

**Constitution**

**Of**

**Carnegie Harriers**  
**SCIO 51520**

**Scottish Charitable Incorporated  
Organisation  
(SCIO)**

October 2021

Carnegie Harriers will operate as a Scottish Charitable Incorporated Organisation (SCIO) and the principal office will be, and will remain, in Scotland.

<b>CONTENTS</b>		
<b>GENERAL</b>	type of organisation, name, Scottish principal office, affiliation, objectives, equalities, powers, liability, general structure	clauses 1- 12
<b>MEMBERS</b>	qualifications for membership, application, subscription, register of members, withdrawal, transfer, suspension/refusal/termination	clauses 13 - 34
<b>DECISION-MAKING BY THE MEMBERS</b>	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, minutes	clauses 35 - 59
<b>BOARD (CHARITY TRUSTEES)</b>	number, eligibility, election/retiral/re-election, appointment of co-opted trustees, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 60 - 95
<b>DECISION-MAKING BY THE CHARITY TRUSTEES</b>	notice, procedure at board meetings, minutes	clauses 96 - 111
<b>ADMINISTRATION</b>	policies and codes of conduct, sub-committees, finance, accounting records and annual accounts, operation of accounts	clauses 112 - 131
<b>MISCELLANEOUS</b>	dissolution, alterations to the constitution, interpretation	clauses -132 - 139

## **GENERAL**

### **Type of organisation**

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

### **Name**

2. The name of the organisation is Carnegie Harriers referred to hereafter as 'the Club'.

### **Scottish principal office**

3. The principal office of the Club will be (and must remain) in Scotland, and the Club will, in the main part, operate in Dunfermline and surrounding area.

### **Affiliation**

4. The Club will be affiliated to Scottish Athletics - the national 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 Scottish Athletics) and its Rules, Disciplinary Code, regulations and statutes will apply to the Club and its members.

### **Objectives**

5. The Club's principal objective is:
  - 5.1. to encourage and promote participation in the sport of running.

### **Equalities**

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

### **Powers**

7. In furtherance of its Objectives, the Club may, in its purpose:

- 7.1. facilitate access to a range of services for Club members and encourage their involvement in planning and developing services relevant to their needs;
- 7.2. open and operate bank accounts in the name of the Club and make and receive payments in furtherance of the objectives of the Club;
- 7.3. 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;
- 7.4. engage and pay fees to professional and technical advisers/consultants, where applicable, to assist in the work of the Club;
- 7.5. engage the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
- 7.6. enter into partnerships, or contractual agreements which can further the objectives of the Club;
- 7.7. invite donations in support of the Club;
- 7.8. raise funds through races or other activities in support of charities or other organisation(s) nominated in advance by Club members; allocate donations to those charities, keeping records of any such donations and of feedback from recipients;
- 7.9. take out membership of such organisations that are considered to be in the interests of, and compatible with, the objectives of the Club;
- 7.10. arrange and provide for, or join in arranging and providing for, the holding of meetings, classes, seminars and local training courses;
- 7.11. 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;
- 7.12. 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;
- 7.13. 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; any heritable property which the Club may acquire by purchase, lease, gift or otherwise shall be vested in and Title thereto shall be taken in the names of (e.g. President, Secretary, Treasurer etc.) and their successors in office as trustees of the Club;

- 7.14. make regulations for the management of any property which may be so acquired;
  - 7.15. 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;
  - 7.16. raise funds, 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 objectives except by means of a company established for that purpose, and;
  - 7.17. do all such other lawful things as are necessary for the attainment of the objectives.
8. 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**

9. 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.
10. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 9 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**

11. The structure of the Club consists of:
  - 11.1. the MEMBERS - who have the right to attend members' meetings (including any annual and extraordinary 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;
    - 11.1.1. For the purposes of the rights and powers set out in this constitution, the term "members" refers to full Adult and Junior members (aged 16 and over) only;
    - 11.1.2. For clarity, Child and Associate members do not have the same rights and powers but are subject to the provisions of clauses 20 to 34.

- 11.2. the BOARD - who hold regular meetings, and generally control the activities of the Club.
12. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

13. Membership of the Club will be open to any adult or junior, age 16 or over, who wishes to contribute to the furtherance of the objectives of the Club, irrespective of race, colour, creed, religion, sex, sexual preference, impairment or disability (but subject to Clause 29.3).
14. Children aged between 9 and 15 inclusive may be accepted for membership of the Club, subject to the following:
  - 14.1. Their parent or guardian must also apply for membership (adult or associate) and will be responsible for the conduct and safety of the child/children;
  - 14.2. If they wish to attend training, they must be accompanied by a designated adult who should assume responsibility for the child's welfare;
  - 14.3. They are not eligible to participate in General Meetings.
15. Each adult or junior member shall be entitled to attend and vote at all General Meetings.
16. Individuals who have been adult or junior members for at least 12 months may be elected and serve on the Board of trustees.

