



OFFSHORE CONTRACTORS ASSOCIATION

Membership Pack

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1.0 Membership Information

Level of Membership	Criteria	Fee*	Key Benefits
Full	A Company with a turnover between £10 and £90 million.	£5,000 plus VAT 2019 Turnover Levy: 0.0450750%**	<p>OCA Board Representation – Full members are eligible for a seat on the board which includes voting rights at the AGM and Board meetings as well as input into the strategy of the association.</p> <p>Participation in the policy making of the OCA – Full members are eligible for nomination on all working parties.</p> <p>Representation of the interests of offshore contractors at the Engineering Construction Industry Training Board (ECITB) where the industry’s training levy is agreed whilst working with organisations such as Skills Development Scotland to ensure training and development is properly aligned to all member’s needs.</p> <p>Offshore Contractors Partnership Agreement (OCPA) – All members receive full access to the OCPA.</p> <p>Consultancy Services – All members have access to the expertise of the OCA team which includes specialist employee relations advice.</p> <p>Access to Industry Information – All OCA members receive regular e-mail updates to keep them updated with industry activities.</p>
Large Associate	A Company with a turnover in excess of £6.7M and up to 250 employees or is partnered or linked to a larger company or group.	£2,000 plus VAT	<p>The OCA provides all members with a collective forum to tackle the challenges facing all members in a mature UKCS.</p> <p>Creates opportunities for all member companies to build closer relationships and share best practice.</p>
Small Associate	A company with a turnover of less than £6.7M and up to 50 employees.	£540 plus VAT	

*The associations subscription year for all membership commences 1st November each year in line with the budget year.

** Calculated against annual turnover from £10 million to £110 million for activities carried out in the UKCS. The levy is set annually against an approved budget.

2.0 GUIDANCE NOTES

Each Application is assessed on its own merit and reviewed by the OCA's Executive Team, with final ratification by the Association's Board of Directors.

Membership of the association is probationary until the application is fully approved at a meeting of the OCA Board of Directors. The next meeting is on the 26th September 2019.

Ensure that all information requested on the checklist is provided with the application. Failure to provide this information may result in a delay to activating your membership.

Completed application forms and additional requested information should be returned to: aimee.clarke@ocainternet.com

1. Classes of Membership

There are three classes of OCA Membership. When completing the application please ensure you select the one which best describes your business:

Full Member

A Company with a turnover between £10 and £90 million.

Large Associate Member

A Company with a turnover in excess of £6.7M and up to 250 employees or is partnered or linked to a larger company or group.

Small Associate Member

A company with a turnover of less than £6.7M and up to 50 employees.

2. Brief description of company activities

This enables the Board of Directors to ascertain whether the applicant(s) meets the strict criteria for Membership of the Association.

3. Numbers employed offshore

This information gives the Board of Directors an indication of the size and pattern of your company's activities and is used for determining which grade of membership is applicable.

4. Motivation for membership

This information is used to ensure you get the most out of your membership, popular reasons include; full access to the Offshore Contractors Partnership Agreement (OCPA), consultancy services e.g. support during industrial relations issues and networking opportunities.

3.0 CHECKLIST

Company Details		
1.	Provide a copy of Certificate of Incorporation (if applicable).	
2.	Provide a copy of VAT Registration Certificate (if applicable).	
Company Insurances		
3.	Provide proof of Public Liability Insurance at a minimum of £2 Million.	
4.	Provide proof of adequate Employers Liability Insurance including UKCS Cover.	
Financial Standing		
5.	Provide a copy of Management Accounts for initial period of trading up to 12 months. These must comprise a detailed Trading and Profit & Loss Account and, if possible, a Balance Sheet with Notes thereon OR; A status enquiry or reference from the Company's Bank and/or Accountant.	
Customer References		
6.	If the company is not FPAL registered, provide <u>TWO</u> customer references for offshore work completed no more than three years previously.	
Trade Association Membership		
7.	Provide details of the organisation and the type of membership held.	

