

CONSTITUTION
And
RULES

FOREWORD

In order to ensure the closest co-operation between the Management and the Staff and recognising that this can best be achieved by having a well organised channel of communication between them the Management agreed to the establishment of a Staff Association together with an agreed procedure for joint consultation and negotiation between the elected representatives of the Association and representatives appointed by the Management.

Section 'A' sets out the Constitution and Rules of the Association.

Section 'B' printed separately covers the Joint Consultation and negotiating Agreement and procedures.

Staff Representatives are free to discharge the duties of their office with their Employers assurance that their personal standing with them will not in any way be prejudiced by any action, taken in good faith, while acting in the capacity of Representative.

Any reference to masculine shall be construed and interpreted equally as meaning feminine.

Any use of the word OpCo will automatically refer to Division where applicable.

SECTION 'A'

A 1 NAME

- 1.1 The name and address of the Association shall be Balfour Beatty Group Staff Association, West Service Road, Raynesway, Derby DE21 7BG.
Telephone 01332 288887

A 2 OBJECTS

- 2.1 The objects of the Association shall be:
- (a) To regulate the relations between the Staff and Management of the Balfour Beatty Group of Companies and to afford a means of communication, consultation and negotiation between the Staff and Management on the terms and conditions of employment (including salary structures) and the general welfare of the Staff whilst in no way restricting any Staff Members individual approach to Management.
 - (b) To promote in every way the interests of the Staff whilst recognising that the interests of the Group and the Staff are mutual in the long term.
 - (c) To administer such funds as may be at the disposal of the Association.
 - (d) To promote social and educational activities amongst members.

A.3 MEMBERSHIP

- 3.1 Membership of the Association is open to all Staff Members of the Balfour Beatty Group.
- 3.2 Membership is voluntary and application should be made on the appropriate forms which are available from any elected Representative of the Association.
- 3.3 A subscription will be levied from each Member by deduction from salary. This amount may be varied from time to time as may be necessary by decision of the Central Staff Committee.
- 3.4 Except where debarred under Rule A.7 (d) all members shall be entitled to one vote in all matters concerning which a vote is called for. Such entitlement shall commence seven clear days after application for membership has been received by the General Secretary and has been entered into the membership register

A.4 ORGANISATION

- 4.1 The organisation of the Association shall be:
- (a) OpCo Staff Committees representing the Staff in the various OpCo within the Group as may be agreed from time to time and set up in accordance with Rule A.11.

Procedure for the election of OpCo Staff Representatives and Chairman is set out in detail in Rule A.7.

- (b) Central Staff Committee comprising the Chairman of each of the OpCo Committees defined in Section (a) above. The General Secretary and an Honorary Treasurer.

This Committee will elect a Chairman whose term of office shall be for three years but who shall be eligible for re-election. In the event of the Chairman of the Association failing to be so re-elected at the end of any three year period he shall nevertheless remain a member of the Central Committee for the ensuing year.

This Committee will also elect a Deputy Chairman from amongst its members and appoint a General Secretary and a Treasurer.

Terms of Office shall likewise be for three years unless previously determined in accordance with these rules and holders shall be eligible for re-election. All necessary elections shall if possible take place in October.

A.5 OPCO STAFF COMMITTEE ELECTIONS (Eligibility)

(1) To vote in OpCo Staff Committee Elections

Those eligible to vote are members of the Association as defined in Rule A.3 and each shall have as many votes as there are vacancies to be filled in the section to which he/she belongs. Not more than one vote may be given by a Member to any one Candidate.

(2) To serve on an OpCo Staff Committee

A Candidate for election as a member of an existing OpCo Staff Committee shall have been a member of the Staff Association for a period of at least one year immediately prior to the election and must be a fully paid up member. Each Candidate must be nominated by at least three members of the Association within the OpCo concerned. Where representation on Committees is based on sections or establishments a Candidate must be nominated by members of that section or establishment.

No member may nominate more than one Candidate

A.6 VACANCIES ON OPCO STAFF COMMITTEES

- (1) A Staff Representative on a Staff Committee shall vacate office, other than as provided for in A.8 if he:
- (a) Ceases to be employed within the Group.
 - (b) Is transferred from the OpCo / Section / Establishment which he represents.
 - (c) Resigns his/her seat by written notice to the Committee Chairman.
 - (d) Is absent from the meetings of the Committee to an extent which the Committee agrees is unreasonable

- (g) If the number of Candidates nominated for any OpCo Establishment or Section does not exceed the number of vacancies in the OpCo the Returning Officers shall declare these Candidates elected.
- (h) The Candidates receiving the highest number of votes in their section or constituency shall be duly declared elected by the Returning Officers
- (i) Voting shall be by ballot. One voting paper shall be issued to each eligible member who shall mark it and deposit it in the ballot box, or deal with it in such a manner as is prescribed by the Returning Officers. Where necessary, arrangements will be made for voting by post.
- (k) At the first meeting after the OpCo Annual General meeting, in the appropriate years, OpCo Staff representatives shall appoint a Chairman from amongst themselves.

