

**Ayr Seaforth Athletic Club will operate as a SCIO
(Scottish Charitable Incorporated Organisation)
and the principal office will be, and remain, in Scotland**

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, objectives, equalities, powers, liability, general structure	clauses 1 - 10
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	clauses 11-28
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 29 - 54
BOARD (CHARITY TRUSTEES)	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 59 - 88
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 89 -104
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 105 - 120
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 121 - 128

GENERAL

Name

- 1 The name of the organisation is Ayr Seaforth Athletic Club hereafter referred to as 'the Club'.

Type of organisation

- 2 The Club will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

The principal office of the Club will be in Scotland (and must remain in Scotland).
The Club will be affiliated to Scottish Athletics, UK Athletics, the National Association and other relevant regional and national governing bodies.

Objects

- 3 The Club will operate as a non-profit distributing charity whose principal objectives are:
 - (a) the promotion of interest and public participation in the sport of Athletics in Ayrshire and it's communities; and
 - (b) the provision of recreational activities and/or facilities with a view to improving the conditions of life for those whom the activities/facilities are intended for.

In furtherance of these objectives the club shall endeavour to:

- (i) provide and maintain club-owned equipment for the use of its Members;
- (ii) provide other ordinary benefits of an amateur sports club including provision of suitably qualified coaches, coaching courses, insurance, medical treatment, and refreshments;

Equalities

- 4 In relation to its objectives and aligned to the Equalities Act 2010 the Club will:
 - (a) 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 Club will strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above

Powers

- 5 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 resources and services relevant to the needs of its members;
 - (b) where necessary, employ and pay any person or persons (whether paid or self-employed) to supervise, organise and carry on the work of the Club;
 - (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 the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
 - (f) enter into partnerships, or contractual agreements which can further the objects of the Club;
 - (g) invite donations in support of the Club, and allocate donations to charities, keeping records of any such donations and of feedback from recipients;
 - (h) be affiliated to the national governing body - Scottish Athletics and other national and regional governing bodies complying with their rules and regulations and in addition take out membership of such organisations that are considered to be in the interest of and compatible with the objects of the Club;
 - (i) arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
 - (j) to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including, without limitation, regulations concerning disciplinary procedures that may be taken against the Members;
 - (k) 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;
 - (l) make regulations for the management of any property which may be so acquired;
 - (m) 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;

- (n) 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;
 - (o) do all such other lawful things as are necessary for the attainment of the objects.
- 6 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

- 7 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.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 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

- 9 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;
- 10 The people serving on the BOARD are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 The Members of the Club shall consist of the subscribers to the SCIO Constitution and such other persons as are admitted to membership [under Clauses 16 to 17].
- 12 Membership shall be open to any individuals who support the aims and objectives of the Club, the fees for which are fixed at each Annual General Meeting.
- 13 Membership will be allocated in the following categories:
 - (i) Junior Member – Up to 17 (but shall cease at the end of the subscription year in which they attain their 18th birthday) - No voting rights;
 - (ii) Senior Member – Aged 18 & Above – Full voting rights;
 - (iii) Honorary Life Member – Any member or non-member, in recognition of special service or distinction to the club or to Athletics, may be proposed for Honorary Life Membership under Clause 37 of the constitution;
 - (iv) Non-Competing Member – The committee may, on application, admit to Non-Competing Membership any adult who does not wish to compete for the Club but wishes to establish an association with the club. All office bearers who have not applied for membership under other categories will be required to apply under this category - Full Voting Rights;
 - (v) Family Member – The committee may, on application, admit to the Club persons from the same family who wish to apply for Family Membership. There is no upper limit to the number of family members who can apply to Family Membership, however a minimum of one adult and one junior will be stipulated - Full voting rights for those in this Category aged 18 and above;
 - (vi) Second Claim Member – Persons who are second claim members of the club as stipulated within the UK Athletics Rules for Competition. No Voting Rights;
 - (vii) Coach Member – The committee may, on application admit to Coach Membership any person who meets the criteria to undertake UKA coaching qualifications; and that person is to volunteer their services as a coach at the club, and they have not applied for membership under one of the other membership categories. No Voting Rights.
- 14 Employees of the Club shall not be eligible for Membership; a Trustee who becomes an employee of the Club after admission to membership shall automatically cease to be a Trustee.

- 15 The Board of Trustees shall have the right for good and sufficient reason to terminate the membership of any individual provided that the individual 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 sign a written or send an electronic application for membership;
- 17 Membership is open to all and no application for membership will be refused on other than reasonable grounds. 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 the person to membership.

