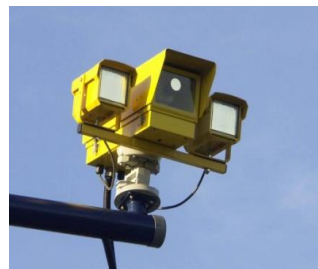

HEA

Highway Electrical Association

The Highway Electrical Association

Bylaws



The Highway Electrical Association (HEAsn Ltd)

BYLAWS

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Document Control

Issue statement

Issue no.	Comments
Issue 1.0 Oct 2011	Agreed at EGM 19 th October 2011
Issue 2.0 Oct 2012	<p>Clause 3.2 amended to remove Class 2 Membership for new applications and allow existing Class 2 members a 2 year period to meet the full requirements of membership</p> <p>Clause 4 – addition of HEA auditors</p> <p>Clause 10.2 – amendment on Council member attendance to recognise the use of alternates</p> <p>Appendix 1 Code of Conduct, clauses 2.1, 2.2, 9.1, 9.2, 10 – amended to reflect the changes to clause 3.2 above; new clause 6 covering intellectual property rights; clause 7.5 deleted as this is aspirational rather than objectively measurable; clause 8.7 and 11 amended for clarification</p> <p>Appendix 2 amended to reflect changes to clause 3.2 above</p> <p>Appendix 3 Clause 9 amended to allow the HEA / HEA-HEMSA the flexibility to determine exhibition attendance</p> <p>Appendix 4 - additional requirement for HEA and HEA-HEMSA Council Members to promote the HEA</p> <p>Appendix 5 – amendment to definition of Technical Audit to allow HEA Council the flexibility to add or amend audit requirements.</p>
Issue 2.1 July 2014	Amendments to continue the integration of the two founding trade associations and create the position of HEA President, Vice President and Immediate Past President, to permit individual HEA Client Members and to update the document for clarification and consistency
Issue 2.2 Nov 2015	Amendments to widen individual HEA Membership and to update the document for clarification and consistency
Issue 2.3 28 June 2017	<p>2 Aims and Objectives updated in line with the Councils' wishes; 3.2.2 HEA-HEMSA Organisational Associate Member added for technical consultants; 3.2.3 wording changed to clarify that HEA Client Members applies to central or local government organisations only; 3.3 amended such that voting is permitted for organisational Members only not organisational Associate Members; 10.3 amended such that nominations for Council(s) may not be made by organisational Associate Members;</p> <p>Appendix 1 HEA Aims and Objectives included, all other Appendices and references thereto updated; Code of Conduct 1.2 amended to explicitly refer to the use of CE Marked products where applicable; Appendix 4 updated to clarify the HEA-HEMSA and HEA Client organisational Members</p>
Issue 3.0 28 March 2022	<p>Editorial changes, reformatting and re-ordering for clarity</p> <p>Secretariat changed to HEA Office throughout</p> <p>Clause 3.2.2 – HEA-HEMSA Associate Member set to no more than four person technical consultancy organisation</p> <p>Clause 3.7 – change to allow audits to be carried out remotely</p> <p>Clause 3.11.2 – change to reflect actual practice</p> <p>Clause 4.1 – new last paragraph setting out directors' duties</p> <p>Clause 4.4 – quorum for Council changed to 50% or next lowest number</p> <p>Clause 5 – HEA Office staff - reworded to explicitly permit Board to issue instructions and set out limit of authority</p> <p>Clause 9 – Immediate Past President added</p> <p>Appendix 1 – editorial changes to update and reformatting</p> <p>Appendix 3 –disciplinary process added</p>

HEA

BYLAWS

1. Name

The HEA – Highway Electrical Association – is a trading name of HEAsn Ltd. The HEA was formed from ASLEC – the Association of Signals, Lighting and other highway Electrical Contractors – and HEMSA – the Highway Electrical Manufacturers and Suppliers Association. ASLEC and HEMSA are also trading names of the HEA. Hereinafter HEAsn Ltd shall be referred to as the “HEA”.

2. Aims and Objectives

The aim of the HEA is to support the Highway Electrical sector and Members through the promotion of membership of the HEA as the Standard for Excellence

This aim is to be achieved through:

- Being a professional Membership Organisation relevant to the Highway Electrical sector by:
 - Contributing to policy development that affects the highway electrical sector by maintaining influential and constructive relationships with Government and other bodies throughout the UK
 - Playing a key role in the identification and dissemination of good practice through NHSSs, auditing and the exchange of knowledge and information.
 - Promoting the status of the HEA and HEA Members and the importance of the profession to stakeholders
- Providing services that meet the needs of Members and other stakeholders by:
 - Maintaining effective external communications and public relations to promote the HEA and its Members interests
 - Adding value to membership, through communication, networking and technical interaction and support
- Facilitating and leading in the development of qualifications and training by:
 - Taking a key role in influencing qualifications and training in the industry Offering membership for appropriate personnel in the highway electrical sector, whether qualified academically, professionally or through experience
 - Promoting professionalism, qualifications and continuous learning opportunities appropriate to the needs of Members.

A full list of aims and objectives is set out in Appendix 1 and may be reviewed by the relevant Council(s) and updated from time to time.

3. Membership

3.1 Qualification for Membership

Membership is open to all organisations - other than management organisations who sub-contract all of their works – and individuals, as set out below, with an interest in the highway electrical sector and who commit themselves to the standards as detailed in these Bylaws and Code of Conduct as appropriate to their classification. Membership requirements are set out in Appendix 4 and may be reviewed by the relevant Council and updated from time to time.

3.2 Membership Types

3.2.1 HEA (Contracting) Organisational Members

Those organisations that provide contracting services and meet the requirements of the HEA Organisational Member Code of Conduct shown in Appendix 2.

