

Constitution of Helensburgh Amateur Athletic Club SCIO SC048176



Helensburgh Amateur Athletic Club will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principal office will be, and remain, in Scotland.

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GENERAL

Type of Organisation

1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation

Scottish principal office

2. The principal office of the organisation will be in Scotland (and must remain in Scotland), and operate from Helensburgh, Scotland and shall be affiliated to Scottish Athletics - the governing body within the sport of Athletics and its subsidiaries or such successor entity or entities as become(s) from time to time (and by so doing to become and remain registered as an associate of the Scottish Athletics), and the Scottish Athletics Rules and their Disciplinary Code and the rules and regulations of any governing body.

Name

3. The name of the organisation is Helensburgh Amateur Athletic Club 'the Club'

Objects

4. The Club will operate as a non-profit distributing charity whose principal objectives are:
 - a) To advance public participation in sport through the promotion and advancement of Athletics

Equalities

5. In relation to its objectives and aligned to the Equalities Act 2010 the Club will:
 - a) The Organisation will strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy & maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices
 - b) In doing this, the Organisation will strive to undertake whatever changes in organisation or facilities may be necessary to implement the above.

Powers

6. In furtherance of the Objects, the Club may, in its purpose:
 - a) facilitate access to a range of services for the Members of the Club and encourage their involvement in planning and developing services relevant to the needs of its members;
 - b) where necessary, employ or pay any person or persons (whether paid or self-employed) to supervise, organise and support the objectives of the Club defined in Clause 4;
 - c) open and operate a bank account in the name of the Club and to make and receive payments in furtherance of the objectives of the Club;

- d) engage and pay fees to professional and technical advisers/consultants, where applicable, to assist in the work of the Club;
 - e) engage and pay fees to professional, technical and service providers to maintain the integrity of facilities and adhere to health and safe rules;
 - f) engage the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
 - g) enter into partnerships, or contractual agreements which can further the objectives of the Club;
 - h) invite donations in support of the Club, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients;
 - i) be affiliated to the national governing body - Scottish Athletics and comply with its regulations and statutes and in addition take out membership of such;
 - j) clubs that are considered to be in the interest of and compatible with the objects of the Club;
 - k) arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
 - l) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects, whether in this country or overseas;
 - m) cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
 - n) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objects and construct, maintain and alter any buildings necessary for the work of the Club;
 - o) make regulations for the management of any property which may be so acquired;
 - p) subject to such consents as may be required by law, borrow or raise money and accept gifts on such terms and on such security as shall be deemed to be necessary;
 - q) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise provided that the Club shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose, and;
 - r) do all such other lawful things as are necessary for the attainment of the objects.
7. No part of the income or property of the Club may be paid or transferred (directly or indirectly) to the members - either in the course of the Club's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes.

Liability of Members

8. The members of the Club have no liability to pay any sums to help to meet the debts, financial or monetary obligations (or other liabilities) of the Club if it is wound up or becomes insolvent; accordingly, if the Club is unable to meet its debts, at no stage, will the members be held responsible to meet these liabilities.
9. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 8 does not exclude (or limit) any personal liabilities the members or charity trustees might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

10. The structure of the Club consists of:
 - a) the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - b) the BOARD - who hold regular meetings, and generally control the activities of the Club;
11. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

12. **Senior, Honorary, Associate, Student, and Second Claim Membership** of the Club will be open to all individuals aged 18 years and over who wish to assist in the furtherance of the objectives and who agree to operate within the constitution and byelaws of the Club and those of Scottish Athletics. Excluding Second Claim members, all members shall have full voting rights at members meetings. Second claim members have a voice but no voting rights.
13. **Junior Membership** will be open to all individuals aged between the years of 9 and less than 18 years old, at renewal date, who wish to assist in the furtherance of the objects of the Club and who agree to operate within the governing documents and byelaws of the Club and those of Scottish Athletics. All youth members have full voting rights but junior members 12 years and under are to give their vote via a parent or guardian.
14. **Coach Membership** of the Club will be open to all individuals aged 16 years and over who wish to assist in the furtherance of the objectives and who agree to operate within the constitution and byelaws of the Club and those of Scottish Athletics. Coaches will need to complete appropriate training through Scottish Athletics / UK Athletics.

