

# WAVCA (Wheelchair Accessible Vehicle Converters' Association)

## THE MEMBERSHIP BYELAWS 2013

(Adopted by the Board of Directors on 23/10/2012)

### 1 Title

These byelaws are made pursuant to Article 56 of the Articles of Association of the Company and every power permitting or authorising the same and shall be known as "The Membership Byelaws 2013". These byelaws shall come into effect on the day of the resolution of the Board adopting the same.

### 2 Determination of these Byelaws

The Board shall be empowered to determine and settle any matters in connection with these byelaws, or other such matters as the Board may consider appropriate being consistent with the Articles of Association for the time being in force, delegate its powers, generally or in an emergency, to one or more Directors of the Company or the Chief Executive or a deputy for him who may be appointed by the Board or by the Chief Executive.

### 3 Definitions

In these byelaws the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with subject or context:

WORDS	MEANINGS
"the acts"	the Companies Acts 1985 to 2006
"the Board"	the Board of Directors of the Company
"Company"	the Wheelchair Accessible Vehicle Converters' Association
"DfT"	Department for Transport
"person"	a natural person or body corporate
"VCA"	Vehicle Certification Agency
"WAV"	wheelchair accessible vehicle

### 4 Admission to Membership

No person shall be admitted to membership of the Company unless they have paid the current membership fee and, in their application for membership, they have made truthful statements and signed a declaration attesting to the truth of those statements, and supplied the relevant documentation therewith.

## 5 Benefits of Membership

- (a) Full Members (as defined in byelaw 7 below) shall be entitled to the following benefits from the Company unless otherwise specified in these byelaws or determined by the Board from time to time:
  - (i) to vote in accordance with the entitlements to vote and the procedures laid down in applicable byelaws made under the Articles of Association.
  - (ii) the Company's legal and defence cover, including professional indemnity insurance.
  - (iii) advice on matters related to working in the WAV industry.
  - (iv) products or services purchased by the member either directly from the Company or through third parties.
  - (v) to have their voice heard within the trade body and represented by the trade body.
- (b) Other categories of Member shall be entitled to such benefits from the Company as may be determined by the Board from time to time.

## 6 Classes of membership

There shall be classes of Member of the Company as set out in byelaws 7, 8, 9 & 10 of these byelaws. For the avoidance of doubt:-

- (a) only bodies corporate can be admitted as Full Members or Associate Members of the Company;
- (b) only natural persons or bodies corporate can be admitted as Trade Partner Members or Overseas Members of the Company;
- (c) the Board is entitled at its discretion, as a condition of admitting a natural person to membership of the Company, to require evidence that such natural person is a duly authorised representative of an unincorporated body of persons which supplies products or services to the WAV industry and will be exercising its rights as a member solely in such capacity.

## 7 Full Membership

Any body corporate which manufactures or converts WAVs shall be eligible for membership of the Company as a Full Member.

## 8 Associate Member

Any body corporate incorporated in the UK which sell WAVs but does not manufacture or convert them shall be eligible for membership of the Company as an Associate Member.

9 Trade Partner Member

- (a) Any person that is a UK resident or that is incorporated in the UK which supplies products or services to the WAV industry shall be eligible for membership of the Company as a Trade Partner Member;
- (b) Any person that is a duly authorised representative of an unincorporated body of persons based predominantly in the UK and which supplies products or services to the WAV industry shall be eligible for membership of the Company as a Trade Partner Member.

10 Overseas Members

- (a) Any person that is a non-UK resident or that is incorporated outside the UK which sells WAVs or supplies products or services to the WAV industry shall be eligible for membership of the Company as an Overseas Member;
- (b) Any person that is a duly authorised representative of an unincorporated body of persons based predominantly outside the UK which sells WAVs or supplies products or services to the WAV industry shall be eligible for membership of the Company as an Overseas Member.

