

# **Building Controls Industry Association (BCIA) Constitution**

## 1.0 Introduction

1.1 The name of the Association shall be the **Building Controls Industry Association**, abbreviated when appropriate to the **BCIA**. The association has a logo that may be used by Corporate Members in the promotion of their companies.

1.2 The BCIA was established in 2004 with a constitution which defined the structure and mode of operation of the Association. At the date of establishment of this constitution there were 40 founding members. The original constitution was updated in 2013 and adopted by a full vote of the BCIA members and updated again in 2018.

1.3 The BCIA has the following mission statement:

The Building Controls Industry Association (BCIA) is the unified voice of the UK building controls industry. The BCIA is committed to supporting all of its members in their efforts to establish and maintain the highest standards in product and system development, application and service. The BCIA encourages skills development and training, it aims to influence the development of legislation on building efficiency and control and promote the use of building controls in all of its applications.

1.4 The BCIA is a member of the Federation of Environmental Trade Associations (FETA) and as such shall adhere to its constitution, rules and regulations.

## 2.0 Objectives

2.1 The BCIA's Objectives are:

- To promote the UK building controls industry and the work of the BCIA.
- To increase understanding of the benefits of building controls and BEMS.
- To protect the reputation of the BCIA and its members to ensure high standards are maintained.
- To address issues of concern to BCIA members and recommend mutually acceptable solutions and courses of action.
- To promote training and education, standards, product and system quality, innovation and technology transfer.
- To address issues of benefit to the building controls industry as a whole and liaise with other associations and organisations appropriate to the BCIA's objectives.
- To be a central representative body in order to engage with government and put to them the views of the UK building controls industry and work effectively to represent the sector's interests at all levels of the legislative and regulatory process.
- To encourage and support the work of the BCIA Working Groups.
- To keep BCIA members abreast of the work of the Management Committee and its Working Groups.
- To be a research and statistical centre, to aggregate and publish statistics, and to provide analysis on the UK building controls industry and other relevant market information.
- To be a technical centre providing commentary, guidance and advice on all legal and other regulatory developments of relevance to the UK building controls industry.
- To provide a forum for the exchange of non-competitive information.
- To promote the business interests of members, to serve as a platform for discussions and to represent the interests of its members.

### 3.0 Membership

There are two categories of Corporate Membership:

Full and Enterprise

3.1 Full Membership of the BCIA is open to Companies who are:-

- a) Manufacturers, installers, assemblers or sole importers of building control equipment, or
- b) Manufacturers of building services equipment (e.g. H&V, RACHP, lighting) who install controls integral to their products ('OEMs'), or
- c) Engaged in the ongoing maintenance of building controls/BEMS equipment and systems

3.2 Admission to Full Membership is subject to the agreement of a majority of the Management Committee in accordance with the 'Rules, Policies and Procedures of the BCIA', payment of the appropriate subscription and a written agreement to be bound by this constitution.

3.3 Enterprise Membership of the BCIA is open to Companies or self-employed persons (Sole Traders) who are: -

- a) Manufacturers, installers, assemblers or sole importers of building control equipment, or
- b) Manufacturers of building services equipment (e.g. hvacr, lighting) who install controls integral to their products ('OEMs'), or
- c) Engaged in the ongoing maintenance of building controls/BEMS equipment and systems

d) Have no more than 4 employees (NOTE: this does NOT include the UK subsidiaries of large International corporates)

3.4 Admission to Enterprise Membership is subject to the agreement of a majority of the Management Committee in accordance with the 'Rules, Policies and Procedures of the BCIA', payment of the appropriate subscription and a written agreement to be bound by this constitution.

3.5 Termination of Corporate Membership

3.5.1 Corporate Membership of the BCIA comes to an end if:

- (i) a member sends a notice of resignation to the Association; or
- (ii) annual subscription to the Association is not paid within 90 days of the date of the request for payment; or
- (iii) the Management Committee decides it is in the best interests of the Association that the member in question should be removed from membership, and passes a resolution to that effect

3.5.2 Before the Management Committee take any decision to remove a Company from Corporate Membership of the Association they must:

- (i) inform the member of the reasons why it is proposed to remove them from membership;
- (ii) give the member at least 21 days' notice in which to make representations to the Management Committee as to why they should not be removed from membership;

- (iii) at a duly constituted meeting of the Management Committee, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed, and;
- (v) allow the member to make those representations in person at that meeting, if the member chooses.

