



# Rules of the Glass and Glazing Federation



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## Section 01:

## Rules

These are the Rules of the Glass and Glazing Federation (GGF).

The Federation is a company limited by guarantee and not having a share capital. This is referred to in the Articles of Association of the Federation.

## Section 02:

## Objectives

The formal objectives of the Federation are detailed in the Federation's Articles of Association.

## Section 03:

## Membership

### 3.1 Membership Applications

- 3.1.1 Membership of the Federation is open to applicants from any company, firm or sole trader provided they meet the criteria for membership. The criteria is detailed in Clauses 3.1.2 to 3.1.16 below.
- 3.1.2 Applicants must be trading in a business which is related to any or several of the following:-
- Fenestration related home improvements
  - Solar PV or solar thermal
  - Glazing
  - The manufacture or use of flat glass, or other similar materials, whether for windows, doors, or similar applications, or for processed glass
  - The fabrication and/or installation of applied window film
- 3.1.3 Applicants must have been trading in the relevant fields of their business for at least three years.
- 3.1.4 Applicants must provide their last two years audited or certified accounts to the Group Director of Finance.
- 3.1.5 Applicants must provide a minimum of three trade references.
- 3.1.6 Applicants must operate a substantial business in terms of financial resources and facilities. The facilities will include suitable business premises (which will be inspected) and applicants will employ adequate personnel for the efficient conduct and operation of their business.
- 3.1.7 Applicants must meet the Federation's standards of technical and commercial practice.
- 3.1.8 Applicants who sell directly to consumers, must comply with the Federation's Consumer Code of Practice.
- 3.1.9 Members who sell and/or install products in the microgeneration sector (renewable energy products, specifically small scale heat or power generating systems), must comply with an additional set of GGF Rules relevant to that sector, issued separately.
- 3.1.10 The GGF Deposit Indemnity Fund closed on 31 March 2020. GGF Members are no longer required to protect deposits under the rules of membership.
- 3.1.11 Applicants must meet any reasonable requirement of the Board of Directors.
- 3.1.12 Applicants agree to be bound by the Rules of the Federation.
- 3.1.13 Other bodies such as Trade Associations and institutions may be admitted to Membership on special terms decided by the Board of Directors.
- 3.1.14 Individuals may only be admitted to Membership when invited by the Board of Directors.
- 3.1.15 Applicants must address all Membership applications in writing to the Membership Department, and provide the information that the Federation considers necessary.
- 3.1.16 The Federation will accept applicants who meet the criteria for Membership, however before such acceptance the Federation will carefully consider any detrimental information on the applicant provided by any of the existing Members.

## Section 03:

## Membership

### 3.2 Group companies, branches and subsidiary companies

- 3.2.1 Where a Group company applies to join or is already a Member of the Federation, then all related branches and subsidiary companies of the Group company must be included in the relevant turnover for calculation of the Membership subscription. (A "Group company" consists of a parent company and its subsidiary companies and branches).
- 3.2.2 No branch or subsidiary company may be a GGF Member in its own right.
- 3.2.3 Branches and subsidiary companies of GGF Members are entitled to Membership benefits and services on condition of observing the obligations of Membership. Only one Group subscription is payable in respect of the total relevant turnover of such Members.
- 3.2.4 The definition of a subsidiary company is that contained in the Companies Act 2006 and the Membership Department shall determine what constitutes a branch.
- 3.2.5 A branch or subsidiary company of a Member may be represented in the Region in which it carries on business.
- 3.2.6 Each branch or subsidiary company of a Member has the right to be represented and to vote at meetings of the Region in which it carries on business. However, no Member has the right to more than one vote at meetings of any one Region.

### 3.3 Members taken over by non-members

- 3.3.1 If a non-member acquires all or part of the business of a GGF Member, including that part of the business which relates to a trade listed in Rule 3.1.2, then the non-member may apply to the Membership Department for GGF Membership.
- 3.3.2 The Membership Department shall consider such applications in Rule 3.3.1 and may at absolute discretion, waive the requirements of Rules 3.1.3 and 3.1.4, so the non-member would be eligible for Membership if he satisfies all the remaining Membership criteria.
- 3.3.3 If a non-member acquires all or part of the business of a GGF Member, including that part of the business which relates to a trade listed in 3.1.2, then GGF Membership of the Member will automatically cease three months after the date on which such control is acquired. This is unless within that three months the acquiring non-member successfully applies for Membership.