15. The Board of Trustees shall have the right for good and sufficient reason to terminate the membership of any individual or Club provided that the individual representing such Club (as the case may be) shall have the right to be heard by the Board of Trustees before a final decision is made.

Application for membership

16. Any person who wishes to become a member must complete a written or electronic application for membership and pay the membership fee by an approved method of payment.
17. Subject to Clause 28, the board may, at its discretion, refuse to admit any person to membership. The board must notify each applicant promptly of its decision on whether or not to admit him/her to membership and, where applicable, refund any membership fee

Membership subscription

18. The membership subscription shall be recommended by the Board of Trustees and agreed upon by way of a simple majority vote of the members at an AGM and will be payable in April of each year.
19. Only eligible members may perform in the name of the Club, vote, or take part in Club activities.

Register of members

20. The Board must keep a register of members, setting out Data Protection considerations:
 - a) for each current member:
 - i. their full name and address; or that of the Club and
 - ii. the date on which they registered as a member of the Club;
 - b) for each former member - for at least six years from the date on they ceased to be a member:
 - i. their name; and
 - ii. the date on which they ceased to be a member.
21. The board must ensure that the register of members is updated within 28 days of any change:
 - a) which arises from a resolution of the board or a resolution passed by the members of the Club; or
 - b) which is notified to the Club.

22. If a member or charity trustee of the Club requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, excluding addresses, providing the request is reasonable.

Withdrawal from membership

23. Any person, member or Club who wants to withdraw from membership must give notice of withdrawal to the Club, they will cease to be a member as from the time when the notice is received by the Club.

Transfer of membership

24. Membership of the Club may not be transferred by a member to any other person and shall terminate on death.

Re-registration of members

25. The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Club, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
26. If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the Club before the expiry of the 28-day period referred to in clause 25, the board may expel them from membership.
27. A notice under clause 25 will not be valid unless it refers specifically to the consequences (under clause 26) of failing to provide confirmation within the 28-day period.

Suspension, refusal or termination of membership

28. The Board of Trustees shall be entitled to:

28.1 Refuse any application for membership on the grounds that such membership would be prejudicial to the objectives of the club. Should a membership application be refused, the prospective member shall have the right to be heard by the full Board of Trustees before a final decision is made.

28.2 For good and sufficient reason to refuse renewal of any existing membership or terminate or suspend any membership provided that the member concerned shall have the right to be heard by the full Board of Trustees before a final decision is made.

- a) The member may apply for reinstatement at the next general meeting.
- b) Any member who fails to pay their fees by the date required shall forfeit their right to representation on the Board of Trustees and at general meetings, and shall be suspended from taking part in any event under the control of the club until such fees are paid.

- c) Any member under suspension shall be barred from taking part in any match or event under the control of the club.
- d) The Board of Trustees shall inform the member in writing of any decision to terminate their membership.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 29. The board must arrange a meeting of members attending in person or virtually (an annual general meeting or "AGM") in each calendar year.
- 30. The gap between one AGM and the next must not be longer than 15 months.
- 31. Notwithstanding clause 29, an AGM does not need to be held during the calendar year in which the Club is formed; but the first AGM must still be held within 15 months of the date on which the Club is formed.
- 32. The business of each AGM must include:
 - a) To approve the minutes of the previous AGM;
 - b) a report by the chair and/or the Secretary on the activities of the Club;
 - c) Treasurer's report and consideration of the annual accounts of the Club;
 - d) the approval of the annual accounts;
 - e) the election/re-election of charity trustees, as referred to in clauses 64 to 67;
 - f) the appointment of independent examiner or examiners;
 - g) motions submitted by the Board of Trustees or by members, and;
 - h) the transactions of such other matter as may from time to time be necessary.

Power to request the board to arrange an Extraordinary General Meeting (EGM)

- 33. The board may arrange a special members' meeting at any time by a simple majority vote. Such a meeting can be held with members attending in person or virtually as deemed appropriate by the Board.
- 34. The board must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a written notice signed by 33% of the membership or 20 members (whichever is the lesser), sent to the Secretary providing:
 - a) the notice states the purposes for which the meeting is to be held;

b) those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision; and

c) where arrangements have been made for the meeting to be held virtually or as a hybrid meeting, the notice must state that fact and include details of the means by which a person may attend the meeting virtually.

