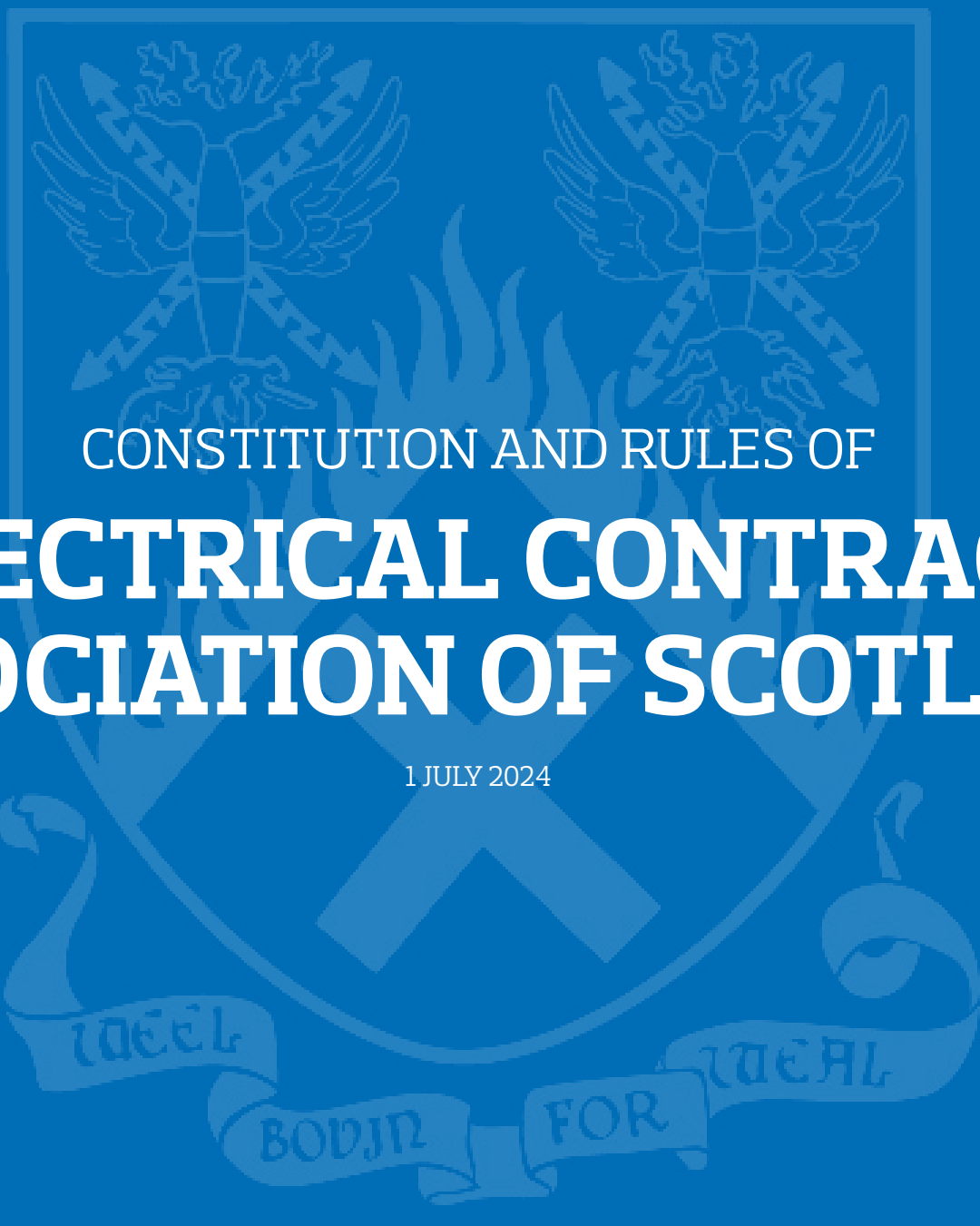




CONSTITUTION AND RULES OF

THE ELECTRICAL CONTRACTORS' ASSOCIATION OF SCOTLAND

1 JULY 2024

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1. Name

The Name of the Association is "THE ELECTRICAL CONTRACTORS' ASSOCIATION OF SCOTLAND".

2. Objects

The objects for which the Association is established are to do all or any of the following things for the purpose of attaining the objects if and so far as allowed by law, and observing and performing whatever may be required by law in order legally to carry out such objects:

- (i) To promote from time to time any measures and take any steps that may be considered advisable for the furtherance or protection of the electrical engineering and contracting and ancillary trades in Scotland.
- (ii) To promote the consideration and discussion of all questions affecting the electrical engineering trade (which expression in this Constitution includes the trade of electrical contractors for the execution of public and private works, and all ancillary and allied trades, and every branch of every such trade), and generally to watch over and protect the interests of persons engaged in the electrical engineering trade in Scotland.
- (iii) To give the Legislature and public bodies and others facilities of conferring with and ascertaining the views of persons engaged in the electrical engineering trade as regards matters

directly or indirectly affecting that trade.

- (iv) To confer with Government, Municipal and Local Authorities and public bodies generally, in regard to all matters affecting the electrical engineering trade.
- (v) To originate and promote improvements in the law, and to support or oppose alterations therein, and to effect improvements in administration, and, for the purposes aforesaid, to petition Parliament, and take such other steps and proceedings as may be deemed expedient.
- (vi) To diffuse among Members information on all matters affecting the electrical engineering trade and to print, publish, issue and circulate such newspapers and papers, periodicals, books, circulars and other literature as may seem conducive to any of these objects.
- (vii) To improve and elevate the technical and general knowledge of persons engaged in or about to engage in the electrical engineering trade, or in any employment, manual or otherwise, in connection therewith, and with a view thereto, to hold classes and to conduct lectures and to test by examination or otherwise the competence of such persons; and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards, and other benefactions; provided that the Association shall not grant diplomas or titles and that every certificate granted shall express on

the face thereof that it only certifies the result of an examination held on behalf of the Association.