3.2.2 HEA-HEMSA Organisational Members

Those organisations who manufacture and/or supply goods and / or services, other than contracting services, within the Highway Electrical Industry and who meet the requirements of the HEA Organisational Member Code of Conduct and shown in Appendix 2. Technical consultants who are not certificated to ISO 9001 and who commit themselves to the standards as detailed in the HEA Organisational Member Code of Conduct shown in Appendix 2 - other than the ISO 9001 requirement - may apply as an HEA-HEMSA Organisational Associate Member (this facility is for technical consultancy organisations with no more than four persons).

3.2.3 HEA Client Organisational Members

Those central or local government organisations who are acting in only a client or overseeing organisation capacity and who meet the requirements of the HEA Organisational Member Code of Conduct shown in Appendix 2. Central or local government organisations who are not certificated to ISO 9001 and who meet the requirements of the HEA Organisational Member Code of Conduct shown in Appendix 2 - other than the ISO 9001 requirement - may apply as an HEA-HEMSA Client Organisational Associate Member.

3.2.4 HEA Individual Members

Those individuals who are nominated by an organisational Member or who apply direct from local authority or central government client organisations or HEA staff and who meet the standards as detailed in these Bylaws and the HEA Individual Member Code of Conduct (Appendix 3). Membership Classes, requirements for membership and designatory letters are set out in Appendix 4.

3.3 Nomination and Voting

Each organisational Member, other than organisational Associate Members, shall be entitled to send Representatives to attend Members' meetings but only one of them who has been nominated by the Member shall be allowed to vote. Organisational Associate Members Representatives are not permitted to vote. Where space is limited, and subject to demand, Members' Representatives may be limited to two per organisation. Individual HEA Members may also attend such meetings but may not vote except insofar as they are permitted to do so by the foregoing – i.e. as an organisational Member Representative.

3.4 Election of Members

The election of new Members shall be by the relevant Council (e.g. HEA Council or HEA-HEMSA Council as applicable) whose decision thereon shall be final. Applications for Membership shall be made by organisations or persons in the form prescribed from time to time by the Council and organisations shall be audited prior to their application being considered. Every new Member, upon election, shall be bound by the Bylaws of the HEA and by such other condition or conditions, if any, as the Council may think fit to impose as a condition of election.

Properly completed applications shall be considered by the relevant Council who shall make full enquiry as to the desirability of admitting each applicant to Membership. The relevant Council shall decide whether any application for Membership shall be approved.

Applications from organisations shall not normally be considered until the applicant has been established as a trading concern in the Industry for at least two years.

3.5 Membership Conditions

Every Member upon election shall

- a) be bound in accordance with the Articles to contribute to the assets of the HEA in the event of it being wound up during the time that they are a Member, or within one year afterwards, for payment of debts and liabilities of the HEA an amount not exceeding £1; and
- b) be bound by the Bylaws of the HEA and
- c) be bound by such other condition or conditions, if any, as the Council may decide to impose as a condition.

3.6 The Code of Conduct

The HEA Organisational Member Code of Conduct is shown in Appendix 2 and the HEA Individual Member Code of Conduct in Appendix 3.

All Organisational Members will incorporate the HEA Organisational Code of Conduct in their quality procedures; all HEA Individual Members agree to be bound by the HEA Individual Member Code of Conduct. The Organisational Code of Conduct shall be signed by a senior person in the organisation or the most senior individual HEA Client Member within an organisation, to show commitment. Where appropriate, external ISO 9001 auditors shall be directed by the Member to the relevant procedure for auditing. A summary of any comments made by external auditors shall be made available on request to the HEA Auditors or the HEA staff.

3.7 Auditing

The HEA office staff will arrange an Organisational Membership Audit (which will include a Technical Audit including the HERS requirements where applicable), at each Members' Contracting Office (or where not applicable, Head Office) at a frequency of no more than once every two years, to ensure compliance with the Code of Conduct. Reduced auditing is available where the organization is under a single Quality Management system with access to that system from all Contracting Offices, with a nominated individual responsible for ensuring and monitoring compliance with NHSS 8, including carrying out internal technical audits covering those areas which would have been included within the HERS third party biennial audit. The audits may be carried out in whole or in part remotely.

3.8 Annual Subscriptions and Levies

The Annual General Meeting of Members shall fix the amount of the annual subscription and/or levies payable by Members subject to revision from time to time. Subscriptions shall be paid in advance. The first subscription and/or levy of each new Member shall be due on election and all other subscriptions shall be on 1 January in each year. The levy shall be payable upon demand.

3.9 Termination of Membership

3.9.1 Resignation

Members wishing to resign must give three month's notice in writing but such resignation will not qualify the Members for any refund of a proportion of the subscription for the year in which the notice is given.

3.9.2 Exclusion

If any Member fails to pay the annual subscription and/or levy within two months of the date that it falls due, the relevant Council may either take steps to recover the same or may cause the name of such Members to be removed from the list of Members.

The Council shall have the right to suspend or expel from the HEA any Member which has been guilty of any conduct which in the opinion of the Council is contrary to the Constitution and Bylaws of the HEA or which the Council may decide is for any reason unsuitable to remain a Member of the HEA. Provided that before such suspension or expulsion the Council shall give not less than fourteen days' notice to the Member which it is proposed to suspend or expel and permit the Member to make representations to the Council against their removal.

Any Member which is aggrieved by a decision of the Council to suspend or expel them from Membership shall have the right to requisition a General Meeting of Members for the purpose of protesting against the suspension or expulsion providing this is supported by five other Members. Such meeting to be convened with not less than fourteen days' notice from the date of the aggrieved Member delivering a request together with the other supporting Member names and signatures in writing to the HEA's office.

Any Member so suspended or expelled shall forfeit the unexpired portion of their subscription and the suspension or expulsion shall not prejudice any claim that the HEA may have against them for damage, loss or expense sustained by the HEA arising out of conduct leading to the suspension or expulsion.

