



BYE – LAWS

PERIMETER SECURITY SUPPLIERS ASSOCIATION (PSSA)

Incorporated 1st August 2009 under company number 6978203

BYE LAWS

SCOPE

The scope of the Bye Laws and how they may be amended is set out in Article 62 of the Company's Articles of Association. In the event of a conflict between the Bye Laws and the Articles, the Articles will prevail.

MEMBERSHIP APPLICATIONS

1. A Membership application form must be completed. The application form requires the applicant to agree to abide by the Memorandum and Articles of the PSSA and by these Bye Laws.
2. Membership shall be open to any company or to any person representing any company or firm which in the opinion of the Council (as detailed hereinafter) is eligible in accordance with clause 3 below. The Council may in its absolute discretion decline to accept any application for Membership without assigning any reason.
3. There are different Categories of Membership:
 - Category A – Physical product suppliers.
 - Category B – Service providers and specifiers.
 - Category C – Installers
 - Associate Members – Test houses, government agencies, end users.
 - Special category(ies) – at the discretion of the Council.

ENTRANCE FEES AND SUBSCRIPTIONS

Each Member may pay such initial sum by way of entrance fee on becoming a Member and will pay such annual or other periodical contributions, calculated on such basis and payable at such time or times as agreed by the Members in General Meeting.

RESIGNATION AND TERMINATION OF MEMBERSHIP

Membership shall terminate upon the happening of any of the following events:

1. If the Member gives six months notice in writing by fax, registered post or receipted email to the offices of the official secretariat of the PSSA, the Membership will cease after six months. On expiry of such notice such Member shall forfeit all benefits and interest in the funds of the PSSA but shall be liable for any unsatisfied dues or commitments to the PSSA.
2. Upon the appointment of a Liquidator or Administrator.
3. If any sum payable by the Member to the PSSA shall remain unpaid for a period of three months after it has become due and the Council resolves that the Membership be terminated.
4. If in the opinion of the Council the Member ceases to be eligible for Membership.
5. If the Council resolves that Membership be terminated.

COUNCIL

1. The Council of the PSSA (referenced as the Executive in the Memorandum & Articles) shall consist of the directors of the company (PSSA) and such other persons as shall be elected from time to time. The Chairman will act as Chairman of the Council. In his/her absence at meetings, a chairperson shall be elected from amongst those present.
2. The Council shall have a minimum of 5 members and no more than 12. There shall be a minimum of 60% of Council members representing Category A members.
3. The Council may co-opt additional Council members between General Meetings of members, subject to their formal election at the first subsequent Annual General Meeting.
4. The office of a Member of the Council shall be vacated:
 - (i) If he/she resigns from office by written notice to the PSSA Secretary.
 - (ii) If the General Meeting resolves that his/her office be vacated.
 - (iii) If he/she retires by rotation at an Annual General Meeting and is not re-elected.
 - (iv) In other such circumstances as are prescribed by the Articles of Association for the time being.
5. The Council may fill any casual vacancy in the office of Chairman, Vice-Chairman or Treasurer and any person so appointed shall hold office until the next rotation of Officers takes place in accordance with the Articles of Association.

OFFICERS OF THE COUNCIL

1. The Officers shall be members of the Council.
2. The Officers shall be: The Chairman, The Vice Chairman and The Treasurer.
3. Each Officer shall be appointed and hold office in accordance with the Articles of Association of the Company.
4. An Officer shall cease to act as an Officer if membership of the Council is terminated for whatever reason.

PROCEEDINGS OF THE COUNCIL

1. Subject to the provision of these Bye Laws, the Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
2. The Council shall be responsible for the orderly running of all matters pertaining to the operation of the PSSA and compliance with all regulatory requirements; and is responsible for the implementation of policy in accordance with Members' resolutions approved in General Meeting; and generally shall transact all business and exercise all powers as are not by the Articles of Association or by these Bye Laws required to be transacted or exercised by the General Meeting.
3. The quorum for transacting business shall be three. Every Member of the Council present at any such meeting shall have one vote.
4. All questions arising at any meeting of the Council shall be determined by a simple majority of votes cast.
5. Minutes of all meetings of the Council shall be kept.
6. Members of Council shall be entitled to attend any meeting of PSSA committees and working groups and shall be entitled to see minutes of all such meetings.
7. The Council may delegate any of its powers and duties to designated committees or working groups.

COMMITTEES AND WORKING GROUPS

1. The Council may appoint Committees and/or Working Groups to act as standing committees or working groups or as *ad hoc* committees or working groups.
2. Subject as provided in these Bye Laws, a Committee/Working Group may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and all the provisions relating to Proceedings at Meetings of the Council shall *mutatis mutandis* apply to the proceedings at any meeting of a committee.
3. Three representatives from member companies, for the time being of a committee/working group, shall form a quorum for all purposes at a meeting of a committee/working group.

FINANCIAL ACCOUNTS

1. The Management Council shall cause Accounting records to be kept in accordance with legislation.
2. The Treasurer shall report summary financial information to the Management Council.
3. The Accounting records shall be kept at the registered office, or subject to legislation, at such other place or places as the Council shall think fit and shall always be open to inspection by members of the Council.
4. The Council shall from time to time determine whether and to what extent and at what times and places under what conditions or regulations the accounts and books of the PSSA or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the PSSA as conferred by statute or authorised by the Council or by the PSSA in General Meeting.

5. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the external accountants, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any of the documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the external accountants and to all other persons entitled to receive notices of General Meetings in the same manner in which notices are hereinafter directed to be served.

MEETINGS

1. For avoidance of doubt, a member of the Council, a Committee or Working Group shall be treated as present at a meeting notwithstanding that he or she is not physically present if he/she is in communication with the meeting by telephone, video conference or other telecommunication link.

As at 01.08.09.
PSSA Bye Laws