- (viii) To promote and participate in schemes for the training of apprentices and others engaged in the electrical engineering trade or in any employment in connection therewith.
- (ix) To promote excellence in electrical work, and just and honourable practice in the conduct of business, and to suppress malpractice with particular reference to, but not exclusively in accordance with, the Code of Practice and Disciplinary Procedure.
- (x) To promote and participate in schemes for the inspection of electrical installation work and for the statutory or voluntary registration of persons engaged in the electrical engineering trade or any section thereof.
- (xi) To establish, form and maintain a library and collection of models, designs, drawings and other articles of interest in connection with the electrical engineering trade.
- (xii) So far as may be practicable, to arrange and promote the adoption of equitable forms of contracts and other documents used in the electrical engineering trade, and to encourage the settlement of disputes by arbitration, and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient.

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(xiii) To promote greater uniformity of sizes and measurement in the construction of electrical appliances and fittings and to co-operate with manufacturers and others with a view to the improvement of the efficiency, design and safety of construction of such appliances and fittings.

(xiv) To promote or participate in displays and exhibitions of electrical machinery, appliances and fittings.

(xv) To encourage the discovery of, and investigate and make known the nature and merits of, inventions which may seem capable of being used by persons engaged in the electrical engineering trade, and to acquire any patents or licences relating to any such inventions with a view to the use thereof by the Members of the Association and others, either gratuitously or upon such terms as may seem expedient.

(xvi) To make agreements in the interest of the Members of the Association with manufacturers or others for the supply of materials or commodities used in the electrical trade, provided such agreements impose no liability, financial or otherwise, on the Association.

(xvii) To make agreements in the interests of the Members of the Association with Insurance Companies, Finance Companies and others for Schemes of Insurance, Sickness and Accident benefits, Superannuation, Holiday Pay or other benefits and Fidelity Guarantee, Hire and Hire Purchase Schemes.

(xviii) To promote, manage, participate in or to subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities in Companies concerned with the promotion and management of Holidays with Pay, Sickness, Accident, Severance and Superannuation Schemes and other Schemes having as their purpose the payment of benefits to workers and also for the operation of Fidelity Guarantee and Hire and Hire Purchase Schemes.

(xix) To lend money to such persons or Companies and on such terms as may seem expedient.

(xx) To receive money on deposit or loan and borrow or raise money in such manner as may be thought fit.

(xxi) To promote, undertake and manage or participate in or arrange for the promotion and management of the manufacturing, wholesale or bulk purchasing and wholesale distribution of electrical materials, appliances and equipment and to distribute or participate in or arrange for the distribution of any or all profits arising from these operations or any of them in such manner as may seem expedient.

(xxii) To establish, subsidise, promote, co-operate with, receive into union, become a Member of, act as or appoint trustees, agents, or delegates for control, manage, superintend, lend monetary assistance to, or otherwise assist any Associations, incorporated or unincorporated with objects altogether or in part similar to

those of the Association or with objects for the promotion of trade and fair commercial dealings between sections of the electrical industry and allied industries, or for assisting and co-ordinating action with trading Associations in kindred trades.

(xxiii) To make the objects of the Association and the qualifications of its Members and the services which they can render to the community and to individual Members thereof known to the public by advertising, circulars, posters, exhibitions, lectures and any other methods.

(xxiv) To set up and provide a technical information and advisory service on all matters relating to electrical work and the wages and conditions of employment of electrical workers for the benefit of individuals, companies, Municipal and Local Authorities and public bodies generally employing electrical maintenance staff.

(xxv) To protect and defend the interests of Members against combinations of workers seeking by strikes or otherwise to impose unduly restricted conditions upon the electrical trade.

(xxvi) In the interests of the trade to conduct negotiations with employees' representatives and amicably or by arbitration to arrange rates of wages and working conditions.

(xxvii) To support and assist Members against losses arising from strikes or disputes of

workers, or incurred by acting in conformity with the recommendations of the Association all to such extent and in such manner as the Association or Central Board thereof shall consider for the time being proper and desirable.

(xxviii) To give Members all such assistance, legal or otherwise, as the Association or Central Board thereof shall consider for the time being proper or desirable.

(xxix) To establish, undertake, superintend, administer, and contribute to any charitable or benevolent fund from whence may be made donations or advances to deserving persons who may be or have been engaged in the electrical engineering trade, or connected with any person engaged therein, and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings.

(xxx) To undertake and execute any trusts which may seem to the Association conducive to any of its objects.

(xxxi) To provide facilities for social intercourse between the Members of the Association and their friends.

(xxxii) To do all such other lawful things as are incidental or conducive to the attainment of the above projects or any of them.

(xxxiii) To register in terms of the Trade Union Acts.

3. Branches & Sub-Branches

(i) The Association shall be divided into "Branches" covering appropriate territorial areas in Scotland, the present number of Branches being eight, as follows:

- Aberdeen and North East of Scotland
- Ayrshire
- Dumfries and Galloway
- Edinburgh and South East of Scotland
- Glasgow and West of Scotland
- Inverness and North of Scotland
- Lanarkshire
- Tayside.

The boundaries of the respective Branches shall be settled and varied from time to time by the Central Board after provided for, with power to the Central Board to increase or diminish the number of Branches.

(ii) The Central Board, may, on the recommendation of any Branch, authorise the setting-up of a Sub-Branch or Sub-Branches within the Area of any Branch and may, with the consent of the Branch or Branches concerned, authorise the formation of a new Branch covering an area or areas within, or partly within, the boundaries of the existing Branch or Branches.

4. Membership

Membership of the Association shall be open to firms, which term shall include single-person businesses, partnerships and companies whether incorporated under the Companies Acts or otherwise, engaged for profit in the electrical engineering and contracting and ancillary trades in Scotland and all Members shall undertake to comply with the obligations of membership as laid down by the Association from time to time and as contained within the membership criteria of the Association as amended by the Central Board from time to time.

(i) For purposes of representation on the Association each Member shall nominate persons, suitably qualified as hereinafter provided, as Representatives as follows:

(a) **Principal Representatives.** One Principal Representative who may be proprietor, partner, director or employee of executive rank with power to bind the Member who shall represent the Member in the Branch in which the head office or principal Scottish office of the Member is situated.

