

CONSTITUTION



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CONSTITUTION

1. The name of the organisation is 'Scottish Engineering' (hereinafter referred to as 'Scottish Engineering').
2. In this Constitution: -
the expression 'the Executive Committee' means the Executive Committee of Scottish Engineering provided in Article 9 hereof; the expression 'firm' includes company, corporation, partnership or individual;
the expression 'Past President' means the Past President who most recently held the office of President and who remains eligible for election as a member of the Executive Committee.
3. The objects of the Association shall be: -
 - (i) To promote and further the interests of Scottish Engineering and its members, and to protect and defend those interests;
 - (ii) To represent the interests of members of Scottish Engineering in the human resource, economic and legal fields locally, nationally and internationally;
 - (iii) To provide information, advice and assistance to members of Scottish Engineering, as appropriate, on all matters related to the management of human resources;
 - (iv) To act jointly or in co-operation with other bodies, locally, nationally and internationally in furtherance of the objects of Scottish Engineering;
 - (v) To provide a range of services, on a subscription, fee, levy or contribution paying basis, as may be approved by the Executive Committee from time to time;
 - (vi) To do all such things as are in the opinion of the Executive Committee incidental or conducive to the attainment of the above objects or any of them; and
 - (vii) To transfer the property, assets and undertaking of Scottish Engineering to Scottish Engineering, a company incorporated and registered in Scotland (company number SC[]) and having its registered office at 105 West George Street, Glasgow, G2 1QL ('NewCo') and to enter into any agreements for that purpose (with the intention that NewCo will act as the successor of Scottish Engineering).

MEMBERS

4. The members of Scottish Engineering shall consist of firms at present members thereof and any other firms engaged in engineering and allied industries who may be admitted to membership in the manner provided in this article.

Any firm wishing to be a member of Scottish Engineering shall apply to the Chief Executive of Scottish Engineering who shall place the application before the Executive Committee whose decision on the approval or rejection of such application shall be final.

No firm hereafter elected shall be entitled to the privileges of a member of Scottish Engineering until the entrance fee due to Scottish Engineering on election to membership has been paid.

As consideration for the transfer of the property, assets and undertaking of Scottish Engineering to NewCo pursuant to Article 3(vii), the members of Scottish Engineering on the date of completion of such transfer shall automatically be admitted as members of NewCo.

5. Any member may retire from Scottish Engineering, upon giving six calendar months' notice in writing to the Chief Executive, and at the expiry thereof, shall cease to be a member and to have any interest in or claim upon the funds of Scottish Engineering. Any questions arising out of or as to the obligations of a retiring member shall be determined by the Executive Committee.
6. Any member may withdraw from liability to pay any subscription, fee, levy or contribution for services provided by Scottish Engineering, upon giving six calendar months' notice in writing to the Chief Executive, and at the expiry thereof, shall cease to be entitled to any or all such services from Scottish Engineering, as the case may be. Any questions arising out of or as to the obligations of a member withdrawing from liability to pay for Scottish Engineering services shall be determined by the Executive Committee.
7. Subject to the proviso hereinafter appearing, any member failing or refusing to observe the rules of Scottish Engineering or failing or refusing to pay any subscription, fee, levy or contribution payable directly or indirectly to Scottish Engineering or breaking faith with or acting contrary to the interest of Scottish Engineering shall be liable to expulsion from membership, and forfeiture of all or any of the privileges of membership, and of all or any pecuniary interest in Scottish Engineering, as Scottish Engineering in General Meeting may decide; but the member so expelled shall remain liable for all or any subscriptions, fees, levies, contributions or other sums due and unpaid by such a member to Scottish Engineering prior to expulsion. A resolution for expulsion must be confirmed at a subsequent General Meeting of Scottish Engineering held at an interval of not less than seven nor more than twenty-one days from the date of the meeting resolving on expulsion, provided always that notwithstanding the foregoing, any member failing or refusing to pay any subscription, fee, levy or contribution payable to Scottish Engineering for a period of not less than twelve months from when such subscription, contribution or levy was due shall be liable to expulsion from membership and forfeiture of all or any of the privileges of membership as the Executive Committee of Scottish Engineering may decide.

