

# EDINBURGH ATHLETIC CLUB (SCIO)



SCIO Constitution

**Edinburgh Athletic Club (SCIO)  
SC048693**

**will operate as a Scottish Charitable Incorporated Organisation  
and the principal office will be, and remain, in Scotland**



CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, objectives, equalities, powers, liability, general structure	Clauses 1 - 10
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	Clauses 11 - 34
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	Clauses 35 - 69
BOARD OF TRUSTEES (CHARITY TRUSTEES)	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	Clauses 70 - 99
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at Board of Trustees meetings, minutes	Clauses 100 - 116
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	Clauses 117 - 133
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	Clauses 134 - 141



## **GENERAL**

### **Name**

1. The name of the organisation is Edinburgh Athletic Club (SCIO) hereafter referred to as 'the Club'.

### **Type of organisation**

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

### **Scottish principal office**

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

### **Objects**

4. The Club will operate as a non-profit distributing charity whose principal objective is the promotion of interest in and the advancement of public participation in the sport of Athletics.

### **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) In doing this, the Club will strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above.

### **Powers**

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 resources and services relevant to the needs of its members;
  - (b) where necessary, employ and pay any person or persons (whether paid or self-employed) to supervise, organise and carry on the work of the Club;
  - (c) open and operate a bank account in the name of the Club and to make and receive payments in furtherance of the objectives of the Club;
  - (d) engage and pay fees to professional and technical advisers/consultants, where applicable, to assist in the work of the Club;



- (e) engage the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
  - (f) enter into partnerships, or contractual agreements which can further the objects of the Club;
  - (g) invite donations in support of the Club, and allocate donations to charities, keeping records of any such donations and of feedback from recipients;
  - (h) be affiliated to the national governing body - Scottish Athletics Limited and comply with its rules and regulations and in addition take out membership of such organisations that are considered to be in the interest of and compatible with the objects of the Club;
  - (i) arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
  - (j) 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 media 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 7 does not exclude (or limit) any personal liabilities the members or charity trustees might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

## **General structure**

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 of Trustees.
  - (b) the BOARD OF TRUSTEES - who hold regular meetings, and generally exercise control over the activities of the Club;

## **MEMBERS**

### **Qualifications for membership**

11. The Members of the Club shall consist of the subscribers to the SCIO Constitution and such other persons as are admitted to membership [under Clauses 13].
12. Membership shall be open to any individuals who support the aims and objectives of the Club, the fees for which are fixed at each Annual General Meeting.

### **Membership Categories**

13. Membership will be allocated in the following categories:-
  - (a) For the period 01/01/2021 until 30/09/2021:-
    - i. Cadet Member – Up to 15 years
    - ii. Juvenile Member – Aged 9 – 12 years
    - iii. Junior Member – Aged 13 - 15 years
    - iv. Senior Member – Aged 17 years and above
    - v. Associate Member
    - vi. Honorary Life Member



(b) From the date 01/10/2021 onwards, categories under Clause 13 (a) will be superceded by:-

- i. Full Access Membership
- ii. Reduced Access Membership
- iii. Concessionary Access Membership
- iv. EAC Winning Cadet Membership
- v. Honorary Life Membership
- vi. Friends of EAC Membership
- vii. Associate Membership

14. Employees of the Club shall be eligible for membership [on the understanding that when voting they are voting as members and they will abstain on voting on matters where there is a clear conflict of interest] but is not eligible to serve on the Board of Trustees. A Trustee who becomes an employee of the Club after admission to membership shall automatically cease to be a Trustee.
15. The Board of Trustees shall have the right for good and sufficient reason to terminate the membership of any individual provided that the individual shall have the right to be heard by a panel consisting of two members of the Board of Trustees and one additional member before a final decision is made.

### **Application for membership**

16. Any person who wishes to become a member must sign a written or send an electronic application for membership;
17. Subject to Clause 34, the Board of Trustees, at its discretion, may refuse to admit any person to membership. The Board of Trustees must notify each applicant promptly of its decision on whether or not to admit the person to membership.

### **Membership subscription**

18. The membership subscription shall be recommended by the Board of Trustees and agreed upon by way of a simple majority vote of the members at an AGM and will be payable on commencement of Membership.
19. Only eligible members may perform in the name of the Club, vote and take part in Club activities.
20. The membership subscription year will run from 1st October through until 30th September the following year.

