

Rules

of

VinduesIndustrien

Association of Danish Window
Manufacturers

March 2023

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. look after the technical and professional interests of the industry (excl. the marketing of 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 solving technical issues common to the industry.
- d. work to promote loyal cooperation between the Association's members.
- e. provide factual information in the product field.
- f. monitor that non-members also provide technically factual information about their products and if necessary criticize the lack of such information.
- g. develop and implement internal production statistics.
- h. establish and implement an internal information service.
- i. deal with, publish and update the "Technical Requirements" of the Association.
- j. ensure that the regulatory requirements and standards in force at any one time in Denmark, including requirements under the EU Construction Products Directive, have been complied with.
- k. contribute to ensuring a high degree of trust in the industry.

3.2 Organizational affiliation

The association is a member organization of DI.

All members of the organization must be members of DI.

The association and its members are always subject to the statutes applicable to DI, and the policies and guidelines established by DI's elected management, including DI's compliance rules.

4. Activities

The objectives of the Association shall be promoted e.g. through:

- internal and external information activities
- working groups
- group activities in materials-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 operating solely as sales companies when the manufacture mentioned in point 1 above is undertaken in a Danish or foreign parent company or in a different subsidiary which is fully owned by the parent company.

The products shall be manufactured using profiles developed by or at the request of the manufacturer or bought in as semi-finished standardized profiles.

At the time of applying for membership the company must have been established for at least one year under its current name and as the current type of company.

Along with the membership application the applicant must document, in the form of the most recent annual accounts, that the company has an appropriate level of liable equity capital in relation to its total turnover. Only the chartered accountant and the day-to-day management of the Association are allowed insight into the accounts. The assessment of the accounts, including the presence of liable equity capital, is conducted solely by the chartered accountant. The accounts of non-Danish companies must comply with internationally recognized accounting principles.

As regards the above-mentioned subsidiaries operating solely as sales 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. Any decision on the suitability of the guarantee provided rests with Vinduesindustrien's Executive Committee.

The final decision about admission rests solely with the Executive Committee.

However, if a section has already been formed within the materials area of the applicant, the Executive Committee is required to seek an opinion from the management of the section in question before making a decision on admission.

Danish and non-Danish companies, industry associations and institutions affiliated to or interested in the windows industry may be admitted as associate members.

The decision about admission of associate members rests solely with the Executive Committee.

Following the unanimous recommendation by the Executive Committee the General Meeting may appoint individuals as honorary members whether or not they meet the admission requirements.

5.2 Change of type of company and/or ownership

In cases where affiliated companies change their name, type of company and/or ownership, the Executive Committee must consider each case and decide on the continued membership of the company. The basis for such a decision must comprise, among other things, an assessment of continuity in manufacturing, quality control and management. The Executive Committee is also entitled to authorize the Association's registered accountant to inspect the company's accounts and budgets and incorporate the result of the inspection in its decision. It is an additional requirement for continued membership that the company meets all its previous obligations in relation to the five-year warranty applicable to members of VinduesIndustrien.

5.3 Requirements

Members must be affiliated to the certification scheme approved by VinduesIndustrien.

Members can apply and observe VinduesIndustrien's Common Terms and Conditions of Sale and Delivery.

Products supplied by members must be accompanied by warranty cover in line with the warranty terms applicable to VinduesIndustrien.

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

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

Members are required to comply with the decisions made by Byggeriets Ankenævn (the tripartite building sector Appeals Board). The requirement applies both to members who sell elements direct to consumers and to members who sell elements indirectly to consumers through an intermediary, for example a carpentry business or a timber merchant. The requirement is conditional on the member having had reasonable opportunity to look after his interests in connection with the Appeals Board's consideration 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 as a result of non-compliance with a decision/ruling requiring the member to rectify defects/shortcomings or pay compensation, respectively, the VinduesIndustrien 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 chartered 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 up to DKK 10 000 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 associate members.

5.4 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 associate members, the Executive Committee will decide the extent to which they shall receive invitations, information notices and other general material.