35. If the board receive a notice under clause 34, the date for the meeting which they arrange in accordance with the notice must not be later than twenty-eight [28] days from the date on which they received the notice.

Notice of members' meetings

36. At least fourteen [14] clear days' notice must be given of any AGM or any EGM.

37. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

b) in the case of any other resolution falling within clause 52 (requirement for two-thirds majority (this is the minimum for such a resolution)) must set out the exact terms of the resolution; and

c) where arrangements have been made for the meeting to be held virtually or as a hybrid meeting, the notice must state that fact and include details of the means by which a person may attend the meeting virtually.

38. The reference to "clear days" in clause 36 shall be taken to mean that, in calculating the period of notice,

a) the day after the notices are posted (or sent by e-mail) should be excluded; and

b) the day of the meeting itself should also be excluded.

39. Notice of every member's meeting must be given to all the members of the Club, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings or outcome at the meeting.

40. Any notice which requires to be given to a member under this constitution must be: -

a) Communicated in writing to the member, at the address last notified by them to the Club or placed in a prominent place in the usual meeting place; or

b) sent by e-mail to the member, at the e-mail address last notified by them to the Club.

Procedure at members' meetings

41. No valid decisions can be taken at any members' meeting unless a quorum is present.
42. The quorum for a members' meeting is 20% of the total members or 10 members (whichever is the lesser), present. A member shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made. A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as they would have if attending in person.
43. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
44. The chair of the Club should act as chairperson of each members' meeting.
45. If the chair of the Club is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
46. Proxy votes shall be permitted where these are notified to the Organisation, in a valid format, by a member and received at the registered office of the Organisation not less than 48 hours (weekends are excluded from this requirement) before the start of the general meeting. A valid format means that it must:
 - a) state the name and address of the member appointing the proxy;
 - b) identify the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - c) be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - d) is delivered to the Organisation in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
47. The Organisation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
48. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
49. Unless a proxy notice indicates otherwise, it must be treated as:
 - a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Voting at members' meetings

- 50. Every member has one vote, with the exclusion secondary claim members, which must be given in person or virtually where arrangements for virtual attendance have been made, or by proxy vote as defined under Clause 46.
- 51. All decisions at members' meetings will be made by simple majority vote - with the exception of the types of resolution listed in clause 52.
- 52. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting:
 - a) a resolution amending the constitution;
 - b) a resolution expelling a person from membership under clause 28
 - c) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - d) a resolution approving the amalgamation of the Club with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - e) a resolution to the effect that all of the Club's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - f) a resolution for the winding up or dissolution of the Club.
- 53. If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 54. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 55. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting. Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.

Minutes

- 56. The board must ensure that proper minutes are taken in relation to all members' meetings.

57. Minutes of members' meetings must include the names of those present without distinction between those who attended in person and those who attended virtually; and (as far as possible) should be signed by the chairperson of the meeting.
58. The board shall make available copies of the minutes referred to in clause 56 to any member of the public requesting them; but on the basis that the board may exclude confidential material.

BOARD

Number of charity trustees

59. The maximum number of charity trustees is ten [10].
60. The minimum number of charity trustees is five [5].

Eligibility

61. A person will not be eligible for election or appointment to the board unless they are a full member of the Club, Coach member, or is the parent of a junior with full membership; a person appointed to the board under clause 68 need not, however, be a member of the organisation.
62. A person will not be eligible for election or appointment to the board if he/she is: -
 - a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - b) an employee of the Club.

Initial charity trustees

63. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Club shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the Club.

Election, retiral, re-election

64. At each AGM, the members may elect any member to be a charity trustee (unless they are debarred from membership under clause 61 and 62).
65. The board may at any time appoint any member (unless they are debarred from membership under clause 61 and 62) to be a charity trustee.
66. Charity Trustees are elected for a period of one [1] year, but are then eligible for re-election under clause 67.

