

Constitution of Perth Road Runners

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, objectives, equalities, powers, liability, general structure	clauses 1 - 11
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	clauses 12 -26
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 27 - 52
BOARD (CHARITY TRUSTEES)	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 53 - 81
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 82 - 97
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 98 - 107
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 108 - 113

GENERAL

Name

- 1 The name of the organisation is Perth Road Runners 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 and other relevant regional and national governing bodies.

Objects

- 4 The Club's objectives are:
 - i. To advance public participation in the sport of amateur athletics within the Perth and district area; and
 - ii. The provision of recreational activities and/or facilities with a view to improving the conditions of life for those whom the activities and/or facilities are primarily intended.

Equalities

- 5 In relation to its objectives and aligned to the Equalities Act 2010 the Club will:
 - i. strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy & maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices;
 - ii. 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:
- i. 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;
 - ii. 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;
 - iii. open and operate a bank account in the name of the Club and to make and receive payments in furtherance of the objectives of the Club;
 - iv. engage and pay fees to professional and technical advisers/consultants, where applicable, to assist in the work of the Club;
 - v. engage the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
 - vi. enter into partnerships, or contractual agreements which can further the objects of the Club;
 - vii. invite donations in support of the Club, and allocate donations to charities, keeping records of any such donations and of feedback from recipients;
 - viii. be affiliated to the national governing body - Scottish Athletics and comply with its 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;
 - ix. arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
 - x. collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects, whether in this country or overseas;
 - xi. cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such media as shall further the objects;
 - xii. 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;

- xiii. make regulations for the management of any property which may be so acquired;
 - xiv. subject to such consents as may be required by law, borrow or raise money and accept gifts on such terms and on such security as shall be deemed to be necessary;
 - xv. raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise provided that the Club shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose, and;
 - xvi. do all such other lawful things as are necessary for the attainment of the objects.
- 7 No part of the income or property of the Club may be paid or transferred (directly or indirectly) to the members - either in the course of the Club's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes.

Liability of Members

- 8 The members of the Club have no liability to pay any sums to help to meet the debts, financial or monetary obligations (or other liabilities) of the Club if it is wound up or becomes insolvent; accordingly, if the Club is unable to meet its debts, at no stage, will the members be held responsible to meet these liabilities.
- 9 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 8 does not exclude (or limit) any personal liabilities the members or charity trustees might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 10 The structure of the Club consists of:-
- i. the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - ii. the BOARD - who hold regular meetings, and generally control the activities of the Club;

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

MEMBERS

Qualifications for membership

- 12 Membership shall be open to any individuals over the age of 18 years who support the aims and objectives of the Club, the fees for which are fixed at each Annual General Meeting.
- 13 Membership will be allocated in the following categories:
- (i) Full Member – Full voting rights for those aged 18 and over;
 - (ii) Honorary Member – Honorary Membership shall be nominated by the Board. Honorary Members shall have full voting rights but are not eligible to participate in club racing activities. Honorary Members are exempt from membership fees.
- 14 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
- (i) At least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - (ii) The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Application for membership

- 15 Any person who wishes to become a member must sign a written or send an electronic application for membership.
- 16 The board may, at its discretion, refuse any application for membership on the grounds that such membership would be prejudicial to the objects of the club. The board must notify each applicant promptly of its decision on whether or not to admit the person to membership. 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.

Membership subscription

- 17 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. Fees cover the period 1st November to 31st October.

- 18 Only eligible members may perform in the name of the Club, vote and take part in Club activities.

Register of members

- 19 The board must keep a register of members, setting out
- i. for each current member:
 - (i) his/her full name and essential contact information; and
 - (ii) the date on which he/she was registered as a member of the Club;
 - ii. 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.
- 20 The board must ensure that the register of members is updated within 28 days of any change:
- i. which arises from a resolution of the board or a resolution passed by the members of the Club; or
 - ii. which is notified to the Club.
- 21 If a member or charity trustee of the Club requests a copy of the names of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable;

Withdrawal from membership

- 22 Any person who wants to withdraw from membership must give notice of withdrawal to the Club Secretary. The person will cease to be a member as from the time when the notice is received by the Club Secretary.