The voting on a question of expulsion shall in all cases be by show of hands only, each member represented at the meeting having one vote, and this shall be intimated by the Chairman at the meeting.

8. The members may for the purpose of dealing with matters of purely sectoral or local significance and not likely to influence in any way whatever the interests of the other members, be divided into such Sections or Groups according to the trade or district classifications, covered by the membership, as the Executive Committee may from time to time determine. Meetings of such Sections or Groups, when deemed necessary or desirable by the President of Scottish Engineering or at the request of any two members of the Section or Group concerned, shall be called by the Chief Executive of Scottish Engineering.

MANAGEMENT

9. The business of Scottish Engineering shall be managed by:

An Executive Committee consisting of the President; the Vice-President; the Past President; not more than 42 elected members, and Chairman of Sections and Groups provided for in Article 8.

The President and the Vice-President shall be elected, and the Past President appointed, at each Annual General Meeting of Scottish Engineering and shall continue in office until the next Annual General Meeting. All shall be eligible for re-election, or re-appointment, but the President, as such, shall not hold office continuously for more than two years.

In the event of the office of President becoming vacant between one Annual General Meeting and the next, the vacancy shall be filled by the Vice-President, who shall act as President until the next Annual General Meeting, but be eligible for election and re-election as President as if he had not filled such vacancy.

Members of the Executive Committee will be elected at an Annual General Meeting. One-third of the elected members shall retire each year at the Annual General Meeting in accordance with a rota to be determined by the Executive Committee but shall be eligible for re-election.

Any casual vacancy amongst the elected members may be filled by the Executive Committee and the members so elected shall hold office for the unexpired period of his predecessor's term of office.

10. A President's Committee consisting of the President; the Vice-President; the Past President and the Chief Executive shall, as and when deemed necessary or appropriate, act as an advisory body to the Executive Committee on all matters of Scottish Engineering activity.

The President's Committee may act in matters of urgency as seen fit.

11. The members of the Executive Committee shall as far as possible be representative of the various Sections and Groups of members.

12. No person shall be eligible for election as a member of the Executive Committee unless he is a member of Scottish Engineering, or a partner, director or officer of a firm which is a member of Scottish Engineering; and any member of the Executive Committee shall demit office if he ceases to hold such qualifications or his firm ceases to be a member of Scottish Engineering or becomes bankrupt or goes into liquidation other than voluntary liquidation for the purpose of reconstruction.

13. The President shall preside at all meetings of the Executive Committee and of Scottish Engineering; whom failing the Vice-President; whom failing the Past President; whom failing the meeting shall elect its own Chairman.

14. Seven members of the Executive Committee shall form a quorum.

15. The President or, in his absence, the Vice-President or, in his absence the Past President shall decide whether any question or demand shall in the first instance be laid before the members of the Trade Section or District Group directly involved, or whether it shall be brought before the Executive Committee. Such Trade Section or such District Group shall report to the Executive Committee their decisions, proposals or recommendations on questions or demands laid before them, but the same shall not become final or be acted upon unless and until ratified and approved by the

Executive Committee.

The Trade Section or the District Group may, however, at any time refer any question or demand to the Executive Committee to be dealt with by them.

The President of Scottish Engineering shall be a member ex officio of all Trade Sections and District Groups, and shall have power at any time to appoint from the Executive Committee one or more members to assist in their deliberations.

16. A Finance Committee consisting of the President; the Vice-President, the Past President and the Chief Executive shall, as and when they deem necessary or appropriate, examine and report to the Executive Committee upon the financial matters of Scottish Engineering, in consultation with the Treasurer. In particular they shall furnish a Report on the Treasurer's Annual Statement of Accounts.
17. The Executive Committee may appoint Sub-Committees from time to time with such powers as may be deemed expedient.
18. A Chief Executive shall be appointed by the Executive Committee for such period and upon such terms as the Executive Committee may think fit.
19. A Treasurer (who may be the Chief Executive) and two Auditors shall be appointed. One of the Auditors shall be appointed from amongst the members of Scottish Engineering and the other shall be a professional Auditor.
20. Meetings of the Executive Committee shall be called by the Chief Executive on the instructions of the President or in his absence of the Vice-President or at the request of any three members of the Executive Committee.