67. A charity trustee retiring at an AGM will be deemed to have been re-elected

unless: -

- a) they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee;
or
- b) an election process was held at the AGM and they were not among those elected/re-elected through that process;

or
- c) a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Appointment/re-appointment of co-opted charity trustees

68 In addition to their powers under clause 65, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 59, and providing they are not debarred from membership under clause 62) either on the basis that they will replace a trustee who has left due to clause 70 or on the basis that they have specialist experience and/or skills which could be of assistance to the board.

69 At each AGM, all of the charity trustees appointed under clause 68 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

70. A charity trustee will automatically cease to hold office if: -

- a) they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- b) they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
- c) they cease to be a member of the Club;
- d) if a parent the junior member ceases to be a member of the club;
- e) they becomes an employee of the Club;
- f) they give the Club a signed notice of resignation;
- g) they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;

- h) they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 89);
- i) they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- j) they are removed from office by a resolution of the members passed at a members meeting.

71. A resolution under paragraph, 68 (h), (i) or (j) shall be valid only if: -

- a) the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- b) the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- c) in the case of a resolution under paragraph 70 (h) or 70 (i) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

72. The board must keep a register of charity trustees, setting out:

- a) for each current charity trustee:
 - i. their full name and address;
 - ii. the date on which they were appointed as a charity trustee;
 - iii. any office held by them in the Club;
- b) for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - iv. the name of the charity trustee;
 - v. any office held by them in the Club; and
 - vi. the date on which they ceased to be a charity trustee.

73. The board must ensure that the register of charity trustees is updated within 28 days of any change:

- a) which arises from a resolution of the board or a resolution passed by

the members of the Club; or

b) which is notified to the Club.

74. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the Club, the board may provide a copy which has the addresses blanked out.

Office-bearers

75. The charity trustees must elect (from among themselves) a Chairperson, a Treasurer and a Secretary.
76. In addition to the office-bearers required under clause 75, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
77. Office-bearers shall retire from office in rotation but may then be re-elected under clause 75 or 76.
78. A person elected to any office will automatically cease to hold that office: -
- a) if they cease to be a charity trustee; or
 - b) if they give to the Club a signed notice of resignation from that office.

Powers of board

79. Except where this constitution states otherwise, the Club (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the Club.
80. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
81. The members may, by way of a resolution passed in compliance with clause 53 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.
82. The board may fill any vacancies among the Trustees that may occur during the year. These individuals shall hold office until the next AGM where they will retire but may stand for re-election.
83. To delegate any of its powers to a sub-committee appointed for any special purpose.
- a) Such sub-committee shall be set up with a special remit which will lay down the purpose of the sub-group, any powers delegated from the main committee and timescales associated with it. The sub-committee shall make recommendations back to the main committee, who shall have all decision-making authority over the sub-committee and shall have the responsibility of those decisions.
 - c) At least one member of the Committee shall sit on any sub-committee and provide a report at each Trustee meeting after the sub-committee set up in order to inform the rest of the Committee members on progress to date.

- d) The Chairperson is an ex-officio member of all sub-committees.

Trustees - general duties

- 84. Each of the Charity Trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Club; and, in particular, must:
 - a) seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
 - b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - c) in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
 - I. put the interests of the Club before that of the other party;
 - II. where any other duty prevents him/her from doing so, disclose the conflicting interest to the Club and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - d) ensure that the Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 85. In addition to the duties outlined in clause 84, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - a) that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - b) that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 86. Provided they have declared their interest - and has not voted on the question of whether or not the Club should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the Club in which they have a personal interest; and (subject to clause 84 c and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 87. No charity trustee may serve as an employee (full time or part time) of the Club; and no charity trustee may be given any remuneration by the Club for carrying out their duties as a charity trustee but may receive commensurate remuneration for any other such duty or service provided through a written agreement. The number of charity trustees receiving such remuneration will not be more than one quarter of the total number of Trustees.
- 88. The Charity Trustees may be paid all travelling and other out of pocket expenses

reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for Charity Trustees

89. Each of the Charity Trustees shall comply with the code of conduct prescribed by the board from time to time.
90. The code of conduct referred to in clause 83 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY

TRUSTEES Notice of board meetings

91. Any charity trustee may call or request a meeting of the board *or* ask the secretary to call a meeting of the board. Board meetings may be virtual, hybrid or in person meetings as the circumstances allow and as agreed by the Charity Trustees. A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as they would have if attending in person.
92. At least fourteen [14] days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency, which makes that inappropriate.

