



BRITISH REFRIGERATION ASSOCIATION - a FETA association

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Registered in England and Wales at the above address.

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BRITISH REFRIGERATION ASSOCIATION

CONSTITUTION

1. The name of the Association shall be "BRITISH REFRIGERATION ASSOCIATION".
2. The objectives of the Association shall be:
 - (a) To promote the interests of all Sections of the refrigeration industry.
 - (b) To provide facilities for discussion amongst members on those industry matters which comply with the requirements of competition law.
 - (c) To provide the Government, public bodies, and others with facilities for conferring with those engaged in the industry.
 - (d) To provide members with opportunities to exchange information and experience on matters which do not conflict with the requirements of competition law.
 - (e) To encourage high standards of quality, design, safety, and workmanship in the industry.
 - (f) To assist standardisation in the industry.
 - (g) To raise awareness of the BRA within the industry.
 - (h) Where and as appropriate, to conduct market research and collate statistical information in a manner which complies with the requirements of competition law.
 - (i) To encourage, assist and extend the training of craftsmen, technicians, technologists, and others engaged in or likely to be engaged in the industry.

- (j) To promote, support and engage with legislation and other measures affecting the industry.
- (k) To do all such things that are, in the opinion of the Council, in the interests of the industry and within the constraints of competition law.
- (l) To carry out any of the above where applicable within members organisations.

3. MEMBERSHIP

Membership of the Association shall be open to Registered Companies, firms or persons as indicated below. Every application for Membership shall be made in writing to the Association and must be approved by the appropriate Section or Sections before acceptance by the Council of the Association.

The Council shall have the right to reject an application without giving a reason within the constraints of competition law.

(a) Full Membership

Is open to registered companies who are wholly or partly engaged in the Refrigeration Industries.

(b) Associate Membership

Associate Membership shall be open to:

- (i) those persons associated with the industry.

OR to:

- (ii) any trade association, or body of persons not necessarily being a trading organisation whose activities are closely connected with the refrigeration industry.
- (iii) Companies who join as Associate members shall be expected to move to Full membership within three (3) years of joining the association.

(c) Life Membership

The Council may admit to Life Honorary Associate Membership of the Association persons whom they consider to have rendered distinguished services to the industry and the Association and/or the Association's objects. Persons so elected as Life Honorary Associate Members shall not be required to pay any subscription but shall otherwise receive the advantages of Membership of the Association to which they have previously belonged. Such Membership shall normally only be awarded to persons who have retired or otherwise ceased gainful employment in the industry.

4. 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 always 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.

5. **COUNCIL**

Notwithstanding the Bye-Laws, the management, control, and direction of the affairs of the Association shall be vested 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, the Immediate Past President, Chairs and Vice Chairs of Sections, and, in addition nominated delegates from Sections and co-opted members as may be from time-to-time laid down in the Bye-Laws, and shall hold office for two (2) years from their appointment.

(a) **Council Meetings**

Each member of Council shall have one vote, and five Members shall form a quorum.

The Council shall meet not less than twice per year.

A Resolution shall be deemed to be carried when a majority of the members present and voting at a quorate council meeting are in favour of it.

(b) **Election of Officers**

The Council shall elect its President and Vice-President from Members of the Council, and they, together with the Immediate Past President, shall be in addition to the Section representatives.

If a Member of Council fails to attend 50% of the Council Meetings during the year for which he is elected, he should not be re-elected for the following year.

The President and Vice President shall serve for a maximum of two (2) years.

6. **DELEGATION OF POWERS**

Without limiting the generality of the functions conferred by this Constitution, the Council shall have the following powers, any of which it may delegate:

- (a) To co-opt additional members not being more than four in number provided that each co-opted member shall serve for a maximum of two (2) years, but shall be eligible for re-election or co-option.

7. SUBSCRIPTIONS

The subscription year shall be the Calendar Year, with subscriptions payable not later than the end of March in the year of membership.

The level of subscription shall be as laid down from time-to-time by the FEDERATION OF ENVIRONMENTAL TRADE ASSOCIATIONS and be payable to them.

Any member whose subscription for any year has not been received by the Association by the 31st March of that year shall be chased for payment, and if non-payment continues without good reason, may become subject to:

- (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 they shall be given 14 days clear notice of such action and that the action has been approved in Council.

8. 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 or proceedings.

9. A REFERENDUM MAY BE CALLED FOR:

- (a) (i) By a Resolution duly passed at a Meeting of the Council.

