**Gala Harriers Athletic Club will operate as a SCIO**
**(Scottish Charitable Incorporated Organisation SCIO 47289)**
**and the principal office will be, and remain, in Scotland**


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## GENERAL

### Type of organisation

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

### Scottish principal office

2 The principal office of the organisation will be in Scotland (and must remain in Scotland), and operate in Galashiels and its environs and shall be affiliated to Scottish Athletics - the governing body within the sport of Athletics and its subsidiaries or such successor entity or entities as become(s) from time to time (and by so doing to become and remain registered as an associate of the Scottish Athletics), and the Scottish Athletics Rules and their Disciplinary Code and the rules and regulations of any governing body.

### Name

3 The name of the organisation is Gala Harriers Athletics Club referred hereafter as 'the Club'.

### Objects

4 The Club will operate as a non-profit distributing charity whose principal objectives are:

4.1 To promote and advance Athletics as a competitive sport;

4.2 To provide recreational facilities, and to organise recreational activities, available to members of the public at large, with the object of improving the conditions of life;

### Equalities

5 In relation to its objectives and aligned to the Equalities Act 2010 the Club will:

5.1 The Organisation will strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil Organisation, pregnancy & maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices;

5.2 In doing this, the Organisation 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 will have the following powers:

6.1 facilitate access to a range of services for the Members of the Club and encourage their involvement in planning and developing services relevant to the needs of its members;

6.2 employ and pay any person or persons (whether paid or self-employed) to supervise, organise and carry on the work of the Club;

6.3 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;

6.4 engage and pay fees to professional and technical advisers/consultants to assist in the work of the Club;

6.5 engage the services of volunteers to assist in the work of the Club and reimburse approved out-of-pocket expenses;

6.6 enter into partnerships or contractual agreements which can further the objectives of the Club;

6.7 invite donations in support of the Club, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients;

6.8 be affiliated to the national governing body - Scottish Athletics and comply with regulations and statutes and in addition take out membership of such Clubs that are considered to be in the interest of and compatible with the objects of the Club;

6.9 arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses.

6.10 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.

6.11 cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;

6.12 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.

6.13 make regulations for the management of any property which may be so acquired.

6.14 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.

6.15 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;

6.16 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 (or other liabilities) of the Club if it is wound up; accordingly, if the Club is unable to meet its debts, the members will not be held responsible.

9 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 they 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: -

10.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to

serve on the board and take decisions on changes to the constitution itself.

10.2 the BOARD - who hold regular meetings, and generally control the activities of the Club;

11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

**MEMBERS**

**Qualifications for membership**

12 **Membership** of the Club will be open to all individuals living or working in Galashiels and its environs who wish to assist in the furtherance of the Club's objects and who agree to operate within the constitution and rules of the Club and those of Scottish Athletics. Membership is available in the following categories:

12.1 **Senior Membership** – Aged 18 and above. This category of member have full voting rights.

12.2 **Junior Membership** – Aged 17 and below. This category has full voting rights for those aged 16 and above and no voting rights for those aged below 16.

12.3 **Family Membership** – Discounted Membership – 2 adults and up to 3 children (below the age of 16). Only the Adults in this category will have full voting rights.

12.4 **Honorary Life Membership** – Bestowed by nomination and membership vote. This category has full voting rights.

12.5 **Affiliate Memberships** - Open to any organisation wishing to assist the Club in the furtherance of its objects. This category of membership will have no voting rights.

12.6 **Disability Membership** - Discounted Membership. This category applies to any age but with only members aged 16 and above having voting rights.

12.7 **Gala Harrier Joggers:**
Individuals who participate in Gala Harriers Jog Scotland sessions. These members will be recorded on a separate register maintained by the club to meet Jog Scotland's membership and safeguarding requirements. Jog Scotland Members are welcome to take part in Jog Scotland activities and events but are not entitled to vote at the Club Annual General Meeting or hold office within the club unless they hold full membership.

