

Code of Conduct

1. Name of the Association

The name of the Association shall be the Aluminium Stockholders Association.

2. Definitions

- a. The products covered by this Association are all pure and alloyed aluminium in rolled, drawn and extruded product forms.
- b. "Stockholder" means a firm, company or individual able to satisfy the Council that their business is the holding of stocks of the products mentioned in (a) above, in their own warehouse(s) in the United Kingdom.

3. Objectives

- a. For all Members to endeavour to achieve the highest standard of quality and service, and thereby demonstrate to customers and suppliers the advantages of trading with ASA Members.
- b. To communicate with all appropriate Associations and Organisations of Manufacturers engaged in the Aluminium Trade in establishing fair and equitable principles in those trades as between manufacturers, stockholder and consumer.
- c. To be a forum for discussion between members.
- d. To circulate information from time to time.
- e. To protect and further the interests of the Members of the Association..
- f. To represent to the legislature and other public bodies the views and interests of Stockholders; to promote and support or to oppose legislative and other measures affecting their interests.
- g. The ASA Code of Practice requires that all full members:-
 - § Endeavour to achieve the highest standards of quality and service.
 - § Develop and share mutually beneficial long term partnerships with both customers and suppliers.
 - § Behave with total integrity at all times.
 - § Act responsibly towards the environment.
 - § Promote good relations with customers, suppliers, staff and the local community.

4. Firms Eligible For Full Membership

Membership of the Association shall be open to firms, companies or individuals:

- a. who are domiciled or whose registered offices are in the United Kingdom, and whose warehouse(s) are also in the United Kingdom; and
- b. who are bona fide Stockholders of products, as defined in 2b and who can evidence that in the previous trading year they have sold at least 300 tonnes of aluminium products, as per 2a, and intend to continue at this minimum level; and
- c. who regularly hold in their own warehouse(s) a minimum stock of 75 tonnes of aluminium semi-fabricated products, as defined in 2b, for re-sale purposes; and
- d. who have traded under their current trading name for a minimum of 3 years or who have a Parent Company that has traded for a minimum of three years; and
- e. who will comply with the Association's requirements for statistics; and
- f. who agree to observe the Rules of the Association; and
- g. whose qualifications comply with any additional or amended condition as laid down from time to time by the Association in an Annual or Special General Meeting; and
- h. who operate a quality system equivalent to BS EN ISO 9001: Y2000

Associate Membership is open to Companies:- Who have production facilities for rolled or extruded aluminium and aluminium alloy semi-fabricated products and who freely offer their products for sale to Full Members of the Aluminium Stockholders Association. Associate Members would have two representatives on the Council, representing the Rolled Product Members and the Extruder Members respectively. They would each have one vote and would be entitled to attend the four General Meetings and throughout the year, and the Annual General Meeting. They would also automatically be invited to participate in any of the Association's social activities. Associate Members must agree to abide by the rules of the Aluminium Stockholders Association. Acceptance of prospective Associate members is at the discretion of the Council. Subscriptions payable by Associate Members will be £1,900 per annum or as determined by the Council from time to time.

Affiliate Membership is open to Companies:- Who are suppliers of equipment, goods or services to the Members of the Association. Affiliate Members would automatically be invited to participate in the Meetings and social activities of the Association. Affiliate Members must agree to abide by the rules of the Aluminium Stockholders Association. This Membership has no voting entitlement and subscription fees are £544 per annum or as determined by the Council from time to time.

5. Election of Members

Election of the Members shall be by the Council of the Association which may accept or reject such applications as it thinks fit. The forms of application for Membership and the manner of election shall be such as the Council may from time to time determine. Every Member upon election shall agree to be bound by these Rules and by such other conditions and arrangements, if any, as may be in existence at the time of election or which may come into force during the period of Membership.

6. Officers

The Officers shall consist of a Chairman, the Immediate Past Chairman, a Vice Chairman and Honorary Treasurer who, except for the Immediate Past Chairman,

shall be elected at the Annual General Meeting. The Chairman may not hold the office for more than two consecutive years. The Officers shall be ex-officio Members of the Council and of all the Committees and Sub-Committees. An Officer leaving the industry must immediately notify the Council and resign his/her post if the Council so desires.

7. Council

The affairs of the Association shall be under the sole management and control of the Council which shall consist of not less than six persons nor more than twelve persons elected, so far as is practical, by the Members of the Association and it shall have power to co-opt up to three Council Representatives, to be confirmed at the Annual General Meeting immediately following and thereafter annually. Any Members desirous of putting forward a candidate for the Council shall do so by submitting the name in writing to the Secretary on the form agreed by the Council, such nomination to be received at least twenty eight days before the date of the Annual General Meeting, each nomination to be independently proposed and seconded by Association Members. One third or the nearest number to one third of the Council shall retire at the Annual General Meeting but be eligible for re-election. Any person on the Council leaving the industry or leaving his/her Member company must immediately inform the Council and resign if the Council so desires.

8. Proceedings of the Council

The Chairman shall preside at all meetings of the Council, and such other meetings as the Council may decide. In his/her absence the Chair shall be taken by the Vice Chairman or in his/her absence by the Immediate Past Chairman and if he/she not be present, by such other Member of the Council as may be elected by the Meeting.

9. Powers of the Council

The Council shall have the power to deal with all matters relating to the Association.

10. Committees

The Council may from time to time appoint from among its Members such Committees and Sub-Committees as it may deem necessary or expedient, and may depute or refer to them such powers of the Council as it may think fit. Such Committees and Sub-Committees shall have power to co-opt and shall periodically report their proceedings to the Council, and shall conduct their business in accordance with the directions of the Council.