- (ii) By any three Members of the Council or any ten Members of the Association writing to the Administration 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.

10. 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 Administration during its currency to expire on or before the 31st December, and on paying any subscription and other monies due from them to the Association.
 - (ii) A notice of resignation during its currency may be withdrawn in writing addressed to the Administration.
- (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.

11. AMENDMENTS

This Constitution may be amended by a Resolution of the Council.

12. 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.

13. DISSOLUTION

The Association shall continue until a Resolution for dissolution proposed by the Council has been duly approved by a Referendum of the Members called for in accordance with the provisions of Article 12.

In the event of such dissolution, the costs of winding up the Association shall be borne by the Federation of Environmental Trade Associations.

14. 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 Administration 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 decisions shall be final and binding.

BRITISH REFRIGERATION 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. Any member shall be considered as having the right to choose to attend any Section Meetings which may be of interest to them in following their normal business, subject to final approval of such attendance by the Chair of the Sections concerned.

4. **SECTIONS**

The Association shall be divided into Sections, each of which shall be composed of members of similar interests in technical and commercial matters.

Each Section may conduct its own affairs subject to the provisions of the Constitution, the powers of the Council, and the requirements of competition law.

Every Section member may send a representative, to the Section(s) in which they are active, who can speak for them on Association business.

A deputy Section representative may be sent to act on his behalf.

5. **SECTION MEMBERSHIP**

The Sections as approved by Council, together with membership qualifications as set by those Sections shall generally be:

- (a) **Equipment & Components Section**

The Equipment & Components Section shall be open to any registered company who either:

(i) manufactures refrigeration products in the U.K.

OR

(ii) is engaged in wholesaling or selling as U.K. concessionaries, or as manufacturers of components and accessories used in refrigerators, or refrigerating or air conditioning plant and equipment.

AND

(iii) has been trading for at least 2 years.

(b) Commercial Refrigerated Cabinet Section

The Commercial Refrigerated Cabinet Section shall be open to any registered company engaged in:

(i) manufacturing cabinets or cold stores for refrigeration service or acting in the U.K. as concessionaries for such products.

(ii) the application of thermal insulation in connection with refrigeration and/or air conditioning.

(c) Contractors' Section

The Contractors' Section is open to those actively engaged in selling refrigerators, refrigeration and/or air conditioning plant and equipment, qualified to specify such refrigerators, plant and equipment accurately for the various types of use, and/or to act as a contractor to third parties for the installation and subsequent maintenance of such products and have demonstrated that they have adequate expertise in this activity.

(d) Training Section

The Training Section shall be open to all establishments offering training in refrigeration subjects for personnel in addition to its own employees. This will include, but is not exclusive to, colleges, commercial training organisations and registered trading companies.

(e) Refrigeration End- Users' Section

The Refrigeration End-Users' Section shall be open to companies operating, employing and otherwise utilising refrigeration equipment and systems, not being companies eligible for membership of any other Section of the Association.

6. MEMBERS OF COUNCIL

Under Article 5 of the Constitution each Section may appoint to Council two delegates in addition to the Section Chair.

7. SECTION ELECTIONS

Each Section shall, every two years, elect a Chair, Vice Chair and Council delegates. The elections may be carried out in whatever proper system the Section may decide and shall be approved at the section meeting.

8. MANAGEMENT OF THE ASSOCIATION

Management of the Association is delegated to the Federation of Environmental Trade Associations, who shall provide the support, secretariat and administrative functions required by the Association.

9. SUBSCRIPTIONS

Subscriptions will normally be based on the turnover of the member company and, where this applies, a single subscription by a member shall entitle them to any or all Section memberships which are relevant to their business.

Where subscription levels are based on turnover, such turnover shall be that of all the member company's activities in the industry covered by the Constitution and Bye-Laws of the Association.

10. ASSOCIATE MEMBERSHIP

Article 3 of the BRA Constitution recognises the status of Associate Member. The following guidelines apply:

- (a) An applicant for Associate Membership should:
 - (i) Have been trading for at least 12 months, or
 - (ii) Have an existing member as a sponsor, to vouch for their suitability
 - (iii) and shall aim to become a full member within 3 years (showing

at least 2 years in operation and accounts for the last year)

- (b) An Associate member cannot:
 - (i) Display the BRA logo.
 - (ii) Chair a BRA Section.
 - (iii) Attend Council on behalf of any Section.
 - [iv) Seek appointment to office within the BRA.