13 The Board of Trustees shall have the right for good and sufficient reason to terminate the membership of any individual or Club provided that the individual representing such Club (as the case may be) shall have the right to be heard by the Board of Trustees before a final decision is made.

**Application for membership**

14 Any person who wishes to become a member must submit an electronic application for membership.

15 Subject to Clause 26, 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 to admit him/her to membership.

**Membership subscription**

16 The membership subscription shall be recommended by the Board of Trustees and decided upon by the members at an AGM and will be payable in April of each year.

17 Only fully paid-up Members may perform in the name of the Club, vote and take part in Club activities.

**Register of members**

18 The board must keep a register of members, setting out

18.1 for each current member:

18.1.1 his/her full name and address; or that of the Club and

18.1.2 the date on which he/she was registered as a member of the Club.

18.2 for each former member - for at least six years from the date on he/she ceased to be a member:

18.2.1 his/her name; and

18.2.2 the date on which he/she ceased to be a member.

19 The board must ensure that the register of members is updated within 28 days of any change:

19.1 which arises from a resolution of the board or a resolution passed by the members of the Club; or

19.2 which is notified to the Club.

20 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 him/her within 28 days, providing the request is reasonable;

**Withdrawal from membership**

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

**Transfer of membership**

22 Membership of the Club may not be transferred by a member and shall terminate on death.

**Re-registration of members**

23 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Club, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

24 If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the Club before the expiry of the 28-day period referred to in clause 23, the board may expel him/her from membership.

25 A notice under clause 23 will not be valid unless it refers specifically to the consequences (under clause 24) of failing to provide confirmation within the 28-day period.

**Suspension, refusal or termination of membership**

26 The management committee shall be entitled to:

26.1 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 management committee before a final decision is made.

26.2 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 management committee before a final decision is made.

26.3 The member may apply for reinstatement at the next general meeting.

26.4 Any member who fails to pay their fees by the date required shall forfeit their right to representation on the management committee 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.

26.5 Any member under suspension shall be barred from taking part in any match or event under the control of the club.

26.6 The management committee shall inform the member in writing of any decision to terminate their membership.

**DECISION-MAKING BY THE MEMBERS**

**Members' meetings**

27 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

28 The gap between one AGM and the next must not be longer than 15 months.

29 Notwithstanding clause 27, 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.

30 The business of each AGM must include: -

30.1 To approve the minutes of the previous AGM;

30.2 a report by the chair and/or the Secretary on the activities of the Club.

30.3 Treasurer's report and consideration of the annual accounts of the Club.

30.4 the approval of the annual accounts.

30.5 the election/re-election of charity trustees, as referred to in clauses 60 to 63;

30.6 the appointment of independent examiner or examiners;

30.7 motions submitted by the Board of Trustees or by members, and;

30.8 the transactions of such other matter as may from time to time be necessary.

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

31 The board may arrange a special members' meeting at any time by a simple majority vote.

32 The board must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a written notice signed by 33% of the membership or 10 members (whichever is the lesser), sent to the Secretary providing:

32.1 the notice states the purposes for which the meeting is to be held; and

32.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

33 If the board receive a notice under clause 32, 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**

34 At least **twenty-eight [28]** clear days' notice must be given of any AGM or any EGM.

35 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

35.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

35.2 in the case of any other resolution falling within clause 46 (requirement for two-thirds majority) must set out the exact terms of the resolution.

36 The reference to "clear days" in clause 34 shall be taken to mean that, in calculating the period of notice,

36.1 the day after the notices is posted (or sent by e-mail) should be excluded; and

36.2 the day of the meeting itself should also be excluded.

37 Notice of every member's 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 at the meeting.

38 Any notice which requires to be given to a member under this constitution must be: -

38.1 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*

38.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the Club.

**Procedure at members' meetings**

39 No valid decisions can be taken at any members' meeting unless a quorum is present.

40 The quorum for a members' meeting is 25% of the total members or 10 members (whichever is the lesser), present in person.