(b) **Associate Representatives.** Such additional representatives of executive rank as required by the Central Board provided that no Member shall be permitted or required to appoint more than two Associate Representatives in each Association Branch in which the Member has an established place of business.

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(ii) A Member shall be bound forthwith to nominate a suitably qualified person as a Representative in any or every Branch in which they have an established place of business on being required so to do by the Central Board.

(iii) No person shall represent a Member as an Associate Representative unless and until a Principal Representative has been appointed.

(iv) Each Representative, Principal and Associate, shall be eligible to attend and vote at any General Meeting of the Association and at any Meeting of the Branch in which they are a Representative, except where otherwise provided in terms of these Articles. A Principal Representative shall also be entitled to attend and vote at any Meeting of a Branch, not being the Branch in which they have been appointed as a Representative, in which the Member whom they represent has an established place of business and an Associate Representative, but in such event the Associate Representative in that Branch shall not vote in any matter in which the Principal Representative exercises a vote.

(v) All Representatives, Principal and Associate, shall be eligible for any office in the Association, to membership of the Central Board, and to any office in or membership of any Executive Committee of the Branch in which they are Representatives, provided that:

(a) No Representative shall be eligible for

election to any office in the Association or to membership in the Central Board so long as any other Representative of the same Member holds, or has been nominated for, any office in the Association or membership, whether *ex officio* or elected, of the Central Board, and

(b) No Representative shall be eligible for election as Chairperson of the Branch in which they are a Representative so long as any other Representative of the same Member holds, or has been nominated for office as Chairperson of any other Branch.

5. Honorary Members

The Central Board, may, after consultation with, or on the recommendation of, the appropriate Branch of the Association, elect as Honorary Members retired representatives or other persons who have aided the objects of the Association or the electrical industry; provided that no Honorary Member shall be deemed to be a Member or Representative within the meaning of these Articles as regards Subscription. Honorary Members.

6. Application for Membership

(i) All applications for Membership shall be allocated in the first place to the Branch in whose area the applicant's principal Scottish place of business is situated or, if the applicant has no place of business in Scotland, then to such Branch as the Central Board shall direct. Applications for Membership shall be made in such form as may, from time to time, be prescribed by the Central Board and shall specify the name of the person who is nominated as the Principal Representative of the Applicant, together with a statement of their position in the applicant firm. The application form shall be signed by a principal, partner or director of the applicant firm.

(ii) Upon such application to become a Member being made, notice shall be given to the Representatives in the Branches, and the application shall be subject to a technical and commercial inspection in such form as laid down by the Central Board from time to time. Thereafter, the application shall be dealt with in a manner prescribed from time to time by the Central Board.

(iii) The Central Board shall have sole discretion (subject only to these Articles and to the Bye-Laws and legislation for the time being in force) to determine as to the admission of Applicants, and their decision thereon shall be final, provided that the Central Board shall not resolve to admit any Applicant or Representative

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thereof reported as unsuitable by a Branch in terms of sub-clause (ii) of this Article without first consulting with the said Branches to such proposed admission.

(iv) Applications for nomination as Associate Representatives shall be made in such form as may be prescribed from time to time by the Central Board. The application shall be signed by the proposed Associate Representative and the Principal Representative. The application shall thereafter be dealt with in conformity with the procedure prescribed in this Article relative to applications for Membership. In the event of any application for nomination as an Associate Representative submitted in accordance with a requirement by the Central Board being refused for any reason, the Central Board may require the Member concerned to submit another application in name of a different representative.

(v) Where a Principal Representative has for any reason ceased to act as such, application shall forthwith be made by the Member concerned for the appointment of a new Principal Representative in the manner prescribed in these Articles for the election of a Member and in the event of the Member failing to submit such an application or in the event of the proposed Representative being rejected by the Central Board for any reason and no acceptable substitute being submitted, the Central Board may, but shall not be bound to, treat the membership of the Member concerned as having lapsed.

7. Certificate of Membership, Membership Sign etc

Every Member shall be entitled on admission to the Association to a Certificate of Membership in such form as may be prescribed by the Central Board, and to the use of the Association's Membership Sign in any format and every Representative shall likewise be entitled to a Certificate of their appointment as such, provided that the Principal Representative's Certificate may be incorporated in the Member's Certificate. All Certificates of Membership and Membership Signs in any format bearing the Association's Membership insignia or devices shall remain the property of the Association and shall be returned on demand.

8. Change of Status

Any Member or any Representative changing their address shall forthwith give notice thereof to the Secretary of the Association, who shall alter the Register of Members accordingly. Any change of Representative, Company Name or ownership or a member company will also be recorded in the Register of Members as appropriate and levy the relevant fee as determined by the Central Board from time to time.

9. Central Register

The Secretary of the Association shall keep a register of all the Members of the Association, which shall contain the Branch in which the Principal Representation is held and the other Branches, if any, in which the Member has Associate Representatives. The address of each Member or Representative as given in the Association Register of Members shall be deemed their proper address for all purposes of the Association.

10. Rights not Transferable

The rights and privileges of every Member or any Representative thereof shall not be transferable or transmissible by their own act or by operation of Law.

11. Subscriptions in Arrears

Annual subscription and levy for the next year shall be determined by resolution of the Annual General Meeting of the Association for payment on the following first day of January. Payment of the annual subscription and levy may be made by ten equal payments commencing on the first day of February, and monthly thereafter. Any Member whose subscription or subscriptions or levy are unpaid or fall into arrears by one month shall forfeit all the privileges of membership. Arrears of two months will result in the Member being suspended from membership and arrears of three months will result in the Member being expelled from membership. The Central Board shall have discretion in particular cases.