## Section 04:

## Obligations of Membership

### 4.1 GGF Members shall be entitled to all the services and benefits for Members.

### 4.2 Members may not require the Federation to engage in activities which favour one Member to the detriment of any other Member. This will include (but not be limited to) activities which promote products in competition with those of other Members.

### 4.3 The following are the main obligations of Membership:

- 4.3.1 To observe the Rules of the Federation and the decisions of the Board of Directors.
- 4.3.2 To pay on demand the subscriptions, levies and other contributions to the GGF's funds or to any body controlled by the Federation (payments by quarterly direct debit are an acceptable form of payment).
- 4.3.3 If payment of the annual subscription is not paid by the 31st March of the subscription year (or if payment is not being made by quarterly direct debit payments), then statutory interest and a late commercial payment fee may be charged on outstanding payments due.
- 4.3.4 To adhere to GGF technical, commercial and health and safety standards such as the Consumer Code of Practice (where the Member sells directly to consumers), the Glazing Manual and other GGF Best and Good Practice Guides.

- 4.3.5 To participate in the GGF's Alternative Dispute Resolution (ADR) scheme when a consumer writes to the Federation with an unresolved complaint. The ADR scheme comprises of a conciliation service, followed by arbitration through The Glazing Arbitration Scheme where complaints continue to be unresolved after conciliation.

- 4.3.6 Every Member must comply with any award made under the The Glazing Arbitration Scheme.

- 4.3.7 To absolutely refrain from passing on GGF information that is not in the public domain to non-members, the trade media or wider audience. The only exception to this would be where senior GGF staff or the Board of Directors have provided written authority to release such details.

- 4.3.8 To absolutely refrain from criticising the GGF in the public domain, trade media or wider audience. Any constructive criticism of the Federation must be communicated directly to the GGF or raised at the appropriate GGF Members' meeting.

- 4.3.9 To refrain from doing anything which in the opinion of the Glazing Executive or Home Improvement Executive brings or is likely to bring the Member into disrepute, or publicly makes statements which are contrary to those set by the GGF.



## Section 04:

## Obligations of Membership

- 4.3.10 Those classes of companies who are Members of the Flat Glass Council are to observe the terms of any National Labour Agreements entered into by that Council and the signatory trade unions.
- 4.3.11 Where the GGF's brand, logo or name is used, Members will use them strictly in accordance with the brand guidelines issued by the Marketing and Communications Department. These guidelines are contained in the Media Hub of the website [www.ggf.org.uk](http://www.ggf.org.uk).
- 4.3.12 Members are obliged to display the GGF logo on their website, marketing material and vans, etc. The Federation requests that Members provide a link back to the GGF website URL via the logo on their website, to boost internet rankings for Members and the GGF. It is a condition of use that the mark shall not be used without indicating that is a collective mark.
- 4.3.13 Members are to make available timely, accurate and true statements of turnover in each relevant category of business, to the GGF by 31st December of each year at the latest, following a request from the Federation. If no return is received by that date, the Federation will consider applying a reasonable increase on the previous year's return. Members must provide such supporting evidence as the GGF requires to establish membership subscription levels.
- 4.3.14 Where a Member sells directly to consumers and takes deposits from them, the GGF is no longer able to offer a deposit indemnity scheme. The GGF Deposit Indemnity Fund closed on 31 March 2020.
- 4.3.15 Where a Member is a Group company, the Member will include in his annual turnover return to the Federation the total return of the parent company, to include the turnover of related branches and subsidiary companies operating in the areas of activity defined in Rule 3.1.2.
- 4.3.16 Whenever a new subsidiary company is acquired or established, the Member must immediately notify the Membership Department of the additional relevant turnover, and also on the next annual turnover return. This also applies to any new branches opened or sister companies established.
- 4.3.17 A Member must immediately notify the Membership Department whenever they relocate their business premises or any branches.