In such cases, the notice for the meeting shall be 3 days, this notice being given personally to each committee member.

Procedure at board meetings

93. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is five [5] charity trustees, present in person or attending virtually where arrangements for virtual attendance have been made.
94. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 93, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take or make any other valid decisions.
95. The chair of the Club should act as chairperson of each board meeting.
96. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
97. Every charity trustee has one vote which may be given in person or virtually where arrangements for virtual attendance have been made.

98. All decisions at board meetings regarding the day-to-day management of the Club will be made by simple majority vote, in all other matters they shall be referred to the full membership to consider at an AGM.
99. If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
100. The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
101. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Club; they must withdraw from the meeting while an item of that nature is being dealt with.
102. For the purposes of clause 101:
 - a) an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister, etc.) shall be deemed to be held by that charity trustee;
 - b) a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the Board of Trustees, officer or elected representative has an interest in that matter.

Minutes

103. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
104. The board minutes to be kept under clause 103 must include the names of those present without distinction between those who attend in person and those who attended virtually; and (as far as possible) should be signed by the chairperson of the meeting.
105. The board shall (subject to clause 106) make available copies of the minutes referred to in clause 97 to any member of the club requesting them.
106. The board may exclude from any copy minutes made available to a member of the public any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the Club or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

107. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
108. The board may also delegate to the chair of the Club (or the holder of any other post) such of their powers as they may consider appropriate.
109. When delegating powers under clause 107 or 108, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
110. Any delegation of powers under clause 107 or 108 may be revoked or altered by the board at any time.
111. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

112. Subject to clause 118, the signatures of two out of three unrelated signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Club; at least one out of the two signatures must be the signature of a charity trustee.
113. Where the Club uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 112.

Accounting records and annual accounts

114. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
115. The board must prepare annual accounts, complying with all relevant statutory requirements including an independent examination; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a suitably qualified examiner.

Finance

116. The funds of the Club may only be used to support the stated objectives of the Club;
117. No member of the Club may receive payment directly or indirectly for services to the Club other than to reimburse legitimate out of pocket expenses incurred by them in their work, on behalf of the Club, or by written service provision agreement;

118. The Treasurer must lodge all monies in a bank account in the name of the Club. Cheques may only be drawn on the signature of the Treasurer and one of the other nominated Officers.
119. The Treasurer keeps correct accounts showing the financial affairs of the Club and must arrange for their scrutiny by an independent financial accountant at the end of the financial year - 31st March.
120. A statement showing the balance of Club funds held in hand or designated Club bank account is presented to the Committee of Trustees prior to its submissions to the Annual General Meeting.
121. The Committee of Trustees will prepare a Trustees' Annual Report for the AGM to explain any areas not covered in the financial statements and to show how the financial information presented relates to the Club and the activities of the Club;
122. All monies due and owing to the Club shall be recoverable, at law, in the name of the Club.

MISCELLANEOUS

Dissolution of the Club

123. If the Club is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
124. If the Club is to be dissolved, the Board of Trustees will call an EGM, called specifically for that purpose and a resolution will be brought before the whole membership. The motion will be carried only if passed by a two-thirds majority of the full members, present and voting.
125. In special circumstances where the Club has been awarded monies from funding bodies, then the money remaining and which was ring-fenced for a particular project, will be disposed of in the manner set out by each independent funding body in line with their funding policies and criteria.
126. Any surplus assets available to the Club immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Club as set out in this constitution.

Alterations to the constitution

127. This constitution may (subject to clause 128) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 52) or by way of a written resolution of the members.
128. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding- up) without

the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

129. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

- a) any statutory provision which adds to, modifies or replaces that Act; and
- b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 129 above.

130. In this constitution: -

- a) “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
- b) “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
- c) “board” refers to the board of trustees.
- d) “virtual meeting” means a meeting of members of the charity or a meeting of the Charity Trustees where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending *virtually*.
- e) “hybrid meeting” means a meeting of members of the charity or a meeting of the Charity Trustees at which some participants are attending the meeting in person and others are attending *virtually*.