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 on commencement of Membership.
- 19 Only eligible members may perform in the name of the Club, vote and 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) his/her full name and address; and
 - (ii) the date on which he/she was registered as a member of the Club;
 - (b) for each former member - for at least six years from the date on which he/she ceased to be a member:
 - (i) his/her name; and
 - (ii) the date on which he/she 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 names of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable and personal information is removed;

Withdrawal from membership

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

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 he/she wishes to remain as a member of the Club before the expiry of the 28-day period referred to in clause 25, the board may terminate the person's 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 inform the member in writing of any decision to terminate the person's membership. The Board of Trustees shall also be entitled to:
- 28.1 Refuse any application for membership on the grounds that such membership would be prejudicial to the objects of the club. Should a membership application be refused, the prospective member shall have the right to appeal to the 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. The member may apply for reinstatement at the next general meeting;

- 28.3 Withdraw the right of any member who fails to pay their fees by the date required to representation on the Board of Trustees and at general meetings, and may suspended any such person from taking part in any event under the control of the club until such fees are paid. For those on annual plan, payments should be paid in full by 31st December. For those paying monthly instalment plans, where three successive payments fail suspension or termination proceedings may apply ;

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 29 The board must arrange a meeting of members (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) Receive and consider the Secretary's report.
 - (b) Receive and consider the respective Sub-Group' reports.
 - (c) Receive and consider the Annual Financial Statement and Independent Examiner's report.
 - (d) Elect the Board of Trustees.
 - (e) Appoint independent examiner from out with the Board of Trustees to examine the books of the Club.
 - (f) Review the classes of membership and the respective annual subscription fees to be paid during the ensuing year.
 - (g) Consider any competent proposals/nominations, which must have been lodged in writing with the Secretary in the prescribed timescales before the meeting.
 - (h) Consider at the Chairperson's discretion, any other competent business.

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.
- 34 The board must arrange an Extraordinary General Meeting (EGM) if requested to do so by a written notice signed by 5% of the membership or 10 members (whichever is the lesser), sent to the Secretary providing:
- (a) the notice states the purposes for which the meeting is to be held; and
 - (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.
- 35 If the board receive a notice under clause 34, the date for the meeting which they arrange in accordance with the notice must be no later than **twenty-eight [28]** days from the date on which they received the notice.

Notice of members' meetings

- 36 At least **twenty-one [21]** 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.
 - (c) In the case of Nominations for Honorary Life Membership or for Trustee position, such nominations must be received at least fourteen [14] days before the meeting takes place.
- 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 a members' meeting must be given to all the members of the Club, 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 him/her 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 him/her 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 10 eligible voting members present 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. 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 President of the Club should act as Chairperson of each Member's meeting.
- 45 If the President 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 Club, in a valid format, by a member and received by the Club Secretary 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 [No more than one Proxy Vote can be given by a Member] 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 Trustees may determine; and
 - (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- 47 The Club 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, which must be given in person 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) Nominations for Honorary Life Membership;
 - (c) a resolution terminating a person from membership under clause 28.2;
 - (d) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - (e) 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);
 - (f) 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);
 - (g) 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 President or 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 he/she will declare the result of the ballot at the meeting.

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; and (as far as possible) should be signed by the President or 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 OF TRUSTEES

Number of charity trustees

- 59 The maximum number of charity trustees is twelve [12];
- 60 The minimum number of charity trustees is six [6].

Eligibility

- 61 A person will not be eligible for election or appointment to the Board of Trustees unless he/she has been a Senior Member of the Club for not less than one year prior to election.
- 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;
 - (b) Under the Age of 18; or
 - (c) 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 he/she is debarred from membership under clause 61 and 62).
- 65 The board may (subject to Clause 59) at any time co-opt any member (unless he/she is debarred from membership under clause 61 and 62) to be a charity trustee, but the number of co-opted board members must not exceed two [2] in any year.
- 66 Charity Trustees are elected for a period of two [2] years, 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) he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
 - (b) an election process was held at the AGM and he/she was 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.

Termination of office

- 68 A charity trustee will automatically cease to hold office if: -
- (a) he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) he/she becomes incapable for medical reasons of carrying out his/her 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) he/she ceases to be a member of the Club;
 - (d) he/she becomes an employee of the Club;
 - (e) he/she gives the Club a notice of resignation, signed by him/her;
 - (f) he/she is 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 him/her from office;
 - (g) he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 87);
 - (h) he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

- (i) he/she is removed from office by a resolution of the members passed at a members' meeting.

