

RULES OF THE JERSEY CONSTRUCTION COUNCIL LIMITED
ADOPTED BY RESOLUTION OF THE BOARD DATED 21st June 2004

1. Interpretation

- 1.1 Any words or expressions which are defined in the articles of association of the company and are used in these Rules shall, unless the context otherwise requires, have the same meaning in these Rules.
- 1.2 References to numbered Rules are, unless the context otherwise requires, references to the numbered paragraphs of these Rules.

2. Membership

- 2.1 There shall be eligible for full membership of the company persons falling within the following categories (each a "Membership Division"):-
- 2.1.1 persons who are members of one or more of the bodies representing professional consultants practising in Jersey as specified from time to time by the Board or whom the Board in its discretion deems appropriate for admission to membership, notwithstanding non-membership of any such body, on the basis of relevant experience and expertise (such persons once admitted to membership being known as "Consultant Members");

- 2.1.2 persons who are members of one or more of the bodies representing building contractors and allied tradesmen carrying on business in Jersey as specified from time to time by the Board or whom the Board in its discretion deems appropriate for admission to membership, notwithstanding non-membership of any such body, on the basis of relevant experience and expertise (such persons once admitted to membership being known as "Contracting Members");
- 2.1.3 persons carrying on business in Jersey for the manufacture and/or supply of building materials (such persons once admitted to membership being known as "Supplier Members"); and
- 2.1.4 persons carrying on business in Jersey as property developers (such persons once admitted to membership being known as "Client Members").

The Board, or the Membership and Finance Standing Committee, will have sole discretion to allocate every applicant for membership into a relevant Membership Division, taking into consideration the primary nature and classification of the applicants undertaking, and the Board, or the Membership and Finance Standing Committee, will confirm their decision back to the applicant.

2.2 There shall be eligible for associate membership of the company:-

- 2.2.1 a person nominated by the Environment and Public Services Committee of the States of Jersey (or any other relevant Committee as the States of Jersey may decide from time to time) to represent its interests;
 - 2.2.2 a person nominated by the Construction Industry Board to represent its interests;
 - 2.2.3 persons engaged in Jersey in education and/or research relating to the construction industry; and
 - 2.2.4 persons practising or carrying on business in Jersey whom the Board in its discretion considers appropriate for admission to associate membership on the basis of membership of a non-Jersey body performing a similar role to one of the bodies for the time being specified by the Board as referred to in Rule 2.1.1 or Rule 2.1.2.
- 2.3 The following provisions apply to admission to membership notwithstanding anything herein contained:-
- 2.3.1 (for the avoidance of doubt) only an individual or a body corporate or other legal entity may be admitted to full or associate membership;

- 2.3.2 in the case of a business or other undertaking carried on by individuals in partnership, only one of such individuals may be admitted as a member, regardless of how many of the individuals comprising the partnership would otherwise qualify for admission to membership;
 - 2.3.3 in the case of a group of companies, only one of the companies comprising the group may be admitted to membership, unless and to the extent that the Board is satisfied that any other company in the group carries on a separate and distinct business or other undertaking.
- 2.4 Associate members will not be entitled to vote in relation to any matter concerning the company or to be represented on the Board but will be entitled:-
- 2.4.1 to receive regular information from the Board in relation to the work and activities of the company;
 - 2.4.2 to attend and speak at any general meeting;
 - 2.4.3 to consideration by the Board of their comments on the work and activities of the company.
- 2.5 Applications for full or associate membership shall be made by completion and submission to the Board of an application in the form from time to time

prescribed by the Board, signed by or on behalf of the applicant and countersigned in each case by or on behalf of two existing full or associate members signifying their respective proposal and seconding of such applicant's application for membership. The Board shall consider each such application as soon as practicable following receipt thereof. If satisfied that an applicant fulfils the conditions for full or associate membership (as the case may be) prescribed by the foregoing provisions of this Rule 2 then, subject to Rule 2.6, the Board shall enter the applicant in the register of members of the company and notify the applicant accordingly. If the Board is not satisfied that an applicant fulfils the conditions for full or associate membership (as the case may be) prescribed by the foregoing provisions of this Rule 2 and/or if Rule 2.6 applies, it shall notify the applicant accordingly.

2.6 The Board may refuse admission to full or associate membership or request the resignation of an existing full or associate member if it considers the applicant or member (as the case may be) to be manifestly unsuitable for membership or continued membership (as the case may be) by reason of persistent failure to comply with standards reasonably to be expected of persons within the relevant industry sector including (without limitation) such standards as may from time to time be prescribed by the Standards Committee.

