Specialist Contractors Association

OPERATING FRAMEWORK

Specialist Contractors Association

CONTENTS **PAGE**

1. PREAMBLE 3

2. NAME 3

3. OBJECTIVES & PURPOSE 3

4. MEMBERSHIP 3

5. GOVERNANCE ARRANGEMENTS 3

5.1 Committee & Office Bearers 3

5.2 Agendas, Motions & Minutes 4

5.3 Engagement of Consultants 4

5.4 Code of Conduct 4

5.5 Confidentiality 5

5.6 Conflicts of Interest 5

6. NON COMPLIANCE 5

7. OPERATING PRINCIPLES 6

7.1 Meetings 6

7.2 Financials 4

8. REVIEW OF THE OPERATING FRAMEWORK 6

1. PREAMBLE

Following discussions and agreement by peak Employer Associations operating in the Building and Construction Industry in South Australia, a new Incorporated Association covering several sectors was established.

The Association provides an incorporated body to collectively address common difficulties faced by sub-contractors working in the SA Building and Construction Industry including but not limited to security of payment, mitigation of risk in the contractual chain and to be established as the primary body for the strategic management of health, safety and welfare for the South Australian sub-contracting industry.

This Operating Framework has been developed to assist participating organisations (members) to better understand the work and operational framework of the SCA and how it can assist the development of a safer, healthier, less risk averse and more prosperous industry.

2. NAME

The name of the Incorporated Association is the **Specialist Contractors Association (SCA)**

3. OBJECTIVES AND PURPOSE

The objects and purpose of the SCA are to:

3.1 provide a forum where problems common to Sub-Contractors can be discussed and resolved.

3.2 promote the common interests of Sub-Contractors in the building and construction industry throughout the State of SA

3.3 develop and implement joint initiatives for the purpose of improving the construction industry's capability to identify hazards, eliminate or better manage risks

3.4 engage in any activity which members agree will be to the benefit of members generally and which members agree to undertake

4. MEMBERSHIP

The rules governing eligibility for membership of the SCA are contained in Rule 5 of the Association's Constitution which essentially is as follows:

4.1 Membership of the Association shall be open to Associations whose member businesses 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.

4.2 The differing roles, needs, size and capabilities of member organisations is acknowledged and reflected in the membership fees as amended from time to time.

4.3 The annual membership fees as determined by the Committee shall apply each financial year. The annual rate for new members shall be calculated on the basis of one twelfth of the annual fee for each month remaining of the financial year of joining.

5. GOVERNANCE ARRANGEMENTS

The governance requirements outlined in this section are the minimum standard operating procedures for SCA.

5.1 COMMITTEES & OFFICE BEARERS

5.1.1 The Committee shall be appointed by the members of the SCA and shall consist of a Chair, Vice Chair, Treasurer and one other member.

5.1.2 The affairs of the SCA shall be managed and controlled exclusively by the Committee and shall have the power to appoint such officers and employees as are required to carry out the objects of the SCA, including a public officer.

5.1.3 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.

5.1.4 The Committee may establish sub-committees and working groups as it sees fit, and establish their scopes of responsibility or the scopes of work.

5.1.5 A quorum for a normal meeting of the Committee is 50% plus (1) one and three (3) members present or by proxy for any general meeting.

5.1.6 The Committee shall meet at least every three months.

5.2 AGENDAS, MOTIONS & MINUTES

5.2.1 Meeting papers shall include an agenda, minutes of the previous meeting including action list, financial reports including monthly annual and monthly profit & loss, statement of financial position and current bank statement.

5.2.2 All meeting papers are to be distributed at least five working days before the meeting.

5.2.3 Observers/visitors may be invited and admitted to the meeting by agreement of a quorum.

5.2.4 Attendance at meetings by consultants (eg legal, technical) must be proposed and agreed by the Committee at least five working days prior to the meeting.

5.2.5 A motion should be clearly put to the meeting and have a seconder.

5.2.6 All members should be given the opportunity to speak for or against the motion.

5.2.7 Where possible, members should in good faith aim to achieve consensus. Where consensus cannot be achieved and a vote is taken, a majority plus one (1) of those in attendance should be regarded as the minimum requirement.

5.2.8 The Committee member facilitating the meeting shall provide for the minutes and answer any questions from members about the papers.

Minutes shall be made available to all SCA members, present or absent, no later than 10 business days after the meeting and will include the following:

a) names of those present
b) apologies received
c) an outline of substantive discussions
d) details of actions agreed and decisions made, including numbers for and against.

5.2.9 Costs associated with the facilitation of meetings shall be borne by the facilitator of the meeting.

5.3 ENGAGEMENT OF CONSULTANTS

The use and engagement of consultants (eg legal, technical) shall be proposed, discussed and agreed by the Committee prior to any such engagement.

