

# **WEST END ROAD RUNNERS**

## **CONSTITUTION**

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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 the Club will operate from Glasgow and shall be affiliated to Scottish Athletics (the governing body within the sport of athletics and its subsidiaries or such successor entity or entities) and will be subject to 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 West End Road Runners, referred to in this Constitution as 'the Club'.

### **Objectives**

- 4 (1) The Club will operate as a non-profit distributing charity whose principal objectives are:
  - (a) the advancement of public participation in the sports of running and athletics; and
  - (b) the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended.
- (2) In furtherance of the above, the Club will:
  - a) encourage the practice, participation, promotion and development of running in Jordanhill, Scotstoun, Broomhill, Hyndland, and the wider West End of Glasgow community;
  - b) provide training and coaching for members;
  - c) organise open, club and club handicap running races and participation of members in running events; and
  - d) so far as possible cater for the athletic disciplines of running, trail and cross country running.

(3) In relation to its membership the Club will always encourage:

- a) Inclusivity – whether running to keep fit or to race, all are welcome;
- b) Openness – The Club belongs to its members and members' views and input are encouraged, welcomed and valued;
- c) Achievement – whatever members seek to achieve through their running, the Club will support those aspirations.

## **Equalities**

- 5 In relation to its objectives and aligned to the Equality Act 2010 the Club will:
  - (i) 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;
  - (ii) strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above.

## **Powers**

- 6 In furtherance of the objectives, the Club may:
  - (i) 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;
  - (ii) where necessary, employ and pay any person or persons to supervise, organise and carry on the work of the Club;
  - (iii) 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;
  - (iv) engage and pay fees to professional and technical advisers/consultants, where applicable, to assist in the work of the Club;
  - (v) engage the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
  - (vi) enter into partnerships, or contractual agreements which can further the objectives of the Club;

- (vii) invite donations in support of the Club, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients;
  - (viii) be affiliated to the national governing body - Scottish Athletics - and comply with its regulations and statutes and in addition take out membership of such organisations that are considered to be in the interest of and compatible with the objectives of the Club;
  - (ix) arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
  - (x) collect and disseminate information on all matters affecting the objectives and exchange such information with other bodies having similar objectives, whether in this country or overseas;
  - (xi) 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 objectives;
  - (xii) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objectives and construct, maintain and alter any buildings necessary for the work of the Club;
  - (xiii) make regulations for the management of any property which may be so acquired;
  - (xiv) 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;
  - (xv) 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 objectives except by means of a company established for that purpose, and;
  - (xvi) do all such other lawful things as are necessary for the attainment of the objectives.
- 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:
  - (i) 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;
  - (ii) 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 **Full Adult Membership** of the Club will be open to all individuals living or working in or around or with access to the west end of Glasgow from 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. These members shall have full voting rights at members' meetings;
- 13 **Youth Membership** will be open to all individuals under the age of 18 years living or working in or around or with access to the west end of Glasgow who wish to assist in the furtherance of the objectives of the Club and who agree to operate within the constitution and byelaws of the Club and those of Scottish Athletics. This category of membership shall have no voting rights.

- 14 **Associate Memberships** will be open to any club/organisation, who wish to assist in the furtherance of the objectives and who agree to operate within the constitution and byelaws of the Club. This category of membership will have no voting rights.
- 15 The Board shall have the right for good and sufficient reason to terminate the membership of any club/organisation or any individual representing such club/organisation.

### **Application for membership**

- 16 Any person who wishes to become a member must sign a written application or send an electronic application for membership.
- 17 The Board may, at its discretion, refuse to admit any person to membership. The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

### **Membership subscription**

- 18 The membership subscription shall be recommended by the Board and agreed upon by way of a simple majority vote of the members at an AGM.
- 19 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**

- 20 The Board must keep a register of members, and comply with data protection regulations in force from time to time, setting out
  - (i) for each current member:
    - (i) their full name and address; and
    - (ii) the date on which they were registered as a member of the Club;
  - (ii) for each former member - for at least six years from the date on which 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:
- (i) which arises from a resolution of the Board or a resolution passed by the members of the Club; or
  - (ii) 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, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Board may provide a copy which has the addresses blanked out.

### **Withdrawal from membership**

- 23 Any person, member or club/organisation 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 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 will have the authority to conclude that such members wish to withdraw their 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 (a) The Board, by no less than two thirds majority of the charity trustees then in post, may suspend the membership of a member, on the following conditions:
- (i) at least 21 days' notice of the intention to consider the suspension must be given to the member concerned, specifying the grounds for the proposal;
  - (ii) the member concerned has the right to be heard by the Board at its next meeting following such period of notice where at the Board's discretion then or at a subsequent meeting the proposal to suspend may be decided:
  - (iii) the proposal and the reason(s) for the decision are clearly documented and available to those members entitled to vote at a general meeting; and
  - (iv) a decision to suspend the member must be placed on the agenda of the next members' meeting.
- (b) A resolution at a members' meeting may revoke or extend a suspension determined by the Board, or may terminate a membership provided:
- (i) The resolution is passed by not less than two thirds of those voting;
  - (ii) At least 21 days' notice of the intention to propose the resolution is given to the member concerned, specifying the grounds for the proposed expulsion;
  - (iii) The member concerned is given the opportunity to be heard on the resolution at the members' meeting at which the resolution is proposed.
- (c) Any member who fails to pay their fees by the date required shall forfeit their right to representation on the Board 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.
- (d) any member under suspension shall be barred from taking part in any activities or events under the control of the Club.
- (e) The Board shall inform the member promptly in writing of any decision to suspend them or terminate their membership.