### **Register of members**



21. The Board of Trustees must keep a register of members,
  - (a) for each current member:
    - i. his/her full name and address; and
    - ii. the date on which he/she was registered as a member of the Club;
  - (b) for each former member - for at least six years from the date on which he/she ceased to be a member:
    - i. his/her name; and
    - ii. the date on which he/she ceased to be a member.
22. The Board of Trustees must ensure that the register of members is updated within 28 days of any change:
  - (a) which arises from a resolution of the Board of Trustees or a resolution passed by the members of the Club; or
  - (b) which is notified to the Club.
23. If a member, a charity trustee, or a member of the Club requests a copy of the names of members, the Board of Trustees must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable.

### **Resignation of membership**

24. Any person or who wants to resign from their membership of the club must give notice of the resignation to the Board of Trustees. Subject to clause 25, the person will cease to be a member as from the time when the notice is received by the Board of Trustees.
25. Where a member gives notice of resignation of membership and they are indebted to the club, the Board of Trustees may withhold accepting the resignation until the indebtedness has been settled.

### **Transfer of membership**

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

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

27. At the commencement of a new subscription year, and at any time thereafter as is deemed necessary, the Board of Trustees will issue notices to the members requiring them to confirm they wish to remain as members of the Club, and to pay their due annual subscription fees. A period



of 28 days will be allowed (running from the date of issue of the notice) for the member to provide that confirmation to the Board of Trustees.

28. If a member fails to provide confirmation to the Board of Trustees (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 26, the Board of Trustees will issue a reminder notice and allow until 30th November for the member to respond.
29. If a member continues to fail to provide confirmation to the Board of Trustees (in writing or by e-mail) that he/she wishes to remain as a member of the Club before the 30th November as referred to in clause 28, the Board of Trustees may suspend the person's membership.
30. A notice under clause 28 will not be valid unless it refers specifically to the consequences (under clause 29) of failing to provide confirmation within the stated period.
31. Where a member's confirmation of re-registration is still outstanding on 31st December each year a 'Late Payment' levy of may be applied by the Board of Trustees to any re-registration which occurs after that date.
32. The 'Late Payment' levy under clause 31 will not be valid unless the Board of Trustees issues due notice of the specific consequences of continued non-re-registration beyond 31st December each year.
33. Where a member's confirmation of re-registration remains outstanding on 31st March each year, the Board of Trustees may terminate that person's membership.

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

34. The Board of Trustees shall inform the member in writing of any decision to terminate the person's membership. The Board of Trustees shall also be entitled to:-
  - (a) Refuse any application for membership on the grounds that such membership would be prejudicial to the objects of the club. Should a membership application be refused, the prospective member shall have the right to appeal to the Board of Trustees before a final decision is made;
  - (b) 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 a panel consisting of two members of the Board of Trustees and one additional member before a final decision is made. The member may apply for reinstatement at the next general meeting;
  - (c) Withdraw the right of any member, [who fails to pay their annual subscription fees by the date required], to representation on the Board of Trustees and at Board of Trustees general meetings, and may suspended any such person from taking part in any event under the control of the club until such fees are paid.





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

### **Members' meetings**

35. The Board of Trustees must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
36. The Board of Trustees shall have discretion to determine a suitable venue for an AGM, or alternatively to determine that it should be held virtually through an online communications platform.
37. The gap between one AGM and the next must not be longer than 15 months.
38. Notwithstanding clause 37, 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.
39. The business of each AGM must include:-
  - (a) The approval of the minutes of the previous AGM.
  - (b) Receive and consider the President's report.
  - (c) Receive and consider the respective Sub-Group reports.
  - (d) Receive and consider the Annual Financial Statement and Independent Examiner's report.
  - (e) Elect / re-elect Board of Trustees, as referred to in clauses 75 to 78
  - (f) Elect / re-elect those members of Management Committee who are not Board of Trustees members.
  - (g) Appoint an independent examiner from out with the Board of Trustees or Management Committee to examine the books of the Club.
  - (h) Review the categories of membership and the respective annual subscription fees to be paid during the ensuing year.
  - (i) Review and consider Honorary Life Memberships nominated by the Board of Trustees and seek a vote of approval if thought necessary.
  - (j) Review the payment of Honoraria recommended by the Board of Trustees and seek a vote of approval if thought appropriate.
  - (k) Consider any competent proposals, which must have been lodged in writing with Board of Trustees before the meeting.
  - (l) Consider at the Chairperson's discretion, any other competent business.