Transfer of membership

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

Re-registration of members

- 24 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.
- 25 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 24, the board may terminate the person's membership.
- 26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation within the 28-day period.

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:-
- i. To approve the minutes of the previous AGM;
 - ii. a report by the Chair and the Secretary on the activities of the Club;
 - iii. Treasurer's report and consideration of the annual accounts of the Club and the approval of the draft annual accounts;
 - iv. the election/re-election of charity trustees, as referred to in clauses 58 to 61;
 - v. the appointment of approved independent examiner or examiners of the accounts;

Power to request the board to arrange a Special Members' Meeting

- 31 The board may arrange a special members' meeting at any time by a simple majority vote.
- 32 The board must arrange a Special Members' Meeting if requested to do so by a written notice signed by 5% of the membership or 10 members

(whichever is the lesser) who are eligible to vote, sent to the Secretary providing:

- i. the notice states the purposes for which the meeting is to be held; and
- ii. 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 be no later than **twenty-eight [28]** days from the date on which they received the notice.

Notice of members' meetings

34 At least **fourteen [14]** clear days' notice must be given of any AGM or any Special Members' Meeting, except in such meeting called in respect of Clause 35 which shall require notice of at least **twenty-eight [28]** clear days' notice be given.

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

- i. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- ii. in the case of any other resolution falling within clause 46 (requirement for two-thirds majority (this is the minimum for such a resolution)) 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,

- i. the day after the notices are posted (or sent by e-mail) should be excluded; and
- ii. the day of the meeting itself should also be excluded.

37 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.

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

- i. 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*

- ii. 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 40 persons entitled to vote (whichever is the lesser), each being a member or a proxy for a member.”.
- 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. 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 Chairperson of the Club should act as Chairperson of each Member's meeting.
- 43 If the Chairperson 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 (with the exception of the Chairperson, as referred to in clause 47) has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
 - 44A. A member who wishes to appoint a proxy to vote on their behalf at any members' meeting:-
 - 44A.1 must give to the SCIO a proxy form (in such terms as the board requires), signed by them; or
 - 44A.2 must send by electronic means to the SCIO at the email address notified to the members for that purpose, a proxy form (in such terms as the board requires) providing (in either case) the proxy form is received by the SCIO at the relevant address not less than 48 hours before the time for holding the members' meeting.
 - 44B. An instrument of proxy which does not comply with the provisions of clause 44A, or which is not lodged or given in accordance with such provisions, shall be invalid.

44C. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

44D. A proxy need not be a member of the organisation.

44E. Subject to clause 44F, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than 2 votes as a proxy (in addition to any vote to which they are entitled personally, if they are a member of the SCIO).

44F. Where members have appointed the chair of a members' meeting to vote as their proxy - and have directed the chair (through wording in the proxy form) on whether they should vote on their behalf in favour of, or against, each resolution - the provisions of clause 44E shall not apply in relation to the chair, in acting as proxy for those members.

44G. A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.

45 All decisions at members' meetings will be made by simple majority vote.

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:

- i. a resolution amending the constitution;
- ii. a resolution terminating a person from membership under clause 14;
- iii. a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- iv. 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);
- v. 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);
- vi. 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 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 taken 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 distribute copies of the minutes referred to in clause 50 to all members of the club and to any 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 eleven [11];
- 54 The minimum number of charity trustees is four [4].