4.0 APPLICATION

Please read the guidance notes prior to completion and ensure that all information requested on the checklist is provided with the application.

COMPANY DETAILS

Registered Company Name as shown on Company Accounts:

Company Trading Name:

Full Postal Address:

Country:

Postcode:

Main Telephone:

Email Address:

Website Address:

Company Registration No:
(See Checklist Note 1)

Company VAT No:
(See Checklist Note 2)

Registered Office Address
(if different from above)

Type of Membership requested:
(See Guidance Note 1)

Company Activities:
[See Guidance Note 2]

Number employed (or to be employed) offshore, at date of application:
[See Guidance Note 3]

Brief description of your company's motivation for membership and what attracted you to the association:
[See Guidance Note 4]

COMPANY INSURANCES

Does the Company:

Hold at least £2,000,000 Public Liability Insurance?
(See Checklist Note 3)

Have adequate and appropriate Employers' Liability insurance including UKCS cover?
(See Checklist Note 4)

CUSTOMER REFERENCES

Is the Company FPAL registered?
(See Checklist Note 6)

TRADE ASSOCIATIONS

Is the Company a member of any Trade Associations or Professional Bodies?
(See Checklist Note 7)

CONTACT INFORMATION

Chief Executive/Managing Director

Name:

Job Title:

Full Postal Address:
(if different from above)

Direct Dial & Mobile:

Email Address:

Proposed Board Member

(if applying for full membership)

Name:

Job Title:

Full Postal Address:
(if different from above)

Direct Dial & Mobile:

Email Address:

Primary Contact for OCA Correspondence

Name:

Job Title:

Full Postal Address:
(if different from above)

Direct Dial:

Email Address:

HR Contact

Name:

Job Title:

Full Postal Address:
(if different from above)

Direct Dial:

Email Address:

Accounts Payable Contact

Name:

Job Title:

Full Postal Address:
(if different from above)

Direct Dial:

Email Address:

AUTHORISATION

Authorising Name:

Authorising Signature:

Job Title:

Date of Application:

5.0 CODE OF CONDUCT

This Code of Conduct creates a clear framework of principles that support and underpin the meaning of OCA membership. Adherence by all OCA members to the Code actively demonstrates commitment to professional and ethical conduct. Failure to comply with these principles shall constitute a breach of this Code which shall, in turn, entitle the OCA to suspend and, where it deems fit, terminate membership.

OCA Members will:

- Apply the base terms as set out within the Offshore Contractors Partnership Agreement (OCPA) or as amended and notified with an approved Supplementary Project or Terms Agreement.
- Act in good faith towards other members and non-members, clients and others.
- Strive to create a beneficial business environment for their Clients and the wider business community.
- Promote and maintain ethical standards of conduct, dealing fairly and honestly with their Clients.
- Give accurate representation of the services and costs of services offered.
- Honour the terms of and act in compliance with any contractual or working rule arrangements entered into between them.
- Conduct business in a professional way and not engage in practices which would damage the image of the Offshore Contracting Industry.
- Comply with the requirements of all Laws, Regulations and any other legislative requirements relating to their operation(s).
- Ensure they carry appropriate Employer and Public Liability Insurances for their operation(s).
- Not entice clients or staff from other OCA members or act in a way considered unethical by the majority of OCA members.
- Endeavour to raise the standards of the industry through active involvement, whenever possible, in the activities of the OCA or in any industry body in which OCA is represented or has a supporting role.
- Respect confidential information supplied by Clients and other OCA members, unless there is a legal/statutory requirement.
- Not take improper advantage of membership of the OCA, nor of any information supplied by the OCA.

- Endeavour to supply information as and when requested by the OCA. The information will always be treated confidentially and used in the compilation of industry reports where only aggregate information will be published, unless clearly stated in advance.
- Not do or participate in anything likely to lower the standing of the OCA in the estimation of the general public and/or other members of the Association.
- Ensure reasonable endeavours are in place to enhance industry safety performance, reduce emissions, conserve energy and generally apply environmentally responsible best practice.
- Promptly, and in any case, within 30 days, pay any invoice for annual fees or for services or products purchased from OCA.