3.9.3 Cessation of Membership

Membership shall not be permitted or shall cease if a Member, being a corporation, be wound up (except for the purposes of reconstruction) or be dissolved or if a Member, being a trading concern or individual, is or becomes bankrupt or makes an assignment in favour of the creditors of such a Member.

A Member so excluded shall cease to be a Member of the HEA, shall forfeit all claim to a return of money paid by them to the HEA on their admission as a Member thereof and by way of subscriptions, fees or charges but shall remain liable for any arrears thereof to the date of cessation of Membership.

3.10 Register of Members

The HEA office staff shall keep a register of Members, which shall contain the name and address of every organisational Member and the name of every individual Member and any other particulars the Council may direct; this register shall be available for inspection by any Member at the offices of the HEA.

In addition a Professional Register will be held of those HEA individual Members who meet the relevant criteria as set out in Appendix 4 and reviewed and determined from time to time by the relevant Council

3.11 Meetings of Members

3.11.1 Annual General Meeting

In every calendar year there shall be a meeting of Members to be called the Annual General Meeting. Other meetings of Members may be organised by the Council.

3.11.2 General Meeting

The HEA Council may whenever it sees fit and on a majority vote, convene a General Meeting of Members. This shall be minuted as part of the HEA Council proceedings and must state the objects of such a meeting.

3.11.3 Notice Period for Meetings

Not less than fourteen days' notice of any General Meeting of the HEA shall be given to Members. Such notice shall state the general nature of the business to be transacted at the meeting but the non-receipt of such notice by any Member or Members shall not invalidate the proceedings of any meeting.

3.12 Duties and Compliance by Members

For the information of and guidance of the HEA, Members shall advise the Chief Executive of matters which they consider likely to affect the interest of the Industry. Members shall abide by and comply with the Bylaws of the HEA and shall comply with any scheme introduced thereunder.

4. Structure

4.1 Officers

There shall be an HEA President, Vice President and an Immediate Past President. The HEA President and Vice President shall be nominated by the Councils on an alternating basis where practicable. The HEA President and / or the HEA Vice President may represent the HEA in discussions with external organisations.

Where a Council Member has been voted in as President or Vice President, they shall also act as Chair of the relevant Council. In the absence of this, the Council shall elect a Chair and may also elect a Vice Chair from amongst themselves.

The President, Vice President and Immediate Past President shall also be a Director of HEAsn Ltd and shall fulfil those duties as required by the Companies Act. The directors are responsible for the proper management of the HEA as a company limited by guarantee. This includes the appointment, remuneration, annual appraisal and where required the termination of employment of the Chief Executive; and the remuneration, pensions and benefits of all other members of the HEA staff, as well as the review and signing off of the company accounts. The directors shall meet as a board at least once p.a. to review and sign off the accounts and to carry out the appraisal of the Chief Executive. The directors may, as they see fit, appoint anyone either as non-executive director(s) or invitee(s) to advise them and provide additional input and support

4.2 Councils

There shall be an HEA Council responsible for strategy and policy including:

- establishing the strategic direction of the HEA,
- agreeing objectives for approval by Members at the Annual General Meeting
- overseeing the overall performance of the HEA
- agreeing the appointment and discharge of auditors

The HEA Council may also agree to the formation of Councils (e.g. HEA-HEMSA Council) which may be constituted by Members within each relevant Membership Type and consist of Members' Representatives who shall be elected to sit on the relevant Council at the Annual General Meeting of Members. Such Councils shall be responsible for the strategy and policy aspects of the Membership Type from which they are elected, and may make decisions, including additional requirements to the HEA Codes of Conduct, which shall be binding on Members once approved by them.

Any other person can be co-opted by Council as an advisor or observer or for special purposes.

Each Council shall consist of the Chair and not fewer than three and not more than sixteen other Members' Representatives and their offices shall be honorary without remuneration. Frequency of meetings of the Councils shall be as agreed by the Councils. The Chief Executive will also attend Council meetings.

4.2.1 Election of Councils

At every Annual General Meeting all of the elected Council Representatives, other than the nominated officers of President, Vice President and Immediate Past President shall retire. Any organisational Member may nominate a representative for election to the Council by delivering to the Chief Executive at least twenty days before the Annual General Meeting a written notice signed by such Members and stating the name of the representatives it wishes to nominate. Organisational Associate Members are not permitted to nominate representatives to the Council(s). Where a nomination is received which would take the total number of Members' Representatives, to more than seventeen, a vote shall be held in advance of or at the AGM to fill the vacancies. In the event of a tie, the Chair shall have casting votes which shall be exercised, the result of which shall be final. In the event of a casual vacancy the Council shall have the power to fill any such vacancy. Any retiring Officer shall resign as a Director of the Company where this is applicable.

In order to ensure a solid succession strategy for the efficient and progressive management of the HEA, the President should preferably serve on Council for at least 2 years before election and have served as Vice President; the Vice President should serve on Council for at least 1 year and preferably 3 years before election. Council will make proposals each year for the nomination of officers. In the event of the President, Vice President or Immediate Past President leaving their employer who is a Member or ceasing to be the Representative for their Member organisation, then the position vacated will be taken up by a person nominated by Council. Council Representatives should be prepared to stand on Council for at least 3 years and preferably be prepared to become officers. It should be recognised however that there will always be those who may not wish to take up an officer role but who will be willing to serve on Council.

Council Members should make every effort to attend every Council Meeting. Any Council Member who fails to attend personally at least two meetings in any year or fails to attend personally one meeting in any year with agreed alternates, where permitted, at the other meetings, will not be eligible for re-election at the end of that year, except in exceptional circumstances to be approved by Council on a case by case basis. Compliance with the principles set out in Appendix 6 – Role of Council Members – is mandatory on all Council Members.

4.3 Committees

The Councils may delegate all or any of its power to committees appointed by the Council and constituted of such persons as the Council thinks fit, whether Council Representatives or not.