## **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) 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 65 to 68;
  - (f) the appointment of independent examiner or examiners;
  - (g) motions submitted by the Board or by members, and;
  - (h) the transactions of such other matters 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 (an Extraordinary General Meeting (EGM)) at any time by a simple majority vote.
- 34 The Board must arrange an Extraordinary General Meeting if they are requested to do so by a written notice signed by 5% of the membership or 8 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 not be later than thirty five[35] 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 53 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 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 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.
- 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 participating.
- 42 The quorum for a members' meeting is 25% of the total members or 16 members (whichever is the lesser) and must include half of the charity trustees, participating 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 Club, in a valid format, by a member and received before the start of the general meeting. A valid format means that it must:
  - (a) state the name and preferred contact information 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; and
  - (c) be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the charity trustees may determine.
- 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 To remain democratic, only one person can vote in proxy for another.
- 50 Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it 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**

- 51 Every member has one vote, which must be given in person or by proxy vote as defined under Clause 46.
- 52 All decisions at members' meetings will be made by simple majority vote - with the exception of the types of resolution listed in clause 53.

- 53 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.
- 54 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 55 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.
- 56 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

## **Minutes**

- 57 The Board must ensure that proper minutes are taken in relation to all members' meetings.
- 58 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.
- 59 The Board shall make available copies of the minutes referred to in clause 58 to any member of the public requesting them; but on the basis that the Board may exclude confidential material.

## **BOARD**

### **Number of charity trustees**

- 60 The maximum number of charity trustees is ten [10].

61 The minimum number of charity trustees is four [4]. The charity trustees will be collectively referred to as “the Board”.

### **Eligibility**

62 A person will not be eligible for election or appointment to the Board unless he/she is a full member of the Club.

63 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**

64 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**

65 At each AGM, the members may elect any member to be a charity trustee (unless he/she is debarred from membership under clause 62 and 63).

66 The Board may at any time appoint any member (unless he/she is debarred from membership under clause 62 and 63) to be a charity trustee.

67 Charity trustees are elected for a period of two [2] years, but are then eligible for re-election under clause 68.

68 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**

69 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 88);
- (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.

70 A resolution under paragraph, 69 (g), (h) or (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 69 (g) or 69 (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**

71 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.

72 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.

73 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 and/or other contact information blanked out.

### **Office-bearers**

74 The members must elect (from among themselves) a Chairperson, a Treasurer and a Secretary.

75 In addition to the office-bearers required under clause 74, the members may elect (from among themselves) further office-bearers if the charity trustees consider that appropriate.

76 Office-bearers shall retire from office in rotation but may then be re-elected under clause 74 or 75.

77 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**

- 78 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.
- 79 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 80 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.
- 81 The Board may fill any vacancies among the charity 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.
- 82 The 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 sit on any sub-committee and provide a report at each Board meeting after the sub-committee set up in order to inform the rest of the Board on progress to date.
  - (d) The Chairperson is an ex-officio member of all sub-committees.

## **Trustees - general duties**

- 83 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.

- 84 In addition to the duties outlined in clause 83, 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 charity trustee who has been in serious and persistent breach of those duties is removed as a charity trustee.
- 85 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 86 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.
- 86 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.
- 87 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**

- 88 Each of the charity trustees shall comply with the code of conduct prescribed by the Board from time to time.
- 89 The code of conduct referred to in clause 88 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**

- 90 Any charity trustee may call or request a meeting of the Board or ask the Secretary to call a meeting of the Board.
- 91 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 7 days, this notice being given personally to each charity trustee.

### **Procedure at Board meetings**

- 92 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.
- 93 The Board shall meet at least four (4) times each year.
- 94 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 92, 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 must be given personally.
- 98 All decisions at Board meetings will be made by simple majority vote.
- 99 If there is 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 he/she is not a charity trustee - but on the basis that he/she 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 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.

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 he/she is an employee, director, member of the Board, 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; 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 103 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 Further to clause 82 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 clauses 113 and 118, the signatures of two out of three 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; One of the two signatures must always ideally be the signature of the Treasurer. The two signatories must not be connected persons.
- 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, subject to clause 118.

### **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; none of the Club's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.
- 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 should only ideally be drawn on the signature of the Treasurer and one of the other nominated Officers. Electronic banking will be managed by at least one of any three nominated operators.
- 119 The Treasurer must keep correct accounts showing the financial affairs of the Club and must arrange for their scrutiny by an independent examiner at the end of the financial year - 31<sup>st</sup> March.
- 120 A statement showing the balance of Club funds held in hand or in the designated Club bank account will be presented to the Board prior to its submission to the Annual General Meeting.
- 121 The Board will prepare an 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.
- 123 Any bank accounts opened for the Club shall be in the name of the Club.

## **MISCELLANEOUS**

### **Dissolution of the Club**

- 124 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.
- 125 If the Club is to be dissolved, the Board 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.
- 126 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.
- 127 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**

128 This constitution may (subject to clause 129) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 53) or by way of a written resolution of the members.

129 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**

130 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.

131 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 objectives 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 charity trustees.
- (d) "connected persons" means:
  - (i) spouses, civil partners and cohabitees of a charity trustee;
  - (ii) child, stepchild, parent, grandchild, grandparent, brother or sister of a charity trustee (and a spouse of any such person);
  - (iii) an institution controlled by a charity trustee or a person connected with them or two or more trustees/connected persons when taken together;
  - (iv) a body corporate or company in which the charity trustee or a person connected with them has a substantial interest; or
  - (v) a Scottish partnership (business) in which the charity trustee or, a person connected with them is a partner.