



# **Articles of Association**

**of**

# **VinduesIndustrien – Association of Danish Window Manufacturers**

**April 2024**

As amended and adopted at the Ordinary General Meeting of the Association, 11 April 2024

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## 1. Name

The name of the Association is VinduesIndustrien.

The Association was established at a meeting at Byggecentrum in Middelfart on 18 April 1977.

The Association is known in English as the Association of Danish Window Manufacturers and in German as Verband Dänischer Fensterhersteller.

## 2. Registered Office

The registered office of the Association is the address of the Association secretariat at any one time.

## 3. Objectives

### 3.1 The objectives of the Association are to:

- a. attend to the technical and professional interests of the industry (excluding the marketing of the individual companies) vis-à-vis the authorities, organisations and institutions, building owners, project engineers and architects and other consumers in the building sector as well as suppliers;
- b. establish collaboration with similar or related industry associations in Denmark and abroad;
- c. assist in resolving technical issues common to the industry;
- d. provide factual information in the product field;
- e. monitor that non-members also provide technically factual information about their products and, if necessary, criticise the lack of such information;
- f. establish and implement internal production statistics, via an external impartial auditor;
- g. establish and implement an internal information service;
- h. process, publish and update the “Technical Requirements for the manufacture of windows and external doors” of the Association;
- i. ensure that the regulatory requirements and standards in force at any one time in Denmark, including requirements under the EU Construction Products Regulation, have been complied with;
- j. assist in ensuring a high degree of trust in the industry.

### 3.2 Organisational affiliations

The association is a member organisation of Danish Industry, DI.

If possible, all members of the Association must be members of DI.

The Association and its members are always subject to the Articles of Association applicable to DI and to the policies and guidelines laid down by DI's elected management, including DI's compliance rules.

#### **4. Activities**

The objectives of the Association shall be promoted through activities such as:

- internal and external information activities;
- working groups;
- group activities in material-related sections;
- conferences, information events, courses, etc.;
- national and international collaboration;
- setting up and operating a warranty scheme.

#### **5. Membership**

##### **5.1 Admission**

Membership is open to:

- 1) Danish and foreign companies engaged in the industrial manufacture of windows, window components and external doors;
- 2) subsidiaries and parent companies operating solely as sales companies when the manufacture mentioned in item 1 above is undertaken in a Danish or foreign parent company or in a different subsidiary which is fully owned by the parent company.

At the time of applying for membership, the company must have been established for at least one year under its current name and in its current corporate form.

A condition of membership is that at the time of admission, the auditor of the Association is able to assess the company as a going concern.

The accounts of non-Danish companies must comply with internationally recognised accounting principles.

As regards the above-mentioned subsidiaries operating solely as sales companies or production companies, it is a prerequisite of their membership that the parent company provides a suitable guarantee for any obligations which the subsidiary may have towards VinduesIndustrien and the warranty scheme.

Membership of the Association is applied for at the secretariat of the Association. This application must include information regarding the membership category for which the company applies. The company may be a member of VinduesIndustrien with a part of the company.

The General Meeting may set up several categories of Association membership. The categories may be organised according to company types, forms of organisation, special areas of interest and wishes for Association services. The Executive Committee is at any time entitled to decide on the categorisation of the members.

The final decision concerning admission is made by the Executive Committee alone. Refusals for admission or referrals to another membership category may, if so wished by the candidate, be submitted to the General Meeting for renewed consideration.

Danish and non-Danish companies, trade organisations and institutions affiliated with or interested in the window trade may be admitted as associated members.

The Executive Committee alone decides on the admission of associated members.

After a unanimous recommendation from the Executive Committee, the General Meeting may appoint individuals as honorary members, whether they comply with the membership conditions or not.

The members and associated members of the Association must at any time keep the Association secretariat informed about the email address to which the Association may effectively send information.

## 5.2 Requirements

Every member is required to comply with the Articles of Association in force at any time as well as the decisions made by the General Meeting or the Executive Committee on behalf of the Association.

Members may choose to use and comply with VinduesIndustrien's Common Terms and Conditions of Sale and Delivery.

Members are required to supply a warranty on products delivered which is in accordance with the current warranty declaration of VinduesIndustrien.

Members are required to be affiliated to DVV's warranty scheme.

Members are required to take out business and product liability insurance with increased coverage under VinduesIndustrien's main collective insurance policy.

Members are required to work for non-biased hearing of appeals in connection with consumer purchases by allowing the hearing before Byggeriets Ankenævn - the Appeals Board established by the Danish Consumer Council, the National House Owners Association and the Danish Construction Association.