4.4 Quorums

The quorum necessary for the transaction of business by any committee may be fixed by the Council from time to time. The quorum necessary for the transaction of business at a meeting of the Council shall be fifty percent of the attendees – where this is not an integer, the next lowest number - and at a meeting of Members shall be four of the Members' Representatives entitled to attend and vote at such a meeting.

4.5 Voting

In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote. Only one of the Member's nominated Representatives shall have a vote.

Any person may act as a proxy if nominated by a Member of the HEA in writing in the form prescribed. The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be delivered at the office of the HEA not less than forty-eight hours before the time appointed for the meeting at which the poll is to take place. Every instrument of proxy shall be in the form prescribed from time to time and approved by the Council of the HEA.

5. HEA Office

The HEA office shall be headed by the Chief Executive and shall be responsible for managing and administering the business of the HEA and reporting, through the Chief Executive to the directors. The Chief Executive shall also be the Company Secretary of HEAsn Ltd.. The Chief Executive shall be responsible for the day to day management of the HEA, meeting the objectives agreed with the directors and Council, signing contracts and lease agreements on behalf of the HEA up to a limit agreed with the directors, recruiting and appointing staff in line with the objectives and budgets set by the directors and Council, representing the HEA on external committees and in liaison with other organisations and other duties as set from time to time and as agreed with the directors and Councils. The other HEA staff members shall report to the Chief Executive as required and shall also comply with any reasonable minuted requests of the Board of directors.

Neither the Chief Executive nor any other member of the HEA staff may add to, remove or amend any aspects of the business of being a trade association, membership requirements, liaison with other organisations, the Highway Electrical Registration Scheme, the training specification, courses and NVQ provision nor employment contracts, handbooks and remuneration nor appoint staff without the express permission of the directors or as the directors see fit, Council.

6. Amendment of Bylaws

No modification of or addition to these Bylaws, with the exception of the Appendices, shall be made unless such modification or addition shall have been approved by a majority of the voting Members or their Representatives present at a General Meeting of the HEA, the notice convening which has stated the nature of the business to be transacted thereat.

Regarding amendments to the Appendices, no modification of or addition to them shall be made unless such modification or addition shall have been approved by a majority of the voting HEA Council Representatives present at an HEA Council meeting.

The Bylaws will be reviewed annually by the Council(s).

7. Interpretation of Bylaws

In case any matter shall at any time arise not provided for in these Bylaws or any doubt arise as to the interpretation of these Bylaws the same shall be determined by the relevant Council whose decision shall be final. In the case of any conflict between these Bylaws and the Articles of Association of HEAsn Ltd., the latter will take precedence. The Councils and any Committees and any Working Groups formed therefrom will at all times comply with the requirements of the Competition Act and will not deal with any matter which will or is likely to prevent, restrict or distort competition or constitute an abuse of a dominant position as construed within the Act; will act in the event of an actual or suspected conflict of interest and at all times act in the best interests of the HEA members as a whole.

8. Indemnities

The members of the Council and committees of the HEA and the officers and staff of the HEA shall be entitled to be indemnified by the HEA against all costs, charges, losses and expenses and liabilities incurred by them in the execution and discharge of their duties and powers unless arising from their own wilful or criminal wrongdoing or default. The Council may effect insurance to indemnify the Members of the Council and the officers and staff of the HEA against all such costs, charges, losses, expenses and liabilities, and apply the proceeds of any such insurance for their benefit.

9. Legal Proceedings

The President, Vice President, Immediate Past President and if the directors are so minded, the Chief Executive shall be the officers to represent the HEA in any legal proceedings which may be taken by or against the HEA.

10. Dissolution of the HEA

The HEA may be dissolved by the votes of a majority of two thirds or, if their number is not a multiple of three then the next lower number shall apply; except in the case of the fraction being one half or more, when the next higher number shall be taken, of the Members or their Representatives present at a General Meeting of the HEA, provided that at least fourteen days' notice of any such proposal shall be given to all Members of the HEA. In the event of any such dissolution the property of the HEA shall be divided, after providing for all liabilities, equally among the Members of the HEA at that time.

Appendix 1 HEA Aims and Objectives

The overall aim of the HEA is to Support the Highway Electrical sector and Members through the promotion of Membership of the HEA as the Standard for Excellence

Aim	Objective	What / How
<p>To be a professional membership organisation relevant to the highway electrical sector</p>	<p>Contributing to policy development that affects the highway electrical sector by maintaining influential and constructive relationships with Government and other bodies throughout the UK</p>	<ul style="list-style-type: none"> • Respond to government, government companies and other stakeholder body consultations • Liaise with government and other stakeholder bodies • Promotion of the HEA
	<p>Playing a key role in the identification and dissemination of good practice through NHSSs, auditing and the exchange of knowledge and information.</p>	<ul style="list-style-type: none"> • Develop best practice guidance in conjunction with other stakeholder bodies • Produce Safety related and Technical Work • Seminars and events to promote and spread good practice. • Development of HEA Knowledge Portal (FAQs) and websites as repositories of technical information. • Auditing – Members and HERS • Involvement in NHSS Committees
	<p>Promoting the status of the HEA and HEA Members and the importance of the profession to stakeholders.</p>	<ul style="list-style-type: none"> • Promotion of the HEA and Members interests through liaison with other stakeholders • Promote the case for intelligent investment in the highway electrical sector at both the strategic and local level. • Communication to client bodies / CEOs
<p>To provide services that meet the needs of Members and other stakeholders</p>	<p>Maintaining effective external communications and public relations to promote the HEA and its Members interests</p>	<ul style="list-style-type: none"> • Notification of Seminars / Conference to local authorities • Press & media presence
	<p>Adding value to membership, through communication, networking and technical interaction and support</p>	<ul style="list-style-type: none"> • Seminars, Members Meetings, Annual Conference and Exhibition and HEN • Technical Support / Advice Line • Regular Email / media updates • Direct communication for Individual Members • Designatory letters for Individual Members • Support and advice on CPD
<p>To facilitate and lead in the development of qualifications and training</p>	<p>Taking a key role in influencing qualifications and training in the industry</p>	<ul style="list-style-type: none"> • Partnership with Awarding Body • Highway Electrical Skills Academy (HESA) • Operative & Supervisor training and qualifications • Sales / Contracting Manager / Engineer
	<p>Offering membership for appropriate personnel in the highway electrical sector, whether qualified academically, professionally or through experience</p>	<ul style="list-style-type: none"> • Routes to organisational and individual membership which allow access to highway electrical professionals at all stages of their careers.
	<p>Promoting professionalism, qualifications and continuous learning opportunities appropriate to the needs of Members.</p>	<ul style="list-style-type: none"> • Promote Organisation Membership • Promote Individual Membership and the Professional Register • Promote NHSS / HERS • Promote CPD & Individual Mentoring