## Section 05:

## Structure

**The main structure of the Federation comprises the following bodies:**

- The Board of Directors
- The Home Improvement Executive incorporating its Specialist Groups
- GGF Fund Limited
- The Glazing Executive incorporating its Specialist Groups
- The Regional Organisation
- The Flat Glass Council
- The Remuneration Committee
- The Committees, comprising of:
  - the Standards Committee
  - the Marketing and Communications Committee
  - the Training Committee
  - the Contracts Committee
  - the Health and Safety Committee
  - the Political Strategy Committee

All of the above bodies (except the Board of Directors) are all sub-committees of the Board of Directors, which constituted and oversee them.

- 5.1 The Board of Directors shall set up such other Executives, Groups and Committees as they consider necessary.**
- 5.2 Executives, Groups and Committees may set up sub-committees and working parties within their responsibilities as required, under the authority of the Executives. These should be for a specific project which when completed, the ownership of documents etc is to be assigned to the Executive, Group or Committee.**

- 5.3 Regions may make suitable arrangements for their management.**
- 5.4 The Board of Directors, the Executives and all Committees have the power to co-opt. Co-opted Members have full voting rights.**
- 5.5 The Board of Directors is responsible for overseeing all Executives, Regions, Groups and Committees and for debating and advising on the conduct of the GGF's affairs at national level.**
- 5.6 The Board of Directors is also responsible for ensuring that there is a fair balance of representation and action between the various defined interests of the Members of the GGF, in all the activities under its control. They do this by determining the size and composition of the Executives, Committees and Groups.**
- 5.7 The Board of Directors also has the following powers and functions:**
- 5.7.1 To propose for election the President and Vice President and approve the appointment of all the other chairmen.
- 5.7.2 To receive reports from the Executives, Committees and the Regional Organisation and to take action on them.
- 5.7.3 To hear appeals from companies or other bodies claiming entitlement to membership or from Members appealing against discipline, sanctions or expulsion imposed on them by the Glazing Executive or Home Improvement Executive. See Rule 15 for details of Appeals.
- 5.7.4 To oversee the finances of the GGF and GGF Fund Limited.

Section 05:

# Structure

- 5.8 Resolutions of the Board of Directors are binding on all Members of the Federation.
- 5.9 The Board of Directors has the conduct of and legal responsibility for the affairs of the GGF.
  - 5.9.1 The Board of Directors comprises the following:
    - President, who shall be Chairman of the Board of Directors
    - Vice President, who shall be Vice Chairman
    - Chairman Home Improvement Executive
    - Chairman Glazing Executive
    - Representative from the Flat Glass Manufacturers Association
    - Representative for System Houses
    - Regional Representative elected by the Regional Representative's Committee
    - Representative for Small and Micro Enterprises
  - 5.9.2 Each Director cannot hold more than one of the above positions.
  - 5.9.3 Additional Directors may be co-opted onto the Board of Directors as necessary, if their specialist knowledge is required.
  - 5.9.4 The GGF Chief Executive will be the senior GGF Officer reporting to the Board of Directors.
  - 5.9.5 The Group Director of Finance shall be the Company Secretary.

- 5.9.6 On appointment to the Board, each Director shall sign an undated letter of resignation (without loss or compensation for loss of office) to be held by the Chief Executive in escrow on behalf of the Board of Directors and which may be made effective and dated by a resolution of the Board of Directors.
- 5.9.7 The Chief Executive will investigate cases of complaint brought by one GGF Member against another.