41 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.

42 The chair of the Club should act as chairperson of each member's meeting.

43 If the chair of the Club is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

**Voting at members' meetings**

44 Every member has one vote, which must be given in person.

45 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 46.

46 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:

46.1 a resolution amending the constitution;

46.2 a resolution expelling a person from membership under clause **Error! R eference source not found.**;

46.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

46.4 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);

46.5 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);

46.6 a resolution for the winding up or dissolution of the Club.

47 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.

48 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.

49 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

**Minutes**

50 The board must ensure that proper minutes are kept in relation to all members' meetings.

51 Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.

52 The board shall make available copies of the minutes referred to in clause 50 to any member of the public requesting them; but on the basis that the board may exclude confidential material.

**BOARD**

**Number of charity trustees**

53 The maximum number of charity trustees is **twelve [12].**

54 The minimum number of charity trustees is **five [5].**

**Eligibility**

55 A person will not be eligible for election or appointment to the board unless he/she is a Senior Member of the Club and has a minimum of 1 full year's Membership prior to nomination/election.

56 A person will not be eligible for election or appointment to the board if he/she is: -

56.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

56.2 an employee of the Club.

**Initial charity trustees**

57 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**

58 At each AGM, the members may elect any member to be a charity trustee (unless he/she is debarred from membership under clause 55 and 56).

59 The board may at any time appoint any member (unless he/she is debarred from membership under clause 55 and 56) to be a Charity Trustee.

60 Charity Trustees are elected for a period of one [1] year, but are then eligible for re-election under clause 61.

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

61.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or

61.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

61.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

**Termination of office**

62 A charity trustee will automatically cease to hold office if: -

62.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

62.2 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;

62.3 he/she ceases to be a member of the Club;

62.4 he/she becomes an employee of the Club;

62.5 he/she gives the Club a notice of resignation, signed by him/her;

62.6 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;

62.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 76);

62.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

62.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

63 A resolution under paragraph 62.7, 62.8 or 62.9 shall be valid only if: -

63.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;

63.2 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

63.3 (in the case of a resolution under paragraph 62.7 or 62.8) 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**

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

64.1 for each current charity trustee:

64.1.1 his/her full name and address;

64.1.2 the date on which he/she was appointed as a charity trustee; and

64.1.3 any office held by him/her in the Club;

64.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:

64.2.1 the name of the charity trustee;

64.2.2 any office held by him/her in the Club; and

64.2.3 the date on which he/she ceased to be a charity trustee.

65 The board must ensure that the register of charity trustees is updated within 28 days of any change:

65.1 which arises from a resolution of the board or a resolution passed by the members of the Club; or

65.2 which is notified to the Club.

66 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the Club, the board may provide a copy which has the addresses blanked out.

**Office-bearers**

67 The Membership must elect at the AGM a President, Vice President, a Treasurer and a Secretary.

68 In addition to the office-bearers required under clause 67, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate to meet the interests of the Club and its Membership.

69 Office-bearers shall retire from office in rotation but may then be re-elected under clause 55 or 61.

70 A person elected to any office will automatically cease to hold that office: -

70.1 if he/she ceases to be a Charity Trustee; *or*

70.2 if he/she gives to the Club a notice of resignation from that office, signed by him/her.

**Powers of board**

71 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.

72 A meeting of the board at which a quorum is present may exercise all powers (referred to in Clause 6) exercisable by the board.

73 The members may, by way of a resolution passed in compliance with clause 46 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

74 The board may fill any vacancies among the Trustees that may occur during the year. These individuals shall hold office until the next AGM where they will retire but may stand for re-election.

75 To delegate any of its powers to a sub-committee appointed for any special purpose.

75.1 Such sub-committee shall be set up with a special remit which will lay down the purpose of the sub-group, any powers delegated from the main committee and timescales associated with it.