A.8 TERM OF OFFICE OF ELECTED STAFF REPRESENTATIVES

Elected Staff Representatives shall hold office for three years and retiring Representatives shall be eligible for re-election.

The term of elected Representatives shall terminate at the close of an OpCo Annual General Meeting: that is Representatives elected in October of any year shall assume office at the close of the OpCo Annual General Meeting following the election and retire at the end of the OpCo Annual General Meeting in October three years later except that each OpCo Committee will arrange, by such means as the Committee may approve, that one third of its members retire each year to ensure continuity of membership.

A.9 NEGOTIATING AND CONSULTATIVE TEAMS

9.1 Operating Company Level

The OpCo Staff Committee shall appoint two members, who together with the OpCo Staff Association Chairman shall represent the Association on the OpCo Negotiating and Consultative Committee set up in accordance with (Section B. Clause 2.2) of the Agreement between Balfour Beatty Group Management and the Staff Association. The Chairman and the General Secretary of the Staff Association shall ex officio also be members of this negotiating team at the discretion of the OpCo Staff Association Chairman.

9.2 Central Level

The Central Staff Committee shall represent the Association on the Central Joint Negotiating and Consultative Committee set up in accordance with (Section B. Clause 2.1) of the agreement between Balfour Beatty Group Management and The Staff Association.

A.10 DUTIES AND RESPONSIBILITIES OF STAFF REPRESENTATIVES AND OFFICERS

The duties of Staff Representatives and Officers shall be defined by the Central Committee, and shall be subject to such amendments as the Committee may decide from time to time

(e) Is appointed to such a position in the Group as would make him/her ineligible for membership of the Association.

(2) **Power to co-opt.**

Staff Representatives on an OpCo Committee shall have the power to fill any vacancies arising as above by co-opting a Member or Members for the unexpired term of office of the retiring Member or Members providing the unexpired term of office does not exceed twelve months. Should such unexpired term of office exceed twelve months the Chairman of the OpCo Committee must take immediate steps to invite nominations for the vacancy or vacancies in accordance with Rule A.5 (2) and arrange for a ballot of all eligible members as defined in Rule A.5 (1). Any member co-opted must belong to the section or establishment represented by the retiring member.

A.7 PROCEDURE AT OPCO STAFF COMMITTEE ELECTIONS

Procedure for the election of Representatives to OpCo Staff Committees:

- (a) Elections for OpCo Staff Committees may be held in, the month of October each year prior to the OpCo Annual General Meeting.
- (b) The Chairman or duly appointed Deputy Chairman of the OpCo Staff Committee together with the General Secretary of the Staff Association shall act as Returning Officers and shall be jointly responsible for conducting the Elections.

They shall make known at least 31 days before the election the following:

- (1) The number of Representatives to be elected
 - (2) The place and latest time of receiving nominations.
 - (3) The date and place of polling.
 - (4) The appointment of two independent scrutineers
- (c) The decision of the Returning Officers concerning the votes counted and the results of Elections shall be final except that they will arrange for a re-count if a Candidate so requests.
 - (d) The registers to be used for the purpose of the elections shall be those kept by the General Secretary who shall be responsible for submitting voting lists to the Returning Officers for each OpCo, Section or Establishment as required. For the purpose of elections no member shall be registered as such between the date fixed for the return of Nomination Forms and the date fixed for the Elections.
 - (e) Nominations shall be lodged with the Returning Officers not later than 21 clear days prior to the date fixed for the Election.
 - (f) The names of the Candidates nominated for election should be made known at least fourteen days before the election by publication on OpCo Notice Boards.

A.13 VOTING AT OPCO OR CENTRAL STAFF COMMITTEE MEETINGS

On those occasions when it is necessary to vote on any matter the decision shall be by simple majority. The Chairman shall have a vote and in addition a casting vote to be used in the event of a tie

A.14 QUORUM AT OPCO AND CENTRAL STAFF COMMITTEE MEETINGS

Fifty per cent of Staff Representatives shall constitute a quorum.