Section 05:

# Structure

- 5.10 The Regional Organisation
  - The Regional Organisation of the GGF is responsible for the conduct of the GGF's affairs at Regional level. The Board of Directors may change the organisation of the Regions from time to time.
  - 5.10.1 Each Region has the power to:
    - Set up such committees as it thinks fit
    - Arrange activities for the benefit of the Region generally
    - Pursue the objectives of the GGF within the Region
- 5.11 The Remuneration Committee
  - The Remuneration Committee is a sub-committee of the Board where the President, with either the Vice-President or the Immediate Past President, and the Chief Executive, can decide the levels of remuneration and the conditions of employment of the staff. They will take advice where necessary from the Board of Directors or the Group Head of Human Resources.
- 5.12 The Standards Committee
  - The functions of the Standards Committee include the following:
    - 5.12.1 To develop, in co-operation where appropriate with other persons and bodies who are not GGF Members, the definition of technical standards and criteria applying to the products, processes and methods within the industry and its various sectors, and to make appropriate recommendations
    - 5.12.2 To ensure that these technical standards of practice are accepted and observed by all Members, by discussion and where possible by agreement

- 5.12.3 To support the Executives in investigating alleged cases of breach of any of the standards by Members
- 5.12.4 To support the function of the Marketing and Communications Department in publicising the criteria and standards and in ensuring that they are properly taken into account in legislation, regulation, technical specifications and other forms of control
- 5.13 The Marketing and Communications Committee
  - The functions of the Marketing and Communications Committee include the following:
    - 5.13.1 To influence plans for, and to regulate, the promotional and publicity activities of the GGF, following approval by the Board of Directors
- 5.14 The Training Committee
  - The functions of the Training Committee include the following:
    - 5.14.1 To develop, in co-operation where appropriate with other persons and bodies who are not GGF Members, a training policy within the industry and its various sectors, and to make recommendations to the Board of Directors
    - 5.14.2 To develop, in co-operation where appropriate with other persons and bodies not GGF Members, training standards, methods and procedures for implementing, testing and certifying such standards
    - 5.14.3 To support the function of the Marketing and Communications Department in publicising training schemes developed and operated by the GGF

Section 05:

# Structure

## 5.15 The Contracts Committee

The functions of the Contracts Committee include the following:

- 5.15.1 To develop, in co-operation where appropriate with other persons and bodies not GGF Members, a model consumer contract and guarantee, and by agreement monitor their use by Members
- 5.15.2 To develop a watching brief over developments in all matters concerning the commercial contracting role of glazing sub-contractors in the construction industry
- 5.15.3 To develop, in co-operation where appropriate with other persons and bodies not GGF Members, commercial contract conditions and by agreement monitor their use by Members
- 5.15.4 To watch over the development and interests of window companies and fenestration system companies who operate as specialist contractors in the construction industry by giving advice and assistance in the conduct of their contracts
- 5.15.5 To support the function of the Marketing and Communications Department in publicising and developing the role of the GGF on commercial and consumer contracts

## 5.16 Health and Safety Committee

The functions of the Health and Safety Committee include the following:

- 5.16.1 To develop, in co-operation where appropriate with other persons and bodies not GGF Members, health and safety policies within the industry and its various sectors, and to make recommendations to the Board of Directors
- 5.16.2 To develop, in co-operation where appropriate with other persons and bodies not GGF Members of the Federation, health and safety standards, methods and procedures for implementing, testing and certifying such standards
- 5.16.3 To develop, in co-operation where appropriate with other persons and bodies not GGF Members, the GLASS Charter and Merit Scheme
- 5.16.4 To support the function of the Marketing and Communications Department in publicising health and safety schemes developed and operated by the GGF

Section 05:

# Structure

## 5.17 The Specialist Groups

5.17.1 The purposes of the Groups which report via the appropriate Executive of the Board are:

- To enable Members who have specialist interests to meet and discuss matters of particular concern within a segment of the glass and glazing industry
- To provide the means for Members with specialist interests to channel their views to the appropriate person or body within the GGF or to Members at large
- To enable the Board of Directors to be informed of and be involved in the needs of Members with specialist interests

5.17.2 The procedures and activities of each Group shall be decided by its Members, however they must not contravene the Rules of the GGF.

5.17.3 Membership of a Specialist Group is open to any GGF Member operating within the product range or service range covered by that Group. Once accepted by the Group, Members shall then be entitled to:

- Receive notice of meetings
- Attend such meetings as the Member may wish
- Receive minutes of meetings, whether they have attended those meetings or not

5.17.4 If the Members of a Group do not accept a Member's qualification to join the Group, the matter will be referred to the Glazing Executive or Home Improvement Executive as appropriate, whose decision shall be final.