Members are required to comply with the decisions made by the Appeals Board. This requirement applies both to members who sell units directly to consumers and to members who sell units indirectly to consumers through an intermediary, for example a carpentry business or a timber merchant. This requirement is conditional on the member having had reasonable opportunity to attend to his interests in connection with the Appeals Board's hearing of the case, including an opportunity for the member to request and/or participate in an expert's inspection, if conducted.

As soon as the operator of the VinduesIndustrien warranty scheme has received a request for coverage

non-compliance with a decision/ruling requiring the member to rectify defects/shortcomings or pay compensation, respectively, the VinduesIndustrien's warranty scheme is entitled to request payment from the member of a sum equal to the cost of the rectification as determined or documented, respectively, by an expert.

Subject to a more detailed decision by the Executive Committee, members are required to disclose annual turnover figures and other information of significance to the Association's safeguarding of members' common interests. This applies for example to the provision of data for production volume statistics. The data is forwarded to the Association's certified accountant. If requested to do so, members are required to provide certification of figures by their own certified or chartered accountant.

The Executive Committee may lay down rules under which members who do not comply with the above disclosure requirement can be fined or, depending on the circumstances, can be excluded.

If a materials-related section has been set up within his manufacturing area, the member is required to participate in the professional and economic agreements and requirements adopted by the section.

The above requirements do not apply to affiliates.

### **5.3 Rights**

The employees of member companies have access to Association events. The members will receive invitations, information notices and other general material issued by the Association.

As regards affiliates, the Executive Committee will decide the extent to which they shall receive invitations, information notices and other general material.

At the request of members within the same materials group, the Executive Committee may form a section to handle special interests within the materials area in question. The section is responsible for delimiting its field of interest while avoiding conflict with the overall interests of the Association, however. Such matters are decided by the General Meeting.

At the recommendation of the section, the Executive Committee decides whether to establish its own secretariat function or make use of the Association secretariat.

### **5.4 Cancellation**

Memberships may be cancelled *without* observing the time limit stated in Section 5.6(1) if the conditions of membership under Section 3.2 of these Articles of Association are no longer fulfilled.

A member whose estate is placed under receivership or administration of an estate as an estate of which the beneficiaries disclaim all debts and liabilities or which enters into liquidation, will cease being a member from the end of the calendar quarter in which the Association learns of the bankruptcy or liquidation unless the estate declares that it will enter into the membership.

If after a demand made not later than one month after the due date, a member / affiliate has not paid the membership fee or charge not later than three months after the due date, the Executive Committee is entitled to cancel the membership.

Companies whose memberships are cancelled due to arrears or leave the Association in any other way while being indebted to the Association, cannot be re-admitted until all amounts due have been paid.

### **5.5 Exclusion**

If it finds that a member / affiliate no longer meets the applicable admission criteria or harms the reputation and work of the Association or fails to fulfil in some other material way its obligations towards the Association, the Executive Committee may cancel the membership of, or expel the member concerned.

A member may also be expelled if, in the opinion of the Executive Committee, he fails to comply with a decision by the Appeals Board without reasonable cause.

Any exclusion may be the subject of an appeal, with suspensive effect, to the next ordinary or extraordinary general meeting.

The appeal, which may be lodged by the member or by an Executive Committee member, must be lodged not later than two weeks after the member has received notification of the decision.

Revocation of the certificate under the certification scheme chosen by VinduesIndustrien will cause the immediate exclusion of the member from VinduesIndustrien.

An excluded member is not entitled to a share of the Association's capital.

## **5.6 Withdrawal**

A member may withdraw from the Association only after giving three months' notice to the end of a calendar year, at the earliest to the end of the second year following the year of admission.

If a member company is sold or ceases business, withdrawal may take place irrespective of the rules mentioned in Section 5.6, first paragraph, with effect from the calendar quarter in which the company transfer takes place or the company in question ceases business.

If member companies change their names or CVR nos., the Executive Committee must hear each case and decide on the continued membership of the company. Continued membership will be contingent on the company maintaining all previous obligations in relation to the applicable DVV warranty of five years.

If a member company leaves the Confederation of Danish Industry, DI, withdrawal from the Association will take effect from the time the company's DI membership ceases.

If a member withdraws or is expelled from the Association, it will not be released from its obligation to pay the membership fee until the effective date of the withdrawal.

