



Constitution And Rules

April 2022



1. TITLE

The organisation shall be called Combined Industries Theft Solutions ("CITS"), which is a 'not-for-profit' and a non-incorporated body.

2. DATE OF OPERATION

a) These rules shall come into operation on the 1st February 2022 and shall supersede all previously issued constitutions, regulations and bye-laws.

b) Any reference to "Plant and Equipment" shall be deemed to include all classes of machinery, vehicles, equipment accessories and any ancillary items, vehicles or equipment which may be provided by Plant and Equipment users, hirers, manufacturers or suppliers, primarily associated with the Construction, Agriculture and related sectors.

c) Any reference to "Crime or Criminal Activity" shall be deemed to include all types of theft, fraud, vandalism, cyber-attack or any other form of criminal enterprise which may affect Plant and Equipment users, hirers, manufacturers or suppliers, which or who are Members of the CITS.

3. AIMS AND OBJECTIVES

a) To develop ideas and strategies which are beneficial to Plant and Equipment users/hirers/manufacturers/suppliers, in reducing the losses of Plant and Equipment associated with theft, fraud, vandalism, cyber-attack or any other form of criminal enterprise perpetrated by individuals or gangs. This may include the collecting and analysing of information relating to the loss of Plant and Equipment, and their recovery.

b) To represent the interests of Plant and Equipment users/hirers/manufacturers/suppliers when in negotiations with government departments, trade organisations and associations, the police, insurers and any other relevant bodies.

c) To co-operate and maintain liaison with other organisations based within the United Kingdom or abroad, which have similar objectives and to act jointly with them.

d) To publicise CITS with a view to raising the level of awareness of the objectives and operation of the organisation by producing/supporting material as the Board may from time-to-time deem necessary.

e) To do all other things necessary for the full and proper operation of this constitution - incidental or conducive - to the attainment of the objectives of the organisation.

4. CONSTITUTION OF THE MEMBERSHIP

The organisation shall consist of:

- i) Board Members,
- ii) Associate Members and
- iii) Sponsors.

These categories are defined as follows:

- i) For those companies and organisations that have a nominated member of the Board of CITS.
- ii) For those companies and organisations that support the objectives of CITS but are not members of the Board.

- iii) Are those companies and organisations that support the objectives of CITS but do not have specific membership rights.

The number of Board Members to be not less than eight people elected as hereafter.

5. QUALIFICATION OF MEMBERS

- a) To qualify for election as a Board Member the person must be a Director, Partner, Sole proprietor or representative acting under written authority of a Member employer and agree to pay the relevant annual subscription and regularly attend meetings.
- b) To qualify for election as an Associate Member the person must be a Director, Partner, Sole proprietor or representative acting under written authority of a Member employer and agree to pay the relevant annual subscription at a discounted amount and not required to attend meetings.
- c) The selection of new Members and Sponsors require a nomination to Board Members and consideration by the Board Members in its absolute discretion.
- d) To be elected as a Board member, the person must receive two-thirds of the votes from the Board at the next Board meeting.
- e) Acceptance of Members and Sponsors shall be for a period of not less than two years or at the discretion of the Board Members at the next Board Meeting.

6. DISQUALIFICATION OF MEMBERS

- a) A Member may resign their membership in writing addressed to the Board Members and such resignation shall take effect at the next following Board Members Meeting, provided that no Member shall be entitled to resign whilst indebted to the Organisation.
- b) Any Member may be expelled from the Organisation for misconduct by resolution of two-thirds of the Board Members. Any such Member shall be given fourteen clear days' notice of the Board Members meeting and may attend the meeting to make representations but shall not be present at the discussion or entitled to vote.
- c) Membership shall also cease:
 - i) If a Member being a corporate body or limited company is dissolved or goes into receivership, liquidation, whether voluntary or compulsory (otherwise than for the purpose of reconstruction).
 - ii) If a Member being an individual or a firm becomes a bankrupt or makes any assignment for the benefit of or by way of trust for ~~his or~~ their creditors.
 - iii) If a Member's subscriptions or other monies owed to the Organisation remain overdue for payment after measures have been taken by the Scheme to urge the Member to make payment in full.

The Board Members may in its discretion reinstate to membership any former Member whose membership has terminated for any cause of non-payment subject to all previous and current subscriptions being paid in full.