11. Quorum of the Council

Five Council Members present in person shall form a quorum of the Council of which two must be non-current office holders and must have been duly elected at an Annual General Meeting.

12. Quorum of General and Extraordinary Meetings

A quorum shall consist of not less than twelve Members represented in person or by proxy and every resolution at a General Meeting shall be decided by the majority of those present and voting.

13. Annual General Meeting

The Annual General Meeting of the Association at which the Chairman shall preside or failing him/her the Vice Chairman or failing him/her the Immediate Past Chairman or in their absence, a Council Member duly chosen, shall be held at least once every twelve months, or as otherwise decided, and each meeting shall be convened by notice in writing from the Secretary who shall give not less than twenty one days notice to Members of the date.

14. General Meetings

General Meeting shall be held at such times as are decided by the Council.

15. Votes

- a. For normal business each Member present, whether an individual, firm or company, shall be entitled to one vote and the Chairman of the meeting shall be entitled to a second or casting vote.
- b. Any Member, however, whether an individual, firm or company may demand a poll in which event voting shall be related to the annual tonnage sales by member company and be as follows:
 - 300 - under 3,000 tonnes 4 votes
 - 3,000 - under 6,000 tonnes 8 votes
 - 6,000 - under 12,000 tonnes 12 votes
 - 12,000+ tonnes 16 votes

16. Decisions

All resolutions of General and Council Meetings shall be declared and carried if adopted by a majority of Members present and voting except as herein otherwise provided.

17. Representation at Meetings

Each Member consisting of a firm or company shall be represented at any meeting by one Partner or Director or a responsible employee duly authorised, in writing, to vote on behalf of the Member whom he represents.

18. Extraordinary General Meetings

The Secretary, on receiving a written requisition signed by not less than six Members of the Association, shall not less than twenty one days nor more than fifty six days from the receipt of such requisition convene an Extraordinary General Meeting to consider the subject referred to in such requisition. No business shall be transacted at such Extraordinary General Meeting other than that for which at least twenty one days prior written notice has been given, and no resolution at an Extraordinary General Meeting shall be declared carried unless it has been passed by a majority of not less than two thirds of the Members present and entitled to vote.

19. Records of Proceedings

The proceedings of all General, Extraordinary and Council Meetings of the Association shall be recorded in the Minute Book of the Association. The proceedings of all Meetings of the Association are strictly private and confidential and

no information shall be given to the press or any person who is not a Member of the Association, except by the authority of the Council or of a General Meeting.

20. Secretary

The Council shall have full power to appoint a paid Secretary and define his/her duties from time to time.

21. Accounts and Auditors

The Council shall cause true and proper Accounts to be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Association. Once at least in every year the Council shall lay before the Association in the Annual General Meeting, Revenue and Expenditure Account and Balance Sheet, for the period since the preceding Account made up to date not more than nine months before such Meeting. The Accounts of the Association shall be audited annually by Auditors appointed at the Annual General Meeting who shall be subjected to annual election. The accounts referred to above shall be presented at the Annual General Meeting by the Honorary Treasurer or in his absence by another Honorary Officer.

22. Property of the Association

The property of the Association shall be under the control of the Honorary Treasurer and shall be vested in him on trust for the Association. He shall deal with the property of the Association as directed by resolution of the Council of which an entry in the Minute Book shall be conclusive evidence and the Honorary Treasurer shall be indemnified against risk and expense out of the Association's property.

23. Subscriptions and Entrance Fees

The annual subscriptions shall be determined from time to time at the Annual General Meeting. The Council shall at any time be entitled in its sole discretion to require an entrance fee to be paid by the applicant as a condition of election or re-election.

24. Resignation of Members

A Member wishing to resign his/her Membership of the Association must do so in writing to the Secretary and give one clear calendar month's notice. The financial year of the Association shall be from 1st April to 31st March, the subscriptions for such a period being due to the Secretary by 30th June in each year. (Amended 4th July 1990). Any Member withdrawing from the Association during the current year shall be liable for his subscription for such year.

25. Removal from Membership

The Council shall be entitled at any time to remove from Membership any Member of the Association provided that, before such removal, notice be given to the Member who it is proposed to remove of the grounds upon which it is proposed to remove him and of the date before which such Member may make representations to the Council against his removal or to a General Meeting if he so desires. Not less than fourteen days notice shall be given within such representations may be made in writing, and

the Council before finally deciding upon such shall consider any representation so made.

26. Notices

All notices sent by post to any Member shall be deemed to be effective if properly addressed and postage paid. The last address as notified to the Association shall be deemed to be the correct address and service of notice shall be deemed to be the date of any such posting of any such notice.

27. Rules

The Council shall be the sole authority for the interpretation of these Rules and of the by-laws and regulations made thereunder; and the decision of the Council upon any question of interpretation or upon any matter affecting the Association and not provided for by these Rules or by the by-laws and regulations made thereunder shall be final and binding on the Members. A copy of these Rules shall be sent to each Member of the Association. These Rules may be added to, replaced or amended by resolution on any Annual or Special General Meeting, provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two thirds of the Members voting thereon.

28. Dissolution

If at any General Meeting a resolution for the dissolution of the Association shall be passed by at least two thirds majority of the Members present, and such resolution shall, at a Special General Meeting held not less than one month thereafter, be confirmed by a resolution passed by a majority of two thirds of the Members voting thereon, the Council shall thereupon or at such future date as shall be specified in such resolution, proceed to realise the property of the Association; and after discharge of all the liabilities shall divide the same between all Members according to their respective current subscriptions, and upon the completion of such division the Association shall be dissolved.

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