

Articles of Association

Scottish Civils Training Group (SCTG)

This Training Group has been formed by a number of employers with activities in the construction industry, specifically in Civil Engineering, as a not for profit organisation with the main objective being to organise and co-ordinate training amongst members and stakeholders. SCTG is a mutual trading organisation that exists for the benefit of its members. To be a member of SCTG requires an annual subscription.

Name

1. The name of the Group ("the Group") is: **Scottish Civils Training Group (SCTG)**

INTERPRETATION AND LIMITATION OF LIABILITY

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
 - a) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - b) payment of the costs, charges and expenses of winding up, and
 - c) adjustment of the rights of the contributories among themselves.

Objectives

3. The objectives of the Group are:
 - a) To organise and co-ordinate training as may be required by the members;
 - b) To co-operate and liaise with CITB, CECA and any other organisations in order to promote training needs for their member companies;
 - c) To co-operate with local and national training providers, manufacturers and other authorities as regards the provision of facilities for training leading to the award of N/SVQ's; or other such nationally recognised awards / qualifications;
 - d) To do all such things as may be conducive to the attainment of all or any of the above objectives.

4. Directors Powers and Responsibilities

Subject to continued membership of SCTG; Directors of the SCTG will be the Office Bearers (Immediate Past Chair, Chair, Vice-Chair and Treasurer). The contractor appointed for managing the accounting functions of the group will inform Her Majesty's Revenue & Customs (HMRC) of any changes of Directors and any changes to these Article of Associations.

Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company. The Directors will determine what shall be a sufficient quorum at any meeting. Members can influence the decision making of Directors, as detailed under "Members reserve power" below.

Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

- (3) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - a) to such person or committee;
 - b) by such means (including by power of attorney);
 - c) to such an extent;
 - d) in relation to such matters or territories; and
 - e) on such terms and conditions;
 - f) as they think fit.
- (4) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (5) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

5. Membership and Subscription

The Group shall be open to all firms or companies, manufacturers, clients and to others provided that they subscribe to the objectives of the Group and rules.

- a) Membership of the Group should not be limited but should constitute at least 20 employers with a minimum average of ten employees per company based within the defined geographic area of the Group.
- b) Training Providers or anyone employed by a training provider cannot hold full membership of the group and/or serve as a Group Officer but may hold associate membership.

Prospective members may be admitted to membership on making written application to the Group Committee in such form and containing such information as the Group Committee may require

Every member shall be and remain a member of the Group for an initial period of one year and thereafter continue to be members subject to paying the annual membership subscription. Subject to this requirement any member may cease to be a member on giving to the Group Committee not less than one months' notice or by not paying the annual subscription.

During the AGM it shall be the duty of the members to appoint:

- i. a Chairperson, and, if desired, a Vice Chairperson;
(The Chairperson must be an employer currently working in the industry who is a member of the Group)
- ii. a Treasurer who shall not be an employee of CITB or of the Group;
- iii. a Group Training Officer (GTO) who shall not be an employee of CITB nor an employee of a training organisation
- iv. a Secretary which role can be filled by the appointed GTO;
- v. an auditor;

Every member will nominate in writing a person/s to act as their representative. They may also nominate another person/s as deputy to act as its representative in their absence. Each member shall be entitled at any time to revoke any representative and to nominate another person as its representative.

Any member can propose a company representative to join the committee at any time, who subject to the agreement of the individual and the individual's company (i.e. SCTG member) can be proposed and seconded onto the committee at the next committee meeting.

A member who ceases to be a member for whatever cause shall cease to be entitled to any of the benefits and privileges of membership for the years they are unsubscribed. However, in the event of a winding up of the SCTG, as detailed in section 11 "Dissolution"; former members will, subject to availability of funds, have rights to the annual subscription repaid for the years when they were members.

The Group Committee shall in advance of each financial year determine the rate of subscription, for such year, the method by which it shall be calculated and the date or dates on which it shall become payable having regard to the funds expected to be required for the purpose of the Group in that year. Every member of the Group shall pay the subscription as so determined.

6. Group Committees

There shall be an elected Group Committee which may form executive Sub-Committees as they deem necessary.

Committee members shall be elected or re-elected during the AGM by a process of nomination in writing and subsequent election.

The Group Committee shall have power by notice in writing to a member summarily to terminate membership of the Group in any of the following events:

- (a) If such member shall fail to pay the annual subscription within two months after it has become due;
- (b) If being an individual they shall become bankrupt or make any arrangement or composition with their creditors;
- (c) If being a corporation it shall go into liquidation whether voluntary or compulsory or otherwise be dissolved; if being a partnership the partnership

shall be dissolved whether by agreement between the partners or by operation of the law;

(e) If a resolution for the expulsion of such member be proposed at a meeting of the Group Committee and be passed without a dissenting vote by any other member;

Every Full Member shall have one vote, which (whether given in writing, on a show of hands or on a secret ballot) may be given either personally or by proxy.

