

Nomination to Committees – Representative Responsibilities

Nomination Rights

One of National Precast's functions is to nominate individuals to represent National Precast Concrete Association (National Precast) on Standards Australia and other committees. National Precast invites members to nominate suitably experienced staff to be considered for these positions. The initial nomination to and the continuing support for any nominee to continue to represent National Precast, is at the discretion of National Precast.

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Recommendations for Nominations to Committees

Recommendations for nominations to represent National Precast on committees will be made to National Precast's Board of Directors by the CEO. Consideration will be given to the recommended nominees':

- professional standing,
- qualifications, and
- demonstrated support National Precast's mission statement, strategic focus and policies.

The Board of Directors will then decide on the successful nominee and nominees will be advised accordingly.

Nominations to Existing and New Committees

Nominations may be made either to a committee to which National Precast enjoys existing nomination rights or when a nomination right arises for the first time. First time nominations may arise because National Precast has sought nomination to an existing committee to which it has not previously nominated a member, or because a new committee is being formed.

Costs

With the exception of Association employees and consultants where a consulting agreement is in place, the costs of travel, accommodation and time expended in attending committee meetings are met by committee members. National Precast does not meet or reimburse these costs.

Responsibilities of Nominees/Representatives

Meeting Attendance

- Attend meetings of the committee whenever possible. The frequency of meetings varies, so nominees should check with the organising body (eg Standards Australia) to establish potential commitments.
- Advise both National Precast and the committee's project manager if unable to attend meetings of the committee. Sufficient notice should be given to allow for a deputy for the meeting to be found. National Precast will arrange for a deputy to ensure continuity of representation of the National Precast's interests.

Committee Conduct

- Participate fully in all committee work and, based on the member's knowledge and experience in the subject, provide input to the committee's activities (including the preparation of codes and standards).
- Pursue the objectives of the National Precast (**not** self or company interest) and to clearly and effectively present the views of National Precast and its members.
- Ensure that relevant interests in the subject matter, not readily apparent, be made known to the committee.
- Fully and impartially consider public comment on drafts.
- Act impartially and transparently whilst representing national interests and to actively contribute to committees reaching consensus. If applicable, submit a vote at the ballot stage and, if negative, clearly present the technical reasons.
- Comply with National Precast's Codes of conduct (see attached)

Liaison with Association

- Attendance at a minimum of two National Precast Members' Meetings per year is required.
- Provide **written reports** to National Precast within two weeks of each committee meeting, on the committee's activities.
- Consult with and seek feedback from relevant National Precast members (at National Precast Members' Meetings and via Association staff if necessary) to ensure that members' views are effectively represented. Nominees will be expected to provide input to and assistance with this process.
- Advise National Precast of any major stages in reviews, for example, draft documents being released for public comment.
- Assist with the organisation of seminars and other activities which focus on the committee's activities and outputs so that National Precast's members may be made aware of the impact that changes to standards and codes may have on members.

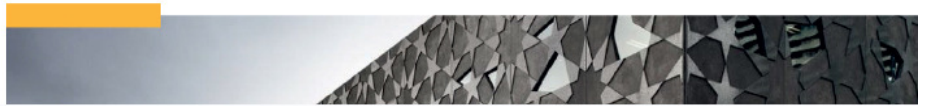
Nomination term

Once appointed to a committee, representatives shall remain as National Precast's nominee until the forthcoming Annual General Meeting (AGM), held in November of each year. At this time all committee representatives will be reviewed and reappointed as appropriate. Unless advised otherwise, representatives shall continue to represent National Precast on the relevant committee. National Precast's Board reserves its right to withdraw its support for a nominee to a committee at any time at its discretion.

☐ As a representative of National Precast, I agree to fulfil the above responsibilities.

Name of Nominee: _____ Committee Name: _____

Nominee Acceptance (Signature): _____ (Date) _____



CODE OF CONDUCT:

PERSONAL CONDUCT - SUMMARY

This Summary of the Code of Practice: Personal Conduct (the Code) is intended to provide clarity and understanding of the Code and in no way supersedes or serves as an alternative to the Code.

Why a Code of Personal Conduct?

The image and reputation of National Precast (the Association) is determined in large part by the way its constituents are seen to behave. The Association's people are its ambassadors and can enhance or diminish the Association's reputation by their conduct.

Who does the Code apply to?