### **Power to request the Board of Trustees to arrange an Extraordinary General Meeting (EGM)**

40. The Board of Trustees may arrange a special members' meeting at any time by a simple majority vote. A special members' meeting may be held at a venue to be determined by the Board of Trustees, or alternatively it may be held virtually through an online communications platform.
41. The Board of Trustees must arrange an Extraordinary General Meeting (EGM) if requested to do so by a written notice signed by 5% of the membership or 10 members (whichever is the lesser), sent to the Board of Trustees 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.
42. If the Board of Trustees receives a notice under clause 41, the date for the meeting which they arrange in accordance with the notice must be no later than **twenty-eight [28]** days from the date on which they received the notice. The Board of Trustees shall have discretion to determine a suitable venue for an EGM, or alternatively to determine that it should be held virtually through an online communications platform

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

43. At least fourteen [14] clear days' notice must be given of any AGM or any EGM.
44. The notice calling a members' meeting (including, for the avoidance of doubt any AGM or any EGM) must specify the venue of the members' meeting or that it is to be held virtually through an online communications platform, and 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 61 (requirement for two-thirds majority (this is the minimum for such a resolution)) must set out the exact terms of the resolution.
45. The reference to "clear days" in clause 43 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.



46. Notice of a members' meeting must be given to all the members of the Club, but the accidental omission to give notice to one or more members will not invalidate the proceedings or outcome at the meeting.
47. Any notice which requires to be given to a member under this constitution must be:-
  - (a) Communicated in writing to the member, at the address last notified by him/her to the Club or placed in a prominent place in the usual meeting place; or
  - (b) sent by e-mail to the member, at the e-mail address last notified by him/her to the Club.

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

48. No valid decisions can be taken at any members' meeting unless a quorum is present.
49. In the case of a members' meeting which takes place at a physical venue with members present in person, the quorum for the meeting is 5% of the total eligible voting membership or 20 eligible voting members (whichever is the lesser), present in person.
50. If the Board of Trustees has given notice that a members' meeting is to be held virtually through an online communications platform, the Board of Trustees shall in advance appoint one member of the Board of Trustees to act as the online host.
51. If a quorum is not present within 30 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed. Fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
52. The President of the Club should act as Chairperson of each Member's meeting.
53. If the President of the Club is not present within 30 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Board of Trustees members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
54. Proxy votes shall be permitted where these are notified to the Club, in a valid format, by a member and received by the Board of Trustees not less than 48 hours (weekends are excluded from this requirement) before the start of the general meeting. A valid format means that it must:
  - (a) state the name and address of the member appointing the proxy;
  - (b) identify the person appointed to be that member's proxy [No more than one Proxy Vote can be given by a Member] and the general meeting in relation to which that person is appointed;
  - (c) be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board of Trustees may determine; and



- (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
55. The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
56. 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.
57. Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

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

58. The following members are entitled to vote:
- (a) Fully paid up members aged 9 – 15 years – by parent / guardian proxy only
  - (b) Fully paid up members aged 16 years and above
  - (c) Associate members
  - (d) Honoray Life members
59. Every member has one vote, which must be given in person or by proxy vote as defined under Clauses 54 to 57
60. All decisions at members' meetings will be made by simple majority vote - with the exception of the types of resolution listed in clause 61.
61. 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 terminating a person from membership under clause 34;
  - (c) a resolution directing the Board of Trustees to take any particular step (or directing the Board of Trustees 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.
62. 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.
63. A resolution put to the vote at a members' meeting held in person 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.
64. A resolution put to the vote at a members' meeting held virtually through an online communications platform will be decided on a show of hands or, if such a function is available through the online communications platform, using an electronic vote. The host appointed by the Board of Trustees will be responsible for collating votes received from those members who have been admitted to the online meeting or who have validly appointed a proxy, and communicating the vote count to the members' meeting.
65. If a members' meeting is held virtually through an online communications platform and the Chairperson (or at least two other Members present at the meeting) ask for a secret vote on a resolution, the Board of Trustees shall have discretion (but shall not be bound) to defer voting on such a resolution until it is possible for a members' meeting to be held in person.
66. The Chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the relevant members' meeting.

## **Minutes**

67. The Board of Trustees must ensure that proper minutes are taken in relation to all members' meetings.
68. Minutes of members' meetings must include the names of those present in person or admitted to a members' meeting held through an online communications platform; and (as far as possible) should be signed by the Chairperson of the meeting.
69. The Board of Trustees shall make available copies of the minutes referred to in clause 68 to any member of the public requesting them; but on the basis that the Board of Trustees may exclude confidential material.