Appendix 2 HEA – Organisational Code of Conduct

The Highway Electrical Association (HEA) was formed in 2011 from ASLEC – the Association of Signals, Lighting and other highway Electrical Contractors – and HEMSA – the Highway Electrical Manufacturers and Suppliers Association. ASLEC – formed in 1952 - had been the recognised voice of the highway electrical contracting industry in the UK; HEMSA – formed in 1998 - had been the recognised voice of manufacturers and suppliers of products and services, other than contracting services, to the highway electrical contracting industry in the UK.

The Highway Electrical Association (HEA) is formed of Members ranging from small businesses to multinational companies with all members meeting the HEA Membership criteria as set out by Council as well as the ongoing audit requirements of the HEA.

The HEA is dedicated to improving and maintaining standards in the industry, so that all clients of HEA members can have confidence that they are receiving value for money. In particular, HEA Client Members are able to demonstrate their current and ongoing competence arrangements through compliance with this Code of Conduct.

Compliance with this Code of Conduct is mandatory on all HEA Members, and whilst no code can cover every instance or every detail of practice and behaviour, its effectiveness is dependent on HEA Members observing the spirit, as well as the letter, of the Code. This also depends on HEA Members regulating themselves, in part, through their own internal review or audit processes.

This Code of Conduct has been prepared by reference to guidance available through the Competition & Markets Authority web-site and in full consultation with HEA Members.

Standards of Service

As an HEA Member, we shall:

1. General

- 1.1 be clear and open in our dealings with clients, suppliers and employees
- 1.2 trade fairly, responsibly and professionally and in particular ensure that products specified, proposed or used are marked with supporting information and associated test results relevant to the market in which they are placed (e.g. UKCA, UKNI and CE).
- 1.3 behave at all times with honesty and integrity
- 1.4 hold appropriate types and levels of insurance
- 1.5 select materials that provide value for money for the client
- 1.6 ensure that all work carried out is to a good standard and meets industry requirements
- 1.7 not approach employees of other organisations directly in order to offer employment to them
- 1.8 not conduct our business in any manner likely to bring the HEA or its members into disrepute

2. Health, Safety, Environment and Competence

- 2.1 be registered to ISO 9001, extended to include NHSS8 where applicable, with a UKAS accredited Certification Body, or equivalent (n/a to HEA Client or HEA-HEMSA Associate Members)
- 2.2 Be registered to the National Inspection Council for Electrical Installation Contracting (NICEIC) or ECA Certification Scheme or equivalent (including the HEA Electrical Inspection Service) as decided by the HEA Council where electrical installation or maintenance works are carried out (n/a to HEA Client or HEA-HEMSA Associate Members)
- 2.3 have a documented and communicated Health and Safety Policy reviewed at least biennially
- 2.4 have documented and communicated risk assessments
- 2.5 have a system for recording, investigating, reviewing, and where practicable reducing accidents at work and make statistics available to the HEA on demand
- 2.6 have access to competent H&S advice
- 2.7 have a documented and communicated Environmental Policy
- 2.8 ensure that those carrying out work, including design work, are competent
- 2.9 ensure that anyone or any organisation that we order work, services or products from, is appropriately competent

3. Training and Registration

- 3.1 be registered to the Highway Electrical Registration Scheme (HERS) where site works are carried out by registrable employees
- 3.2 ensure that all (100%) of our registrable employees are registered to HERS except in the instances of new employees (including trainees) or TUPE transfers who will be registered before carrying out non-directly supervised work on site and in accordance with clause 3.3

- 3.3 ensure that all registrable employees are registered to HERS within 12 months of commencing employment
- 3.4 ensure that all sub-contractors within the scope of HERS are registered to it and are using HERS registered personnel on their works
- 3.5 ensure that all relevant training is delivered in accordance with the Highway Electrical Training Specification
- 3.6 ensure that relevant employees are aware of the contents of this Code of Conduct

4. Contract information and guarantees

- 4.1 use clear and fair contract conditions (preferably standard terms and conditions)
- 4.2 ensure where practicable that timely notice is given of any delays in delivery of the product or service
- 4.3 ensure that any guarantees or warranties are set out clearly

5. Advertising and logos

- 5.1 ensure that all advertising or marketing communications are legal, decent, honest and truthful
- 5.2 ensure that advertising or marketing communications are not misleading or likely to be misleading, by inaccuracy, ambiguity, exaggeration, omission or otherwise and that it complies with relevant statutory requirements including the Control of Misleading Advertisements Regulations 1988 (as amended by the Control of Misleading Advertisements (Amendment) Regulations 2000) which implement EU Directives 84/450/EEC and 97/55/EC on misleading and comparative advertisements.
- 5.3 ensure that all advertising or marketing communications comply with any relevant code of advertising including the British Codes of Advertising, Sales Promotion and Direct Marketing
- 5.4 ensure that all advertising or marketing communications are prepared with a sense of responsibility to consumers and to society and respects the principles of fair competition generally accepted in business
- 5.5 ensure that no advertising or marketing communications bring the HEA, HEA Members or advertising into disrepute
- 5.6 ensure that the HEA or HEA-HEMSA logo is used as supplied by the HEA, only so long as we remain a member of the HEA and are in full compliance with this Code. The HEA or HEA-HEMSA logos are only to be used in conjunction with our HEA Membership number
- 5.7 use the HERS logo only in full compliance with the HERS logo rules
- 5.8 use the Highway Electrical Skills Academy (HESA) logo only where we are a Highway Electrical Skills Academy Approved Training Organisation and in full compliance with the Approved Training Organisation requirements and in conjunction with the words "Highway Electrical Skills Academy Approved Training Organisation"
- 5.9 ensure that the HEA, HEA-HEMSA, HERS and HESA logos are not used in such a way as to imply or state that the organisation which has granted permission for the use of the logo endorses or approves any services or products supplied by us
- 5.10 Comply with the HEA Exhibition rules as set out in the HEA Bylaws, when exhibiting at HEA events