The Code applies to all Association stakeholders including (but not limited to) directors, members, employees and consultants. If you fall in to one of these categories, it is your responsibility to know about, understand and abide by the Code.

Where does the Code apply?

The Code applies to any engagement with the Association that occurs in any way, at any location or time. Such engagement may include (but are not limited to) personal interaction, telephone and electronic communications (including social media) during any Association activity or representation.

When does compliance with the Code start?

It will start at the commencement of your engagement with the Association, whether that engagement be on commencement of membership, or the date of your appointment to any other role in, or for the Association.

What does the Code require?

The Code requires your compliance with activities and interactions around three principles:

1. **Safety** – The Association is committed to safety in all its activities and expects all individuals to act in a responsible and legal way which not only protects their own safety, but also reasonably protects the safety of others.
2. **Respect** – The Association is committed to creating an environment in which individual rights and differences are respected, requiring conduct which is courteous, fair, tolerant, sensitive and respectful.
3. **Integrity** - The Association expects that individuals will conduct themselves with integrity, reliability and professionalism, refraining from any activities or behaviours that are illegal or may harm the reputation or wellbeing of others, or which may bring the Association into disrepute.

What happens if there's a breach?

If you witness or personally experience a breach of the Code, or any legislation, regulations, codes, policies or procedures the Code reflects, you must immediately notify any one of the President or other Director, or the CEO (who will then notify two others, being the CEO, President or Director).

If you personally experience and report a breach that requires investigation, you must be prepared to provide all information necessary to carry out the investigation. Every effort will be made to treat reports and investigations confidential and actions may result in sanctions being applied either immediately or following an investigation of the breach.

Note that any form of retaliation toward an individual notifying a breach of the Code will not be tolerated under any circumstances. Any form of retaliation should be reported immediately and depending on the severity of the retaliation, the offending individual's ability to participate in any future Association activities may be suspended.

CODE OF CONDUCT: PERSONAL CONDUCT

1. INTRODUCTION

The Code of Conduct: Personal Conduct (The Code) has been developed to uphold the high degree of safety, respect, integrity, professionalism, culture and impact the Association strives to achieve to achieve and maintain, in support of its Mission. The Code provides all Association stakeholders with guidance and support to engage in conduct which is safe, respectful, responsible, professional, reliable and ethical.

2. APPLICATION

National Precast Concrete Association Australia is the peak body representing the manufacturers of precast concrete products in Australia. With a role of representing and promoting the precast concrete industry, National Precast's initiatives include, among other member services, the organisation, facilitation and attendance of meetings, workshops, exhibitions and other industry events.

The Code covers all parties participating in Association or broader industry-related activities, whether acting on behalf of the Association or whether it may be known that the party is involved with the Association in any way, including:

- Association staff;
- Consultants or other individuals engaged by the Association;
- Individuals who act as representatives or staff of member companies;
- Individuals who act as directors of the Association;
- Individuals who are Individual members of the Association;
- Guests invited to participate in Association activities; and
- Volunteers and representatives acting as agents of the Association.

3. SCOPE OF COMPLIANCE

This Code sets out the minimum professional standards of behaviour and probity (the Professional Standards) that National Precast Concrete Association Australia (the Association) expects all parties to the Code to meet when:

- interacting with other members of the Association;
- interacting with staff and consultants of the Association;
- participating in any Association or broader industry-related activity such as representations to government and other person or bodies, or when contributing to any committee or working group and the like;
- attending any Association event or broader industry-related event, such as meetings, dinners, site or factory tours, exhibitions, seminars, workshops and the like; and
- interacting with media.

The Code is supported by, but does not exclude or replace, common and statutory rights and obligations or requirements prescribed in relevant legislation, regulations or industrial instruments, or in any ethical and professional codes. To that end, individuals must observe and obey, and stay informed about the laws of Australia and any jurisdiction in which Association business is conducted.

4. MODE OF COMPLIANCE

The Code applies to conduct exhibited in all circumstances by parties to the Code, including (but not limited to) personal interaction, in meetings, via phone and electronic communications (including social media), and in written and published material.

The Code applies to all of the Association's activities whether within Australia or off-shore, subject to the operation of relevant legislation in Australia and overseas.

The Code applies when a party to the Code is performing official Association duties at any location, at or away from their normal place of work, or inside or outside of normal business hours.

5. CONDUCT PROTOCOLS

As with other organisations, the image and reputation of the Association is determined in large part by the way its members, employees and consultants are seen to behave. The Association's people are its ambassadors and can enhance or diminish the Association's reputation by their conduct.