The Group shall be managed by the Group Committee who may pay all such expenses of the Group as they think fit and may exercise all the powers of the Group and do so on behalf of the Group all such acts as may be done by the Group. The Group Committee may authorise the payment in good faith of reasonable and proper remuneration to any officer or servant of the Group, or to any member of the Group, or to any officer or servant of any such member in return for any services actually rendered to the Group, and for the payment of out-of-pocket expenses properly incurred in the service of the Group.

Meetings of the Group Committee shall be held as required (not being less than one in each calendar year plus an AGM) and shall be convened by the GTO or Secretary at any time at the request of the Chairperson or of any other two members of the Group Committee.

The Chairperson shall preside at every meeting and in their absence the Vice-Chairperson (if any). In the absence of the Chairperson and any Vice-Chairperson the members present shall choose one of their number to act as Chairperson.

7. Annual General Meeting

Once in every calendar year the Group shall hold an Annual General Meeting (AGM).

(a) The nominated CITB representative shall be invited to the Group AGM

The business of an Annual General Meeting shall include the consideration of:

- (a) the Group's Annual Report;
- (b) the Annual Training & Development Plan for the ensuing year;
- (c) the audited accounts for the year ended;
- (d) the subscription rate for the ensuing year; (Where applicable);
- (e) the election of the committee. (Annual or Bi-annual as appropriate)

Not less than twenty one days' notice in writing shall be given of every meeting, including an Annual General Meeting specifying the business to be undertaken.

Notices shall be sent to all members of the Group and CITB and in the case of an Annual General Meeting notices shall also be sent to the auditor.

8. Group Training Officer (GTO)

The GTO shall be appointed by the Group Committee. The GTO shall be employed on terms and conditions of service/contract.

The GTO responsible for servicing the group shall normally be in attendance at all meetings and to this end shall receive notice of all such meetings. The GTO shall not be entitled to vote.

The main duties of the Group Training Officer will be as per attached Appendix 1.

9. Finance and Accounts

The financial year of the Group shall be January to December

The income and funds of the Group shall be applied solely to the promotion of the group's Objectives.

The accounts of the Group shall be prepared annually in respect of each financial year and certified by the auditor of the Group and submitted for approval, firstly to Group committee and then to the membership, at the Annual General Meeting.

10. CITB Financial Support / Funding

In order to meet the requirements of the CITB's financial support to Independent Training Groups the following must be made available to CITB:

- (a) A set of the Training Group Articles of Association
- (b) A list of the officers of the Group together with the proposed committee structure;
and a list of members of the Group together with an indication of whether in-scope or out;
- (c) A copy of current in date indemnity insurance;
- (d) A statement of how the Group's finances are to be organised. e.g. duties of Treasurer, type of bank account, names of Trustees, cheque signatories, auditing arrangements, and proposed Group subscriptions, where stated;
- (e) A copy of the Group Business, Training & Development Plan including training / achievement targets;
- (f) A copy of Terms and Conditions of employment of the Group Training Officer
- (g) A copy of a detailed C.V. of the Training Officer; (The GTO must be able to demonstrate evidence of experience in the relevant sector and/or training environment)

The Group and all officers of the Group for the time being shall at all reasonable times afford to CITB such reasonable information concerning the affairs of the Group as may be required, including giving access to and the opportunity to take extracts from all its books and records. It is the duty of CITB to make available a representative to attend meetings of the Group Committee and other Committees and they shall receive notice for all such meetings. They shall not be entitled to vote.

11. Dissolution

The Group may be dissolved by Resolution of the Group Committee passed by a majority of not less than three-quarters of such members as, being entitled so to do, vote thereon, and at a Meeting called on not less than 21 days' notice, of which not less than 10 days' notice is also given to CITB. To constitute a quorum for such a meeting at least three-quarters of the members entitled to attend and to vote shall be present either in person or by proxy. Votes on a Resolution to dissolve the Group may be given either personally or by proxy. The instrument appointing the proxy shall be in writing in a form prescribed by the Group Committee and shall be lodged with the Secretary of the Group before the Meeting.

If at any time the Group is dissolved then the Group Committee shall be responsible for providing CITB within seven days a copy of the agreed resolution to dissolve; see Schedule 2 (Item 4). If at any time the Group is dissolved and thereafter remain, after the satisfaction of all its debts and liabilities, any funds or assets, distribution of remaining funds will be shared equally between all remaining current members at the time of dissolution.

12. Interpretation and Amendment

The Group Committee shall be the sole authority for the interpretation of the Rules; and the decisions of the Group Committee upon any question of interpretation or upon any matter affecting the Group and not provided for by the Rules shall be final and binding upon the members. Members can influence the decision making of the committee as detailed under "Members reserve power".

The Rules may be added to, repealed or amended by Resolution of the Group Committee passed by a majority of not less than two-thirds of such members as, being entitled so to do, vote thereon and at a Special General Meeting called on not less than 21 days' notice and at which the quorum exists. Votes on a Resolution to dissolve the Group may be given either personally or by proxy.

(It is recommended that Group rules be reviewed at least once within any 3 year period).

Revised 30 Aug 2018