12. Bankruptcy

If any Member shall become bankrupt (or, if such Member is a Limited Company, go into liquidation for any purpose other than a voluntary liquidation solely for the purpose of re-organisation), or shall either individually or as a partnership make or agree to make any assignment for the benefit of their creditors, or shall enter into any assignment by way of trust for their creditors, or execute any similar deed or agreement, or shall take or attempt to take the benefit of any statutory provision for arrangement with his creditors, they shall cease to be a Member, and if any Representative shall become, make or do any of the aforementioned things or acts, such Representative shall forthwith cease to be a Representative but without prejudice to any rights vested in the Central Board by these Articles to require the Member concerned to make application for the election of a substitute Representative.

13. Complaint against a Member

In the event of the Association receiving from any source a written complaint regarding the conduct of any Member or Representative of any Member, a report shall be prepared for the Central Board or any other panel so appointed by the Central Board. A meeting of the appropriate Panel shall as soon as practicable be held to consider the same. The Panel shall have the power to require the Member concerned or their representative to appear before them and answer to the complaint. A report on the alleged breach, together with the Panel's recommended action shall be presented to the Central Board. The Central Board shall have the power to require the Member thereafter to take such action, as the Central Board considers proper in terms of Article 14.

14. Infraction of Rules

If any Member or Representative shall fail in observance of any of the lawful Rules, for the time being, of the Association, or shall in the judgment of the Central Board be guilty of any dishonourable or improper conduct or conduct contrary to the interests of the Association, within or without the Association, or shall be in breach of the Code of Practice, or shall refuse or fail to take such action as may be instructed by the Central Board in terms of Article 13, the Central Board shall have the power, by vote of three-fourths of the Representatives thereon present at a meeting summoned for that purpose to issue a written warning to the Principal of the Member and to the Chief Executive of the Member's holding Company; and/or issue a written warning and monetary penalty; and/or, suspend the Member from the Association and all Association activities for a determined period of time.

The Central Board may expel a Member, or Member Company, or if part of a group, the subsidiary company or both from the Association and its activities for repeated Infraction of Rules upon which action was initiated by the Central Board where, in the opinion of the Central Board, a breach was such as to warrant expulsion.

15. Expulsion

A Member expelled shall, from the date of the passing of the resolution to expel them, cease to be a Member, but they shall not be entitled to receive back the proportion of their subscription or subscriptions from the date of expulsion to the end of the current subscription year, or any money accruing to them through the Association. And in the event of any representative being expelled, the Member concerned shall not be entitled to any portion of the subscription paid in respect of such representative but the Central Board may on the election of a substitute Representative either in whole or part but without right to the Member to challenge or represent against the Central Board's decision in the matter. A Member expelled shall not be able to re-apply for membership of the Association until a period of two years has elapsed from the said date of expulsion.

16. Resignation

Any Member may, after payment of all monies due by them to the Association, and of their subscription or subscriptions and levies, if any, for the year current at the date when their resignation is to take effect, resign their Membership at any date by giving three months' notice in writing to the Secretary of the Association of their intention to do so.

17. Representation on Central Board

The business of the Association shall be managed by a Central Board which shall consist of the Association's Office Bearers and two Representatives from each Branch of the Association elected in conformity with the following provision:

- Each Branch shall elect from amongst the Representatives in the Branch at the Annual General Meeting of the Branch in each year, two delegates to the Central Board.
- Branch delegates on the Central Board shall serve for a period of one year from and following the Annual General Meeting of the Association each year and shall be eligible for re-election.
- The President, Vice President and Immediate Past President shall have places on the Central Board *ex officio* and shall not be included in the representation of the Branch in which they are Representatives.
- Should any vacancy occur in the representation of any Branch upon the Central Board occasioned either by the retiral or death of any delegate then a replacement Branch delegate will be filled by election from amongst the Representatives in the Branch at the first ordinary meeting of the Branch after such vacancy shall occur and be notified in writing by the Central Board to the Branch, provided that intimation thereof is given in the notice calling such meeting. Such additionally elected delegate to the Central Board shall serve

thereon up to and including the date of the first Annual General Meeting of the Association occurring after their election and shall be eligible for re-election.

18. Disqualification from Election to the Central Board

No representative shall be eligible for election as a delegate to the Central Board if another Representative of the same Member then holds any place upon the Central Board whether *ex officio* or as an elected delegate. In the event of two Representatives of the same Member being elected as delegates to the Central Board by different Branches at their respective Annual General Meetings in the same year, the President of the Association, after consulting with the Chairperson of the Branches concerned, shall decide which election shall be declared void and their decision shall be final. On any election being declared void, the Branch concerned shall forthwith elect another delegate.

19. Power to Co-opt

The Central Board shall have power to co-opt any Representative for special service with the Central Board or on any standing or special Committee appointed by the Central Board notwithstanding that another Representative of the same Member may then hold a place on the Central Board. Such co-opted delegates shall have voting rights only in respect of the special matters for which they were co-opted.

20. Exercise of Powers

The Central Board shall, subject to the provisions of these Articles, exercise all the powers of the Association, and act in its name.

21. Management of Association

The Central Board shall, subject to the control of General Meetings (but not so as to render invalid any act done by the Central Board before the resolution of a General Meeting), conduct and manage all the business and affairs of the Association, exercise all the powers, authorities and discretions of the Association, obtain or oppose the application by others for all concessions, grants, charters and legislative acts, and authorisations from any government or authority, enter into such contracts and do all such other things as may be necessary for carrying on the business of the Association.

22. President and Vice President

The President and Vice President of the Association shall be elected annually and the Central Board shall submit nominations for these offices to the Annual General Meeting of the Association provided for in Article 33. The Central Board shall have power to make interim appointments to the aforesaid offices.

23. Director and Secretary

The Central Board shall have power to appoint suitable persons to the office of Managing Director and Association Secretary, or other such titles as agreed by the Central Board, and upon such conditions as it thinks fit and may remove and replace any person so appointed. The Managing Director shall have similar power in respect of all other members of staff subject to policy laid down by the Central Board.

24. Office Staff and Accommodation

The Central Board shall make provision for the requisite accommodation and such staff as may be required for the conduct of the business and affairs of the Association.