Eligibility

- 55 A person will not be eligible for election or appointment to the Board of Trustees unless he/she has been a Member of the Club for not less than six [6] months prior to election.
- 56 A person will not be eligible for election or appointment to the board if he/she is: -
- i. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - ii. 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 co-opt any member (unless he/she is debarred from membership under clause 55 and 56) to be a charity trustee, but the number of co-opted board members must not exceed three [3] in any year.
- 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: -
- i. 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
 - ii. an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - iii. 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: -
- i. he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - ii. 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;
 - iii. he/she ceases to be a member of the Club;
 - iv. he/she becomes an employee of the Club;
 - v. he/she gives the Club a notice of resignation, signed by him/her;
 - vi. 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;
 - vii. 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 80);
 - viii. 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

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

63 A resolution under paragraph, 62 (vii), (viii) or (ix) shall be valid only if: -

- i. 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;
- ii. 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
- iii. in the case of a resolution under paragraph 62 (vii) or (viii) 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

- i. for each current charity trustee:
 - (i) his/her full name and address;
 - (ii) the date on which he/she was appointed as a charity trustee; and
 - (iii) any office held by him/her in the Club;
- ii. 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.

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

- i. which arises from a resolution of the board or a resolution passed by the members of the Club; or
- ii. which is notified to the Club.

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 personal information blanked out.

Office-bearers

- 67 The Members must elect a Chairperson, a Vice Chair, a Treasurer and a Secretary.
- 68 In addition to the office-bearers required under clause 67, the members may elect 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 but may then be re-elected under clause 58 to 61.
- 70 A person elected to any office will automatically cease to hold that office: -
- i. if he/she ceases to be a charity trustee; *or*
 - ii. 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 exercisable by the board.
- 73 The members may, by way of a resolution passed in compliance with clause 46 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.

Trustees - general duties

- 75 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:-
- i. seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its objectives;
 - ii. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

- iii. 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;
- iv. 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.

76 In addition to the duties outlined in clause 75, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- i. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- ii. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

77 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 75 (iii) 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.

78 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.

79 With prior approval of the Board, 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

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

- 81 The code of conduct referred to in clause 80 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

- 82 Any charity trustee may call or request a meeting of the board *or* ask the secretary to call a meeting of the board.
- 83 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. In such cases, the meeting shall be convened at the earliest opportunity once all board Members have been informed and on the basis that a quorum is met.

Procedure at board meetings

- 84 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is five [5] charity trustees or 50% of the number of the Board of Trustees [whichever is the greater], present in person.
- 85 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 84, 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.
- 86 The Chairperson of the Club should act as chairperson of each board meeting.
- 87 If the Chairperson 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.
- 88 Every charity trustee has one vote, with the exception of the Chairperson (as referred to clause 90), which must be given personally.
- 89 All decisions at board meetings will be made by simple majority vote.
- 90 If there are an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a casting vote.

- 91 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.
- 92 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.
- 93 For the purposes of clause 92 : -
- i. 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;
 - ii. 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

- 94 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 95 The board minutes to be kept under clause 94 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 96 The board shall (subject to clause 97) distribute copies of the minutes referred to in clause 94 to all members of the club.
- 97 The board may exclude from any copy of the minutes made available to a member 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

- 98 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.

- 99 The board may also delegate to its Chairperson (or the holder of any other post) such of their powers as they may consider appropriate.
- 100 When delegating powers under clause 98 or 99, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 101 Any delegation of powers under clause 98 or 99 may be revoked or altered by the board at any time.
- 102 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

- 103 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 the Treasurer.
- 104 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 103.

Accounting records and annual accounts

- 105 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 106 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 auditor.
- 107 In the event of the audit or independent examination of the accounts being carried out by a current Full or Honorary member of the club, then that member must abstain from any vote pertaining to the Club's accounts at an AGM or Special Members' Meeting.

MISCELLANEOUS

Dissolution of the Club

- 108 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.

- 109 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

- 110 This constitution may (subject to clause 111) be altered by written resolution of the members (see Clause 32) passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46).
- 111 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

- 112 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- i. any statutory provision which adds to, modifies or replaces that Act; and
 - ii. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 124 (a).
- 113 In this constitution: -
- i. "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;
 - ii. "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.
 - iii. "board" refers to the Board of Trustees.

Constitution written February 2018