5.17.5 Groups will report back to the Executive into which they are placed, and the Chairman of the Group will be entitled to sit on that Executive. Where Groups have items of policy or other matters they wish raised, these should be taken up with the Chairman of their Executive.

5.17.6 A new Group may be proposed by a Group of Members of like-minded interests who come together and decide the need for such a Group. They will agree with their Executive the form that Group should take. Approval of the Board of Directors for the formation of the Group must be obtained before the Group can be formed and recognised.

5.17.7 Formation of a new Group shall be announced to the current GGF Membership by electronic communication and/or by circular letter to all Members. Such notice of formation shall specify the area of interest which it covers. Members who qualify under the previous paragraph will then be asked to advise the Secretary if they are interested in participating in this Group.

5.17.8 On formation, a Specialist Group shall elect a Chairman and a Vice-Chairman of the Group and these positions shall come up for re-election within the Group in accordance with Rule 6.4. The Group will then produce its scope and objectives. The Group may then form an internal management committee or such working parties as it may agree, as authorised by the respective Executive.

5.17.9 The appropriate Executive shall consider and decide on dissolution of an existing Group when its activities are no longer required, and notify the Board of Directors.

Section 06:

## Officers

- 6.1 The Board of Directors shall elect/re-elect annually a President and every two years a Vice-President who shall be Chairman and Vice Chairman respectively of the Board. In alternate years, the Immediate Past President will be the Vice Chairman.
- 6.2 The President shall not hold office for more than two consecutive years. However, this may be extended by one year if the Board of Directors votes at a meeting that a break in continuity would not be in the interests of the GGF. Three-quarters of the persons present and voting at a Board meeting must agree.
- 6.3 The retirement of members of the Board of Directors shall be governed by the Federation's Articles of Association and by Company Law.
- 6.4 The Chairman and Vice-Chairman of each Executive, Group or Committee shall be elected/re-elected by the Members of that Executive, Group or Committee annually. They shall not hold office for more than two consecutive years. However, this may be extended if a Meeting of the relevant Executive, Group or Committee votes that a break in continuity would not be in the interests of the GGF. Three-quarters of the persons present and voting at a meeting must agree.
- 6.5 Each Regional Chairman shall be elected/re-elected annually and shall not hold office for more than two consecutive years. However, this may be extended if the Region votes that a break in continuity would not be in the interests of the GGF. Three-quarters of the persons present and voting at a meeting must agree.
- 6.6 All Officers and Chairmen shall be Members or authorised representatives of Members at the time they are elected. If they cease to be Members or authorised representatives of Members during their term of office, they shall resign from the post immediately.

Section 07:

## Meetings

- 7.1 Meetings shall take place as follows:
  - 7.1.1 The Federation will hold an Annual General Meeting in each calendar year.
 

Extraordinary General Meetings may be called at the discretion of the President or as provided for in the Articles of Association of the Federation or by Company Law. Such Annual General Meetings and Extraordinary General Meetings of the Federation shall be referred to as "Members' General Meetings".
  - 7.1.2 The Regions, Specialist Groups and Committees shall each hold at least one meeting annually and additional meetings may be called at the discretion of the Chairman or at the request of no less than five Members.
- 7.2 At the Annual General Meeting of the Federation the accounts of the Federation shall be presented for review and approval.
- 7.3 At the Annual General Meeting of the Federation the appointment of the auditors and bankers to the Federation shall be approved.
- 7.4 The GGF will provide the services of a meeting Secretary and meeting rooms at its own cost.
- 7.5 For Specialist Group and Regional meetings, the Federation will not meet travelling and hotel expenses of Members attending meetings. These are the liability of the Member or his company.

