

Fraser Park Bowling Club
hereinafter referred to as the Club will operate as a SCIO
(Scottish Charitable Incorporated Organisation)
and the principal office will be, and remain, in Scotland

CONTENTS		
GENERAL	Type of Organisation, Name, Scottish Principal Office, Objectives, Equalities, Powers, Liability, General Structure.	Clauses 01 - 12
MEMBERS	Qualifications for Membership, Visitors, Application, Subscription, Register of Members, Withdrawal, Transfer, Renewal, Refusal, Suspension, Expulsion, Termination.	Clauses 13 - 38
DECISION-MAKING BY THE MEMBERS	Members' Meetings, Power to Request Members' Meeting, Notice, Procedure at Members' Meetings, Voting at Members' Meetings, Minutes.	Clauses 39 - 66
BOARD (CHARITY TRUSTEES)	Number, Eligibility, Initial, Election / Retiral / Re-election, Termination of Office, Register of Charity Trustees, Powers, General Duties, Code of Conduct.	Clauses 67 - 92
DECISION-MAKING BY THE CHARITY TRUSTEES	Notice, Procedure at Board Meetings, Minutes.	Clauses 93 - 109
ADMINISTRATION	Sub-committees, Operation of Accounts, Accounting Records and Annual Accounts, Finance, Indemnity.	Clauses 110 – 124
MISCELLANEOUS	Dissolution, Alterations to the Constitution, Interpretation.	Clauses 125 - 133
Membership Categories	Life, Member, Junior, Young Adult, Student, Social, Waiting.	Appendix 1
Office Bearers, Trustees and elected members	Code of Conduct (93 & 94) including Conflict of Interest (88.2, 93 & 94).	Appendix 2
Sub-committees and Association Representatives	Greens, Ties, Catering. Policy and Procedures; BS, NCBA, NCLBA, IBA, etc	Appendix 3
Nomination Form	AGM. Office Bearers, Trustees.	Appendix 4
Table Clause 60A	Two thirds of the members present and voting requirement	Appendix 5
Dissolution		Appendix 6
Byelaws	Incorporating Excisable Liquor	Appendix 7

Charity and Trustees Investment (Scotland) Act 2005

Constitution of

Fraser Park Bowling Club

- “2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
- “AGM” means an Annual General Meeting.
- “Board” means the Board of Charity Trustees.
- “Charity” means a body entered in the Scottish Charity Register as defined under section 106 of Charities and Trustee Investment (Scotland) Act 2005.
- “Charity Trustees” means the persons having the general control and management of the Club.
- “Committee Members” means Charity Trustees
- “Clauses” means any clause.
- “Clear days”, in relation to notice of a meeting, means a period excluding the day when notice is given and the day of the meeting.
- “EGM” means an Extra General Meeting.
- “Individual” means a human/person.
- “Management Committee Members” means Charity Trustees
- “Members” means those individuals who have joined this Club.
- “Club” means the SCIO whose constitution this is.
- “OSCR” means the Office of the Scottish Charity Regulator”
- “Property” means any property, assets or rights, heritable or moveable, wherever situated in the world.
- “SCIO” means Scottish Charitable Incorporated Organisation.
- “them” and “them” refer to individuals (either he, she, him, her or they).
- Words in the singular include the plural and words in the plural include the singular.
- These Clauses supersede any model clauses. Any words or expressions defined in the 2005 Act shall, if not inconsistent with the subject or context, bear the same meanings in the Clauses.
- The Schedule to these Clauses is deemed to form an integral part of these Clauses.

GENERAL

Type of Organisation

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

Name

- 2 The name of the organisation is Fraser Park Bowling Club, incorporating both the outdoor bowling green and the short carpet (indoor) bowling facilities referred hereafter to as “the Club”.

Scottish Principal Office

- 3 The principal office of the Club will be in Scotland (and must remain in Scotland) and operate from Inverness.

Objectives

- 4 The Club will operate as a non-profit distributing Charity whose principal objectives are: -
 - 4.1 the advancement of public participation in Bowls as a sport;
 - 4.2 to provide bowls related recreational facilities and/or organise recreational activities, available to members with the object of improving their conditions of life;
 - 4.3 to promote, establish, operate and/or support other schemes and projects with wholly charitable purposes for the benefit of the Community;
 - 4.4 provide coaching and instruction as necessary;
 - 4.5 to foster relationships with other outdoor and short carpet (indoor) bowling Clubs;
 - 4.6 any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.
- 5 In furtherance of these objectives the Club shall affiliate to appropriate organisations, (clause 7.9) and organise games and competitions on behalf of the members.

Equalities

- 6 In addition to its objectives and aligned to the Equalities Act 2010 the Club will:
 - 6.1 strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy & maternity, race, religion or belief, gender, sexual orientation or any other such artificial barriers or prejudices;

- 6.2 strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above.