Members within the same materials group may form a section to look after 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.

The section decides whether to establish its own secretariat function or make use of the Association secretariat.

5.5 Expulsion

If it finds that a member 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 building sector Appeals Board without reasonable cause.

An 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 shall lead to 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 3 months' notice to the end of a calendar year, at the earliest to the end of the second year following the year of admission, however.

In the case of a substantial change in the Rules of the Association, members who voted against these changes at the General Meeting shall be entitled to withdraw by giving 3 months' notice.

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 shall be audited by a 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 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.

Associate members are charged a membership fee the amount of which shall be determined for one year at a time by the Ordinary General Meeting.

6.4 Membership fee arrears

If having received a demand for payment, presented within one month of the due date, a member fails to pay his membership fee or charges within 3 months of the due date, the Executive Committee is entitled to cancel his membership.

Companies whose membership is cancelled because of arrears or who leave the Association while owing it money cannot be reinstated as members until all monies due have been paid.

6.5 Grants

The Association may 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 7 members elected at the annual Ordinary General Meeting for a term of 2 years at a time and alternating between the election of 2-3 and 4-5 members per year. A member can be re-elected.

Unless a member expressly indicates to the contrary prior to the General Meeting the person holding a proxy vote for that member at the General Meeting shall also be eligible for the Executive Committee and any other post in the Association.

The Executive Committee shall 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 shall 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, the Executive Committee shall call in the substitute who was elected in the same materials category. After joining the Executive Committee the substitute shall sit for the remainder of the resigned member's term. If a period between 2 elections sees the resignation of more than one Executive Committee member within each materials group, the Executive Committee shall co-opt members in their place.

Substitute members come up for election every year.

The Executive Committee elects a chairman and a vice-chairman from among the Committee's members. 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 paid secretariat.

The Executive Committee is quorate when at least 4 of the Committee members are present at the same time as all materials categories. Where there is a parity of votes the Chairman or, in his absence, the Vice-Chairman has the casting vote.

Should a disagreement in materials-related matters arise each member of the Executive Committee has a veto. Questions concerning such matters are submitted to the General Meeting.

The Executive Committee may set up working groups.

The Association is represented by three Executive Committee members jointly, one of whom must be the Chairman. The Executive Committee may delegate power to a member of the Committee or to the Managing Director of VinduesIndustrien to act as its representative.

Members of the Executive Committee 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 called by letter or e-mail with a minimum of 2 and a maximum of 4 weeks' notice. The notice calling the Meeting shall contain an agenda. Proposals from members which they wish to have included for decision at the

General Meeting as well as candidatures as a member of the board or substitute member of the board shall be submitted to the secretary in writing within one week of the Meeting being called.

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

- a. Appointment of a chairman of the meeting
- b. Presentation and approval of the Chairman's report
- c. Presentation of accounts for the approval and granting of discharge by the General Meeting
- d. Consideration of proposals received
- e. Presentation and approval of the budget, including determining 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 a chartered accountant.
- i. Any other business

The audited accounts as approved by the Executive Committee and the budget proposal for the following year shall be forwarded to the members with the notice calling the General Meeting.

An Extraordinary General Meeting shall 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 5 weeks of a permitted request for it being submitted to the Chairman or Vice-Chairman, respectively. The Meeting must be called with a minimum of 2 and a maximum of 4 weeks' notice. In addition to the matters which caused the Extraordinary General Meeting to be called the agenda of the Meeting must comprise the appointment of a chairman of the meeting.

In ballots and elections at both Ordinary and Extraordinary General Meetings each member has one vote. An absent member can be represented at the meeting by a proxy authorized in writing. However, a member can only act as a proxy for up to three other members. All decisions at the General Meeting are made by a simple majority of the valid votes cast (however, cf. point 8 and point 9).

Blank votes are not included when counting the votes cast.

Vote, including election to the Board, can be by acclamation, however, vote shall be in writing upon a request, or when the conductor of the meeting determines it.

Associate members have no speak or voting rights and cannot be elected to the Executive Committee.