Section 08:

## Meeting Procedures

- 7.6 **Guests to Specialist Group or Regional Meetings**

As it is one of the best recruitment tools for generating interest in becoming a GGF Member, it is acceptable and indeed desirable to invite non-members as guests to any Group or Regional meeting, PROVIDED that the following principles are applied:-

  - Secretary and Chair must be advised at least 48 hours prior to the meeting
  - If there could be a potential conflict, this must be discussed with the Secretary and approved by the Director of Glazing or the Director of Membership, as appropriate
  - No company that could be construed as contentious is to be invited as a guest
  - Invited prospective members cannot attend more than two meetings as guests without applying for Membership
  - The trading activity of the guest must be relevant to the meeting that they wish to attend
  - If a guest is attending a meeting at which the Chair or Secretary need to disclose confidential information to Members, the guest can be requested to leave the meeting during this specific discussion
  - Guests cannot vote at meetings
- 8.1 Meeting procedures for Members' General Meetings shall be governed by the Articles of Association and Company Law. Rules 8.5 to 8.9 do not apply to Members' General Meetings.
- 8.2 Except as provided in Rule 8.3, all meetings shall be convened by a notice addressed to each person or Member entitled to attend giving not less than 21 days' notice in the case of Members' General Meetings, and not less than seven days' notice in the case of other meetings.
- 8.3 In the case of emergency the President, Vice-President or Immediate Past President shall, at his absolute discretion, have the power to convene a meeting at shorter notice than provided in Rule 8.2. A meeting convened in this way shall therefore not be invalid.
- 8.4 All Members attending meetings must sign in for the meeting to show their awareness of the requirements of the Competition and Enterprise Acts.
- 8.5 An accidental omission to give notice to anyone entitled to receive notice, or the failure of anyone entitled to receive a notice properly sent to him, shall not be a reason to make a meeting invalid.
- 8.6 The President, or in his absence the Vice-President or Immediate Past President, shall serve as Chairman at meetings of the Board of Directors.
- 8.7 The President shall have the power to cancel or postpone any meeting which is not a correctly convened meeting.
- 8.8 Any Member wishing to propose a resolution at a meeting shall give not less than seven days' notice in writing to the Secretary stating the terms of such resolution.
- 8.9 The quorum at meetings of the Board of Directors shall be one-half of the persons entitled to attend. At meetings of Committees appointed by the Board of Directors the quorum shall be one-quarter of the persons entitled to attend.



## Section 09:

## Voting Procedure

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- 9.1 The Voting procedure at Members' General Meetings shall be governed by the Articles of Association and Company Law. The rest of the provisions of this Section 9 shall not apply to Members' General Meetings.
- 9.2 At all meetings questions shall be decided by a majority of Members present who have full voting rights, and voting, except technical standards which shall require a two-thirds majority of Members present.
- 9.3 Voting shall be by a show of hands unless a ballot is called for by any Member present, in either case Members present shall have the power to vote and each shall have one vote. Members not in attendance will have the power of proxy by submitting a completed Federation proxy form.
- 9.4 A ballot may be taken forthwith. The declaration by the Chairman of the meeting of the result of the voting, whether or not the number of votes cast for or against the motion is stated, shall be conclusive.
- 9.5 The Chairman shall have a casting vote.
- 9.6 In the case of emergency or other reason, it may be necessary for Members of a body to vote on a resolution before the next meeting of that body. In such cases the Members may vote on a form or by electronic confirmation. This voting shall be valid and effective to pass a resolution, as if a meeting of the body had been duly convened and held. A sub-minute will be recorded in the minutes of the body's next meeting to record the resolution voted on.

## Section 10:

## Alteration of Rules

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None of the Rules of the Federation shall be altered, rescinded or added to except by a resolution passed by a majority consisting of two-thirds of the votes cast by those present and entitled to vote at a meeting of the Board of Directors.

For such meeting, notice of not less than 28 days' notice shall be given, unless shorter notice is approved by a similar majority setting out the proposed alteration, rescission or addition.

## Section 11:

## Interpretation

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Any dispute or difference of opinion in the interpretation or application of any of these Rules shall be referred to a meeting of the Board of Directors. The Board shall decide by a simple majority of those present and entitled to vote. Such decisions will be final and binding on all concerned.

## Section 12:

## Indemnification of Officers

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If any prosecution, action or lawsuit is commenced against any Member of the Board of Directors, the Board of Directors itself, the Chief Executive or any other person acting in relation to the affairs of the Federation for anything done by them in the proper or reasonable discharge of their duties, then such person shall be defended at the cost of the Federation. They shall also be indemnified by the Federation from all damages, costs, and expenses which may be incidental to or from such prosecution, action or lawsuit.