Members who, irrespective of cause, have retired from the Association before its dissolution, if any, cannot claim any part of the Association property, if any.

## **6. Funds**

### **6.1 Association funds:**

The Association's funds may only be used to promote the objectives of the Association.

### **6.2 Accounts:**

The financial year of the Association is the calendar year.

The Association's accounts and collection of membership fees will be handled by DI and the accounts will be audited by DI's chartered accountant.

### **6.3 Membership fee:**

The Association shall charge a registration fee and a membership fee the amount of which shall be determined for one year at a time by the Ordinary General Meeting.

On joining the Association, new members shall pay, in addition to the registration fee, a proportional share of the ordinary and extraordinary membership fee for each remaining, non-completed month of the financial year.

The annual fee for membership of VinduesIndustrien is payable on demand.

Companies manufacturing in several materials categories within the same company shall pay registration and membership fees as one member company.

A subsidiary of a VinduesIndustrien member company shall pay its registration and membership fees as an ordinary member company and be entitled to vote as such.

The payment for affiliation to a section is determined by the section.

Affiliates are charged an annual membership fee the amount of which will be determined for one year at a time by the Ordinary General Meeting.

#### **6.4 Grants:**

The Association can apply for and receive contributions from Danish and international research and technology councils, foundations, grant-giving bodies, etc.

### **7. Management**

#### **7.1 Executive Committee:**

The Association is managed by an Executive Committee of maximum seven members elected at the annual Ordinary General Meeting for a term of two years at a time so that half of the Executive Committee members retire in even years and the other Executive Committee members in odd years. A member may be re-elected.

Persons representing a member company and who have the power to make decisions on behalf of the company will be eligible for the Executive Committee.

The Executive Committee will at any one time be constituted so that all materials categories are represented by at least one member.

At least one of the representatives of a materials group elected at the General Meeting will form part of the management of a section in his area, if such a section exists.

If an Executive Committee member resigns during the term for which he was elected or if he is unable to attend the Executive Committee work for a prolonged period of time, the Executive Committee will call in the substitute who was elected in the same materials category. After joining the Executive Committee, the substitute will sit for the remainder of the resigned member's term. If a period between two elections sees the resignation of more than one Executive Committee member within each materials group, the Executive Committee will co-opt members in their place until the next General Meeting.

Substitute members come up for election every year.

The Executive Committee elects a chair and a vice-chair from among the Committee's members at the first Committee meeting after a General Meeting where Executive Committee members have been elected. Membership of the Executive Committee is honorary but members are entitled to a refund of travelling and meal expenses in the course of their duties.

The Executive Committee is in charge of the day-to-day running of the Association through a secretariat that handles the current business of the Association.

The Executive Committee is quorate when at least four of the Committee members are present at the same time as all materials categories. Every Executive Committee member has one vote each and decisions shall be taken by a simple majority. Where there is parity of votes, the Chair or, in his absence, the Vice-Chair of the Executive Committee has the casting vote.

Should a disagreement in materials-related matters arise, each member of the Executive Committee has a veto. Questions in such matters will be referred to the General Meeting.

The Executive Committee may set up working groups to support the Association's strategy development, activities and work as deemed necessary by the Executive Committee or the General Meeting. The Executive Committee lays down the tasks, competencies and compositions of the working groups and sets guidelines for the work in the working groups.

To a relevant extent, the Association may take part in international collaboration. The Executive Committee makes decisions regarding registration with such organisation. Expenses for international collaboration will be defrayed by the Association unless otherwise decided by the General Meeting.

The Association is represented by three Executive Committee members jointly, one of whom must be the Chair. Power may be delegated.

The members of the Association have no personal liability regarding the obligations falling on the Association.

Executive Committee members may not take advantage of or divulge to outsiders confidential information which they have acquired in their capacity as members of the Executive Committee.

## **7.2 General Meeting:**

The General Meeting is the highest authority of the Association.

The annual Ordinary General Meeting is held in March or April and is called by letter or email with a minimum 21 days' notice. The notice calling the General Meeting must state the time and place of the General Meeting as well as an agenda. The audited accounts approved by the Executive Committee as well as the budget proposal for the next year will be sent to the members with the notice calling the General Meeting.

Proposals from members which they wish to have included for decision at the General Meeting as well as candidatures as a member of the Executive Committee or substitute member of the Executive Committee must be submitted to the secretary in writing within two weeks of the General Meeting.

The final agenda with documents attached to be included for decision must be sent within eight days of the General Meeting.

