



**Giffnock North Athletics Club will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principle 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 (SCIO).

### **Scottish principal office**

2. The principal office of the Club will be in Scotland (and must remain in Scotland), and operate from C/O GHA RFC, Braidholm Rd, Giffnock Glasgow G46 6AB 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 Giffnock North Athletics Club referred to hereafter as 'the Club'.

### **Objects**

4. The Club will operate as a non-profit distributing charity whose principal objectives are:
  - (a) To promote and advance Athletics as a sport

### **Equalities**

5. 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) 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 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 bank accounts 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 objectives of the Club;
  - (g) invite donations in support of the Club, and to 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 comply with its regulations and statutes and in addition take out membership of such clubs 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) 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;
  - (k) 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;

- (l) 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;
  - (m) make regulations for the management of any property which may be so acquired;
  - (n) 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;
  - (o) 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;
  - (p) 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 management committee, and take decisions on changes to the constitution itself;
  - (b) the BOARD - who hold regular meetings, and generally govern the activities of the Club. The BOARD must include at least one female and one male member; and
  - (c) CO-OPTED Board members, with specific expertise as required, but not to be regarded as Trustees.
11. The people serving on the BOARD, with the exception of co-opted members (if any), are referred to in this constitution as CHARITY TRUSTEES.

## MEMBERS

### Qualifications for membership

12. **Full Senior Membership, Honorary Life Membership and Non Competing Senior Membership** of the Club will be open to all individuals over the age of 18 years 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. Honorary Memberships will be ratified at the AGM. These members shall have full voting rights at member's meetings;
13. **Junior Membership** will be open to all individuals under the age of 18 years 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. Junior members aged 16 and over have full voting rights. Other junior members do not have voting rights but those aged over 14 may attend and speak at the AGM or any special meeting.
14. Not used.
15. **Parent/ Guardian Membership** will be open to any individual who wishes to assist in the furtherance of the objectives and who agrees to operate within the constitution and byelaws of the club and whose activities promote training, participation and/or education of young people or improve the

opportunities available to them. This category of membership will have voting rights on behalf of their children or child at AGM/EGM.

16. Not used.
17. The Board of Trustees shall have the right for good and sufficient reason to refuse an application for membership or terminate or suspend 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. In particular, no person who has refused to be tested by WADA for the presence of drugs proscribed by the IIAF or is found, on testing, by such a body to contain such a drug or drugs, may remain a member, nor may he/she become so, this imposition being without limit of time or until that person is re-instated by the relevant appeals committee.
18. All categories of membership shall be held to have submitted themselves to and be bound by this constitution, and the rules and regulations of the club. This includes the responsibility to inform the club of any change to either postal or email address. Failing such intimation, all notices sent to the addresses last intimated shall be held as duly given.

#### **Application for membership**

19. Any person aged 18 or over who wishes to become a member must sign a written or send an electronic application for membership; the application will then be considered by the Senior Membership Secretary. Any person under the age of 18 will submit an application to the Junior Membership Secretary who will consult with coaches to either admit the applicant or add their name to the relevant waiting list. Waiting lists are held strictly on a first come, first served basis.
20. The board may, at its discretion, refuse to admit any person to membership.

#### **Membership subscription**

21. The membership subscription shall be recommended by the Board of Trustees, or the Coaching Committee, and agreed upon by way of a simple majority vote of the members at an AGM, and will be payable annually for Senior non track users by DD and monthly for Senior & Junior track users by DD, from the date of joining the club.

22. Only eligible members who have fulfilled the requirements of their subscriptions may perform in the name of the Club, vote and take part in Club activities.

### **Register of members**

23. 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;
    - (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 he/she ceased to be a member:
    - (i) his/her name; and
    - (ii) the date on which he/she ceased to be a member.
24. 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.
25. If a member or charity trustee of the Club requests a copy of a list 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;

### **Withdrawal from membership**

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

### **Transfer of membership**

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

### **Re-registration of members**

28. 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.
29. If a member fails to provide confirmation to the board (in writing or by email) that he/she wishes to remain as a member of the Club before the expiry of the 28-day period referred to in clause 24, the board may expel him/her from membership.
30. A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation within the 28-day period.

### **Suspension, refusal or termination of membership**

31. Not used.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

32. The Board must arrange a meeting of members (an annual general meeting or AGM) in each calendar year.
33. The gap between one AGM and the next must not be longer than 15 months.
34. 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.
35. 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) Financial 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 65 to 68;
- (f) the appointment of independent examiner or examiners (or ratification of any appointment in period);
- (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)**

36. The Board may arrange a special members' meeting at any time by a simple majority vote.
37. The Board must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a written notice signed by at least 15 members, 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.
38. If the board receive a notice under clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than forty-two (42) clear days from the date on which they received the notice.

**Notice of members' meetings**

39. At least twenty-one (21) clear days' notice must be given of any AGM or any EGM.

40. 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 50 must set out the exact terms of the resolution.
41. The reference to "clear days" in clause 39 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.
42. Notice of every members' 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.
43. 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*
  - (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**

44. No valid decisions can be taken at any members' meeting unless a quorum is present.
45. The quorum for a members' meeting is 25% of the total membership or 15 members (whichever is the lesser), present in person.
46. 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.