6. Intellectual Property

6.1 It is recognised that as part of HEA members competitive position, that they rely on innovation, creativity, quality, and brand exclusivity. HEA Members recognise the importance of Intellectual Property rights and will abide by all relevant Intellectual Property legislation and good practice guidance. HEA Members will not seek to gain unfair competitive advantage through the application of unreasonable intellectual property rights applications or claims, nor to attempt to circumvent intellectual property rights through copying, abuse or other infringement of intellectual property rights.

6.2 In particular, HEA members will not infringe intellectual property rights by falsely claiming them or passing them off as their own – for example through explicit or implicit statement or action or by omission (e.g. taking the design from one organisation and passing it to another for pricing, assembly, manufacture of or any other reason of commercial gain; use of a logo when not explicitly permitted to use it). Members receiving information which includes Intellectual Property such as patents, trade marks, design or design elements shall make reasonable endeavours to establish ownership of said Intellectual Property and to seek confirmation from the owner that they are able to use the Intellectual Property, or in the absence of establishing the owner, seek confirmation from the party requesting their goods or services that they have permission from the Intellectual Property owner to act as their agent in this capacity.

7. Payments

- 7.1 pay suppliers on time within the terms agreed at the outset of the contract, without attempting to change payment terms retrospectively and without changing practice on length of payment for smaller companies on unreasonable grounds
- 7.2 give clear and easily accessible guidance to our suppliers (of goods or services) on payment procedures

- 7.3 communicate our complaints and disputes system to our suppliers
- 7.4 advise our suppliers promptly if there is any reason why an invoice will not be paid to the agreed terms

8. Complaints

- 8.1 have in place speedy, responsive, accessible and user friendly procedures for dealing with written (by email or letter) complaints, irrespective of the source of complaint (e.g. whether individual, organisation or representative)
- 8.2 ensure that all appropriate staff, especially "customer facing staff" are familiar with the complaints procedure
- 8.3 advise our clients that complaints should, in the first instance, be directed towards the HEA member themselves wherever practicable
- 8.4 acknowledge receipt of all complaints within 5 working days of receipt
- 8.5 seek to resolve any complaint within 20 working days of receipt
- 8.6 advise our clients that should they be unable to resolve the complaint, that clients may contact the HEA office or HEA Chief Executive, who will then investigate the complaint and refer the matter if required to either a panel consisting of the President, Vice President, Immediate Past President and the Chief Executive or to the next relevant Council meeting. In any event, the complaint and the results of any investigation will be communicated to the relevant Council; with summary information being communicated to HEA members as part of the Annual Report.
- 8.7 make any complaint we may have in respect of another HEA Member direct to that member in the first instance and if not resolved within a reasonable timeframe to the HEA office or HEA Chief Executive, who will then investigate and report back
- 8.8 keep a record of all complaints received and the action taken for review by the HEA auditor or HEA Chief Executive

9. Compliance Audits

- 9.1 provide access to HEA auditors on at least a biennial basis to audit compliance with this code
- 9.2 not wilfully or unintentionally obstruct the auditor in their duties, nor seek to re-arrange the date of audit without good reason
- 9.3 preferably agree with the auditor the actions to be taken, their commencement date and their target completion date
- 9.4 complete any incomplete action plan start dates within a maximum of four weeks from the date of the audit, and shall progress outstanding actions without further delay
- 9.5 complete the audit action plan to show the actions carried out and their completion date

10. Disciplinary Procedures

If any infringement of this Code is alleged against a Member and is not satisfactorily resolved by direct communication with the Member in the case of Member to Member complaints - the HEA office will write to the Member within 10 working days (to allow initial investigation into the veracity of the allegation) requesting information and supporting evidence. The Member shall respond to the HEA office within 15 working days.

Where the Chief Executive considers that a breach of the Code has taken place, a proportionate response will be agreed with a panel consisting of the President, Vice President, Immediate Past President and the Chief Executive or as agreed at the next relevant Council meeting. This response may include additional audits, including site audits.

If the decision is taken to suspend or terminate membership, the Member will be advised of this at least 14 days in advance of the next relevant Council meeting, and may make representation in writing or in person to that meeting. Any member aggrieved by a decision of the relevant Council to expel them shall be entitled to requisition an extraordinary general meeting for the purposes of appeal.

11. Review of this Code of Conduct

The HEA Member Code of Conduct will be reviewed from time to time as determined by the Councils or by the members at a General Meeting or both.