GENERAL MEETINGS

21. An Annual General Meeting of Scottish Engineering, of which seven clear days' notice shall be given by the Chief Executive, shall be held each year in the month of December on such day and at such place as the President's Committee may determine, for the purpose of receiving and adopting a report of the activities of Scottish Engineering; the accounts for the past year; the election of the President; the Vice-President; Members of the Executive Committee, and to appoint a Treasurer, Auditors and Scottish Engineering representatives and for the transaction of any other business as appropriate.

It shall be competent at any Annual General Meeting to appoint appropriate Honorary Vice-Presidents in recognition of their services to Scottish Engineering or in respect of their position in the engineering and allied industries, and that for such term or terms as may be deemed fit.

22. Special General Meetings of Scottish Engineering shall be called by the Chief Executive on the instructions of the President, or, in his absence, the Vice-President, or, in his absence, the Past President or at the request of any ten members of Scottish Engineering. Any such request from members must be in writing and state the business to be brought before the meeting.
23. Twenty members shall form a quorum at the General Meetings of Scottish Engineering.
24. All the partners and directors of firms and companies enrolled as members of Scottish Engineering, and any duly accredited official representing any such firm or company, may attend and take part in the discussions at General Meetings, but the vote of a

firm or company shall be exercised by only one representative, and this shall be intimated by the Chairman at the meeting.

25. Voting at a General Meeting (except in cases where a poll is demanded by any three or more members), shall be by a show of hands, each firm represented having one vote, except that only members which have registered for and paid the appropriate fee for the commitment to any collective agreements with trade unions may vote on these matters.
26. Where a poll is demanded in terms of Article 25 hereof, each member of Scottish Engineering shall have voting power on the basis of one vote being allotted for each complete £1 of Basic Membership fee payable and paid to Scottish Engineering, except those polls in connection with collective agreements where voting will be in accordance with the total of wages and salaries declared on the most recent return.
27. In the case of equality of votes the Chairman shall in all cases have a casting vote in addition to a deliberative vote.
28. If at any General Meeting a vote has been taken on any question, it shall be competent for the minority or any one of them to ask the voting power of the meeting, and should the voting power be less than 60 percent of the total voting power of the whole members of Scottish Engineering, to require that a special General Meeting be called again to consider and deal with such question, and in that event a special General Meeting of Scottish Engineering shall be called by the Chief Executive for that purpose, provided that the power given to the minority by this Article to require a further meeting to be called shall not apply in the case of the proceedings at such special General Meeting.

FUNDS

29. There shall be paid to Scottish Engineering by each member: -
 - 1) On being elected to membership an entrance fee of £100 or such other sum as may be determined from time to time by the Executive Committee;
 - 2) On or before the first day of March in each year a Basic Membership fee, the rate of which shall be determined by the Executive Committee. This basic membership fee shall be determined according to the total number of employees employed by each member on 5 April in the preceding calendar year.
30. The Funds of Scottish Engineering, or any part thereof, may be invested by the Executive Committee: -
 - a) any investments for the time being authorised by the law of Scotland or the law of England for the investment of trust funds;
 - b) the stock or securities of any British Dominion, Colony, State or Dependency or any Province thereof;
 - c) the stock or securities of any Municipal Corporation, County Council, Power, Gas, Electricity, Dock, Harbour, Railway or other public or local authority in the United Kingdom or in any British Dominion, Colony, State or Dependency;