11 Declarations and Statement of Undertaking for Full Members

Upon application for membership and annual renewal of membership the applicant shall declare the following:

- (i) The body corporate holds a current ISO 9001 Accreditation or shall on demand provide evidence reasonably acceptable to the Board that it is actively working towards such accreditation.
- (ii) Agreement to gain either IVA, NSSTA or ECWVTA SPV/SH for each conversion prior to first entry into service.
- (iii) Agreement to make available within 10 working days the documentation relating to the Type Approval, when requested by the Board (descriptive pages only).
- (iv) Payment of joining fees/annual subscription within 30 days of invoice.
- (v) Agreement to attend members' meetings or authorise a deputy to attend.
- (vi) Agreement to participate actively in the business of the Company
- (vii) Confirmation that the body corporate holds Product Liability Insurance of at least £5m.

12 Observance of rules and objects

To qualify for membership, each member shall observe, and shall procure that its representatives observe, the rules and objects of the Company in accordance with the Articles of Association and byelaws made thereunder.

13 Joining fees and subscriptions

- (a) All classes of Members shall pay such joining fee (if any) and annual subscription as may from time to time be provided for in accordance with these byelaws.
- (b) The Board shall determine annually the level of annual subscriptions for the following year.
- (c) The first annual subscription will cover the year current when the applicant is admitted to Membership and the Member shall pay a subsequent annual subscription during each subsequent January to cover the year beginning 1<sup>st</sup> January in that year.
- (d) An applicant for membership shall with their application pay their first annual subscription and joining fee (if any) but these sums shall be refunded to them if they fail to be admitted.
- (e) Any Member whose annual subscription falls into arrears for one month or such longer period as the Board may determine shall cease to be a Member, but the Board may at their discretion restore to membership any Member that has ceased to be a Member by virtue of this byelaw upon payment of the arrears of subscription or upon any such other terms as they may think fit to impose.
- (f) Any Member that ceases to be a Member but subsequently applies to re-join the Company will, if their application is successful, be subject to a further joining fee.

14 Cessation of membership

- (a) Any Member may at any time resign their membership by notice in writing to the Company and shall thereupon cease to be a member, but without prejudice to their liability to pay to the Company any subscription or other sum owing by the Member at the date of the resignation.
- (b) Upon cessation of membership in accordance with rule 14(a) above, the former member shall not of right be entitled to any refund from the Company.
- (c) Any Full Member shall cease to be a Member if there is a breach of the Statement of Undertaking referred to in rule 11 above.
- (d) If in the opinion of the Board any Member or their representative is guilty of conduct, or any circumstances arises, which in the opinion of the Board makes it undesirable that any Member shall continue to be a Member, then the Board may resolve that the Member ceases to be a Member. No such resolution shall be effective unless:
  - (i) not less than two-thirds of the members of the Board present at the meeting vote in favour of the resolution, and
  - (ii) not less than twenty-one days before the meeting of the Board notice in writing has been given to the Member specifying the conduct or

circumstances alleged and an opportunity has been afforded to them of attending the meeting and being heard.

- (e) Without prejudice to the generality of the foregoing such conduct or circumstances may include one or more of the following:
  - (i) the failure of a Member to continue to be eligible or to be qualified for membership under whichever one or more of Articles or byelaws of the Company may be applicable to the Member;
  - (ii) that the application form for Membership or for renewal of membership signed or agreed by a Member was, or contained statements that were, at the time of signature or agreement thereto, false in a material respect or was not true in all material respects.

15 Members' entitlement to receive notice of and vote in General Meetings of the Company

- (a) Full Members shall have the right to receive notice of or to attend or to vote at any General Meetings or other Full Members' Meetings of the Company
- (b) No Associate Member, Trade Partner Member or Overseas Member shall have any right to receive notice of or to attend or vote at any General Meeting of the Company, but any chairman of a General Meeting may as a matter of grace permit any such members to be present and speak thereat, though not to vote or be reckoned in the quorum.