The Board of Directors has the power to apply the property and funds of the Federation for such purpose.

## Section 13:

## Breaches of the GGF Consumer Code of Practice and Breaches of the Federation Rules

- 13.1 Any breach of the Consumer Code of Good Practice or GGF Rules will be dealt with as effectively, impartially and quickly as possible.
- 13.2 The investigation of any alleged breach of the Code or breach of the GGF Rules will be conducted by the GGF's Glazing Executive or Home Improvement Executive as appropriate, or a sub-committee or working party thereof formed by the relevant Executive. They may call for attendance of any Member or director/employee of a Member in order to decide on the effect of the alleged breach.
- 13.3 When considering breaches of the Code the investigating Executive will be chaired by an independent person and it will have more independent persons than Members in the Code involved in any decision making. However, any Member of the investigating Executive who has a direct business connection to the Member being considered for discipline or sanction, or may have a conflict of interest, may not take part in consideration of the breach.
- 13.4 Members shall be responsible for any breach of the Code or breach of the Rules on the part of any agent, manager, servant, or any other person directly or indirectly employed by them or acting on their behalf.
- 13.5 The investigating Executive may by resolution discipline as appropriate and apply proportionate sanction to the Member if the Member commits a material or persistent breach of the Code or of the GGF Rules, or if a Member does anything which in the opinion of the Executive brings or is likely to bring the Member into disrepute, or publicly makes statements which are contrary to those set by the GGF.
- The investigating Executive will advise the reasons for such action when applying any discipline or sanctions. The investigating Executive may call for attendance of any Member or director/employee of a Member to discuss and explain the discipline and sanctions to be applied.
- 13.6 Examples of appropriate powers of sanction would be:
- The issue of a formal warning
  - A requirement for the Member to take additional measures on a temporary basis as a condition of continued Membership
  - A requirement to change, modify or establish an operating practice as a condition of continued Membership
  - A requirement to provide remedies to an identified group of consumers as a condition of continued Membership
  - A requirement to implement a remedy as directed by the Arbitrator where a dispute has escalated to The Glazing Arbitration Scheme
  - Expel the Member from Membership
- This list is not exhaustive.

## Section 14:

## Resignation and Termination of Membership

- 14.1 A GGF Member may terminate its Membership by giving three calendar months written notice to the Membership Department.
- 14.2 Membership shall not be transferable.
- 14.3 If control over a Member is acquired by a non-member who carries on business in a trade falling within Rule 3.1.2, Membership will automatically cease three months after the date on which such control is acquired, unless within that period, the acquiring company applies for and is accepted into Membership.
- 14.4 The Membership of any Member which is a corporate body will be terminated immediately if any of the following happen:
- 14.4.1 The Member entering into any formal or informal voluntary composition or arrangement with its creditors, or the Member becoming the subject of a voluntary arrangement within the meaning of Section 1 of the Insolvency Act 1986. However, the Membership Department has the power at its discretion to continue Membership of any such Member
- 14.4.2 The Member being unable to pay its debts within the meaning of Section 123 of the Insolvency Act 1986
- 14.4.3 A receiver, manager, administrator or administrative receiver being appointed by the Member undertaking assets or income or a substantial part of them
- 14.4.4 The Member passing a resolution for it to be wound-up or having a petition presented to any court for it to be wound-up or the Member ceasing (or threatening to cease) to carry on its business
- 14.5 The Membership of any Member who is an individual will be terminated if any of the following happen:
- 14.5.1 Bankruptcy of the Member
- 14.5.2 The Member having a receiver and/or manager appointed to his assets or property or a mortgagee entering into possession of them
- 14.5.3 The Member applying to the Court for an interim order pursuant to Section 253 of the Insolvency Act 1986
- 14.6 Termination of Membership by the Federation
- 14.6.1 The Membership Department may resolve to expel a Member who fails to pay any subscription due to the GGF in accordance with the Rules, and does not pay such outstanding subscription within 14 days of demand being sent by the Federation.
- 14.6.2 The Membership Department may resolve to expel a Member for a material or persistent breach of the Rules or Consumer Code of Practice under Rule 13.
- 14.7 Outstanding Monies due to the Federation
- When the Membership of a Member is terminated the Member is still liable for the payment of any outstanding subscriptions, levies or other contributions due before or at the date when termination takes effect.