### **Application for membership**

17. Any person who wishes to become a member must submit a signed written (or complete an electronic) application for membership; subject to clause 29, the application will then be approved by the Board of Trustees, or any such person appointed by the board for that purpose.
18. On approval, members shall be enrolled in one of the following categories:
  - Adult Member (age 21 and over);
  - Junior Member (age 16 to 20 inclusive);
  - Child Member (age 9 to 15 inclusive);
  - Associate Member.

19. Associate membership is available to individuals who undertake not participate in training or compete in races as members of Carnegie Harriers, but who may otherwise be actively involved in club activities, subject to the following:
  - 19.1. Associate members will pay a reduced annual membership fee;
  - 19.2. Applications for associate membership will be submitted for consideration at the regular board meetings and must be agreed by a majority vote of the board;
  - 19.3. Associate members will not be regarded as full members and will not therefore be entitled to vote at General Meetings or be eligible for election as a trustee;
  - 19.4. Associate members can apply, at any time, for full membership of the club upon payment of the appropriate membership fee;
  - 19.5. Any associate member who wishes to participate in training or competition should apply for full membership and will be required to pay the difference in membership fees.
20. All applications for membership shall be accompanied by the appropriate membership fee applying at the time of joining.
21. In applying for membership, individuals agree to operate within the constitution, rules and policies of the Club and those of Scottish Athletics.
22. Subject to Clause 29, 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 them to membership.

### **Membership subscription**

23. Members shall require to pay an annual membership subscription, set by the Board of Trustees, which shall be payable on or before (currently) 1<sup>st</sup> June each year.
  - 23.1. Any member who fails to pay their fees by the due date 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.
  - 23.2. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Register of members**

24. The board must keep a secure register of members, setting out:
  - 24.1. for each current member:

- 24.1.1. their full name, date of birth and essential contact information;
  - 24.1.2. the date on which they were registered as a member of the Club;
- 24.2. for each former member, for at least six years from the date on they ceased to be a member:
  - 24.2.1. their name;
  - 24.2.2. the date on which they ceased to be a member.
- 25. The board must ensure that the register of members is updated within 28 days of any change:
  - 25.1. which arises from a resolution of the board or a resolution passed by the members of the Club; or
  - 25.2. which is notified to the Club.
- 26. 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. The board will provide a copy with personal information removed as appropriate to the request and in accordance with General Data Protection Regulation requirements.

#### **Withdrawal from membership**

- 27. Any member who wants to withdraw from membership must give written or electronic notice of withdrawal to the Club. They will cease to be a member from the time when the notice is received by the Club, or as otherwise specified within the notice.

#### **Transfer of membership**

- 28. Membership of the Club may not be transferred by a member to any other person.

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

- 29. The board of trustees shall be entitled:
  - 29.1. to refuse any application for membership on the grounds that such membership would be prejudicial to the objectives of the Club. Should a membership application be refused, the prospective member shall have the right to appeal to the board before a final decision is made.
  - 29.2. 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 before a final decision is made.



- 29.3. to terminate the membership of any member who has been barred by Scottish Athletics (i.e. the governing body) from being a member of an affiliated club. In such cases there will be no right of appeal and the member cannot re-apply for membership until the ban has expired.
30. The board shall inform the member in writing of any decision to refuse, suspend or terminate their membership.
31. Any member under suspension shall be barred from taking part in any training or event under the control of the Club, and will not be entitled to represent the Club at any event.
32. The member may apply for reinstatement at the start of the next membership year.
33. If the membership subscription payable by any member remains outstanding more than 8 weeks after the date on which it fell due, and providing they have been given at least one written reminder, the board may terminate their membership without right of appeal.
34. Membership of the club will terminate on death.

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

### **Members' meetings**

35. The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
36. The gap between one AGM and the next must not be longer than 15 months.
37. Notwithstanding clause 36, 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.
38. The business of each AGM must include:
  - 38.1. approval of the minutes of the previous AGM;
  - 38.2. adoption of the trustees' report and financial statement (including the annual accounts) and setting of annual membership fees;
  - 38.3. the election/re-election of charity trustees, as referred to in clauses 66 to 71;
  - 38.4. the election/re-election of any non-trustee post-holders as may be required from time to time;
  - 38.5. resolutions submitted by the board of trustees or by members;

38.6. the transactions of such other matter(s) as may from time to time be necessary.