## **BOARD OF TRUSTEES**

### **Number of charity trustees**

70. The maximum number of charity trustees is twelve [12];



71. The minimum number of charity trustees is six [6].

### **Eligibility**

72. A person will not be eligible for election or appointment to the Board of Trustees unless he/she has been a Senior Member of the Club for not less than one year prior to election.

73. A person will not be eligible for election or appointment to the Board of Trustees 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**

74. 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**

75. At each AGM, the members may elect any member to be a charity trustee (unless he/she is debarred from membership under clause 72 and 73).

76. The Board of Trustees may at any time co-opt any member (unless he/she is debarred from membership under clauses 72 and 73) to be a charity trustee, but the number of co-opted Board of Trustees members must not exceed two [2] in any year.

77. Charity Trustees are elected for a period of two [2] years, but are then eligible for re-election under clause 78.

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

- (a) he/she advises the Board of Trustees 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**

79. 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 of Trustees ) from more than three consecutive meetings of the Board of Trustees - but only if the Board of Trustees resolves to remove him/her from office;
- (g) he/she is removed from office by resolution of the Board of Trustees 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 98);
- (h) he/she is removed from office by resolution of the Board of Trustees 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 he/she is removed from office by a resolution of the members passed at a members' meeting.

80. A resolution under paragraph, 79(f), (g) or (h) 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 79(f), (g) or (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**

81. The Board of Trustees 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;
  - iii. any office held by him/her in the Club;
- (a) 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.
82. The Board of Trustees 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 of Trustees or a resolution passed by the members of the Club; or
  - (b) which is notified to the Club.
83. If any person requests a copy of the register of charity trustees, the Board of Trustees 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 of Trustees may provide a copy which has the personal information blanked out.

### **Office-bearers**

84. The Members must elect an Honorary President, President, a Vice President, and a Head of Finance.
85. In addition to the office-bearers required under clause 84, the members may elect further office-bearers if they consider that appropriate to meet the interests of the Club and its Membership.
86. Office-bearers shall retire from office in rotation but may then be re-elected under clauses 84 to 85.
87. A person elected to any office, which confers the role of a charity trustee, 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 of Trustees**





88. Except where this constitution states otherwise, the Club (and its assets and operations) will be managed by the Board of Trustees and the Board of Trustees may exercise all the powers of the Club.
89. A meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees. The Board of Trustees shall at all times have discretion to determine that a meeting of the Board of Trustees shall take place virtually through an online communications platform.
90. The members may, by way of a resolution passed in compliance with clause 61 direct the Board of Trustees to take any particular step or direct the Board of Trustees not to take any particular step; and the Board of Trustees shall give effect to any such direction accordingly.
91. The Board of Trustees 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.
92. The Board of Trustees may delegate any of its powers to a Sub-Group appointed for any special purpose.
  - (a) Such a Sub-Group shall be set up with a special remit which will lay down the purpose of the sub-group, any powers delegated from the Board of Trustees and timescales associated with it.
  - (b) The Sub-Group shall make recommendations back to the Board of Trustees, who shall have all decision-making authority over the Sub-Group and shall have the responsibility of those decisions.
  - (c) Sub-Groups will be led only by a Member of the club mandated by the Board of Trustees and will provide a report at each Board of Trustees meeting after the Sub-Group has been set up in order to inform on progress to date.

### **Trustees - general duties**

93. Each of the Charity Trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Club; and, in particular, must: -
  - (a) seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its objectives;
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - (c) in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:



- i. put the interests of the Club before that of the other party;
    - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the Club and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - (d) ensure that the Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
94. In addition to the duties outlined in clause 93, 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.
95. 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 93(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.
96. 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.
97. 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**

98. Each of the Charity Trustees shall comply with the code of conduct prescribed by the Board of Trustees from time to time.
99. The code of conduct referred to in clauses 93 and 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 CHARITY TRUSTEES**



## **Notice of Board of Trustees meetings**

100. Any charity trustee may call or request a meeting of the Board of Trustees At least seven [7] days' notice must be given of each Board of Trustees meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency, which makes that inappropriate.
101. In such cases, the meeting shall be convened at the earliest opportunity once all Board of Trustees members have been informed and on the basis that a quorum is met.