75.2 The sub-committee shall make recommendations back to the main committee, who shall have all decision-making authority over the sub-committee and shall have the responsibility of those decisions.

75.3 At least one member of the Committee shall sit on any sub-committee and provide a report at each Trustee meeting after the sub-committee set up in order to inform the rest of the Committee members on progress to date.

75.4 The Chairperson is an ex-officio member of all sub-committees.

**Trustees - general duties**

76 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:-

76.1 seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes.

76.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

76.3 in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:

76.3.1 put the interests of the Club before that of the other party;

76.3.2 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;

76.4 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.

77 In addition to the duties outlined in clause 76, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

77.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

77.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

78 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 76.3 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.

79 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.

80 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**

81 Each of the Charity Trustees shall comply with the code of conduct prescribed by the board from time to time.

82 The code of conduct referred to in clause 76 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**

83 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.

84 At least seven [7] days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

**Procedure at board meetings**

85 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is four [4] or 50% of the charity trustees, whichever is the greater present in person.

86 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 85, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.

87 The chair of the Club should act as chairperson of each board meeting.

88 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

89 Every charity trustee has one vote, which must be given personally.

90 All decisions at board meetings regarding the day to day management of the Club will be made by majority vote, in all other matters they shall be referred to the full membership to consider at an AGM.

91 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.

92 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.

93 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Club; he/she must withdraw from the meeting while an item of that nature is being dealt with.

94 For the purposes of clause 93 : -

94.1 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;

94.2 a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the Board of Trustees, officer or elected representative has an interest in that matter.

**Minutes**

95 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

96 Minutes must be approved at the next meeting by two Trustees who were present at the meeting.

97 The board minutes to be kept under clause 95 must include the names of those present.

98 The board shall (subject to clause 99) make available copies of the minutes referred to in clause 95 to any member of the club requesting them.

99 The board may exclude from any copy minutes made available to a member of the public any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the Club or on the basis

that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## ADMINISTRATION

### Delegation to sub-committees

100 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one Charity Trustee, but other members of a sub-committee need not be Charity Trustees.

101 The board may also delegate to the President of the Club (or the holder of any other post) such of their powers as they may consider appropriate.

102 When delegating powers under clause 100 or 101, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

103 Any delegation of powers under clause 100 or 102 may be revoked or altered by the board at any time.

104 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

### Operation of accounts

105 Subject to clause 111, the signatures of two out of three unrelated signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Club; at least one out of the two signatures must be the signature of a Charity Trustee and ideally the Treasurer.

106 Where the Club uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account can be undertaken by single approval. This can be by the treasurer or other approved trustee, with all transactions being audited on quarterly *basis by an independent trustee who has not been involved in any transactions*

### Accounting records and annual accounts

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

108 The board must prepare annual accounts, complying with all relevant statutory requirements including an independent examination; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a suitably qualified examiner.

**Finance**

109 The funds of the Club may only be used to support the stated objectives of the Club;

110 No member of the Club may receive payment directly or indirectly for services to the Club other than to reimburse legitimate expenses incurred in its work or by written service provision agreement.

111 The Trustees must lodge all monies in a bank account in the name of the Club. Cheques may only be drawn on the signature of approved Trustees, one of whom would ideally be the Treasurer.

112 The Treasurer keeps correct accounts showing the financial affairs of the Club and must arrange for their scrutiny by an independent financial examiner at the end of the financial year – March 31st.

113 A statement showing the balance of Club funds is presented to the Committee of Trustees prior to its submissions to the Annual General Meeting.

114 The Committee of Trustees will prepare a Trustees' Annual Report for the AGM to explain 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;

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

**MISCELLANEOUS**

**Dissolution of the Club**

116 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.

117 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.

118 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.

119 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**

120 This constitution may (subject to clause 121) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46) or by way of a written resolution of the members.

121 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**

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

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

122.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 122.1 above.

123 In this constitution: -

123.1 “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;
“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.

123.2 “board” refers to the board of trustees.