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

39. The board may arrange an Extraordinary General Meeting (EGM) at any time by a simple majority vote.
40. The board must arrange an EGM if they are requested to do so by a written notice signed by 33% of the membership or 33 members (whichever is the lesser), or by the President sent to the Secretary providing:
  - 40.1. the notice states the purposes for which the meeting is to be held; and
  - 40.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
41. If the board receives a notice under clause 40, the date for the meeting which they arrange in accordance with the notice must not be later than **twenty-eight [28]** days from the date on which they received the notice.

#### **Notice of members' meetings**

42. At least **twenty-one (21)** days' notice must be given of any AGM or any EGM.
43. The notice calling a members' meeting must specify what business is to be dealt with at the meeting; and
  - 43.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 43.2. in the case of any other resolution falling within clause 53, (requirement for two-thirds majority (this is the minimum for such a resolution)) must set out the exact terms of the resolution.
44. 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.
45. Any notice which requires to be given to a member under this constitution must be:

- 45.1. 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
- 45.2. sent by e-mail to the member, at the e-mail address last notified by them to the Club.

### **Procedure at members' meetings**

46. No valid decisions can be taken at any members' meeting unless a quorum is present.
47. The quorum for a members' meeting is 33% of the total members or 33 members (whichever is the lesser), present in person.
  - 47.1. The board may make arrangements, in advance of any members' meeting to allow members to participate in the members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment, so long as those participating in the meeting can hear each other; a member participating in a members' meeting in this manner shall be deemed to be present in person at the meeting.
48. 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.
  - 48.1. If any subsequent meeting is inquorate, those members present shall be entitled to vote and decisions thus made will be deemed to be valid and apply.
49. The President should act as chairperson of each members' meeting.
50. 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.

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

51. Every member has one vote per resolution, which must be given personally; for the avoidance of doubt, a vote given by a member participating in the meeting through any of the methods referred to in clause 47.1 will be taken to be given personally for the purposes of this clause.
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:
  - 53.1. a resolution amending the constitution;
  - 53.2. a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 53.3. 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);
  - 53.4. 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);
  - 53.5. a resolution for the winding up or dissolution of the Club.
54. 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.
55. All resolutions put to the vote at a members' meeting will be decided by a show of hands unless this would be prejudicial to the outcome of that vote, or at least 10% of members present object, in which case a secret ballot will take place. If members are present remotely under clause 47.1, the chairperson will ensure that remote votes are captured.
56. The chairperson will explain 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, as per clause 47.1; be approved and seconded 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 57 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 will be twelve (12) of which:

- 60.1. no more than 12 shall be charity trustees who were elected/appointed under clauses 65, 66 or 71; and
- 60.2. no more than 3, or 33% of the total number of trustees (whichever is the lesser) shall be charity trustees who were co-opted under the provisions of clause 72.

61. The minimum number of charity trustees will be seven (7).

### **Eligibility**

- 62. All elected trustees, on appointment, will be required to complete a declaration of eligibility to act as a charity trustee. This declaration will form part of the nomination process.
- 63. A person will not be eligible for election or appointment to the board unless they are a member of the Club.
- 64. A person will not be eligible for election or appointment to the board if they are:
  - 64.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 64.2. an employee of the Club.

### **Initial charity trustees**

- 65. 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**

- 66. At each AGM, the members may elect any member to be a charity trustee (unless they are debarred under clause 64).
- 67. All nominations of candidates for election as trustees must be made by one member and seconded by another member. The nominator must have the consent of the candidate. Ideally nominations should be received by the club Secretary not less than fourteen days before the AGM. Members will be informed of the list of candidates at least 7 days prior to the AGM.
- 68. Charity trustees will normally be elected for a period of three [3] years with one third of the board retiring, in rotation, each year.
- 69. Charity trustees should normally serve no more than two [2] consecutive full terms as a trustee (i.e. 6 years in total). Any exceptions to this should be agreed at an AGM or EGM.

70. To allow continuity, in the first two years after incorporation as a SCIO, some trustees will have a term of 1 year, others 2 years and the remainder 3 years.
71. At AGMs, the members will elect the President, Secretary, Treasurer (herein after referred to as the principal office bearers), and Club Captains (who need not be charity trustees) as required and in accordance with clauses 68 and 69.