5.4 CODE OF CONDUCT

Members of the SCA are:

5.4.1 required to discharge their duties as a Committee member in good faith and in the best interests of the objectives and purpose of the SCA

5.4.2 must not improperly use their position, or improperly use information obtained, to gain an advantage for themselves or others

5.4.3 will not vote if they have a conflict of interest on any matter that is before the meeting, and

5.4.4 will adhere to the provision of this framework in respect of conduct, confidentiality, conflict of interest, privacy and intellectual property outlined below.

5.4.5 actively engage in discussion, debate and voting at meetings

5.4.6 participate in collective decision making, accept a majority decision of the meeting and not act individually, unless specifically authorised to do so by the committee.

5.5 CONFIDENTIALITY

SCA meetings will by their nature include broad and in depth discussions on industry practice and contractual arrangements which may include confidential information in regard to projects, the use of specific technologies or operations in the workplace.

To ensure that there is no perceived or actual misuse of confidential information committee members will identify and request that specific information be treated as confidential.

SCA members will clearly identify:

5.5.1 information obtained by members in their position as a Committee member must not be disclosed for an improper use.

5.5.2 members shall respect the confidentiality of any document whenever it is clearly notified by the provider of such a document.

5.5.3 advice the member receives from a third party, as being advice of the third party.

5.5.4 material of which intellectual property rights may vest in a third party.

5.6 CONFLICTS OF INTEREST

5.6.1 It is agreed that the SCA Committee shall deal with conflict of interest appropriately and transparently, to ensure outcomes and decisions meet the needs of the industry or sector as a whole and not the singular interest of any particular member or non-member association.

5.6.2 For the purposes of this Operating Framework a conflict of interest is defined as any matter, circumstance, interest or activity affecting the SCA member which may impair, or may appear to impair, the ability of the member to make a decision diligently, independently and without bias.

5.6.3 It is incumbent on all members to declare all actual or perceived conflicts of interest. A register of declarations of conflicts of interest will be contained in the relevant meeting minutes.

5.6.4 SCA members with an actual or perceived conflict of interest, or who may receive a financial benefit or incur a financial cost from a decision, must declare this and clearly demonstrate how they will separate these interests from their participation in the SCA.

5.6.5 A quorum of the Committee shall decide if the declared conflict of interest should or should not preclude the member from staying in the meeting, noting that the member would not be allowed to vote on the issue.

6 NON COMPLIANCE

Where concerns arise that an SCA member(s) is not acting in compliance with the Operating Framework, for example the code of conduct, it is agreed that in the first instance, attempts should be made by the Chair to resolve any issue that has arisen informally, drawing on the expectations set out in this Operating Framework.

If the matter cannot be resolved, the matter should be taken to the Committee for advice in regard to possible options for resolution. Reasonable options should be exhausted before referring the matter to the members.

In referring the matter to the members the Committee should provide:

a) detailed information about the issue(s) of concern, including specific examples

b) an assessment of the impact of the issue(s) on the effective and efficient operations of the SCA

c) the steps taken to address the issue(s)

d) a recommendation from the Committee as to what action should be taken in response to the issues.

7. OPERATING PRINCIPLES

7.1 MEETINGS.

7.1.1 Meetings shall be conducted in accordance with the SCA Constitution and Section 4 herein.

7.1.2 Meetings are to be held at a venue as agreed by the Committee from time to time.

7.1.3 The duration of each meeting shall be no more than 2 hrs.

7.1.4 In the event that all the items on the agenda cannot be judiciously dealt with within the time allocated for the meeting, an extension may be declared by the Chair with the consent of a majority of the members present.

7.1.5 To the greatest possible extent, decisions of the Committee will be by clear consensus however where consensus cannot be achieved and a vote is taken, a majority plus one (1) of those in attendance shall be regarded as the minimum requirement.

7.1.6 Guests with relevant expertise, or those wishing to observe, may be invited to attend specific meetings however will not have any voting rights.

7.2 FINANCIALS.

7.2.1 The SCA Committee will ensure that an agreed annual financial budget is prepared prior to the commencement of each financial year documenting projected income and expenditure received from membership fees and other extraordinary activities conducted by the Association.

7.2.2 All extraordinary activities shall be subject to the provisions of Sections 4.2.4 and 4.3 in regard to attendance at meetings and the engagement of consultant services.

7.2.3 The Secretary shall prepare monthly financial statements for the purpose of oversight and acceptance by the Committee at meetings held in accordance with Clause 7.1 herein.

8. REVIEW OF OPERATING FRAMEWORK

The SCA Committee shall, from time to time, review and, where necessary, revise this Operating Framework to ensure it is aligned with the requirements of sub-contractors operating in the Building and construction industry.

The members of the SCA shall ensure that the current version of the Operating Framework is posted on their respective websites in a manner that is accessible to any visitor to that website.