47. The chair of the Club should act as chairperson of each members' meeting.
48. 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.

### **Voting at members' meetings**

49. Every member has one vote, which must be given in person.
50. All decisions at members' meetings will be made by simple majority vote, including at AGMs and EGMs, except those which require a two-thirds majority in terms of Clause 51.
51. The following resolutions will be valid only if passed by a two-thirds majority of those voting on the resolution at a members' meeting:
  - (a) a resolution amending the constitution;
  - (b) 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);
  - (c) 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);
  - (d) a resolution for the winding up or dissolution of the Club.
52. 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.
53. 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) asks for a secret ballot.
54. 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**

55. The Board must ensure that proper minutes are taken in relation to all members' meetings.

56. Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
57. The Board shall make available copies of the minutes referred to in clause 51 to any member of the public requesting them; but on the basis that the Board may exclude confidential material.

## **BOARD**

### **Number of charity trustees**

58. The maximum number of charity trustees is ten (10).
59. The minimum number of charity trustees is five (5).

### **Eligibility**

60. A person will not be eligible for election or appointment to the Board unless he/she is aged 16 or over and a member of the Club.
61. 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**

62. 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**

63. At each AGM, the members may elect any member to be a charity trustee (unless he/she is debarred from membership under clause 60 and 61).

64. The Board may at any time appoint any member (unless he/she is debarred from membership under clause 60 and 61) to be a charity trustee.
65. At each AGM, all of the charity trustees shall retire from office and shall then be eligible for re-election under clause 73.
66. A charity trustee attending at an AGM will be deemed to have been reelected 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.

### **Termination of office**

67. 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 84);
  - (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.
68. A resolution under paragraph, 67 (g), 67 (h) or 67 (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 67 (g) or 67 (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**

69. 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.
70. 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.

71. 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**

72. The charity trustees must elect (from among themselves) a Chairperson, a Treasurer and a Secretary.
73. In addition to the office-bearers required under clause 72, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
74. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected by the board (after the AGM) under clause 72 or 73.
75. 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**

76. Except where this constitution states otherwise, the Club (and its assets and operations) will be governed by the Board; and the Board may exercise all the powers of the Club.
77. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the board.
78. The members may, by way of a resolution passed in compliance with clause 50, 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.
79. 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.

80. 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.
  - (b) The sub-committee shall make recommendations back to the main committee, who shall have all decision-making authority over the subcommittee 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**

81. 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.

82. In addition to the duties outlined in clause 81, 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.
83. 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 81 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.
84. 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 provided that the amount is reasonable in the circumstances and that, before entering into the agreement, the charity trustees were satisfied that it would be in the interests of the charity for those services to be provided by the service provider for that maximum amount. The number of charity trustees receiving such remuneration will not be more than one quarter of the total number of Trustees.
85. 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**

86. Each of the Charity Trustees shall comply with the code of conduct prescribed by the board from time to time.
87. The code of conduct referred to in clause 86 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**

88. Any charity trustee may call or request a meeting of the Board *or* ask the secretary to call a meeting of the Board.
89. 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.
- 89.1 In such cases, the notice for the meeting shall be 7 days, this notice being given personally to each committee member.

### **Procedure at board meetings**

90. No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is three (3) charity trustees, present in person.
91. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 90, 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.
92. The chair of the Club should act as chairperson of each Board meeting.
93. 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.
94. Every charity trustee has one vote, which must be given personally.
95. All decisions at Board meetings regarding the operational 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.

96. 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.
97. 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.
98. A charity trustee must not vote at a Board meeting (or at a meeting of a subcommittee) 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.
99. For the purposes of clause 94: -
  - (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**

100. The Board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
101. The Board minutes to be kept under clause 100 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
102. The Board shall (subject to clause 100) make available copies of the minutes referred to in clause 101 to any member of the club requesting them.
103. 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**

104. The Board may delegate any of their powers to sub-committees; a subcommittee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
105. 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.
106. When delegating powers under clause 104 or 105, the Board must set out appropriate conditions (which must include an obligation to report regularly to the board).
107. Any delegation of powers under clause 104 or 105 may be revoked or altered by the Board at any time.
108. 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**

109. Not used.
110. Nopt used..

### **Accounting records and annual accounts**

111. The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
112. 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**

113. The funds of the Club may only be used to support the stated objectives of the Club and ancillary activities;
114. 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;
115. 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 other nominated Officer.
116. 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 – 30 November.
117. A statement showing the balance of Club funds held in hand or designated Club bank account is presented to the Board prior to its submissions to the Annual General Meeting.
118. The Board 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;
119. All monies due and owing to the Club shall be recoverable, at law, in the name of the Club.

## **MISCELLANEOUS**

### **Dissolution of the Club**

120. 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.
121. 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.
122. Not used.
123. 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**

- 124. This constitution may be altered by resolution of the members passed at a members' meeting by a simple majority vote subject to achieving the two thirds majority referred to in Clause 51.
- 125. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

### **Interpretation**

- 126. 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 (a) above.
- 127. 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.