- iv) The Board may in its discretion substitute the successor in business of any Member as a Member and in such case the Member so substituted shall enjoy all the rights and privileges of the Member in whose place they are admitted.. The successor will not be entitled to the benefit of the unexpired portion of any subscription paid in advance by the Member whom they succeed.

- v) If for any reason a Member shall cease to be a Member, they shall forfeit any monies paid by such Member.
- vi) On cessation of membership the Member concerned shall immediately discontinue the use of the device/logo of the organisation on any paper, advertisement or document upon which such device/logo may be printed or impressed or containing any indication of membership of the organisation, they shall return forthwith to the organisation any property of the organisation then in their possession, shall desist from using the Mission Statement and Code of Practice published by the Scheme in all amended or un-amended form and shall desist from visiting any password protected area of the organisation's website.

7. CONDUCT OF BUSINESS OF THE BOARD MEMBERS

- a) The Board Members shall elect their own Chair and if deemed necessary a Vice Chair to serve for a period of two years. Thereafter, they shall be eligible for re-election at the next Annual General Meeting.
- b) The Board Members may at any time set up a Sub-Committee or Sub-Committees or an Honorary President to further any aspect of the organisation's work.
- c) The Board Members may at its discretion co-opt non-voting Members and observers to assist the Board in its deliberations.
- d) Where matters require to be voted on at any Board Members Meeting, each member will have one vote only. In the event that the resulting vote is equal, the Chair of the Meeting shall have the casting vote. Decisions will be passed by simple majority by the showing of hands, or at the request of any Board Member, by a ballot vote.

8. MEETINGS OF THE BOARD MEMBERS

- a) The Board Member shall meet as often as may be necessary to conduct the business of the organisation, but in any event, it shall not be less than four times a year.
- b) The minimum qualifying quorum of a Board Members Meeting shall be not less than four voting Members.
- c) If the Chair or Vice-Chair is unable to attend the meeting, or neither are present at the start of the meeting, then one of the Board Meeting Members will be appointed to act as Chair and will preside over that meeting for its duration or until the Chair or Vice-Chair arrives.

9. ADMINISTRATION

- a) The Board Members shall appoint a secretary who shall report to the Board Members and will act as minute secretary.
- b) The Board Members shall determine the duties, terms of employment and remuneration of the secretary and confirm the foregoing by a letter of appointment which shall comply with all statutory regulations.

10. MEETINGS

- a) Board Member Meetings may be convened within twenty-one days from the date written notice has been sent out from the Board Members, or by a majority request of the Members sent to the Secretary. The Secretary will issue a notice to the Board Members informing them of the date and venue of the Meeting.
- b) An Annual General Meeting shall be held as soon as may be convenient after the end of the organisation's financial year and in any event before the end of April. Other Board Member

Meetings shall be held as may be determined by the Board Members or upon the requisition of not less than six Board Members of the organisation.

c) An Agenda of the business to be transacted at every Meeting shall be sent to each Board member at least ten days before the date of the Meeting.

d) At all meetings, each Board Member shall be entitled to one vote and unless otherwise provided in this constitution, decisions passed by a simple majority of members present and voting shall be binding. In the case of equality of votes, the Chair shall have a casting vote. Voting shall be by a show of hands but at the request of any member a ballot vote shall be taken which shall have precedence over any show of hands.

11. FINANCE

a) The Board Members shall hold all property and funds of the scheme as Trustees for the organisation.

b) The Board Members shall have the power to appoint from their number not less than two persons as the Trustees of the property of the organisation on behalf of the members.

c) The cost of providing and administering shall be met by Annual Subscription or by such levies on members, and any additional income generated from any other method which has been approved by Board Members from time to time with the object and intent that taking one year with another the income of the organisation shall be equal to or greater than its expenditure.

d) Any surplus in funds should be invested to the benefit of the organisation in furtherance of its aims.

e) A Financial Statement shall be prepared and forwarded to each Board member by the Secretary prior to each Board Member meeting. A copy of the organisation's latest Bank statement will be made available upon request from Board members.

12. DISSOLUTION - DISTRIBUTION OF FUNDS

In the event of the Organisation being dissolved the balance of funds remaining after discharge of all liabilities shall be distributed amongst the Members on the list of Members at the date of dissolution provided subscriptions are paid and up to date. Members from one organisation means one Member for the purposes of this event.

13. AMENDMENTS TO CONSTITUTION AND RULES

Proposals for alteration to the constitution of the organisation must be approved by Resolution of Board Members at a Meeting where 75% of Board Members are present or by proxy vote in favour thereof.