A.15 MINUTES OF CENTRAL AND OPCO STAFF COMMITTEE MEETINGS

Minutes shall be kept of the proceedings of each Meeting and when signed by the Chairman at the following Meeting shall be accepted as a true and correct record.

Committee Members shall be provided with a copy of the Minutes of each meeting and each member of the Central Staff Committee shall be provided with a copy of the Minutes of all OpCo Staff Committee Meetings.

Copies of the Minutes of each OpCo Staff Meeting shall be displayed on Notice Boards or otherwise circulated amongst members and similarly copies of The Minutes of the Central Staff Committee or a summary thereof must be similarly available to all members for perusal.

A.16 SUB-COMMITTEES

The Central and OpCo Staff Committees shall have the power to appoint Sub Committees to study and report on any particular item. The Sub-committees will be responsible to and report their findings to the next and subsequent meetings of the Main Committee until the business for which they were appointed is concluded.

A.17 ASSOCIATED GENERAL MEETINGS

(a) Section or Establishment Meetings

A meeting of members of the Association in any Section or Establishment shall be called within fourteen days after receipt by the OpCo Chairman concerned of a written request, with a notice of motion signed by at least 29% of the members of the Section and Establishment concerned. No business shall be dealt with at such a meeting other than that for which it is called.

(b) OpCo

A series of local Annual General Meetings may be held in October of each year at locations to be decided by the OpCo Committee.

Twenty one days' notice of such meetings must be posted on all appropriate staff notice boards.

The General Secretary shall issue to all Representatives a leaflet (R1) detailing fully their duties and responsibilities and copies are available to other members on request

A.11 OPCO/OPERATING COMPANY STAFF COMMITTEES

- (a) OpCo Staff Committees shall be set up in Balfour Beatty Group operating companies / divisions where full recognition has been granted in accordance with (Section B. Clause 2) with such changes, additions, or deletions as from time to time may be agreed by The Central Staff Committee and in line with group structural or reorganisational changes

A full list of current OpCo/Divisional Staff Committee's shall be made available to any member upon request to the General Secretary's.

Balfour Beatty PLC

Balfour Beatty Construction Ltd (Opco)
BBCL Scottish & Southern/Northern Divisions
Balfour Beatty Civil Engineering Ltd (Opco)
BBCEL Major Projects
BBCEL CED North & South Divisions

Balfour Beatty Rail Projects (Opco)
Balfour Beatty Rail Track Systems
Balfour Beatty Rail Plant

Raynesway Construction Southern Ltd (RCS Ltd)
Stent Foundations Ltd -

with such changes, additions or deletions as from time to time may be agreed by the Central Staff Committee.

- (b) Membership of OpCo Staff Committees and the method of electing representatives shall be determined by the members of the Staff Association in the Individual OpCo but shall be subject to endorsement by The Central Staff Committee.
- (c) The Chairman and General Secretary of the Association shall be ex-officio members of all OpCo Staff Committees and as such shall have the right to attend all OpCo Committee Meetings.

A.12 MEETINGS OF THE CENTRAL AND OPCO STAFF COMMITTEES

The Central Staff Committee shall meet regularly and as often as is required but not less than four times annually.

OpCo Staff Committees shall also meet regularly at approximately three month intervals or as business requires and they shall deal to conclusion with OpCo staff affairs.

Those problems which are of interest to two or more OpCo Committees or judged by either the Central or OpCo Staff Committee to be outside the scope of the OpCo Staff Committee shall be dealt with by the Central Staff Committee.

The business to be transacted at such meetings shall be:

- (1) To receive and consider the consolidated report on the work of the Association during the past year, prepared by the OpCo Committee.
- (2) To declare local election results.
- (3) To consider any notices of motion received by the OpCo Committee and vote thereon.
- (4) To consider any other business of which proper notice has been given to the OpCo Chairman.
- (5) To encourage ordinary members to ask questions and to offer suggestions regarding future policies of the Association.

(c) Special OpCo General Meetings

A Special General Meeting of the Members of the Association in any OpCo shall be called within fourteen days after receipt by the OpCo Chairman of a written request, with a notice of motion signed by at least 30 members or 10% of the Members of the OpCo concerned, whichever is the lesser. No business shall be dealt with at such meeting other than that for which it is called.

A.18 QUORUM AT ESTABLISHMENT, OPCO AND SPECIAL GENERAL MEETINGS

30 Members or 10% of the membership in the District or Area concerned, whichever is the lesser present shall constitute a quorum for the transaction of the business of an Establishment, OpCo or Special General Meeting.