#### **Appointment/re-appointment of co-opted charity trustees**

72. The board may, at any time, appoint any member to be a charity trustee to fill any vacancies on the board of trustees (unless they are debarred under clause 64). This will be agreed by a majority of trustees at a quorate meeting.
73. At each AGM, all of the charity trustees appointed under clause 72 shall retire from office, but shall then be eligible for election in accordance with clause 66.

#### **Termination of office**

74. A charity trustee will automatically cease to hold office if:
  - 74.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 74.2. they become 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;
  - 74.3. they become an employee of the Club;
  - 74.4. they give the Club a notice of resignation, signed by them;
  - 74.5. they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board, but only if the board resolves to remove them from office;
  - 74.6. they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 94);
  - 74.7. they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 74.8. they are removed from office by a resolution of the members passed at a members' meeting.
75. A resolution under paragraph, 74.6, 74.7 or 74.8 shall be valid only if:

- 75.1. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- 75.2. 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
- 75.3. in the case of a resolution under paragraph 74.6 or 74.7 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**

76. The board must keep a register of charity trustees, setting out:
  - 76.1. for each current charity trustee:
    - 76.1.1. their full name and address;
    - 76.1.2. the date on which they were appointed as a charity trustee; and
    - 76.1.3. any office held by them in the Club;
  - 76.2. for each former charity trustee, for at least 6 years from the date on which they ceased to be a charity trustee:
    - 76.2.1. the name of the charity trustee;
    - 76.2.2. any office held by them in the Club; and
    - 76.2.3. the date on which they ceased to be a charity trustee.
77. The board must ensure that the register of charity trustees is updated within **28 days** of any change:
  - 77.1. which arises from a resolution of the board or a resolution passed by the members of the Club;
  - 77.2. which is notified to the Club;
  - 77.3. which arises out of appointments and elections made at a Members Meeting.
78. If any person requests a copy of the register of charity trustees, 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 person who is not a charity trustee of the Club, the board may provide a copy which has the addresses blanked out.

### **Office-bearers and post-holders**

79. In addition to the office-bearers elected under clause 71, the charity trustees may elect (from among themselves) further post-holders if they consider that appropriate.

80. The charity trustees must agree the post-holders at the first meeting after the AGM which should be held within three (3) weeks of the AGM.
81. Office-bearers and post-holders should retire from office in rotation but may then be re-elected under clause 79.
82. A person elected to any office or post will automatically cease to hold that office or post:
  - 82.1. if they cease to be a charity trustee; *or*
  - 82.2. if they give to the Club a notice of resignation from that office or post, signed by them.

### **Powers of board**

83. 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.
84. A meeting of the board at which a quorum (being 50% of the board) is present may exercise all powers exercisable by the board.
85. The members may, by way of a resolution passed in compliance with clause 53.2, 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.
86. The board may delegate to the President (or the holder(s) of any other post(s)) such of their powers as they may consider appropriate.
  - 86.1. When doing so, the board must specify the powers being delegated and any limitations and timescales associated with them.
  - 86.2. Any powers so delegated must be clearly recorded in the minutes of the board meetings.
  - 86.3. Any delegation of powers under clause 86 may be revoked or altered by the board at any time.
87. The board may also delegate any of its powers to a sub-committee(s) appointed for any special purpose(s), subject to Clauses 114 to 120 inclusive.
88. In addition to their powers under clause 72, the board may at any time invite any non-member of the club to give advice and assistance to the board, and to attend board (and members) meetings on the basis that they have specialist experience and/or skills which could be of benefit to the board.

### **Trustees - general duties**



89. 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:
  - 89.1. seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its objectives;
  - 89.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 89.3. in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
    - 89.3.1. put the interests of the Club before that of the other party;
    - 89.3.2. where any other duty prevents them 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;
  - 89.4. 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.
90. In addition to the duties outlined in clause 89, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
  - 90.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 90.2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
91. Provided they have declared their interest, and have not voted on the question of whether or not the Club should enter into the arrangement, a charity trustee will not be debarred from entering into an arrangement with the Club in which they have a personal interest; and (subject to clause 89.3.2 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
92. 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.

93. 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**

94. Each of the charity trustees shall comply with the Code of Conduct prescribed by the board from time to time.
95. The Code of Conduct referred to in clause 94 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**

96. Any charity trustee may call or request a meeting of the board or ask the Secretary to call a meeting of the board.
97. 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.
  - 97.1. In such cases, the notice for the meeting shall be **seven (7)** days, this notice being given personally to each board member.