25. Office Bearers

The Office Bearers of the Association shall be the President, the Vice President, the Immediate Past President, the Managing Director and the Secretary.

26. Fixing Wages and Conditions of Employment

There shall be vested in the Central Board, full powers to negotiate with the Electrical Trades Union or any other body representing employees or any section of them and to fix either by agreement or arbitration, or by resolution of the Board in the event of agreement with the said Union or any other said body being found impracticable, wages and working conditions of operatives engaged in the Electrical Contracting and ancillary trades in Scotland or any part thereof; and all agreements, awards and resolutions made or obtained by the Central Board in terms of said powers, shall be intimated to all Members and Representatives of the Association by the Secretary as soon as practicable after the same have been made or obtained, and immediately thereafter each such agreement, award or resolution shall be binding upon each Member of the Association for those of the Member's workforce within the scope of the said agreement, award or resolution until the Central Board shall otherwise direct. The Central Board in the exercise of such powers aforesaid may remit any matter, being a matter for negotiation or arbitration with the said Union or any other said body with or without powers to a Standing Committee of the Central Board, which shall be set up by the Central Board to deal with matters relating to wages and working conditions, or to any recognised body which has power to determine wages and

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working conditions of operatives employed in the electrical contracting and ancillary trades in Scotland, or any part thereof. Provided always, that each Branch of the Association shall have the right to nominate one Representative to the said Standing Committee and each Branch in nominating Representatives there from as delegates to the Central Board in terms of Article 17 may nominate one such delegate specifically to be a member of the said Standing Committee provided for in that Article.

27. Rules and Schemes

The Central Board shall have power to make rules and frame and adjust schemes, particularly the Code of Practice and Disciplinary Procedure, for the general benefit of the Members and all such rules and schemes approved by three-fourths of the Representatives present and voting at a meeting of the Central Board called for the purpose and at which all Branches are represented shall be binding on the Members and their Representatives so soon as the terms thereof have being intimated to them in writing; provided that any two or more Representatives present at such Central Board Meeting shall be entitled, either before or after the vote has been taken, to call for the proposed rules or schemes to be submitted to Branches and in such event such rules or schemes shall be of no effect unless and until approved by three-fourths of the Representatives present and voting at a meeting of each Branch which shall be called within one calendar month of the holding of said Central Board for the purpose of approving or otherwise of such proposed rules or schemes. In the event of the proposed rules or schemes being approved by the prescribed majority by at least one, but not all, of the Branches such rules or schemes shall be submitted to a postal ballot vote of all the Representatives in the Association in accordance with Article 59 and shall become effective on being approved by a simple majority of the votes cast in such ballot.

28. Penalties

In the event of any Member or the Representative of any Member failing to observe or conform to any agreement, award, resolution, rule or scheme made, obtained or approved in conformity with the provisions of Articles 26 and 27, the Member concerned, after being given an opportunity of being heard through their Principal Representative by the Central Board, shall be liable for such penalty as may be imposed by the Central Board whose decision thereon shall be final and not subject to review by any Court of Law. Any penalty so imposed may be recovered by the Central Board from any funds belonging to such Member in the hands or for the time being under the control of the Association or its Office Bearers or may be sued for at the instance of the Office Bearers as Trustees *ex officiis* on behalf of the Association in any competent Court of Law and any such proceedings the amount of the penalty imposed shall not be subject to review by the Court. Monies accruing to the Central Board from such penalties may be used for any of the purposes of the Association or may be donated to any charitable purpose all in the sole discretion of the Central Board.

29. Individual Action

No Member or Representative shall on their own account or in association with others, negotiate with the Electrical Trades Union or any other body representing employees or any section of them except under instructions from the Central Board.

30. Chairperson of Board

The President, or in their absence, the Vice President, shall take the chair at all Meetings of the Central Board and in their absence the Chairperson for the day shall be elected by the majority of those present. The Chairperson of any Meeting of the Board shall have a deliberative as well as a casting vote.

31. Central Board Meetings

Meetings of the Central Board shall be convened by order of the President, or at the written request of at least three Representatives of the Central Board. Notice of all Meetings of the Central Board shall, if possible, be given not less than five clear days before each Meeting to all Representatives entitled to attend specifying the nature of the business to be transacted. Unless otherwise determined by the Central Board, the Quorum necessary for the transaction of business shall be eight full members of the Central Board who are Member firm Representatives and eligible to vote on all aspects of Central Board business.

32. Annual Report

The Central Board shall prepare and present to the Annual General Meeting a report of their proceedings during their year of office, and of all such general matters as they shall deem proper or expedient. The Annual Report shall be issued to all Representatives in the Association by the Secretary not less than ten days before the date of the Annual General Meeting.

33. Annual Meetings

The Annual General Meeting of the Association may be held in such place as shall have been selected by a previous General Meeting or by the Central Board. As far as possible, such meetings shall be held in May or June in each year. At least ten days' notice of such meetings shall be given by the Secretary of the Association to all Representatives, together with particulars of the matters to be brought forward to such meetings.

34. Special Meetings

A Special Meeting of the Association shall be called by order of the President, or at a written request of a majority of the Central Board, or at the request of ten Principal Representatives in the Association. Notice of such Meetings shall be given as mentioned in Article 33, specifying the business to be transacted, and shall be held within one month of the order or request being received by the Secretary.

35. Chairperson of General Meetings

At all General Meetings of the Association, the chair shall be taken by the President, whom failing by the Vice President, whom failing by the Immediate Past President, whom failing by a person elected by the Representatives present from amongst their own number.

36. Quorum

The quorum for all General Meetings of the Association, except a Special General Meeting called in terms of Article 68, shall be twenty five Representatives representing not less than twenty Members. For a Special General Meeting called in terms of Article 68 the quorum shall be forty Representatives representing not less than thirty Members.

37. Functions of Branches and Sub-Bran

(i) The functions of Branches shall include the promotion of the objects of the Association locally within the Branch area, the promotion, support and protection of the local interests of Members of the Branch, the discussion of local matters affecting the interests of Members in the Branch, the taking of such action in relation thereto as may seem to be in the interests of the Members of the Branch and in conformity with the objects of the Association, the discussion locally of matters of general interest to the Association, and the presentation to the Central Board of the local opinions within the Branch on any or all of such matters.