A.19 ANNUAL CONFERENCE

An Annual Conference shall be held in the month of April each year at a venue to be decided by the Central Committee and all officers and accredited Representatives shall be eligible to attend. Additionally the Central and OpCo Committees may, if they wish, nominate one or more individual members of the Association to attend where this is felt to serve a useful purpose.

The business to be transacted at an Annual Conference shall be:

- (1) To declare consolidated election results.
- (2) To receive and consider the consolidated report of the work of the Association prepared by the Central Committee.
- (3) To receive and consider the financial statement.
- (4) To appoint an Auditor
- (5) To debate and vote upon any notices of motion together with amendments and/or addendum received by the General Secretary.

- (6) To consider present and future policies of the Association.
- (7) To consider any other business of which proper notice has been given to the General Secretary

A.20 EXTRAORDINARY GENERAL MEETINGS

An Extraordinary General Meeting of the Association may be called by the Chairman of the Association acting on the instructions of the Central Committee. No business shall be transacted at such an Extraordinary General Meeting other than that for which it has been called. Fourteen days' notice of an Extraordinary General Meeting must be posted on Association Notice Boards. 50 Members of the Association present at the meeting shall constitute a quorum for the transaction of business at an Extraordinary General Meeting but such members must include the Chairman and members of the OpCo Staff Committees or their nominees.

A.21 NOTICES OF MOTION AND PROCEDURE FOR VOTING THEREON

Notices of Motion for consideration at Annual General Meetings shall only be concerned with the Rules and Constitution or matters pertaining to Staff members as a whole. All other matters, whether of an individual nature, or concerning members of one section, establishment, or OpCo only shall be the responsibility of Central Committee or of the OpCo Committee concerned.

A member or group wishing to submit a notice of motion shall submit it in writing, endorsed by a minimum of five members of the Association whose signatures shall appear thereon. Such notice of motion shall be supported by a statement of case

The motion shall be submitted to the OpCo Committee concerned at least 7 days prior to the local Annual General Meeting and displayed on notice boards at least three days prior to the meeting, if approved by a majority of members present at the meeting provided they form a quorum, the motion shall be forwarded to the General Secretary of the Staff Association for inclusion on the agenda of the Annual Conference.

All motions received by the General Secretary shall be posted, together with a statement of case, on all notice boards four weeks prior to the Annual Conference. Amendments and/or addenda to the motion so posted must reach the General Secretary in writing two weeks prior to the Annual Conference, endorsed by five members and accompanied by a statement of case.

The motions together with any amendments and/or addenda will be debated and voted upon at the Annual Conference and if carried will be balloted by all members of the Association whose names appear on the official register. Voting forms for this purpose shall be issued to members not later than 21 days prior to the published closing date of the ballot and these should be returned to the General Secretary in the manner prescribed by the Central Committee. Such motion or Amendment shall not become substantive unless a minimum of 51% of those voting are in favour.

The provisions of this rule shall not apply in the case of a motion for the dissolution of the Association when the procedure in Rule A.30 shall apply

A.22 FAILURE OR NEGLIGENCE OF OFFICER OR REPRESENTATIVE

Should any officer or representative be considered by the Central Committee to be failing in his duties or responsibilities, or to be acting in a manner contrary to the best interests of the Association, he may be subject to a vote of no confidence at a meeting of the Central Committee at which every member, or a representative nominated by that member to attend

on his behalf is present. A majority of at least two thirds must vote in favour of such action for the vote to be successful. He must then offer his resignation

A.23 DISCIPLINE

The Central Committee reserve the right to debar from membership any member of staff who appears to them to be acting in a manner contrary to the best interests of the Association. Such member of staff must be given, in writing, the reasons for refusal and given time to prepare a defence if he should wish to appeal against the decision. If such member is already a member of the Association, he must first be called upon in writing to desist from such action, and only if he refuses to do so may he be suspended or expelled from membership and from any benefits or privileges arising therefrom.

A.24 INDUSTRIAL ACTION

No member, representative or officer is authorised to initiate any form of industrial action against any company forming part of the Balfour Beatty Group. Such action may be initiated only by the General Secretary after authorisation by a special meeting of the Central Committee at which every member, or a representative nominated by that member to attend

on his behalf, is present. A majority of at least two thirds must vote in favour of such action for the authorisation to become valid.

A.25 FINANCE

Subject to any overriding motion from members the Central Committee shall be responsible for the overall financial policy in respect of any funds belonging to the Association, and for decisions as to how such funds may be invested or spent.

The Association shall maintain a current account and all cheques issued on this account must bear the signatures of two of the following three officers, the Chairman, the General Secretary and the Honorary Treasurer.