The agenda of the Ordinary General Meeting must contain at least the following:

- a. Election of a chair of the meeting
- b. Presentation and approval of the Boards/Executive Committee report
- c. Accounts for approval by the General Meeting
- d. Consideration of proposals received
- e. Presentation of the budget and determination of the registration and membership fees
- f. Election of members of the Executive Committee
- g. Election of substitute members of the Executive Committee
- h. Election of Executive Committee members for the Technical Committee
- i. Any other business

As a supplement to personal appearance at a General Meeting, the Executive Committee may decide to allow members to participate electronically at the General Meeting, including to vote electronically with personal appearance. The Executive Committee will lay down the particulars regarding electronic participation. Information about this must be provided in the notice calling the General Meeting.

The Executive Committee may decide that all of the General Meeting must be held electronically.



An Extraordinary General Meeting must be called if deemed necessary by at least three members of the Executive Committee or requested by at least one-fifth of the Association members; the notice calling the Meeting must list the matters for discussion. The Extraordinary General Meeting must be held within five weeks of a lawful request for it being submitted to the Chair or Vice-Chair, respectively. The Meeting must be called with a minimum of 21 days' notice. In addition to the matters which caused the Extraordinary General Meeting to be called, the agenda of the Meeting must comprise the election of a chair of the meeting.

Otherwise, Extraordinary General Meetings will be held according to the same principles as Ordinary General Meetings, including rules regarding chair of the meeting, proxies, voting, appearance and electronic holding of the meeting.

Unless otherwise provided by these Articles of Association, the General Meeting is always quorate by the members appearing and represented, irrespective of their numbers.

In ballots and elections, each member has one vote.

Associated members do not have the right to speak and vote at the General Meeting and cannot be elected for the Executive Committee.

Absent members may be represented members present by a written proxy. However, a member may only act as a proxy for up to one other member. The Executive Committee may have an unlimited number of proxies.

All decisions at the General Meeting are made by a simple majority of the valid votes cast (however, cf. Sections 8 and 9). Blank votes are not included when counting the votes cast.

Voting, including election to the Executive Committee, may be by acclamation, however, voting must be in writing upon a request, or when the Chair of the General Meeting so determines.

## **8. Amendments to the Articles of Association**

The Articles of Association may be amended only by a General Meeting called and held in accordance with Section 7.2. Proposals for an amendment of the Articles of Association must be submitted in writing to members along with the notice calling the General Meeting. Adoption of the proposal requires the presence in person or by proxy of at least one-third of the Association members entitled to vote and that the adoption is backed by at least two-thirds of the valid votes cast.

If a minimum of one-third of the members entitled to vote is not represented, yet two-thirds of the votes cast are in favour of the proposal, an Extraordinary General Meeting may be called within five weeks at the latest. At this Meeting, the proposal can be adopted by simple majority regardless of the number of members represented.

### **8.1 Withdrawal from DI and expulsion**

Decisions on the Association's withdrawal from DI and reversal of a decision made by the Executive Committee regarding the expulsion of a member must be made according to the same rules as amendments to the Articles of Association, cf. Section 8.

## **9. Dissolution**

If a proposal to this effect is put forward, the Association may be dissolved following the rules listed under Section 8. However, adoption of the proposal requires the presence of at least half the members entitled to vote and adoption of the proposal by at least three-quarters of the valid votes cast. If half the members entitled to vote are not present, yet three-quarters of the valid votes cast are in

favour of the proposal, an Extraordinary General Meeting must be called. At this Meeting, the proposal can be adopted by simple majority regardless of the number of members represented.

On dissolution of the Association, its funds must be used in accordance with the Association's objectives and distributed in accordance with a decision by simple majority at the final General Meeting.

These Articles of Association were first revised prior to and approved at an Extraordinary General Meeting on 25 September 1978.

At the General Meetings held on the dates below, revisions of the following Sections was approved:

|                 |   |
|-----------------|---|
| 24 October 1980 | Section 6.3   |
| 21 October 1981 | Sections 5.1 and 6.4  |
| 26 October 1984 | Sections 5.1, 5.2, 5.4, 6.3 and 7.1   |
| 24 March 1988   | Sections 4, 5.1, 5.2, 6.2, 6.3 and 7.1  |
| 23 March 1993   | Sections 2, 3, 4, 5.1, 5.2, 5.4, 5.5, 6.2, 6.3, 6.4, 7.1, 7.2, 8 and 10   |
| 24 March 1994   | Section 5.3 and ANNEX A: Section 3.4  |
| 23 March 1995   | Sections 5.1, 5.3, 5.4, 6.3, 7.2 and ANNEX A: Section 1.2   |
| 20 March 1997   | Section 5.3   |
| 25 March 1999   | Sections 5.3 and 7.1  |
| 30 March 2000   | Section 5.3   |
| 30 March 2004   | Sections 3a, 3j, 5.1, 5.3, 6.2, 6.3, 7.1, 7.2 and ANNEX A: Section 1.3  |
| 7 April 2005    | Front page: Sections 1.3j, 5.1, 5.2, 5.3, 5.5, 6.3 and ANNEX A: Section 1.1, 1.2 (deleted), 1.3, 1.4, 1.5 (deleted), 1.6 (deleted), 3.2, 3.4, 3.6 |
| 29 March 2007   | ANNEX A: Section 3.4  |
| 23 April 2009   | Sections 3j, 3k, 4, 5.2, 5.3, 5.5   |
| 15 April 2010   | Section 5.1   |
| 14 April 2011   | ANNEX A: Sections 1.1, 1.2 and 3.4  |
| 11 April 2013   | Sections 6.2, 7.2, ANNEX A: Sections 1.1 and 1.2  |
| 10 April 2014   | Section 7.2   |
| 19 April 2016   | Sections 5.1, 5.2, 5.3 and 7.2  |
| 19 April 2018   | Section 7.2   |
| 11 April 2019   | ANNEX A: Sections 1.2 and 1.3   |
| 2 October 2020  | Section 3.i, 5.3 and 7.1, ANNEX A: Sections 1.2 and 4   |
| 30 March 2023   | Sections 3.2 and 8.1  |

|               |  |
|---------------|--|
| 11 April 2024 | Sections 3.1, 5.1, 5.2 (deleted), 5.3, 5.4, new 5.4, 5.5, 5.6, 6.2, 6.3, 6.4 (deleted), 6.5, 7.1, 7.2, 8 and 8.1 ANNEX A: Sections 1.2, 3.1, 3.3 and 3.4 |
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## **ANNEX A to the Articles of Association of VinduesIndustrien – Association of Danish Window Manufacturers**

### **Technical Committee for the processing of "Technical Requirements for manufacture of windows and external doors"**

#### **1. Composition of the Committee, etc.**

- 1.1 The Technical Committee consists of seven members.
- 1.2 The six members are elected from among VinduesIndustrien's member companies and their employees or other companies or organisations associated with the construction industry. The election takes place at the Ordinary General Meeting following nomination by the Executive Committee. The six members elected by the General Meeting must represent all materials categories, namely timber, timber/alu, metal, PVCu, FRP (Fibre Reinforced Polymer) and panes. Each member is elected for a two-year term. A member may be re-elected. The seventh member is appointed on the basis of professional criteria by the Executive Committee at their discretion and is subsequently nominated as Chair of the Technical Committee. The nomination of the Chair must be approved by the General Meeting, electing the person in question for a term of three years. A member may be re-nominated.
- 1.3 Where a member retires before the expiry of his term of office, the Executive Committee must immediately appoint a new member to continue the mandate for the remainder of the term.

#### **2. Fields of activity of the Committee**

- 2.1 It is the task of the Technical Committee to process, publish and update the "Technical requirements for the manufacture of windows and external doors" of the Association.

#### **3. Committee meetings and decisions**

- 3.1 The Committee meets at least once annually.
- 3.2 The Managing Director of VinduesIndustrien also acts as the secretary to the Technical Committee and participates in committee meetings but is not entitled to vote.
- 3.3 The secretary is charged with calling meetings in agreement with the Chair of the Committee. Meetings must be called in writing with no less than two weeks' notice and the notice must include an agenda.
- 3.4 The Committee is only quorate when at least four members are present, including the Chair. Decisions are made by simple majority among those present. Where there is a parity of votes, the Chair has the casting vote.
- 3.5 The secretary draws up the minutes of the Committee Meetings and is responsible for the execution of all decisions regarding the Technical Requirements.
- 3.6 The Committee is under an obligation to report to the certification body chosen by VinduesIndustrien and to the Executive Committee of VinduesIndustrien which must approve all proposed amendments.

#### **4. Public consultations in relation to revisions of current editions**

- 4.1 When the Committee has completed a revision or a new edition, this must be posted on the [www.dvv.dk](http://www.dvv.dk) website for a period of at least one month during which stakeholders and others will have the opportunity to submit comments on the revision.