By signing and returning this document, the company agrees to adhere to the OCA Code of Conduct.

OCA shall not have any liability whatsoever to members of the association and/or to any clients dealing with members as a result, whether directly or indirectly, of requiring members to comply with this Code of Conduct.

Print Name:

Sign Name:

Job Title:

Company:

Date:

Terms of Membership

Terms for membership of OFFSHORE CONTRACTORS ASSOCIATION adopted by the Board of Directors on 24 April 1997.

Amended on 28 January 1999, 1 February 2001, 12 February 2002, 30 October 2007 and 1 March 2018.

By making application for membership to the Company an applicant binds and obliges itself to exercise all voting rights and powers in conjunction with other members and to act or refrain from acting in such manner as will implement or abide by the following:

Terms not defined in this document shall have the meaning given to those terms in the Company's Articles of Association.

IT IS AGREED as follows:

1 DEFINITIONS AND INTERPRETATION

1.1 In these terms:

1.1 **"Annual Subscription Fee"** means as defined in 2.1.1;

1.2 **"Associate"** means membership available to bodies corporate which satisfy the criteria determined by the Board from time to time and otherwise in accordance with the provisions of these terms;

1.3 **"Member"** means membership available to bodies corporate which satisfy the criteria determined by the Board from time to time and otherwise in accordance with the provisions of these terms;

1.4 **"Turnover Levy"** means as defined in 2.1.1;

2 SUBSCRIPTIONS

2.1 There will be an annual subscription (the **"Annual Subscription Fee"**) payable:

2.1.1 The Annual Subscription Fee for subscribers who are also members shall be at a flat rate. To this shall be added a turnover levy based on the Company's previous year's UKCS offshore related turnover (the **"Turnover Levy"**). The Turnover Levy will include project management and engineering, manufacturing and construction personnel and personnel employed offshore (irrespective of the offshore working agreement under which work is undertaken). Member companies engaged in joint ventures will include their share of the turnover within the total declared.

- 2.1.2 Member companies will declare their UKCS related turnover, as above. The Turnover Levy will be applied to companies with a turnover in excess of ten million pounds, with an upper limit determined by the Board of Directors annually.
- 2.1.3 The Annual Subscription Fee for associates shall be at a flat rate.
- 2.1.4 The subscription year shall be payable annually from 1 of November to 31 of October.
- 2.1.5 The Annual Subscription Fee and Turnover Levy shall be determined by the Board of Directors and shall be payable in advance on the 1st November of each year or proportionate parts thereof.
- 2.1.6 Additional subscriptions may be determined by the Board of Directors if necessary.
- 2.1.7 No member or associate shall be liable in any one year for any sum in excess of its annual subscription and any additional subscriptions determined and confirmed as in 2.1.7 above.
- 2.1.8 Subscription rates shall be calculated pro rata for each month of membership for members or associates becoming members or associates after 31 October in any year.
- 2.1.9 Initial subscriptions for members and associates will be at rates determined annually by the Board of Directors.

3 WITHDRAWAL FROM MEMBERSHIP

- 3.1 A Member may at any time withdraw from the Company by giving at least six clear months' notice to the Company.
- 3.2 Any Member which shall cease to be a Member in a particular year shall not be repaid any part of (a) the flat rate Annual Subscription fee paid by such Member in respect of that year and any previous year or (b) the turnover levy paid by such Member to the Company in respect of that year or the previous year unless the Board in its absolute discretion shall otherwise determine, but such Member, notwithstanding that it has ceased to be a Member, shall remain liable for and shall pay to the Company all monies which at the time when it ceased to be a Member were due to it from the Company under any of the previous provisions of these Articles and shall remain liable for any sum which may become payable by it by virtue of its liability under the Articles of Association.

4 REMOVAL FROM MEMBERSHIP

- 4.1 The Board of Directors may resolve that a Member be so removed by reason of any monies due to the Company remaining unpaid three months after the due date for payment subject to the Board of Directors having given one calendar months' notice of the intention to do so.