3.5.3 A Corporate Member who has their membership terminated by the Management Committee shall have any pro-rata remaining annual subscription repaid.

3.6 The Management Committee shall, at its discretion, admit as an Associate Member any professional not directly employed (or self-employed), in the building controls industry. The Management Committee can cancel an Associate's membership at any time (in which case any pro-rata remaining annual subscription will be repaid).

3.6.1 Associate Membership is particularly aimed at consulting engineers, architects or main contractors who are interested in the field of building controls and BEMS.

3.6.2 Associate Members have access to the BCIA Technical Training Programme and other events as deemed by the Management Committee.

3.6.3 Associate Members have no voting rights.

3.7 A Member (of any grade of membership) may resign at any time but will not be entitled to any refund of subscription.

3.8 Students or Young Engineers

Students or Young Engineers under the age of 35 years employed by a Corporate Member company are entitled to free membership of the BCIA Young Engineers Network.

#### 4.0 Membership Subscriptions

4.1 Membership subscription rates shall initially be set by the Management Committee and reviewed annually thereafter. Any revisions are to be recommended for approval and adoption by a majority decision of the Corporate Members at the last Members' Meeting (AGM) in each calendar year.

4.2 Membership subscriptions are due on 1<sup>st</sup> January each year or pro-rata in the first year of membership.

4.3 Any Member whose subscription has not been paid within 90 days of the due date shall have BCIA services and benefits withdrawn in accordance with clause (3.5.1 (ii)) until such time as they are paid.

4.4 Associate Members shall pay an annual subscription fixed and reviewed from time to time by the Management Committee.

4.5 FETA will provide banking facilities to the BCIA and is responsible for invoicing and collecting subscriptions, and paying invoices approved by the Executive Officer.

4.6 Membership subscriptions shall be held in a separate suspense account incorporated within the FETA bank account.

## 5.0 Members Meetings

5.1 The BCIA shall hold up to four plenary Members Meetings each year. One of the plenary meetings will be the BCIA Annual General Meeting (AGM). The convening of additional plenary meetings is not precluded.

5.2 At least 10 Corporate Members or the Management Committee may at any time require the Executive Officer to convene a plenary meeting of the BCIA. In convening such a meeting the Executive Officer shall give not less than 21 days' notice to members.

5.3 At plenary meetings each Corporate Member Company will be entitled to one vote only.

5.4 There is no limit to the number of representatives of Corporate Members attending plenary meetings, but only one representative may vote on any issue.

5.5 For any voted decision to be valid a quorum of fifty percent of Corporate Members, including any proxies, must be achieved. In the event this is not achieved the motion is to be referred to the Management Committee for guidance and decision.

5.6 A simple majority, including proxies shall be required in all cases except as stated in clauses (11.2 and 12.2)

5.7 In the event of an equal vote the Chairperson of the meeting, the President, or his elected representative will have a casting vote.

5.8 Associate Members may attend plenary meetings but do not have any voting rights.

## 6.0 President and Vice President

6.1 The BCIA shall have a President and a Vice President elected from the representatives of the current Corporate Members.

6.2 The President of the BCIA shall be appointed by the Management Committee and shall serve for a term of two years. The appointment of the President will follow an elected term of two years as Vice President in accordance with sub clause (6.9) of this clause and the 'Rules, Policies and Procedures of the BCIA'.

6.3 The President is the representative of the Association. The President will be the first person to be called upon to speak on behalf of the Association at conferences, events etc. The President will also be the named representative of the BCIA in any articles sent to the press. The President will represent the interests of all BCIA member companies and will act accordingly in a way that forwards the interests of the wider membership. The President will be answerable to the membership through the Management Committee.

6.4 The President will automatically have a place on the Management Committee and will act as Chairman. The President will also have a place on the FETA Board.

6.5 After the two year term the President will stand down and become Immediate Past President and the Vice President will normally succeed to the position of President by resolution of the Management Committee. The Immediate Past President will remain on the Management Committee for two years. After that time they may stand for re-election.

