SPECIALIST CONTRACTORS ASSOCIATION INC.

CONSTITUTION

SPECIALIST CONTRACTORS ASSOCIATION

CONSTITUTION

1. The name of the Incorporated Association is the Specialist Contractors Association Incorporated referred to herein as 'the Association'.

2. In these rules, unless the contrary intention appears:
'Committee' means the Committee of Management of the Association;
'meeting' means a general meeting of members of the Association convened in accordance with these rules;
'member' means a member of the Association;
the 'Act' means the Association Incorporation Act, 1985;
the 'regulations' means the Association Regulations, 2008.

3. OBJECTS AND PURPOSES

The objects of the Association shall be:

(1) To provide a forum where problems common to Sub-Contractors can be discussed and resolved.

(2) To promote the common interests of Sub-Contractors in the building and construction industry throughout the State of SA.

(3) To engage in any activity which members agree will be to the benefit of members generally and which members agree to undertake.

4. POWERS

The Association shall have the power to;

(a) acquire, hold, deal with, and dispose of, any real or personal property;

(b) administer any property on trust;

(c) open and operate bank accounts;

(d) invest its moneys -

(1) in any security in which trust moneys may, by Act of Parliament, be vested;

or

(2) in any other manner authorized by the rules of the Association;

(e) borrow money upon such terms and conditions as the Association thinks fit;

(f) give such security for the, discharge of liabilities incurred by the Association as the Association thinks fit;

(g) appoint agents to transact any business of the Association on its behalf;

and

(h) enter into any other contract it considers necessary or desirable

5. MEMBERSHIP

(1) Membership of the Association shall be open to Associations, the membership of which comprises individuals, firms and companies whose business consists of operations in connection with the erection repair or extension of or alteration to buildings or work as Sub-Contractors in the building and construction industry. The initial membership of the Association shall be National Electrical Contractors Association SA/NT Branch (NECASA/NT), Air Conditioning & Mechanical Contractors Association of SA Inc. (AMCA), Master Plumbers Association of SA Inc. and the National Fire Industry Association (NFIA).

(2) Any Association which applies for membership of the Association shall have its application for membership proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant or its authorized representative and the proposer and seconder, and shall be in such form as the Committee shall prescribe from time to time. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be an ordinary member of the Association.

6. SUBSCRIPTIONS

(1) The subscription fees for each class for membership shall be such sum as the members shall determine from time to time in a general meeting.

(2) The subscription fees of each class of membership shall be payable annually on 1 July or at such other time as the Committee shall determine from time to time.

(3) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7. RESIGNATION

A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

8. EXPULSION OF A MEMBER

(1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

(2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.

(3) The determination of the Committee shall be communicated to the member and in the event of an adverse determination the member shall subject to sub rule (4) cease to be a member 14 days after the Committee has communicated its determination to the member.

(4) It shall be open to a member to appeal to the Association in general meeting against the expulsion, The Intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.

(5) In the event of an appeal under sub rule (4) the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association In general meeting after the appellant has been heard and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE

(1) The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

(2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.

(3) The Committee shall be comprised of a Chair, Vice Chair, Treasurer and one other member all of whom shall be representatives of the members of the Association.

(4) The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first annual general meeting after incorporation at which time the members of the Committee shall be eligible for reappointment.

(5) The Committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.

(6) A retiring committee member shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated him at least twenty-eight days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.

(7) Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

(8) If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members.

10. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

(i) disqualified by the Act;

(ii) expelled under these rules;

(iii) permanently incapacitated by ill health;

(iv) absent without apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year;

(v) no longer duly appointed representative of a corporate member.

11. PROCEEDINGS OF COMMITTEE

(1) The Committee shall meet together for the despatch of business at least every three months.

(2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

(3) A quorum for a meeting of the Committee shall be fifty (50) percent plus one members.

(4) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract

12. FINANCIAL YEAR

The first financial year of the Association shall be the period ending on the 30th. of June 2019, and thereafter a period of 12 months ending on 30 June in each year.

13. BORROWING POWERS

(1) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Association.

(2) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

14. RULES

(1) Subject to approval by a resolution of the members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act,

(2) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and agreed to be bound by all of the provisions thereof.

15. MEETINGS

(1) The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.

(2) The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within (6) months after the end of its financial year.

(3) Upon a requisition in writing of not less than three (3) of the total number of members of the Association, the. Committee shall within one month of the receipt of the requisition, convene a special general meeting of the purpose specified in the requisition.

(4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

(5) If a special general meeting is not convened within one month as required by sub-rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the

same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

(6) Subject to sub-rule (7) at least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration by the Association in general meeting.

(7) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting,

(8) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.

(9) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mall.

17. PROCEEDINGS AT MEETINGS

(1) Three (3) members present personally or by proxy shall constitute a quorum at any general meeting.

(2) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

(3) The chairperson of the Committee or if there shall be no chairperson, then the vice chairperson of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as chairperson at every general meeting of the Association.

(4) If there is no such chairperson or vice-chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.

(5) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as If that meeting were an original meeting of members.

(7) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall

unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

(8) If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken In such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.

(9) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. MINUTES

(1) Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

(2) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

(3) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, and that proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

19. VOTING RIGHTS

(1) Subject to these rules each member present in person or by proxy shall be entitled to one vote.

(2) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent It at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

20. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and attend and vote at any meeting of Association.

21. ACCOUNTS

The Association shall keep such records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

22. WINDING UP

The Association may be wound up in the manner provided for in the Associations Incorporation Act.

23. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be transferred to some other organisation, Association, Corporation or Institutions having objects wholly or in part similar to the objects of this organisation and which shall prohibit the distribution of Its income and property among its members.