### **Procedure at board meetings**

98. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 50% of appointed board members or 4 (whichever is the greater), including at least one principal office bearer (e.g. President, Secretary or Treasurer), present in person.
  - 98.1. A charity trustee may participate in a meeting of the board by means of a conference telephone, video conferencing facility or similar communications equipment, so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
  - 98.2. If a quorum is not present within 15 minutes after the time at which a board meeting was due to start, or if a quorum ceases to be present during a board meeting, no decisions can be made

and a further meeting (or meetings) will be called until a quorum is achieved.

99. If at any time the number of charity trustees in office falls below the minimum number stated in clause 61, 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.
100. The president should act as chairperson of each board meeting.
101. 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.
102. Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 98.1 will be taken to be given personally for the purposes of this clause.
103. All decisions at board meetings regarding the day-to-day management of the Club will be made by simple majority vote. In all other matters they shall be referred to the full membership to consider at an AGM.
104. 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.
105. The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee, but on the basis that they must not participate in decision-making.
106. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Club; they must withdraw from the meeting while an item of that nature is being dealt with.
107. For the purposes of clause 106:
  - 107.1. 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;
  - 107.2. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the Board of Trustees, officer or elected representative has an interest in that matter.

## **Minutes**

108. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
109. The board minutes to be kept under clause 108 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
110. The board shall make available copies of the minutes referred to in clause 108 to any member of the club or public requesting them.
111. The board may exclude from any copy minutes made available to a member of the club or 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 member, or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

### **Policies and Codes of Conduct**

112. The board should ensure that appropriate policies and codes of conduct for the operational management of the Club are produced.
113. The board should ensure that the policies and codes of practice are reviewed and updated as required to reflect the changing needs of the Club, the governing body of the sport and society in general.

### **Sub-committees**

114. At least one member of the board of trustees shall sit on any sub-committee(s) and provide a report at each board meeting on sub-committee activities in order to inform the rest of the board members on progress to date but other members of a sub-committee need not be Charity Trustees.
115. The President is an ex-officio member of all sub-committees.
116. All members of the sub-committee(s) must be approved by the board of trustees.
117. When delegating powers under clause 87, the board must set out appropriate conditions under which each sub-committee will operate including:
  - 117.1. the rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee;

117.2. a specific remit which will lay down the purpose of the sub-group, powers delegated from the board and timescales associated with it;

117.3. an obligation to report regularly to the board.

118. The sub-committee(s) shall make recommendations back to the board, who shall have all decision-making authority over the sub-committee(s) and shall have the responsibility for those decisions.

119. The delegation of powers to sub-committees should be clearly recorded in the minutes of the board meetings.

120. Any delegation of powers under clause 87 may be revoked or altered by the board at any time.

### **Finance**

121. The funds of the Club may only be used to support the stated objectives of the Club.

122. The Treasurer must lodge all monies in a bank or building society account in the name of the Club.

123. 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.

124. All monies due and owing to the Club shall be recoverable, at law, in the name of the Club.

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

125. The board must ensure that proper accounting records showing the financial affairs of the Club are kept in accordance with all applicable statutory requirements.

126. The board must ensure that annual accounts are prepared which comply with all relevant statutory requirements including an independent examination by a competent person at the end of the Club's stated financial year, 31<sup>st</sup> March.

127. The Board of Trustees will prepare a Trustees' Annual Report and Financial Statement for the AGM. The report should show how the financial information presented relates to the Club and its objectives, explain any areas not covered in the financial statement, and outline plans for the future in relation to the club's objectives, and their financial implications, where applicable.

## **Operation of accounts**

128. 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 signatories must be a charity trustee.
129. 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 128.
130. Any purchases or expenditure above £300 must be approved by the board prior to the release of funds and recorded as such in board minutes.
131. Payments of less than £50 by cheque may be made on a single signature.

## **MISCELLANEOUS**

### **Dissolution of the Club**

132. 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.
133. 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.
134. 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, or failing that, returned to the funding body.
135. Any surplus assets, after payments made for all liabilities, 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 objectives of the Club as set out in this constitution.

### **Alterations to the constitution**

136. This constitution may (subject to clause 137) 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.

137. 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

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

138.1. any statutory provision which adds to, modifies or replaces that Act; and

138.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 138 above.

139. In this constitution:

139.1. “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;

139.2. “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;

139.3. “board” refers to the board of trustees.