2.7.1 Any person aggrieved by a decision of the Board to refuse membership to that person, or to request that person to resign from membership, under Rule 2.6, may appeal within four weeks of the decision being notified to

him to a committee ("the Appeals Committee") comprising the Chairman for the time being of the Construction Industry Board, a Jersey advocate or solicitor of at least ten years' qualification nominated for the purpose by the President for the time being of the Law Society of Jersey and such person who for the time being shall be nominated for such purpose by the President of the Chartered Institute of Arbitrators, and upon such appeal the Appeals Committee shall have the power either to uphold the decision of the Board or to set it aside;

2.7.2 The Appeals Committee shall have full power to regulate its own procedure.

3. Appointment to the Board

3.1 Prior to the first annual general meeting of the company the Board shall comprise the directors appointed in accordance with Article 32 of the articles, together with such additional individuals as the directors may appoint to the Board.

3.2 At the first annual general meeting of the company there shall be elected to the Board, in accordance with the provisions of Rule 3.5, not more than twelve (12) individuals of whom:-

3.2.1 not more than six (6) ("the Consultant Members' Quota") shall be elected by the Consultant Members ("the Consultant Directors");

3.2.2 not more than six (6) ("the Contracting Members' Quota") shall be elected by the Contracting Members ("Contracting Directors");

3.2.3 not more than two (2) ("the Supplier Members' Quota") shall be elected by the Supplier Members ("the Supplier Directors"); and

3.2.4 not more than two (2) ("the Client Members' Quota") shall be elected by the Client Members ("the Client Directors");

each of whom shall take office with effect from the conclusion of the annual general meeting.

3.3 At the second and each subsequent annual general meeting of the company:-

3.3.1.1 one-third of the existing Consultant Directors and one-third of the existing Contracting Directors shall retire from office, and in any case where the number of relevant directors is not a multiple of three (3), the number nearest to one-third shall retire from office;

3.3.1.2 one-half of the existing Supplier Directors and one-half of the existing Client Directors shall retire from office and in any case where there is only one such director, he shall retire from office;

3.3.2 the directors to retire from among the existing Consultant Directors, the existing Contracting Directors, the existing Supplier Directors and the existing Client Directors respectively shall be those who have been longest (or longer, as the case may be) in office since their last election or re-election (as the case may be), but as between individuals from among the existing Consultant Members, the existing Contracting Members, the existing Supplier Members and the existing Client Members respectively who were elected or were last re-elected (as the case may be) on the same day, those (or the one, as the case may be) to retire (unless they otherwise agree among themselves) shall be determined by lot;

3.3.3 individuals (not exceeding the Consultant Members' Quota, the Contracting Members' Quota, the Supplier Members' Quota and the Client Members' Quota respectively) shall be elected (or as the case may be, re-elected) to the Board, in accordance with the provisions of Rule 3.5. For the avoidance of doubt directors retiring from office shall be eligible for re-election.

3.4 In the event that between one annual general meeting of the company and the next annual general meeting of the company the number of directors falls for any reason below the number fixed as the quorum, the company may fill the vacancy or vacancies (as the case may be) by an ordinary resolution and the director or directors so appointed shall hold office until

the conclusion of the annual general meeting next following their appointment.

3.5 Not less than two (2) weeks before the annual general meeting in a year, the date of which shall be notified by the secretary to each member not less than four (4) weeks beforehand, each member shall be entitled to nominate, by notice in writing to the secretary, an individual (being either the member himself in the case of an individual member or a representative of the member in the case of a corporate member) for election to the Board. The secretary shall, not less than one (1) week before the relevant annual general meeting notify each member of the individuals so nominated and:-

3.5.1 if the number of individuals nominated by the members in a particular Membership Division shall be fewer than or equal to the number of vacancies by reference to the Consultant Members' Quota, the Contracting Members' Quota, the Supplier Members' Quota or the Client Members' Quota (as the case may be) for Consultant Directors, Contracting Directors, Supplier Directors or Client Directors (as the case may be) ("the Relevant Vacancy Number"), the secretary shall in such notification to the members declare the individuals so nominated to be elected to the Board;

3.5.2 if the number of individuals nominated by the members in a particular Membership Division shall exceed the Relevant

Vacancy Number, the secretary shall enclose with the notification sent to each of the members within that Membership Division a voting form (in such form as may be prescribed by the Board from time to time) entitling each such member to vote for one of the individuals so nominated and the individuals elected to the Board by the relevant Membership Division shall be the Relevant Vacancy Number of such individuals for whom the most votes shall be cast. For such purposes, votes shall be cast by the submission to the secretary of duly completed voting forms at the relevant annual general meeting, at which the votes cast shall be counted and the individual or individuals elected shall be declared. In the case of tied votes, the Board Chairman shall draw lots at the annual general meeting in order to determine the individual or individuals to be elected.

- 3.6 In addition to the individuals appointed to the Board in accordance with the foregoing provisions of this Rule 3, each individual who is elected as chairman of one of the Standing Committees (as hereinafter defined) and who is not already a director shall upon such election be appointed to the Board and shall hold office (subject to Article 36) until such time as he ceases to be the chairman of such Standing Committee.