- d) the bonds, mortgages, debentures or debenture stock or guaranteed or preference, deferred or fully-paid ordinary stock or shares, or other securities of any company (public or private) incorporated in the United Kingdom under the Companies Acts or by Royal Charter which shall have paid dividends on the nominal amount of issued ordinary stock or shares at the rate of at least 4 percent per annum before deduction or tax in each of at least 10 financial years of the Company immediately preceding the date of investment (provided that this power shall not extend to any stocks, shares, or other securities issued to the bearer);
- e) the fully-paid shares of or by way of deposit with any bank, or with any Building Society registered in the United Kingdom for at least 20 years before the investment is made;
- f) mortgages of leasehold property situated in Great Britain, having not less than 60 years unexpired at the date of investment with or without collateral security by way of sinking fund policy or policies or otherwise;
- g) the Ordinary or Preference Shares, Bonds, Debentures or other Securities of Fyfe Chambers (Glasgow) Limited.

The Executive Committee may borrow on the security of the said investments such sums at such rate of interest as they may decide and may vary or sell any of the said investments and invest the proceeds of such sale in any of the stocks, shares, securities, mortgages or property hereinbefore set out.

- 31. The Executive Committee may purchase, feu, or take on lease any land, buildings or other heritable property and may sell, feu, exchange, mortgage or lease the same.
- 32. All such investments, and all such land, buildings or other heritable property shall be made, purchased, feued or taken on lease in the name of such limited company incorporated in Scotland and carrying on business as Trustees and Nominees as from time to time may be determined by the Executive Committee as appropriate for the holding of such investments for and on behalf of Scottish Engineering, and the company so determined from time to time shall hold and deal with the same in accordance with the instructions of the Executive Committee; and no purchaser, feuar, assignee, mortgagee or tenant shall be bound or entitled to enquire as to the authority for any sale, feu, exchange, mortgage or lease by any such company and the receipt of any such company shall be a good and sufficient discharge for all monies arising from or in connection with any investments held by them as aforesaid or from any such sale, feu, exchange, mortgage or lease.

WAGE RETURNS

- 33. Every member of Scottish Engineering shall furnish to the Chief Executive:

On or before 15 December in each year, on the form provided, a return of the number of employees employed by the member as at 5 April in each year, together with a return of the wages and salaries paid by such members for the year ending 5 April preceding.

INDEMNIFICATION OF OFFICIALS, ETC

34. Every official and employee of Scottish Engineering shall be indemnified by Scottish Engineering against all cost, losses and expenses which such person may incur or become liable to pay and incur by reason of any act or thing done, or omitted to be done by him in such capacity as aforesaid, or in any way, in the discharge of his duties. The Executive Committee shall reimburse to themselves and to any member of Scottish Engineering, expenses incurred in or about the business of Scottish Engineering together (if deemed fit) fair remuneration for time and trouble.

AMENDMENTS OF CONSTITUTION

35. The Constitution of Scottish Engineering may be altered, amended, varied or rescinded either in whole or in part at a General Meeting of Scottish Engineering called for the purpose or at any other General Meeting of Scottish Engineering, provided notice of the proposed alterations, amendment, variation or rescission has been duly given prior thereto.

DISSOLUTION

36. Scottish Engineering may be dissolved by a resolution passed by at least two-thirds of the members present at a special General Meeting called for the purpose by the Chief Executive by notice posted to each member at his business address twenty- one days at least before the day of the meeting.
37. Such a meeting shall be called:
- a) pursuant to a resolution of the Executive Committee; or
 - b) on the requisition in writing of at least one-third of the members of Scottish Engineering.

The basis on which the assets are to be distributed and the liabilities met shall be determined at the General Meeting at which the resolution determining on dissolution is confirmed. For the avoidance of doubt, the General Meeting can resolve to approve the transfer of the property, assets and undertaking of Scottish Engineering to NewCo and to enter into any agreements for that purpose (with the intention that NewCo will act as the successor of Scottish Engineering) pursuant to Article 3(vii).

The voting on the question of dissolution and for determining the basis on which the assets are to be distributed and the liabilities met shall be on the basis of one vote being allotted for each complete £1 of Basic Membership levy payable and paid to Scottish Engineering, and this shall be intimated by the Chairman at the meeting.