## **Procedure at Board of Trustees meetings**

102. No valid decisions can be taken at a Board of Trustees meeting unless a quorum is present; the quorum for Board of Trustees meetings is five [5] charity trustees or 50% of the number of the Board of Trustees [whichever is the greater], present in person or, where a meeting of the Board of Trustees is held virtually through an online communications platform, admitted by the host to the online meeting.
103. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 102, 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.
104. If the Board of Trustees has determined that a Board of Trustees' meeting is to be held virtually through an online communications platform, the Board of Trustees shall in advance appoint one member of the Board of Trustees to act as the online host. The host must admit to the online meeting all members of the Board of Trustees who are available to attend
105. The President of the Club should act as chairperson of each Board of Trustees meeting.
106. If the President is not present within 30 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Board of Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
107. Every Board of Trustees has one vote, which must be given personally if the meeting is held in person or, in the case of a meeting held virtually through an online communications platform, by a show of hands or if such a function is available through the online communications platform, using an electronic vote. The host appointed by the Board of Trustees will be responsible for collating votes received from the Trustees who have joined the online meeting.
108. All decisions at Board of Trustees meetings will be made by simple majority vote; All other matters would be referred to the membership to consider at an EGM/AGM.
109. 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.
110. The Board of Trustees may, at its discretion, allow any person to attend and speak at a Board of Trustees meeting (whether in person or virtually by joining an online meeting) notwithstanding



that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.

111. A Charity Trustees must not vote at a Board of Trustees meeting (or at a meeting of the Management Committee or Sub-Group 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.
112. For the purposes of clause 110:-
  - (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 of Trustees, officer or elected representative has an interest in that matter.

## **Minutes**

113. The Board of Trustees must ensure that proper minutes are kept in relation to all Board of Trustees meetings and meetings of Management Committee. Notes must also be made in relation to all Sub-Group meetings.
114. The Board of Trustees minutes to be kept under clause 113 must include the names of those present in person or who were admitted to an online meeting; and (as far as possible) should be signed by the chairperson of the meeting.
115. The Board of Trustees shall (subject to clause 116) make available copies of the minutes referred to in clause 113 to any member of the club requesting them.
116. The Board of Trustees may exclude from any copy of the minutes made available to a member any material which the Board of Trustees 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-Groups**

117. The Board of Trustees may delegate any of their powers to Sub-Groups; a Sub-Group must include at least one charity trustee, but other members of the Sub-Group need not be charity trustees.
118. The Board of Trustees may also delegate to its Chairperson (or the holder of any other post) such of their powers as they may consider appropriate.



119. When delegating powers under clauses 117 or 118 the Board of Trustees must set out appropriate conditions (which must include an obligation to report regularly to the Board of Trustees).
120. Any delegation of powers under clauses 117 or 118 may be revoked or altered by the Board of Trustees at any time.
121. The rules of procedure for each Sub-Group and the provisions relating to membership of each Sub-Group shall be set by the Board of Trustees.

### **Operation of accounts**

122. Subject to clause 129, the signatures of two unrelated signatories appointed by the Board of Trustees will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Club; at least one out of the two signatures must be a Charity Trustee.
123. 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 122.

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

124. The Board of Trustees must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
125. The Board of Trustees 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 of Trustees consider that an audit would be appropriate for some other reason), the Board of Trustees should ensure that an audit of the accounts is carried out by a suitably qualified examiner.

### **Finance**

126. The funds of the Club may only be used to support the stated objectives of the Club;
127. 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;
128. All monies must be lodged in a bank account in the name of the Club.
129. Cheques up to the value of £5,000.00 may only be drawn on the signatures of two authorised signatories, one whom must be a charity trustee. Cheques exceeding £5,000.00 may only be drawn on the signatures of three authorised signatories, one of which must be the Head of Finance. Electronic banking will be managed by the same principles.



130. The Head of Finance keeps correct accounts showing the financial affairs of the Club and must arrange for their scrutiny by an independent financial examiner at the end of the financial year – September of each year.
131. A statement showing the balance of Club funds held in hand or designated Club bank account(s) is/are presented to the Board of Trustees prior to its submissions to the Annual General Meeting.
132. The Board of Trustees will prepare a Trustees' Annual Report for the AGM to explain any areas not covered in the financial statements and to show how the financial information presented relates to the Club and the activities of the Club;
133. All monies due and owing to the Club shall be recoverable, at law, in the name of the Club.

## **MISCELLANEOUS**

### **Dissolution of the Club**

134. 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.
135. If the Club is to be wound up or dissolved, the Board of Trustees will call an EGM, called specifically for that purpose and a resolution will be brought before the whole membership. The motion will be carried only if passed by a two-thirds majority of the senior members, present and voting.
136. 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.
137. 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**

138. This constitution may (subject to clause 139) be altered by written resolution of the members (see Clause 62) passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 61).
139. 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

140. 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 133 (a) above.
141. 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 of Trustees refers to the elected Office Bearers and Certain Members of the Management Committee.