Signed:

Date:

Position:

For and on behalf of:

Appendix 3 HEA Individual Member Code of Conduct

Accuracy and rigour

HEA Individual Members must ensure that they acquire and use wisely and faithfully the knowledge that is relevant to the engineering and / or management skills needed in their work in the service of others. They should:

- always act with care and competence
- perform services only in areas of their current competence
- keep their knowledge and skills up to date and assist the development of relevant knowledge and skills in others
- not knowingly mislead or allow others to be misled
- present and review engineering or management evidence, theory and interpretation honestly, accurately and without bias
- identify and evaluate and, where possible, quantify risks

Honesty and integrity

HEA Individual Members should adopt the highest standards of professional conduct, openness, fairness and honesty. They should:

- be alert to the ways in which their work might affect others and duly respect the rights and reputations of other parties
- avoid deceptive acts, take steps to prevent corrupt practices or professional misconduct, and declare conflicts of interest
- reject bribery or improper influence
- act for their employer or client(s) in a reliable and trustworthy manner

Respect for life, law and the public good

HEA Individual Members should give due weight to all relevant law, facts and published guidance, and the wider public interest. They should:

- ensure that all work is lawful and justified
- minimise and justify any adverse effect on society or on the natural environment for their own and succeeding generations
- take due account of the limited availability of natural and human resources
- hold paramount the health and safety of others
- act honourably, responsibly and lawfully and uphold the reputation, standing and dignity of the HEA

Responsible leadership: listening and informing

HEA Individual Members should aspire to high standards of leadership in their work. They hold a privileged and trusted position in society, and are expected to demonstrate that they are seeking to serve wider society and to be sensitive to public concerns. They should:

- be aware of the issues that their work (in engineering or management) may raise for society, and listen to the aspirations and concerns of others
- actively promote public awareness and understanding of the impact and benefits of the HEA and the profession generally
- be objective and truthful in any statement made in their professional capacity

Breaches of this Code of Conduct

If any infringement of this Code is alleged against a Member and is not satisfactorily resolved by direct communication with the Member - the Chief Executive will write to the Member within 10 working days (to allow initial investigation into the veracity of the allegation) requesting information and supporting evidence. The Member shall respond to the HEA office within 15 working days. Where the Chief Executive considers that a breach of the Code has taken place, a proportionate response will be agreed with a panel consisting of the President, Vice President, Immediate Past President and the Chief Executive or as agreed at the next relevant Council meeting.

If the decision is taken to suspend or terminate membership, the Member will be advised of this at least 14 days in advance of the next relevant Council meeting, and may make representation in writing or in person to that meeting.

Appendix 4 Requirements for Membership

HEA Organisational Membership

Membership Category	Entry Requirements	Ongoing Requirements
HEA (Contracting) Member	As per Bylaws, Membership Application Form and Initial HEA Member audit sheet	Compliance with Bylaws and Organisational Code of Conduct
HEA – HEMSA Member	As per Bylaws, Membership Application Form and Initial HEA-HEMSA Member audit sheet	Compliance with Bylaws and Organisational Code of Conduct
HEA-HEMSA Associate Member	As per Bylaws, Membership Application Form and Initial HEA Member audit sheet with the exceptions permitted in the foregoing	Compliance with Bylaws and Organisational Code of Conduct with the exceptions permitted in the foregoing
HEA Client Member	As per Bylaws, Membership Application Form and Initial HEA Member audit sheet	Compliance with Bylaws and Organisational Code of Conduct
HEA Client Associate Member	As per Bylaws, Membership Application Form and Initial HEA Member audit sheet with the exceptions permitted in the foregoing	Compliance with Bylaws and Organisational Code of Conduct with the exceptions permitted in the foregoing

HEA Individual Membership

Membership Category	Entry Requirements	Ongoing Requirements	Designatory Letters
Apprentice Member	Participation in a Highway Electrical Apprenticeship	Compliance with HEA Individual Code of Conduct	AppHEA
Student Member	Participation in an HEA recognised full time course in further education (e.g. recognised degree)	Compliance with HEA Individual Code of Conduct	StudentHEA
Affiliate	An interest in the highway electrical industry and support of the standards and aims of the HEA	Compliance with HEA Individual Code of Conduct	

HEA Individual Membership (and eligible for HEA Professional Register)

Membership Category	Entry Requirements		Ongoing Requirements	Designatory Letters
	Engineering / Technical route	Management / Director route		
Associate Member	ONC in engineering or recognised science subject or Highway Electrical NVQ at Level 3 or equivalent or higher, and Experience in the highway electrical sector for at least one year	Management experience for at least 3 years and / or Management qualification at Certificate or Diploma level	Compliance with HEA Individual Code of Conduct; maintaining CPD records with CPD Plan	AMHEA
Member	HNC / HND in engineering or recognised science subject or higher, and Experience in the highway electrical sector for at least 3 years	Responsibility for the strategic direction of the organisation (e.g. Board Director), or Holding a Senior Management Position(s) held for at least 5 years, or holding a Senior Management Position for at least 3 years with a Management qualification at degree level	Compliance with HEA Individual Code of Conduct; maintaining CPD records with CPD Plan	MHEA

Note: Individuals from HEA organisational Members, or from local authority or central government client departments may apply to become HEA Individual Members.

Professional Register (HEA Individual Membership)

Individual Associate Members and Members may request inclusion in the HEA Professional Register . The Professional Register includes those who have been accepted as HEA Members through either the

Engineering / Technical route or the Management / Director route. Associate Members and Members are eligible to be included on the HEA Professional Register providing the following requirements are met:

Engineering / Technical

- ✓ Registration to the Engineering Council at IEng or CEng, or
- ✓ Completion of the HEA Engineering / Technical Professional Register Application form together with supporting information and peer review showing “equivalence” to IEng or CEng requirements

Plus:

- ✓ Commitment to the HEA Individual Code of Conduct;
- ✓ Maintained and up to date Continuing Professional Development (CPD) Record together with CPD plan

Management / Director

- ✓ Evidence of holding a senior management position or director for 3 years

Plus:

- ✓ Commitment to the HEA Individual Code of Conduct;
- ✓ Maintained and up to date Continuing Professional Development (CPD) Record together with CPD plan

HEA Members on the Professional Register may add the designatory letters ProfReg after their member designatory letters