6.6 No person may be elected to serve as President or Vice President for more than two consecutive 'Presidential Cycles' (Vice President – President – Immediate Past President)

6.7 The Vice President shall support the President and act as a second representative for any conferences, events etc.

6.8 The Vice President will automatically have a place on the Management Committee.

6.9 During the year preceding the appointment of the Vice President to the position of President the Management Committee shall propose for election by the Corporate Members a minimum of one Corporate Member candidate for the vacant position of Vice President (on his appointment as President).

The Management Committee's nomination(s) shall be notified to the Corporate Members no later than two months before the intended date of the election. Any Corporate Member may propose an alternative Corporate Member representative as a candidate, subject to obtaining the written consent of the candidate and evidence of five supporters who shall also be Corporate Members. Such nomination(s) shall be submitted to the Executive Officer no later than one month before the intended date of the election.

The election of Vice President will then be executed in accordance with the 'Rules, Policies and Procedures of the BCIA'.

#### 7.0 Management Committee

7.1 It is the role of the BCIA Management Committee to action directly, or through the Working Groups, the agreed collective instructions of BCIA Corporate Members.

7.2 The BCIA shall hold three Management Committee Meetings each year.

7.3 The Management Committee shall comprise of not less than five nor more than nine elected members: including the President, Immediate Past President and Vice President, and up to six other Full Members (ideally consisting of an equal number of manufacturers and system installers).

7.4 Fifty percent of the Management Committee must be present at any Management Committee Meeting to form a quorum.

7.5 With the exception of the President, Immediate Past President and Vice President, election to the Management Committee shall be by self-nomination and email ballot of Corporate Members in accordance with the 'Rules, Policies and Procedures of the BCIA'.

7.6 All Corporate Members are entitled to volunteer to take a place on the Management Committee.

7.7 Management Committee memberships are restricted to one representative per Corporate Member Company.

7.8 At the end of each year the two longest serving Management Committee members, excluding the Immediate Past President, President and Vice President will step down. The two stand-down members shall be eligible for re-election.

7.9 The FETA Chief Executive will be invited to attend Management Committee meetings.

7.10 No other Officers shall be elected or appointed to the Management Committee with the exception of a paid BCIA Executive Officer.

7.11 The Executive Officer shall be accountable to the Corporate Members collectively.

7.12 The Management Committee may invite other Corporate Members or other persons to attend Management Committee meetings on an ad hoc basis as they consider necessary.

7.13 Each member of the Management Committee shall have one vote. In the event of an equal vote the Chairperson of the meeting (the President or his elected representative) will have a casting vote.

## 8.0 Working Groups

8.1 The Management Committee may establish and maintain Working Groups to reflect key areas of interest to the BCIA and may delegate matters to them.

8.2 The scope and strategic aims and objectives of any Working Group shall be set by the Management Committee and agreed by the Working Group members. Development of these aims and objectives shall be the responsibility of the Working Group

8.3 Each Working Group shall have a Chairperson elected in accordance with the 'Rules, Policies and Procedures of the BCIA'.

8.4 A Working Group Chairperson shall serve for two years after which time they must stand down. They can stand for re-election against any other volunteer candidate.

8.5 A Working Group shall have a minimum of three members with no upper limit. Any Corporate Member can attend a Working Group Meeting; however, it is expected that no more than two members from any Corporate Member Company will be represented in any Group. If the numbers in any Working Group becomes unmanageable the Management Committee shall use its own judgement in providing a workable solution.

8.6 If voting is required during a Working Group only one vote per Corporate Member Company will be counted.

8.7 Working Groups shall normally meet three times each year. The Working Group meetings shall be scheduled in advance and Corporate Member Company nominated representatives will be called to the meetings by the Executive Officer.

8.8 The activities of the Working Groups shall be reported to the Management Committee and Corporate Member Company nominated representatives by circulation of the minutes of their meetings. Group Chairpersons or their nominated representative shall report at each Members plenary meeting and also to the Management Committee in person when requested.

8.9 Any Working Group projected expenditure shall be approved in advance by the Management Committee.

8.10 Associate Members are not eligible to attend Working Group meetings unless specifically invited.

8.11 Working Parties and Project Teams.

Working Parties or Project Teams may be formed as temporary groups to address a particular project and for the duration of that project only. They shall be chaired by a Corporate Member volunteer or the Executive Officer.