8. Amending the Rules

Rules can only be amended by a General Meeting called and conducted in accordance with point 7, paragraph 2. Proposals for an amendment of the Rules shall 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 members entitled to vote and that the adoption is backed by at least two thirds of the valid votes cast. Blank votes are not included when counting the votes cast. If the 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 must be called within 5 weeks. At this Meeting, the proposal can be adopted by simple majority regardless of the number of members represented.

8.1 Denunciation of DI

Decisions on the termination of DI membership must be made according to the same rules as amending the rules, cf. § 8.

9. Dissolution

If a proposal to this effect is put forward, the Association may be dissolved following the rules listed under point 8. 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 less than half the members entitled to vote are represented, 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 distributed in accordance with the Association's objectives and shared out in accordance with a decision by simple majority at the final General Meeting.

These Rules 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 revision of the following points was approved:

24. October 1980	Point 6.3
21. October 1981	Point 5.1 and 6.4
26. October 1984	Point 5.1, 5.2, 5.4, 6.3 and 7.1
24. March 1988	Point 4, 5.1, 5.2, 6.2, 6.3 and 7.1
23. March 1993	Point 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	Point 5.3 ANNEX A: Point 3.4
23. March 1995	Point 5.1, 5.3, 5.4, 6.3, 7.2 ANNEX A: Point 1.2
20. March 1997	Point 5.3
25. March 1999	Point 5.3 and 7.1
30. March 2000	Point 5.3
30. March 2004	Point 3a, 3j, 5.1, 5.3, 6.2, 6.3, 7.1, 7.2 ANNEX A: Point 1.3
7. April 2005	Forside: Point 1,3j, 5.1, 5.2, 5.3, 5.5, 6.3 ANNEX A: Point 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: Point 3.4
23. April 2009	Point 3j, 3k, 4, 5.2, 5.3, 5.5
15. April 2010	Point 5.1
14. April 2011	ANNEX A: Point 1.1, 1.2 and 3.4
11. April 2013	Point 6.2, 7.2, ANNEX A: Point 1.1 and 1.2
10. April 2014	Point 7.2
<u>19. April 2016</u>	Point 5.2, 5.3, 7.2
<u>19. April 2018</u>	Point 7.2
<u>11. April 2019</u>	ANNEX A: Point 1.2 and 1.3
<u>2. October 2020</u>	Point 3.i, 5.3, 7.1, ANNEX A, point 1.2 and 4
<u>30. March 2023</u>	Point 3.2, 8.1

Annex A of Rules of VinduesIndustrien Technical Committee dealing with the "Technical Requirements for DVV"

1. Composition of the Committee etc.

1.1 The Technical Committee consists of 7 members.

1.2 The 6 members are elected from among VinduesIndustrien's member companies and their employees or companies or organizations associated to the construction industry. The election takes place at the Ordinary General Meeting following nomination by the Executive Committee.

The 6 members elected by the general meeting must represent all materials categories, namely timber, timber/alu, metal, PVCu, FRP (Fiber Reinforced Polymer) and panes.

Each member is elected for a two-year term. Members can be re-elected.

The 7th member is appointed on the basis of professional criteria by the Executive Committee at their discretion, following which they nominate him as Chairman of the Technical Committee. The nomination of the Chairman must be approved by the General Meeting, electing the person in question for a term of three years. The Chairman can be re-appointed.

1.3 Where a member retires before the expiry of his term of office, the Executive Committee shall immediately appoint a new member to continue the mandate for the remainder of the term.

2. Field of activity of the Committee

2.1 It is the task of the Technical Committee to deal with, publish and update the Association's "Technical requirements for the manufacture of windows and external doors".

3. Committee meetings and decisions

3.1 The Committee meets at least once annually in the presence of the Chairman.

3.2 The Managing Director of VinduesIndustrien acts as 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 Chairman 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 three members are present, including the Chairman.

Decisions are made by simple majority among those present. Where there is a parity of votes, the Chairman 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 website for a period of at least 1 month, during which stakeholders and others have the opportunity to submit comments on the revision.