to call upon a Member to resign from its Membership of the Association in the event that such Membership is deemed by the Directors to be no longer consistent with objectives or criteria of the Association.

7. **FINANCE**

The Financial Year of the Association shall run from 1<sup>st</sup> January to the 31<sup>st</sup> December.

8. **ANNUAL SUBSCRIPTION**

The Annual Subscription and/or levy shall be such sum as the Association upon the recommendation of the Directors, shall determine in General Meeting. It will be the responsibility of the Directors bearing in mind the financial situation of the Association for the time being to make such recommendation to the appropriate General Meeting. An amount equivalent to the previous years subscription will become due on 1<sup>st</sup> January with any difference arising out of the decisions made at the General Meeting being the subject of a separate invoice. In the case of newly elected Members, subscriptions shall be calculated from the date of election proportionate to the part of the year remaining but subject to a minimum of six months.

No newly elected Member shall be entitled to participate in the activities of the Association or to call itself a member until such subscription is paid.

The subscription and any other monies due to the Association shall be paid in pounds sterling or other currency appropriate to the UK drawn on a UK bank.

9. **OFFICERS AND MANAGEMENT**

- a. A President and Vice President of the Association may be appointed on the recommendation of the Directors by the full Members in General Meeting. Such recommendation shall only be made if it is felt that special recognition should be given for services to the Association and the industry. The President and Vice-President shall hold office for a period of three years. They shall have no voting rights.
- b. A Chairman being a representative of a Member shall be elected by the Members through their representatives in Annual General Meeting. He shall hold office for a maximum of two consecutive years.
- c. A Vice-Chairman being a representative of a Member shall be elected by the Members through their representatives in Annual General Meeting. He shall hold office for a maximum of two consecutive years.
- d. The duties of the Chairman will be to preside over meetings of the Directors and of the Association. In his absence his duty will pass to the Vice-Chairman. In the event that neither the Chairman or the Vice-Chairman are present at the advertised start of a meeting where there is a quorum present, the members shall elect one of their number to act as Chairman for that meeting or until the Chairman or Vice-Chairman arrive. In all matters put to the vote at any meeting of the Association the Chairman for the time being shall be entitled to exercise a casting vote.

10. **ADMINISTRATION**

The administration of the Association shall be carried out by a body appointed by the Directors on a fee paying basis.

11. **GENERAL MEETING**

An Annual General Meeting of the Association shall be held each year to receive and consider the statement of income and expenditure, the balance sheet and the report of the Directors, to elect Directors and Officers and to transact appropriate business. The Annual General Meeting shall be held not later than six months after the end of the preceding Financial Year.

A matter put to the vote at any General Meeting, shall be carried by a simple majority, unless it is covered by bye-laws 11 or 12 below.

The Notice of a General Meeting shall be circulated to Members at least 21 days before the date of the Annual General Meeting.

**12. WINDING UP**

At the request of six or more Members, the Directors shall call a Special General Meeting to consider the question of winding up, and if a resolution to that effect be carried by two thirds majority of those present the Association shall be wound up.

**13. ALTERATION OF RULES**

An alteration of Bye-Laws can be effected by a proposal of amendment to an Annual General Meeting by two or more Members of which due notice has been given provided that such proposal is carried by a two thirds majority of the representatives of Members present and entitled to vote at such meeting.