The basis of this Code has been founded on three conduct principles, namely, safety, respect and integrity.

Safety

National Precast is committed to safety in all of our activities and expects all individuals to act in a way which not only protects their own safety, but also reasonably protects the safety of others.

Individuals must also take reasonable care to protect the physical and natural environment, including reporting hazards and risks and using resources in a manner that does not harm the environment.

Individuals engaging in any Association or broader industry activity must conduct themselves to strive for no accidents, no harm to people and no damage to the environment. Individuals must comply with applicable laws in this regard.

Basic rules of safety when participating in any Association or industry related activity:

- Individuals must not consume alcohol or be under the influence of any drug, to the extent that is reasonable to expect an increased risk of irresponsible, illegal or unsafe behaviour;
- Individuals must not threaten, intimidate or act violently toward any other individual or group of individuals;
- Individuals must not carry weapons of any kind.

Respect

National Precast is committed to creating an environment in which individual rights, opportunities, differences, choices, approaches and opinions are respected, irrespective of race, colour, gender, origin, religion, age, sexual orientation, marital status or disability, employment seniority, or any other characteristic which is protected by law.

Individuals must conduct themselves with fairness, respect and courtesy, practising tolerance and sensitivity in all interactions, particularly in relation to personal beliefs, religions and cultural values.

Individuals must also respond positively to lawful and reasonable directions.

Basic rules of respect when participating in any Association or industry related activity:

- Individuals must not behave in a way which could reasonably be considered offensive, intimidating, malicious, harassing, abusive, discriminatory or insulting;
- Not harass, bully, unlawfully discriminate against or threaten others,
- Individuals must not sexually harass any other individual, by making unwanted sexual advances, requesting sexual contact or activity or behave in any other sexually offensive way;
- Individuals must not engage in any form of physical violence, menacing or stalking behaviour,
- Individuals must not engage in any form of harassment or threats with the intent or effect of creating a hostile or intimidating environment;
- Individuals must not unfairly interfere with an individual's activities or work performance in an unreasonable way;
- Individuals must not humiliate, denigrate, insult, falsify or misuse personal information, distribute or display offensive material, or injure any other individual in any way; and
- Individuals must respect others' privacy and confidentiality of personal information.

and do all that is reasonable to prevent any such behaviour.

Integrity

The Association expects that individuals will conduct themselves with integrity, in a legal, responsible, reliable and professional manner at all times and refrain from any activities or behaviours that are illegal or may harm the reputation or wellbeing of others, or could bring the Association into disrepute.

Individuals must exercise authority and discharge duties in good faith, for proper purpose, and with a reasonable degree of care and diligence.

Individuals must deal respectfully, courteously, fairly and equitably with others, with due regard for their moral and legal rights and obligations. Individuals must make decisions that are risk-informed, reasonable, timely, procedurally fair and appropriate to the circumstances, based on all the relevant facts and supported by adequate documentation.

Individuals must comply with all laws and regulations that prohibit bribery and corruption, and do everything reasonable to make ensure other stakeholders do the same.

Individuals must comply with the Competition and Consumer Act, in particular in relation to the 'fixing, controlling or maintaining' of prices.

Individuals must act with financial integrity at all times.

Basic rules of integrity when participating in any Association or industry related activity:

- Individuals must not exceed or misuse influence or authority, or abuse the trust placed in them in order to gain an advantage for themselves or others, or cause detriment to the Association or others;
- Individuals must not engage in bribery or corruption in any form, whether in the private or public sector. This means never offering, soliciting, promising, giving or accepting a bribe, kickback or any other improper payment – including 'facilitation' payments;
- Individuals must not engage in any conduct whatsoever whereby they work together to fix prices rather than compete against each other; and

- Individuals must not promote, encourage, ignore, condone, participate in or benefit from any fraudulent, corrupt or criminal acts perpetrated on the Association by others and must promptly report to the Association management any actual or reasonable suspicion of fraudulent, corrupt or criminal behaviour, maladministration, mismanagement of Association resources or that which involves a substantial risk to public or personal health and safety or the environment.

6. AWARENESS AND ACCOUNTABILITY

Parties to the Code will be made aware of the Code on commencement of their membership or any engagement with the Association in any way, or in any participation with any Association activities.

Parties to the Code are personally responsible for knowing, understanding and abiding by the Code and must read the Code where required on a yearly basis.