4. The Board Chairman, Deputy Board Chairman, Treasurer and Secretary

- 4.1 The Board shall elect one of its number to be the Board Chairman and another of its number to be the Deputy Board Chairman. The Board shall regulate its own procedure in relation to the manner and timing of such elections provided that no director may serve as Board Chairman or Deputy Board Chairman for a term exceeding three (3) years without re-election (for which he shall be eligible for on any number of occasions).
- 4.2 The Board shall also elect an individual from among its number to be the Treasurer. The Board shall regulate its own procedure in relation to the manner and timing of such election provided that no director may serve as Treasurer for a term exceeding three (3) years without re-election (for which he shall be eligible on any number of occasions).
- 4.3 The Company shall have two paid executive officers as follows:-
- 4.3.1 the secretary (to be appointed and removed by the Board in accordance with the articles) who shall act as clerk to the Board;
- 4.3.2 the Principal Executive Officer, who, within policies agreed by the Board, will seek to ensure that the company fulfils its objects.
- 4.4 The remuneration and terms and conditions of employment of the secretary and the Principal Executive Officer respectively shall be as determined by the Board.

5. Proceedings of the Board and delegation

5.1 In accordance with and subject to the provisions of the articles and these Rules, the business of the company will be managed by the Board which may regulate its procedure as it sees fit. The Board shall meet quarterly and on such other occasions as may be required.

5.2.1 In exercise of its powers of delegation contained in the articles the Board shall confer delegated authority to a committee to be known as the Executive Board (comprised of the Chairman, the Deputy Chairman, the Treasurer, the secretary and the chairmen of each of the Standing Committees (as hereinafter defined)) the day to day running of the company in accordance with the terms of reference set out in Schedule 1 hereto. The Executive Board shall meet monthly and on such other occasions as may be required;

5.2.2 In the exercise of its functions, the Board shall be assisted and advised by the following committees ("the Standing Committees"), each having the roles described in the terms of reference set out in Schedule 2, Schedule 3 and Schedule 4 respectively:-

5.2.2.1 the Membership and Finance Committee;

5.2.2.2 the Education, Training and Professional Development Committee;

5.2.2.3 the Standards Committee.

Each of the Standing Committees shall be comprised of a maximum of eight (8) individuals, who shall each be, or be a representative of, a full or associate member, selected by the Board in its discretion on the basis of relevant expertise and/or experience. The manner and timing of such appointment shall be regulated by the Board.

6. Subscriptions

6.1 The company shall be funded by way of annual subscriptions from members and associate members at rates to be prescribed by the Board and such other sources as decided by the Board. Subscriptions will be payable annually in advance on the 1st October each year and proportionately for the period between the date following approval of a member's application for membership or associate membership (as the case may be) until the 30th September next following.

6.2 The Board's power to determine the rates of annual subscriptions includes the power to differentiate as it sees fit between members and associate members and between members in different Membership Divisions and in the case of associate members performing charitable, educational or public service functions to reduce or waive the subscription which would otherwise be due.

Such power also includes the power from time to time to vary any rate of annual subscription previously prescribed in which event the Board shall notify all members and associate members accordingly and the relevant variation shall take effect in the case of each member in respect of the annual subscription next payable.

6.3 In addition to the Board's above-mentioned powers in relation to annual subscriptions, the Board shall have the power from time to time, if the financial position of the company so requires, to raise an exceptional levy from full and associate members in such an amount as the Board in its discretion deems appropriate.

6.4 Annual subscriptions will be based on a business plan agreed by the Board from time to time incorporating annual budgets.

6.5 Applications for membership of the Company will be subject to payment of an Application Fee by the applicant, the rate of such Application Fee to be prescribed by the Board. In the event of an application for membership under the provisions of Rule 2.6 being refused then the Application Fee will not be refundable to the applicant.

7. Voting at general meetings

7.1 Any member which as at the date of a general meeting employs no more than twenty (20) employees in the Island of Jersey shall have one (1) vote

on a show of hands or on a poll; any member which as at the date of a general meeting employs more than twenty (20) but not more than fifty (50) employees in the Island of Jersey shall have two (2) votes on a show of hands or on a poll; any member which as at the date of a general meeting employs more than fifty (50) employees in the Island of Jersey shall have three (3) votes on a show of hands or on a poll.

- 7.2 The chairman of a general meeting at which a member (or its duly authorised representative as proxy) seeks to invoke the provisions of Rule 7.1 shall be entitled to require of the member in question (or duly authorised representative or proxy as the case may be) appropriate evidence of the number of employees then employed by the member in question in the Island of Jersey and the decision of the chairman as to the applicability or otherwise of Rule 7.1 shall be final.