4.2 The Board of Directors, having given 14 days' notice to the Member of a meeting of the Board of Directors at which it is proposed to pass the appropriate resolution and having given the Member an opportunity to attend and be heard at such meeting, may resolve that it is undesirable in the interests of the Company that the Member continue in Membership (the Board of Directors not being required to give any reason therefor).

5 REPRESENTATION OF THE BOARD OF DIRECTORS

No Member shall have more than one of its officers or employees as a Director of the Company.

6 RESIGNATION AND APPOINTMENT OF DIRECTORS

6.1 On any Member ceasing to be a Member it will procure the resignation as Director as at such cessation of any of its officers or employees who are Directors of the Company.

6.2 Each Member will procure that any Director who ceases to be an officer or employee of the Member which he/she represents on the Board of Directors resigns on or as soon as reasonably practicable following such cessation.

6.3 On a Director resigning under 4.2 above, the Member which that Director represented shall be entitled to nominate a replacement Director (being an a Managing Director/Chief Executive with authority to make policy decisions and bind the Member) and the Board of Directors will, provided the nominee is not prohibited by law or the Articles of Association from being a Director, procure his/her appointment under Article 10.10 of the Articles of Association.

6.4 Directors will be appointed and/or removed to ensure that at all times the Board of Directors comprises:

6.4.1 Representatives of up to ten Members elected as after-mentioned.

6.4.2 The Chief Executive of the Offshore Contractors Association.

6.4.3 The Chief Executive of the Engineering Construction Industry Association.

6.4.4 Co-opted representatives of Members but only in exceptional circumstances and as deemed necessary by the Board of Directors so as to maintain a representative balance across all sectors of the oil and gas industries. These co-opted directors will not exceed three in number and will require to be approved by not less than two thirds of the directors attending and voting thereon and approval will not be given in cases where the nominee represents a Member, which is in arrears of any monies due to the Company. Three directors, one of whom is to act as chairman of the Board of Directors and two who shall act as vice chairmen (who may or may not also be included in categories 6.4.1– 6.4.4) above and who shall be appointed by the Board of Directors). Any person who is an executive officer of ECA of

Scotland, ECIA and/or Offshore Contractors Association will not be eligible to be the chairman or a vice chairman of the Board of Directors.

- 6.5 The directors elected under 6.4.1 above will be appointed for a maximum of two years. Re-election of Directors will be held annually with one third their number being re-elected each year. No person shall be eligible for election under 6.4.1 where he/she is employed by or where he/she holds office in any Member which has an employee or officer on the Board of Directors under 6.4.1, 6.4.2 and 6.4.3.

Nominations for election under 6.4.1 must be intimated in writing to the Company Secretary no later than 14 November in that calendar year, failing which, the Nominee shall be ineligible to be considered for such election. Nominations must name the Members proposing and seconding the nominee with the full name of the nominee. The Company Secretary will circulate nominations firstly to the proposers of all other nominees on the first business day after 14 November in each calendar year. Proposers may withdraw nominations prior to 21 November that calendar year. The Company Secretary will thereupon circulate to the Members as soon as reasonably practicable after 21 November the final list of nominations.

If nominations do not exceed the number of seats available then they will be considered to have been elected failing which a single postal ballot will take place on a transferable voting system determined by the chairman of the Board of Directors. Ballot forms will be issued for return to the registered office of the Company by 7 December in that calendar year and will be opened before the chairman of the Board of Directors and the Company Secretary and one other director appointed by the Board of Directors for this purpose.

The results will be communicated in writing to all Members as soon as reasonably practicable thereafter. A nomination will be deemed to have been withdrawn immediately prior to election in the event that the Member of which the nominee is an officer or employee has not at that time paid in full all monies due to the Company.

7 MINUTES OF MEETINGS

Minutes will be kept of all proceedings of the Board of Directors and will be circulated to each of the Directors of the Offshore Contractors' Association.