## Section 15:

## Appeals

- 15.1 An applicant for Membership or a Member may appeal to the Board of Directors against a decision of the Membership Department in the following circumstances:-**
- 15.1.1 An applicant may appeal against a decision to decline their application for membership
- 15.1.2 A Member may appeal against a decision to impose discipline or sanctions against the Member for breaches of the GGF Consumer Code of Practice and/or these Rules
- 15.1.3 A Member may appeal against a decision to terminate the Membership of that Member for breaches of the GGF Consumer Code of Practice and/or these Rules
- 15.2 The appellant shall serve notice of appeal to the Chief Executive. This must be done within 30 days of the date on which the appellant was sent written notification of the decision against which the appeal is being made.**
- 15.3 Any Member of the Board of Directors who has a direct business connection to the appellant or may have a conflict of interest may not take part in hearing the appeal.**
- 15.4 Notification of Appeal Hearing**
- 15.4.1 The Board of Directors shall hear the appeal at the next Board meeting provided there are at least 28 days from the receipt by the Chief Executive of the appeal. Otherwise the Chief Executive will agree with the President a suitable date for the Board to hear the appeal and be within 60 days from receipt of the appeal.
- 15.4.2 The appellant shall be given at least 21 days' notice of the time, date and venue of the appeal hearing.
- 15.5 Representation at the Hearing**
- 15.5.1 The appellant may be represented at the hearing by a director/member of its staff, and a professional representative if desired.
- 15.5.2 The Federation shall be represented by the President or other Member of the Board of Directors present at the meeting at which the relevant decision was taken.
- 15.6 Preparation for the Hearing**
- 15.6.1 Not less than 7 days before the hearing both parties shall:
- notify the Chief Executive as to who will be representing them at the hearing
  - advise the Chief Executive of the identity of any witnesses to be called at the hearing
  - deliver to the Chief Executive any documentary evidence to be presented
- 15.7 Proceedings at the Hearing**
- 15.7.1 The appellant's representative shall present its case and the Federation's representative shall respond.
- 15.7.2 Witnesses may be examined, cross-examined and re-examined. Documents and other evidence may be presented.
- 15.7.3 When the Federation's response to the appellant's case has been concluded, the appellant's representative shall give a brief summing up, followed by the Federation's representative.
- 15.7.4 Any procedural issues shall be determined by the Chairman.

## Section 16:

## Dissolution

- 15.7.5 At the conclusion of the hearing or as soon as possible afterwards, the Board of Directors shall advise its decision, after due consideration. This will be confirmed in writing to the appellant within 7 days of the decision.
- 15.7.6 The decision of the Board shall be final and binding.
- 15.7.7 The Board of Directors may make a recommendation to the President of the Federation as to whether its decision should be publicised.
- 15.7.8 A record of the proceedings shall be taken and shall be kept, together with any documentary evidence submitted, for at least one year.
- 16.1 The Federation may be dissolved by a resolution of a Members' General Meeting. Such meeting shall be convened by not less than 21 clear days written notice. The notice shall set out the resolution which it is proposed shall be considered and, if thought fit, passed.**
- The resolution shall, in addition to the proposal for dissolution, contain full proposals for procedure on dissolution, including provision for the discharge of debts and liabilities of the Federation and for the disposal of the surplus assets, the books, papers and other property of the Federation.
- The majority requisite for passing such a resolution shall be a majority consisting of not less than three-quarters of the Members present and voting.
- 16.2 The Board of Directors shall have full powers to do everything necessary for the liquidation of the affairs of the Federation.**
- 16.3 If on dissolution it is decided to preserve any books, documents or papers which, in the opinion of the Board of Directors are of a confidential nature, these shall be placed in the safe custody of some solicitor or accountant independent of the trade in every respect in a manner provided for by resolution.**





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