A.26 AUDITORS

Annually the accounts of the Association shall be audited by an independent auditor who will be appointed at the Annual Conference each year

A.27 MATTERS NOT PROVIDED FOR IN THESE RULES

The Central Staff Committee shall decide any matters not provided for in these Rules, or resolve any doubt as to the meaning or construction of any rules. Such decisions shall be binding unless varied by a two-thirds majority vote at an Extraordinary General Meeting or by ballot of members.

A.28 ALTERATION OF THE RULES RELATING TO STAFF ASSOCIATION PROCEDURE

Alteration of, or additions to the rules relating to the Constitution may be made only by ballot of all members normally held prior to the Annual Conference.

In the exceptional case where the Central Committee decides that the matter is so urgent that it cannot await an Annual Conference, the necessary notice of motion shall be posted on all Staff Notice Boards within 14 days of receipt by the General Secretary

A further 7 days shall be allowed for the receipt of any amendment and thereafter the referendum shall be carried out immediately practical considerations allow.

Any alteration or addition shall only be adopted if the motion receives a two-thirds majority of the members voting,

A.29 AMALGAMATION OR TRANSFER OF ENGAGEMENT

For the purpose of this Rule only, the members of the Association shall be divided into OpCos as defined in Rule A.11 Paragraph (a).

If the Central Staff Committee, after full consultation with the OpCo Staff Committees, are of the opinion that an amalgamation with or transfer or engagements to another Trade Union within the meaning of the Trade Union (Amalgamation etc.) Act 1964 (here referred to as the act) and such amalgamation or transfer (here referred to as an affiliation) is in the best interests of the Association and its members, no such affiliation shall be concluded until the following procedure has been followed

- (a) An Extraordinary General Meeting has been called by the Chairman of the Association in accordance with Rule A.20 when the question of an affiliation shall be fully discussed.
- (b) If the members attending that meeting by a simple majority so decide a ballot shall be held amongst all the members of the Association and the members shall be able by means of this ballot to express their views:
 - (i) as to whether in principle they wish the Association to effect an affiliation and
 - (ii) if an affiliation were to take place and assuming there was a choice of Trade Union, to which would the members prefer the Association to be affiliated to. (This ballot is here referred to as the preliminary ballot).
- (c) The Central Staff Committee shall determine what arrangements will best secure that the preliminary ballot is properly conducted but such arrangements shall specifically provide that:
 - (i) The preliminary ballot is held in each OpCo at the same time, and
 - (ii) a record is taken of the votes cast within each OpCo
- (d) As soon as practicable after the preliminary ballot has been held the result both throughout the Association as a whole and within each OpCo shall be published to all the members.
- (e) If the result of the preliminary ballot shows that a majority of the members of the Association who voted support an affiliation as proposed by the Central Staff

Committee then, not before a period of six weeks has elapsed as from the date the result of the preliminary ballot is published, a vote will be taken amongst all the members of the Association for the time being on a resolution to approve an instrument of amalgamation or transfer as the case may be in accordance with the provisions of the Act save that it is hereby expressly provided that the provisions set out in sub-section (2) and (3) of Section 2 of the Act shall not apply in relation to the Association.

- (f) If the result of the preliminary ballot shows that the majority of those members who voted in any particular OpCo do not support an affiliation as proposed by the Central Staff Committee, then that OpCo Staff Committee, if they are satisfied that they have the necessary authority from the members, may at any time before the expiration of the six week period referred to give notice in writing to the Central Staff Committee that they and all the members within the OpCo hereby resign from membership of the Association.
- (g) The Central Staff Committee shall determine what arrangements will best secure that the voting on the resolution is properly conducted but in order for the resolution to be carried:
 - (i) two thirds of those members voting must vote in favour of the resolution, and
 - (ii) at least fifty per cent of the members eligible to vote must do so.

A.30 DISSOLUTION OF THE ASSOCIATION

- (i) If at the Annual General Meeting a motion moved by a member there present for the dissolution of the Association shall be accepted by a majority of the members present then not less than six weeks thereafter, a vote shall be taken amongst all the members of the Association for the time being on a resolution to confirm the proposal to dissolve the Association.
- (ii) The vote shall be arranged and the resolution carried in accordance with the provisions of Rule A.29 (9).
- (iii) If the resolution confirms the proposal to dissolve the Association the Central Staff Committee shall thereupon, or at some future date as shall be specified in the said resolution, proceed to realise the property of the Association and after the discharge of all liabilities shall divide the same equally among all the members for the time being and upon completion of such division the Association shall be dissolved.