## 9.0 BCIA Strategy

9.1 The BCIA shall devise a two-year strategy document after consultation with its membership at a Strategy Meeting.

9.2 The Strategy Meeting will be held once every two years, and may form part of the AGM or other plenary Members meeting.

9.3 The Strategy Meeting will focus on identifying important market trends; key BCIA marketing messages; technical advancements and areas of concern for BCIA members.

9.4 The Working Groups will prioritise the outputs of this meeting and the Executive Officer will produce a Strategy Document for approval by the Management Committee.

9.5 Any budgetary spending required by the strategy document must also be approved by the Management Committee.

## 10.0 Competition Law

10.1 The BCIA operates under EU and UK competition and anti-trust laws. With this in mind, no BCIA member should discuss or be involved in any of the activities noted below.

10.1.1 Pricing – members must not agree or discuss their company prices, pricing policies, discounts or rebates. Any exchange of information which could lead to price coordination is prohibited.

10.1.2 Customer allocation – members must not be involved in discussions as to the allocation of particular customers to particular members, or the imposition of quotas or caps on production.

10.1.3 Agreements on investment levels or production quotas.

10.1.4 Systematic exchange of confidential information which would enable members to see each party's share of sales, output or the territories or customers to whom sales have been made. It is permissible to collect statistical information which provides industry-wide general overview of a sector and market trends including production, sales, exports. However it must not be possible to identify the prices or volumes of a competitor.

10.1.5 Any other arrangement that would restrict competition such as a collective boycott; or ongoing action to exclude competitors or new entrants.

10.2 It should be noted that by joining the BCIA, all Members agree to abide by this clause (10.0) in all the Working Group/Working Party and other Association meetings/gatherings that may be called.

## 11.0 Membership Conditions

11.1 Any proposed revisions to membership conditions shall be presented to Corporate Members by email or in writing together with proxy ballot papers for decision at the next plenary Members meeting.

11.2 All revisions shall be subject to the approval of two-thirds majority of Corporate Members present at the meeting including any proxy votes. In accordance with sub clause (5.5) of the Constitution fifty percent of Corporate Members must vote for the election to be valid.

## 12.0 Revision of Constitution

12.1 Any proposed revisions to this Constitution shall be presented to Corporate Members by email or in writing together with proxy ballot papers for decision at the next plenary Members meeting.

12.2 All revisions shall be subject to the approval of two-thirds majority of Corporate Members present at the meeting including any proxy votes. In accordance with sub clause (5.5) of the Constitution fifty percent of Corporate Members must vote for the election to be valid.

## 13.0 BCIA Ltd

13.1 BCIA Ltd was established in 2013 as a company to deliver BCIA Training Courses (BCM Courses). These had originally been delivered by the Electrical Contractors' Association (ECA), but in 2013 the ECA informed the BCIA that it no longer wished to operate the training. It was agreed by the Management Committee at the time that the courses should be operated by the BCIA.

13.2 The purpose of BCIA Ltd is to market, manage and operate the BCM courses. It is also tasked with ensuring the courses are up to date and delivered in a way that ensures they continue to be highly regarded by the controls sector and beyond.

13.3 BCIA Ltd is a not for profit company (it does not have shareholders). It can operate at a 'profit' (known as a surplus) and is also liable for corporation tax. BCIA Ltd is registered for VAT, has appointed accountants and submits figures to Companies House on an annual basis.

13.4 BCIA Ltd directors are appointed from the Management Committee.

13.5 The operation of BCIA Ltd is sub-contracted to a Training Provider Company. Booking of courses, invoicing and organisation of training are managed by the Training Provider Company and overseen by the Executive Officer. The Executive Officer also liaises with the BCIA Ltd bookkeeper and accountants. As of 2013, the BCIA Ltd accountants are G.H. Attenborough's of Hoddesdon, Hertfordshire. The financial accounts are submitted annually to the directors for approval.

13.6 Fees for the BCM courses shall be held by the BCIA's training bank account in the name of BCIA Ltd. Payments related to training (e.g. hire of training room, refreshments and payment of trainer) shall be made from this account.

13.7 Approved BCIA Ltd accounts shall be endorsed by the BCIA Management Committee and presented to the Members' AGM each year.

13.8 FETA will assist to ensure good governance of BCIA Ltd.