7. ACTIONS TO BE TAKEN IN EVENT OF INCIDENT OR SUSPECTED INCIDENT

An incident which is a suspected, alleged or known breach of the Code, or any of the legislation, regulations, codes, policies or procedures it reflects, may result in sanctions being applied either immediately or following an investigation of the incident.

Breaches during Association activities

If a breach occurs during the proceedings of an Association activity, the breach must be immediately reported to the President or other director or the Chief Executive Officer.

While every effort will be made to keep the process and the identity of the reporting party as confidential as possible, the notifying party must be prepared to be identified to the suspected, alleged or known perpetrator, if further investigation of the breach is required.

The individual to whom the breach has been reported must consult with two others, being a director or Chief Executive Officer. The individual responsible for the breach will be notified of the breach and will be escorted away from the activity.

Depending on the severity of the breach, further action may be taken to investigate the breach and the individual's ability to represent the member company or participation in any future Association activities may be ceased until the resolution of the investigation. If the breach is reasonably considered to be severe, the individual may be immediately removed as the representative of the member company.

Any other breach

Any breach that is suspected, alleged or known by any party must be notified within seven (7) days of becoming aware of the breach, to the President or other director or the Chief Executive Officer. The Board must be made aware of the breach within 48 hours of the notification.

While every effort will be made to keep the process and the identity of the reporting party as confidential as possible, the notifying party must be prepared to be identified to the suspected, alleged or known perpetrator.

On receipt of the notification of a breach, the Board in consultation with the Chief Executive Officer has a duty to investigate and act accordingly, ensuring a fair and transparent process is followed based on principles of natural justice. The Board may delegate any or part of this process to two or more Board members and the Chief Executive Officer.

The individual to whom the breach has been reported must consult with two others, being a director or Chief Executive Officer. The individual responsible for the breach will be notified.

If the breach involves a breach of criminal or civil law, the investigating party may refer the complaint to the appropriate authorities. Should any proceedings have commenced in any Court of law against the alleged perpetrator, the investigating party may suspend the individual's ability to represent the member company or participation in any future Association activities until the resolution of those criminal proceedings.

If the breach does not involve a breach of criminal or civil law, then, depending on the severity of the breach, further action may be taken to investigate the breach and the individual's ability to represent the member company or participation in any future Association activities may be ceased until the resolution of the investigation. If the breach is reasonably considered to be severe, the individual may be immediately removed as the representative of the member company.

8. ADVICE AND ASSISTANCE

The Code cannot address every situation that may be encountered. Therefore, where there is doubt as to the application of the Code, or the appropriate course of action to be adopted, parties to the Code should discuss the matter with the President or other director or the Chief Executive Officer.

9. ZERO TOLERANCE OF RETALIATION

Any form of retaliation toward an individual notifying a suspected, alleged or known breach will not be tolerated under any circumstances. Any form of retaliation should be notified immediately to the President or other director or the Chief Executive Officer. Depending on the severity of the retaliation, further action may be taken to investigate the retaliation and the individual's ability to represent the member company or participation in any future Association activities may be ceased until the resolution of the investigation.

CODE OF CONDUCT: TRADE PRACTICES COMPLIANCE

1. INTRODUCTION

The Code of Conduct: Trade Practices Compliance (The Code) has been developed to uphold the high degree of integrity, professionalism, culture and impact the Association strives to achieve to achieve and maintain, in support of its Mission. The Code provides all Association stakeholders with guidance on conduct which complies with the Competition and Consumer Act 2010 (the Act).

2. APPLICATION

National Precast Concrete Association Australia is the peak body representing the manufacturers of precast concrete products in Australia. With a role of representing and promoting the precast concrete industry, National Precast's initiatives include, among other member services, the organisation, facilitation and attendance of meetings, workshops, exhibitions and other industry events. In most cases, these are attended by National Precast member representatives. Others, such as representatives of suppliers to the industry and allied industry representatives and stakeholders may also be in attendance.

Depending on location and scope of products and services they supply, National Precast's Precaster and Provisional Precaster members can be competitors in their industries. The National Precast Board of Directors is aware that the conduct of competitors is subject to the Competition and Consumer Act 2010 particularly as it relates to the prohibition of anti-competitive conduct under the 'restrictive trade practices' sections of the Act. The Board makes every endeavour to take all reasonable steps to minimise the risk that the Act may be infringed by National Precast's employees and members.