69 A resolution under paragraph, 68 (g), 68(h)) or 68(i) 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 his/her 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 68 (g) or 68 (h) 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

70 The board must keep a register of charity trustees, setting out

- (a) for each current charity trustee:
 - (i) his/her full name and address;
 - (ii) the date on which he/she was appointed as a charity trustee; and
 - (iii) any office held by him/her in the Club;
- (b) for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - (i) the name of the charity trustee;
 - (ii) any office held by him/her in the Club; and
 - (iii) the date on which he/she ceased to be a charity trustee.

71 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.

72 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 personal information blanked out.

Office-bearers

- 73 The Members must elect a President and a Treasurer and those required to meet the commitments of Clause 60.
- 74 In addition to the office-bearers required under clause 73, the members may elect further office-bearers if the Board of Trustees consider that appropriate to meet the interests of the Club and its Membership.
- 75 Office-bearers shall retire from office in rotation but may then be re-elected under clause 64 to 67.
- 76 A person elected to any office will automatically cease to hold that office: -
- (a) if he/she ceases to be a charity trustee; *or*
 - (b) if he/she gives to the Club a notice of resignation from that office, signed by him/her.

Powers of board

- 77 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.
- 78 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 79 The members may, by way of a resolution passed in compliance with clause 52 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.
- 80 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.
- 81 To Board may 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 Board and timescales associated with it;
 - (b) The sub-committee shall make recommendations back to the Board, 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 Board shall lead any sub-committee and provide a report at each Trustee meeting after the sub-committee has

been set up in order to inform the rest of the Board of Trustees on progress to date.

Trustees - general duties

- 82 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 objectives;
 - (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.
- 83 In addition to the duties outlined in clause 82, 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.
- 84 Provided he/she has declared his/her 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 he/she has a personal interest; and (subject to clause 82 c and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 85 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 his/her 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.

- 86 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

- 87 Each of the Charity Trustees shall comply with the code of conduct prescribed by the board from time to time.
- 88 The code of conduct referred to in clause 87 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

- 89 Any charity trustee may call or request a meeting of the board *or* ask the secretary to call a meeting of the board with a minimum of six [6] meeting per year.
- 90 At least **seven [7]** 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.
- 90.1 In such cases, the meeting shall be convened at the earliest opportunity once all board Members have been informed and on the basis that a quorum is met.

Procedure at board meetings

- 91 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 or 50% of the number of the Board of Trustees [whichever is the greater], present in person.
- 92 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 91, 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.

- 93 The President of the Club should act as chairperson of each board meeting.
- 94 If the President 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.
- 95 Every charity trustee has one vote, which must be given personally.
- 96 All decisions at board meetings will be made by simple majority vote; All other matters would be referred to the membership to consider at an EGM/AGM.
- 97 If there are an equal number of votes for and against any resolution, the President or chairperson of the meeting will be entitled to a second (casting) vote.
- 98 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 99 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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Club; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 100 For the purposes of clause 99 : -
- (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 he/she is an employee, director, member of the Board of Trustees, officer or elected representative has an interest in that matter.

Minutes

- 101 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 102 The board minutes to be kept under clause 101 must include the names of those present; and (as far as possible) should be signed by the President or chairperson of the meeting.

- 103 The board shall (subject to clause 104) make available copies of the minutes referred to in clause 101 to any member of the club requesting them.
- 104 The board may exclude from any copy of the minutes made available to a member 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

- 105 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.
- 106 The board may also delegate to its Chairperson (or the holder of any other post) such of their powers as they may consider appropriate.
- 107 When delegating powers under clause 105 or 106, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 108 Any delegation of powers under clause 105 or 106 may be revoked or altered by the board at any time.
- 109 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

- 110 Subject to clause 116, 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 would ideally always be the signature of the Treasurer.
- 111 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 110.

Accounting records and annual accounts

- 112 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

- 113 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

- 114 The funds of the Club may only be used to support the stated objectives of the Club;
- 115 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;
- 116 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, with electronic banking managed by the same principles.
- 117 The Treasurer keeps correct accounts showing the financial affairs of the Club and must arrange for their scrutiny by an independent financial examiner at the end of the financial year – September of each year.
- 118 A statement showing the balance of Club funds held in hand or designated Club bank account(s) is/are presented to the Committee of Trustees prior to its submissions to the Annual General Meeting.
- 119 The Board 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;
- 120 All monies due and owing to the Club shall be recoverable, at law, in the name of the Club.

MISCELLANEOUS

Dissolution of the Club

- 121 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.
- 122 If the Club is to be wound up or 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 senior members, present and voting.

- 123 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.
- 124 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

- 125 This constitution may (subject to clause 126) be altered by written resolution of the members (see Clause 34) passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 52).
- 126 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

- 127 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 127 (a) above.
- 128 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.