CONFIDENTIAL

Appendix 5 Exhibition Rules

1. HEA agrees to make exhibition opportunities available for its members as agreed with HEA Council and to encourage members to exhibit.
2. HEA Members agree to be supportive of these opportunities and exhibit where they believe this is in their commercial interests and / or those of HEA.
3. Notwithstanding 2 above, all full HEA-HEMSA members agree to exhibit at the annual AGM and Conference. In the event that a HEA-HEMSA member chooses not to exhibit at this event, they accept that they will be charged in full for exhibiting nonetheless. Such charges to be agreed by the HEA-HEMSA Council. In the unlikely event that an exhibition is not held at the AGM, the monies charged will be waived or refunded.
4. HEA members agree to act with courtesy, respect and professionalism during build –up, throughout the exhibition event and on take-down.
5. HEA members agree to comply with the HEA requirements and the venue requirements in respect of timings and stand space. Specifically they accept that they will not break down the stands until the time agreed and notified by HEA staff.
6. HEA members agree that if they are not exhibiting, that they will not tout for business and accept that they may be asked to leave the exhibition area and / or the event if a complaint is received and the complaint is upheld.
7. HEA members agree that only employees or agents of the HEA member organisation may take part in any (HEA) exhibition on behalf of an exhibitor. (This would mean that employees of manufacturers with whom a HEA member might have a commercial arrangement (e.g. a partnership or distribution arrangement) would not be allowed to act in any form of official capacity for that HEA member at a HEA exhibition).
8. HEA members accept that exhibition space is allocated on a first come, first served basis. Should the event be unable to accommodate all exhibitors, then HEA reserves the right to generally reduce the stand space available, or to seek an alternative solution, including not accepting the request for stand space. Generally only three employees for each Member shall be permitted into the exhibition; additional Members will be charged for lunch.
9. HEA may offer stand space to all HEA members upon request, on the same basis as that offered generally to HEA-HEMSA members, except that preference will be given first to HEA-HEMSA members and thereafter to other HEA members. Thereafter the HEA may also offer stand space to non-members.
10. HEA members exhibiting agree that the HEA logo together with the membership number will be displayed on their stand.
11. Potential HEA members accept that if they are invited to attend an exhibition event, that they will act in a circumspect and professional manner, and not tout for business; they accept that they may be asked to leave the exhibition area and / or the event if a complaint is received and the complaint is upheld.

Appendix 6 – Role of Council Members

Council Members must act in the best interests of the HEA. In particular Council Members shall:

Exercise a degree of skill and care. They must:

- show the skill expected of a person with their knowledge and experience
- act as a reasonable person would do looking after their own business

Act in good faith in the interests of the HEA as a whole. This includes:

- treating all stakeholders equally
- avoiding conflicts of interest
- declaring any conflicts of interest
- not making personal profits at the company's expense
- not accepting benefits from third parties

Obey the law:

- company law requires the production of proper accounts and send various documents to Companies House
- other laws include areas such as health and safety, employment law and tax

Council Members must ensure that they act in the way they consider, in good faith, would be most likely to promote the success of the HEA for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- (a) the likely consequences of any decision,
- (b) the interests of the HEA's employees,
- (c) the need to foster the HEA's business relationships with suppliers, customers and others,
- (d) the impact of the HEA's operations on the community and the environment,
- (e) the desirability of the HEA maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly

Wherever and whenever possible, Council Members should actively promote the HEA and be prepared to report back on this to Council meetings or to the ad-hoc committee of the Chair, Immediate Past Chair and Vice Chair of the relevant Council.

Council Members must avoid conflicts of interest. They must avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the HEA. This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the HEA could take advantage of the property, information or opportunity).

Any breach or alleged breach of the foregoing shall be investigated by the Chief Executive and a decision will be made as to appropriate action by the President, Vice President and Immediate Past President, with or without the Chief Executive as they see fit. If the decision is taken to suspend or terminate membership of the Council, the member will be advised of this at least 14 days in advance of the next relevant Council meeting, and may make representation in writing or in person to that meeting

Appendix 7 Definitions

(1) In the Bylaws except where the context otherwise requires the following words and phrases shall have the meanings respectively ascribed to them:

- (a) "the HEA" means the "Company" ;
- (b) "the Bylaws" means these Bylaws as added to, amended or revoked from time to time;
- (c) "the Company" means the Company limited by guarantee and incorporated on 30 October 2007, registered number 6413222 which bears the name "HEAsn Limited";
- (d) "the Council" means the HEA Council or such other Council within the HEA as agreed by the HEA Council (e.g. the HEA-HEMSA Council) as applicable;
- (e) a " Member" means an organisation who has been elected by Council as a member of the HEA. "HEA Member" includes all Member classes of the HEA unless stated otherwise, and shall be read in context with the restrictions on Organisational Associate Members
- (f) a "Representative" means a person nominated by an organisational Member to represent them at Members' meetings and where appropriate Council meetings.
- (g) "a Council Representative" is a Member's Representative who has been elected to serve and vote on the Council.
- (i) "the Articles" means the Memorandum of Association of the HEA as amended from time to time, for the time being in force;
- (j) "in writing" and "written" includes printing, lithography and other modes of representing or reproducing words in a visible form.
- (k) "Contracting Office" has the same meaning as defined in the ISO 9001 National Highway Sector Scheme document for Highway Works 8
- (l) "Technical Audit" has the same meaning as defined in the ISO 9001 National Highways Sector Scheme document for Highway Works 8 amended or extended as the relevant Council sees fit

(2) In the Bylaws except where the context otherwise requires:

- (a) Any reference to the making of a Bylaw shall include a reference to the amending of a Bylaw already made.
- (b) Words importing the masculine gender shall include the feminine, words in the singular shall include the plural and words in the plural shall include the singular.
- (c) Words importing persons shall include corporations and "corporations" shall include unincorporated associations.
- (d) References to any statutory enactment shall include any statutory re-enactment or modification thereof and all Bylaws and delegated legislation made thereunder.

(3) Any words and terms which may be defined by the Articles shall, unless the context otherwise requires, have the same meaning in the Bylaws.