(ii) A Sub-Branch with similar functions to those of the Branch may be established in terms of Article 3 (ii) in any section of a Branch area in which it appears to the Representatives of Members in that Branch desirable that the interests of the Association should be specially represented by reason of a the number of Members having established places of business in that section of that Branch area, or by reason of the distance at which the section is situated from the offices or principal meeting place of the Branch or for any other reason which appears to be in the interests of the Association and of the Members within the section of that Branch area.

(iii) Articles 39 and 40 shall apply in whole or in part to any Sub-Branch to such extent as may be decided in each case by the Branch concerned with the approval of the Central Board, and Articles 43, 48, 49 and 50 shall apply to each Sub-Branch as if there were substituted therein, for any references to a Branch or any office-bearers thereof, references to a Sub-Branch or any office-bearers thereof and for any references to the Central Board or any Office Bearers, funds or others of the Association references to the Branch or any Office Bearers, funds or others thereof.

(iv) All Members and Representatives in a Branch whose qualifying places of business are situated within a section of the Branch area in which a Sub-Branch has been established shall become Members and Representatives in such Sub-Branch but shall retain their membership and representation in the Branch, together with the full rights pertaining thereto, except that it may be agreed by the Branch that only a limited number of delegates of the Representatives in the Sub-Branch may be called upon to attend Meetings of the Branch but without prejudice to the rights of other Representatives in the Sub-Branch to do so.

38. Branch Committees

The business of each of the Branches shall be managed by the whole Representatives therein, or by a Committee thereof, of such number as the Representatives in the said Branch shall determine.

39. Branch Meetings and Bye-Laws

Each Branch shall hold an Annual Meeting not later than the last day of April in each year, and at such Annual Meeting the whole Office Bearers shall retire, though they may be re-elected if eligible. Ordinary Branch Meetings shall be convened by order of the Branch Chairperson, or any three Representatives in such Branch. If possible, at least three days' notice of such meeting shall be given. This Article may be altered by Branch Bye-Laws save as regards the Branch Annual Meeting.

40. Branch Office Bearers

Each Branch shall elect a Chairperson and a Vice Chair who shall form an Executive Committee of the Branch, and provide offices for carrying on the work of the Branch, and make such arrangements generally as to the duties of such Office Bearers as they may consider necessary.

41. Vacancies

Any vacancies on a Branch Committee, whether arising from death or retirement, or inability to act during any current year, or from any other cause, may be filled by such Branch Committee, but the Representative appointed to the vacant seat shall hold it only until the next Annual General Meeting of the Branch.

42. Notice of Action to Central Board

All Branches shall, before taking any important action in the name of the Association, send a copy of the Resolution passed at a Meeting of such Branch to the Secretary of the Association at its registered address, and if within one calendar month of the receipt by the Secretary of the copy of the Resolution it shall be decided to hold a Meeting of the Central Board with regard to the same, and notice thereof is given to the Secretary of such Branch, no action shall be taken by such Branch in the matter pending the decision of the Central Board. Such resolutions shall in no way bind the Association or its assets until confirmed by the Central Board.

43. Reports and Minutes

A copy of all Minutes of Branch Meetings shall be published within seven days of such Meetings being held.

44. President *ex officio* Representative

The President of the Association shall be an *ex officio* Representative of all Branches and their Committees and Sub-Branches, but they shall not receive notices of Meetings of such Branches, Committees and Sub-Branches unless they specially request such notices to be sent to them.

45. Subscriptions and Levies

(i) Every Member of the Association shall pay such Annual Subscription and Levy and such additional Subscriptions as the Association shall by resolution in Annual General Meeting from time to time determine. All Annual Subscriptions and Levies shall be payable on the first day of January and in each year for the year ending on the last Day of December following, and every new Member shall pay the Annual Subscriptions and Levy for the year to which they or any Associate Representative of the company is elected or such proportions thereof as the Central Board may determine. All Annual Subscriptions and Levies shall be paid to the Secretary of the Association and the Secretary may, with the authority of the Central Board, deduct the amount of the Annual Subscription and Levy due by a Member from any funds belonging or owing to such Member in the hands or for the time being under the control of the Association or its Office Bearers.

(ii) For the purposes of determining the amount of any Levy imposed by the Association in terms of this Article, each Member shall furnish to the Secretary of the Association a declaration in such form as may be approved by the Central Board.

46. Application Fee

Every application for Membership shall be accompanied by such Application Fee as may be determined from time to time by the Association in General Meeting. In the event of the applicant not being elected to membership, such Fee shall be non-refundable.

47. Central Funds and Accounts

The Financial Year of the Association shall commence upon the first day of January in each year and terminate upon the last day of December in the same year. True accounts shall be kept by the Association Secretary of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed, in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the Representatives of Members. The Association Secretary and/or Chief Financial Officer shall have power to collect and discharge all sums due to the Association and to enter into contracts on behalf of the Association when necessary. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more Auditors, who shall be members of the Institute of Chartered Accountants of Scotland presently engaged in professional practice.

48. Branch Funds and Accounts (i)

All monies received and held by the Branches not destined for specific purposes, shall be applied solely in carrying out the objects of the Association, and in payment of just debts and expenses of management. Each Branch shall, if necessary, keep a bank account to be operated as may be directed by the Branch in General Meeting.

49. Branch Funds and Accounts (ii)

In the event of a Branch ceasing to exist, all Branch funds shall revert to the central funds of the Association

50. Branch Expenses

The expenses of the Branches shall be met from funds allocated by the Central Board from monies at its disposal in conformity with estimates of expenditure to be submitted by Branches to the Central Board not later than the first day of December each year, covering the expenditure to be required during the year commencing on the following first day of January. The Central Board shall be entitled to approve such estimates as received or to amend the same either by increase or decrease thereon and all monies paid over to Branches in respect of such estimates as approved shall be paid subject to deduction of any surplus shown in the Revenue Accounts of the Branches for the immediately preceding year. In the event of actual expenditure exceeding the estimated expenditure in any Branch, the Branch concerned may at any time submit a supplementary estimate to the Central Board. The Central Board shall have powers by ordinary resolution of the Board to requisition any funds held by Branches and to use the same for any of the purposes of the Association.