National Precast understands that the restrictive trade practices provisions of the Act prohibit various anti-competitive practices that limit or prevent competition including:

- Price fixing;
- Anti-competitive agreements (which includes unwritten understandings or arrangements);
- Concerted practices;
- Misuse of market power;
- Predatory pricing;
- Exclusive dealing and third line forcing; and
- Resale price maintenance.

Examples of illegal cartel conduct include market sharing, bid rigging, output controls and price fixing.

Further information can be obtained from the Australian Competition and Consumer Commission, www.accc.gov.au or ACCC Infocentre: 1300 302 502.

3. SCOPE OF COMPLIANCE

National Precast, by way of this protocol, wishes to make it clear that its employees and its members and their representatives, in all their dealings under the auspices of and whilst representing National Precast or participating in any National Precast activities or otherwise, **must comply strictly with the provisions of the Competition and Consumer Act 2010.**

4. MODE OF COMPLIANCE

a) Awareness

All member companies through their nominated representative, all Committee members and all National Precast employees are to be made aware of these protocols.

b) Training

It is incumbent on members to ensure that their representatives have received adequate training on compliance with the Act, including periodic refresher courses.

5. MEETING PROTOCOLS

All meetings carried out under the auspices of National Precast must comply with the following protocols:

- a) Participants must not breach or be involved in, authorise or condone any breach of the Act including any breach by other parties.
- b) All committee and working group chairpersons are required, at each meeting to draw members' attention to this protocol at the start of the meeting.
- c) All meetings must have formal agendas, an attendance list and minutes must be taken. The acknowledgement of the Trade Practices Protocol shall be minuted at each meeting. The protocol shall be issued with the agenda for each meeting.

6. AWARENESS AND ACCOUNTABILITY

It is expected that individuals be trained concerning their responsibilities under the Act and take individual responsibility for being aware of them. Any discussion between competitors as to price setting, supply to customers or market segments, tendering or output controls is a high risk situation and is likely to be in breach of the Act. The following are examples of areas of risk. It is not intended to be comprehensive.

- Failure to draw members' attention to this protocol at the start of the meeting.
- Failure to have accurate meeting attendance records.
- Failure to write minutes appropriately.
- Failure to read and check minutes.
- Improper side discussions whilst at the meeting.
- People attending meetings as delegates for other people i.e. more junior employees who may not have had appropriate training.
- Inappropriate discussions, agreements, or information exchange, including those that have the purpose or effect of reducing competition or strategic certainty.
- Remaining at a meeting or in a discussion if matters that could put you in breach of the Act are raised.
- People not from the industry, such as government officials, seeking to have inappropriate discussions which would impact the members.

7. ACTIONS TO BE TAKEN IN EVENT OF INCIDENT OR SUSPECTED INCIDENT

All incidents or suspected incidents involving the Act, should be treated seriously at the time, acted upon immediately where necessary, contemporaneous notes taken and a report made to the National Precast CEO as soon as possible. Failure to do so can place the organisation and the individual at serious risk.

Following are some possible incident types and actions that should be taken:

- If you are at a meeting under National Precast auspices with competitors and matters are raised which you believe may be illegal or doubtful with regard to the Act, make sure that you advise everyone present that you consider the discussion/behaviour inappropriate and may be in breach of the Act. If it continues you should leave the meeting or discussion advising why you are leaving and do so. If you are unsure whether the subject is inappropriate or you reflect on it after the meeting, report it to the National Precast CEO as soon as possible, to seek advice.
- If on a phone call and your warning is not heeded, terminate the call after telling the other party you do not want to be involved.
- If while representing National Precast in meetings or discussions with other bodies or authorities and matters are raised which might be anti-competitive in nature, you must advise all present that you believe the discussion/behaviour is inappropriate and may be in breach of the Act. If it continues advise everyone you are leaving the meeting or discussion and do so.
- If you are responsible for preparing any publications or replying to enquiries on behalf of National Precast, you must tell the truth and not engage in misleading or deceptive conduct. If you have any doubts first seek advice from the National Precast CEO.

If any of these behaviours are observed, make appropriate notes and report the incident to the National Precast CEO as soon as possible.

8. ADVICE AND ASSISTANCE

If in doubt about these protocols and its application, you are encouraged to seek advice from the National Precast CEO. If you as a member representative have not received trade practices compliance training you should raise this with your employer.