

Glossary

Unless the context otherwise requires, the following words and expressions shall have the following meanings:-

“Action Plan”	Is further described in rule 10 of Part Two
“Associated Provider”	means any company which at the relevant time is (i) a holding company of the Service Provider; or (ii) a subsidiary or subsidiary undertaking of the Service Provider; or (iii) a subsidiary or subsidiary undertaking (other than the Service Provider itself) of any such holding company, the expressions “holding company”, “subsidiary” and “subsidiary undertaking” shall have the same meaning as is given to them by section 1162 of the Companies Act 2006 (as amended).
“Audit”	means an audit carried out pursuant to Rule 17 of Part Three of the Rules
"Auditor"	means the National Audit Office or an auditor appointed by the Audit Commission as the context requires
“Best Practice”	means SDS recommended format for documents to be used by the Service Provider to record information required by the terms of the Service Provider Contract (available on the SDS website)
“Bribery Act”	means the Bribery Act 2010 and any subordinate legislation made under that Act from time to time together with any guidance or codes of practice issued by the relevant government department concerning the legislation
“Change of Circumstance Form”	means form set out in Appendix 6 notifying DWP of a change in a Customer’s circumstances
“Change of Control”	has the meaning set out in Rule 10.2 of Part Three of the Rules
“Contract Schedule”	means the contract entered into between SDS and the Service Provider when SDS requests services from the Service Provider
“Contract Term”	has the meaning set out in rule 3 of Part One.

“Controlling Interest”	<p>means:</p> <p>(a) the ownership or control (directly or indirectly) of more than fifty per cent (50%) of the voting share capital of the relevant undertaking; or</p> <p>(b) the ability to direct the casting of more than fifty per cent (50%) of the votes exercisable by the partners, members or shareholders of the relevant undertaking;</p> <p>(c) the right to appoint or remove directors of the relevant undertaking holding a majority of the voting rights at meetings of the board on all, or substantially all, matters</p>
“CTS/FIPS”	means Corporate Training System, the SDS portal through which information relating to the Work Able Scotland Programme is recorded by and made available to each of the parties
“Customer”	means an individual who has been approved and registered on the Work Able Scotland Programme;
“Data Controller”	has the meaning set out in the Data Protection Act 1998
“Data Processor”	has the meaning set out in the Data Protection Act 1998
“Data Protection Legislation”	means the Data Protection Act 1998, the EU Data Protection Directive 95/46/EC, the Regulation of Investigatory Powers Act 2000, the Telecommunications (Lawful Business Practice) (Interception of Communications) Regulations 2000 (<i>SI 2000/2699</i>), the Electronic Communications Data Protection Directive 2002/58/EC, the Privacy and Electronic Communications (EC Directive) Regulations 2003 and all applicable laws and regulations relating to processing of personal data and privacy, including where applicable the guidance and codes of practice issued by the Information Commissioner;
“Data Subject”	has the meaning set out in the Data Protection Act 1998;
“DWP”	means Department for Work and Pensions or its functional successor whomsoever;
“ESA”	Employment and Support Allowance (or such replacement benefit as may be introduced from time to time)

“Employment Losses”	means actions, proceedings, liabilities, costs, losses, damages, claims, demands and expenses (including, without limitation, all legal and professional fees and expenses, on a full indemnity basis)
“FOISA	means the Freedom of Information (Scotland) Act 2002 and the Environmental Information (Scotland) Regulations 2004 and any subordinate legislation made under each such Act from time to time together with any guidance and/or codes of practice issued by the Scottish Information Commissioner or relevant Government department in relation to such legislation
“Intellectual Property Rights”	means copyright, patents, trade marks, service marks, design rights (whether registered or unregistered), trade secrets and other similar property rights
“ITT Response”	means all information supplied to SDS by or on behalf of the Service Provider in response to SDS’ invitation to tender for the provision of the activity to be provided pursuant to the Service Provider Contract, including the ITT response section, and all supporting documentation required pursuant to SDS’ invitation to tender.
“Modern Apprenticeship”	means paid employment through the SDS Modern Apprenticeship Programme combined with the opportunity to train for jobs at craft, technician and management level
“Outcome”	means each respective achievement classed as an outcome as set out in rules 1.4 and 11.1 of Part Two of the Rules.
“Outcome Payment”	means a payment to be made to a Service Provider in respect of an Outcome
“Parent Company”	means any company which is the ultimate Holding Company of the Service Provider and which is either responsible directly or indirectly for the business activities of the Service Provider or which is engaged in the same or similar business to the Service Provider. The term “Holding Company” shall have the meaning ascribed by Section 1159 of the Companies Act 2006 or any statutory re-enactment or amendment thereto
“Permitted Sub-contractor”	means a party to which the Service Provider has sub-contracted certain rights and obligations under the Service Provider Contract and/or Contract Schedule and where the identity of that sub-contractor and the sub-contracting arrangement has been approved by SDS in accordance with Rule 19 of Part Three of the Rules.
“Personal Data”	has the meaning set out in the Data Protection Act 1998
“Placement”	means the placement of a Customer on work experience pursuant to the Work ABLE Scotland Programme

“Proposal”	means the Service Provider’s written proposal in response to SDS’ request for a proposal contained within the invitation to tender which forms part of the contract, specifying details of the Employability Fund Activity, as agreed between the Service Provider and SDS including any amendments that may be agreed from time to time
Referral form	has the meaning set out in Rule 2.2 of Part Two of the Rules
"Requests for Information"	means a request for information or an apparent request under the FOISA.
“Start”	means the entry of a Customer (who has been registered and approved on CTS/FIPS) onto the Work Able Scotland Programme.
“Training Agreement”	has the meaning set out in Rule 8.5 of Part Two of the Rules
“TUPE”	means the Transfer of Undertakings (Protection of Employment) Regulations 2006 (SI 2006/246) as amended from time to time.
“UC”	Universal Credit (or such replacement benefit as may be introduced from time to time)