51. Annual Accounts (i)

At each Annual General Meeting of the Association, the Association accounts and balance sheet for the year ending on the last day of December immediately preceding shall be presented, and the certificate and report of the Auditors thereon read and received.

52. Annual Accounts (ii)

One calendar month at least before each Annual General Meeting of the Association, the Association Secretary and/or Chief Financial Officer shall make out and deliver to the Auditors a statement of the receipts and expenditure and balance sheet up to the last day of December. An audited copy of the accounts and balance sheet shall be made available to each Representative in the Association at least twenty one days before the date of the Annual General Meeting.

53. Refund of Expenses

The Central Board may authorise the repayment to any Representatives out of the funds of the Association, of all or any travelling and other expenses properly incurred by such Representatives or any of them in the furtherance of the business of the Association in accordance with a scale laid down from time to time by the Central Board.

54. Investments

The Central Board may invest and employ any funds of the Association from whatever source the same shall have been derived, and which are not for the time being required for the usual business thereof, in such securities as they shall think fit, and they may at their discretion leave the funds at their Bankers unemployed. When funds are invested they shall be invested in the name of the Nominee Company of the Association's Bankers except where the Central Board directs such investment shall be in the name of the Office Bearers of the Association as Trustee *ex officio* for and on behalf of the Association.

55. Heritable Property

The Central Board shall have powers to invest any of the funds of the Association in the purchase of heritable property whether required for the purposes of the Association or not.

The Title to such heritable property as Trustees of the Association *ex officio* shall be taken in the name of the President and Vice President and Managing Director. If the President or Vice President are unavailable, for reasons of absence or incapacity, the Immediate Past President, whom failing, a member of the Central Board respectively, as defined in Article 17, shall be authorised signatory in their place.

The Secretary is to be an authorised signatory in place of the Managing Director when unavailable for similar reasons, all for and on behalf of the Association, or in name of the Association's Bankers in security for any advances made or to be made.

The Trustees shall have powers, but only to the extent authorised by the Central Board as evidenced by a Minute of Meeting of the Board or an extract thereof certified as such by the Secretary of the Association and the Chairman of the Board meeting, to do everything necessary for the proper maintenance and management of such heritable property, including the instructing and carrying out of all works of adaptation, maintenance and repair, to grant leases thereof upon such terms as the Central Board may

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instruct, to sell the same and that either by public roup or private bargain, to borrow on the Security and to grant or obtain all deeds, obligations and undertakings necessary for any of such purposes. The Trustees shall be deemed to be *ex officiis* Trustees within the meaning of Section 45 of the Conveyancing (Scotland) Act, 1874.

56. Confidential Information

(i) Every Member and their Representatives shall be bound, when required to do so by the Central Board, to submit written reports and statistics and answer written questionnaires relating to any matter connected with or arising from the carrying on or administration of their trading or business activities in respect of which they qualify for membership of or representation in the Association. All such reports, statistics and answers to questionnaires shall be submitted to the Secretary of the Association or to such other person as the Central Board may direct, provided such person shall not be a Representative of any Member nor a principal, partner, director, shareholder or employee of or in any Member firm. The Secretary or other person to whom such reports and others are submitted shall not disclose the contents thereof or any of them or the source or sources from which they have been received to any other person. The Secretary or such other person shall be bound in using or publishing information and statistics based upon such reports, and others, to do so only in such manner as will ensure that the information thereby disclosed cannot be associated or connected with any Member or Representative by whom it has been supplied. No Member or Representative whatsoever their position in the Association shall be entitled or permitted to peruse or have access to such reports and others.

(ii) The Secretary shall send such confidential

circulars and furnish such confidential verbal or written information to Representatives dealing with any matters affecting the interests of the Association or its Members as may from time to time be directed by the Central Board and such circulars and information if marked "Confidential" shall be considered strictly private and confidential and shall not be communicated either verbally or in writing to any person not being a Representative in the Association other than to a partner, co-director, confidential servant or employer of the Representative and no Representative or Member shall be entitled to recover damages or costs against the Association or any officer, Member or Representative thereof in respect of any matter arising out of any such circular or information.

(iii) Every officer and employee of the Association other than the Representative of a Member shall, before entering upon their duties or becoming such an officer or employee, sign an undertaking to conform to and abide by these Articles and the regulations or bye-laws of the Association for the time being in force and to observe strict secrecy as to any information obtained from any other officer or servant or any document of the Association or as to anything which comes to their knowledge in the course of their duties as such officer or employee.

(iv) Every Representative holding office in the Association either as an Office Bearer of the Association or any Branch or Sub-Branch thereof or as a delegate to the Central Board

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shall observe strict secrecy as to, and shall not divulge to any person outwith the Association any information obtained from any officer, employee or document of the Association or which otherwise comes to their knowledge in consequence of the office so held by them.

(v) No Member or Representative shall be entitled to require disclosure of any document or information which in the opinion of the Central Board it would be inexpedient to communicate outside the limits of the Central Board and the books, papers, files and documents of the Association shall not be open to the inspection of individual Members except by authority of the Central Board or as required by statute or by these Articles.

57. Voting at General Meetings

(i) Except as provided in these Articles, all voting at a General Meeting of the Association shall be by show of hands. Each Representative present in person or by proxy in the form prescribed by these Articles shall be entitled to one vote. The Chairperson shall have a casting as well as a deliberative vote.

(ii) On the demand of not less than ten representatives present in person at a General Meeting made before or immediately following the declaration of the result of any vote taken by a show of hands, any matter coming before the General Meeting for decision shall be decided by a secret ballot, each representative present in person or by proxy as aforesaid being entitled to one vote. In a secret ballot vote, the Chairperson shall be entitled to exercise a casting as well as a deliberative vote.

(iii) Except where otherwise expressly provided by these Articles, any resolution or matter to be decided at any General Meeting shall be so decided by a simple majority of the votes cast, and that irrespective of whether the vote is by show of hands or secret ballot.

(iv) The decision of the Chairperson of the meeting as to the result of any vote or the manner in which such vote shall be taken, or the majority required to carry any resolution, or the validity of any vote cast or sought to be cast, or the validity of any proxy, or as to any other

matter relating to any vote taken or to be taken at the Meeting or as to the validity of any demand for a particular type of vote or the manner in or time at which such demand had been or can be made shall be conclusive. The declaration by the Chairperson that any resolution has been carried or lost or has been carried or lost by a particular majority shall be conclusive of the decision on that resolution notwithstanding that no declaration is made of the number of votes recorded for or against the resolution, but on the demand of two or more Representatives present in person who have participated in the vote, the Chairperson shall declare the number of votes recorded for and against the resolution.

(v) In the event of a secret ballot being taken at any General Meeting, the Chairperson may proceed with the other business on the Agenda for the Meeting pending the vote being counted.

58. Proxy

A Representative entitled to vote may, from time to time, appoint any other Representative as their proxy in voting at any General Meeting and every instrument of proxy shall be in writing in the following form as near thereto as may be and shall be signed by the appointed and lodged with the Secretary of the Association at least forty eight hours before the time of the General Meeting whereat it is to be acted upon:

"I (.....) a Principal/ Associate Representative representing (.....) a Member of the Electrical Contractors' Association of Scotland, hereby appoint (C D) or in their absence (E F), both Representatives of Members of the Association to act as my proxy at the General Meeting of the Association to be held on the (.....) day of 20(.....) and at every adjournment thereof.

As witness my hand this (.....) day of (.....) 20(.....) .

(Signed)"

A duly appointed proxy shall be entitled to exercise all the voting rights of the appointer and it shall be no objection to their so doing that they are not entitled to exercise a personal vote in the matter in which they are voting as a proxy.

59. Postal Ballot

For the purpose of determining any resolution or question, a postal ballot of Representatives may be held by decision of a General Meeting of the Association or by decision of the Central Board. In any such postal ballot each Representative, Principal and Associate, shall be entitled to exercise one vote. All votes shall be exercised only by the Representatives having the personal title to exercise them. Any resolution or question submitted to a postal ballot shall be decided by a simple majority of the votes cast in the postal ballot, and in the event of an equal number of votes being cast for and against the resolution or question the same shall be regarded as rejected.

60. Disqualification from voting

No person who is not a Representative or whose Member is in arrear with any Subscription or sum payable by them to the Association shall be entitled to vote at any General Meeting or in any postal ballot.

61. Bye-Laws

The Central Board may from time to time make Bye-Laws or Standing Orders for further regulating the business of the Association, including its Branches, provided that such Bye-Laws or Orders shall be consistent with the objects of the Association and these Articles.

62. Indemnity

If any prosecution, action or proceeding at Law be commenced or carried on against the Office Bearers or any of them or against the Auditor or Auditors or the Central Board or any Representative serving or who has served thereon or against the Trustees or any of them both and past or any officer or servant of the Association or any Member or Representative, for proceedings or acts done by them in the proper discharge of their properly authorised duty towards the Association, such person or persons shall be defended in and indemnified from and against all expenses of, or in any way incident to such prosecution, action, or proceeding at Law, out of the funds of the Association.

63. Minutes

Every entry in the Minute Book of the proceedings of General Meetings of the Association, Central Board or Branches, purporting to be entered and signed, shall, in the absence of proof to the contrary, deemed to be a correct record, and an original proceeding of the Association accordingly; and in every case the burden of proof of error shall be wholly on the person making any objection to the entry.

64. Notices (i)

All Notices required by those present to be given to the Members or their Representatives shall, unless personally served, be given to the Members and their Representatives having registered address in Scotland by sending letters to such addressed. Members and Representatives not having registered addresses in Scotland shall not be entitled to receive any Notices. For the purpose of this Article and Article 42 the term "registered address" shall mean the address for the time being appearing in the Central Register of the Association kept in Accordance with Article 9.

65. Notices (ii)

All Notices sent in pursuance of the preceding Article shall be signed by, or have at the foot thereof the name of the Secretary, or such other person in their place as the Central Board shall appoint, except in the case of a Meeting convened by Representatives in accordance with these Articles, and in that case shall be signed by, or have printed at the foot thereof, the names of the Representatives convening the same.

66. Notices (iii)

Any Notice sent through the post to the address in the Central Register of Members of any Member of the Association or their Representative shall be deemed to have been served upon the day after the letter containing the same was posted, and in proving such service it shall be sufficient to prove that such notice was properly addressed and put in the post office.

67. Alterations to Articles

Alterations to these Articles shall be made only at a General Meeting of the Association held in accordance with a notice to be given to all Representatives not less than ten days prior to the date of such meeting and setting forth the terms of the proposed alterations. Such alterations shall only become effective if approved by not less than two-thirds of the votes cast at any such meeting.

68. Dissolution

The Association may be dissolved by the vote of not less than three-fourths of the Representatives present in person or by proxy at a Special General Meeting of the Association called for the purpose. Not less than fourteen days' clear notice of such meeting shall be given to all Representatives and the notice shall set forth the reasons for the proposed dissolution of the Association. Such Special General Meetings shall be called only upon the resolution of the Central Board or upon the written requisition of not less than thirty Principal Representatives. Upon the resolution for dissolution being approved at such Special General Meetings, the Meeting shall forthwith resolve upon the disbursement of the funds and assets of the Association and any and every resolution dealing or purporting to deal with such disbursement or with the parties amongst whom or the proportions in which the funds and assets shall be disbursed, or the manner or time of such disbursement or in any other way relating to the disposal of the assets of the Association shall be effective if approved by a simple majority of the votes cast at such a Meeting.



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