Powers

- 7 In furtherance of the Objectives, the Club will, in its purpose: -
 - 7.1 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;
 - 7.2 where necessary, employ and pay any person or persons (whether paid or self-employed) to supervise, organise and carry on the work of the Club;
 - 7.3 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;
 - 7.4 engage and pay fees to professional and technical advisers, consultants, members, where applicable, to assist in the work of the Club;
 - 7.5 engage the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
 - 7.6 enter into partnerships, or contractual agreements which can further the objectives of the Club;
 - 7.7 invite donations in support of the Club, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients;
 - 7.8 to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Club and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation;
 - 7.9 be affiliated to the national governing body – Bowls Scotland and comply with its regulations and statutes and in addition take out membership of such Associations or Leagues or Organisations that are considered to be in the interest of and compatible with the objectives of the Club;
 - 7.10 to effect insurance of all kinds (which may include indemnity insurance in respect of Office Bearers, Trustees and Members);
 - 7.11 to oppose, or object to, any application or proceedings which may prejudice the interests of the Club;
 - 7.12 arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
 - 7.13 collect and disseminate information on all matters affecting the objectives and exchange such information with other bodies having similar objectives, whether in this country or overseas;

- 7.14 purchase, take on lease or exchange, rent, hire or otherwise acquire heritable property and the title or lease to such heritable property shall be taken in the name of the club;
 - 7.15 any rights and privileges necessary for the promotion of the objectives to construct, maintain and alter any buildings necessary for the work of the Club;
 - 7.16 make regulations for the management of any property which may be so acquired;
 - 7.17 to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust;
 - 7.18 subject to such consents as may be required by law, borrow or raise money and accept gifts on such terms and on such security as shall be deemed to be necessary;
 - 7.19 raise funds, invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise provided that the Club shall not undertake permanent trading activities in raising funds for the said objectives except by means of a company established for that purpose; and
 - 7.20 do all such other lawful things as are necessary for the attainment of the objectives.
- 8 No part of the income or property of the Club may be paid or transferred (directly or indirectly) to the members - either in the course of the Club's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes.

Liability of Members

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

General Structure

- 11 The structure of the Club consists of: -
- 11.1 the Members - who have the right to attend members' meetings (including any annual / extra general meeting) and have important powers under the constitution; in particular, the members appoint Charity Trustees to serve on the Board and take decisions on changes to the constitution itself;

11.2 the Board - who hold regular meetings, and control the activities of the Club.

12 The members serving on the Board are referred to in this constitution as Charity Trustees.

MEMBERS

Qualification for Membership

13 Membership of the Club will be open to all individuals who wish to assist in the furtherance of the objectives and who agree to operate within the constitution.

14 Membership, Appendix 1, is available in the following categories: -

	Membership Category	Voting Rights	Subscription
14.1	Life Member;	full voting rights;	Free;
14.2	Ordinary, aged 25 and over;	full voting rights;	Full Subscription;
14.3	Student;	full voting rights;	½ Subscription
14.4	Young Adult, Aged 16 to 25;	full voting rights;	½ Subscription
14.5	Social Member;	no voting rights;	½ Subscription;
14.6	Junior, up to 16 years;	no voting rights;	Free;
14.7	Waiting / Potential Members;	no voting rights;	N/A;

15 Age limits for membership shall be that attained as at the first [1] day of April.

16 Employees of the Club are not eligible for membership, equally members are not eligible to become employees.

17 Juniors, Social and Waiting / Potential Members

17.1 shall not be eligible to serve as Charity Trustees;

17.2 shall not be entitled to a vote.

Visitors

18 All visitors shall sign the visitor's book, and in so doing accept the Constitution, Policies, Procedures, Rules and Bye-Laws of the Club.

19 Visiting times shall normally be: -

19.1 Monday 2pm to 4:30pm.

19.2 Thursday 2pm to 4:30pm.

19.3 Friday 2pm to 4:30pm.

- 20 From time to time the above times may not be available should they clash with open or domestic Club Competitions and the Board reserve the right to amend the advertised times subject to the conditions prevailing at the time.
- 21 All responsible members of the public wishing to use the Green may do so upon payment of the appropriate fee providing they are suitably equipped but shall exclude any person who is suspended or expelled by the Club.
- 22 Any members who are under suspension from the Club shall not have the privilege of using the Bowling Green nor the Club facilities as a visitor, (clause 38).
- 23 Any members of the Public who, due to their unsociable behaviour, shall be excluded from visiting rights.

Application for Membership

- 24 Any person who wishes to become a member must sign a written application or send an electronic application for membership to the secretary. No application for membership will be refused on other than reasonable grounds.
- 25 Where any application is refused by the Board, there shall be an appeal process where the applicant may appeal to the members at an AGM.
- 26 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to grant membership.

Membership Subscription

- 27 The membership subscription will be recommended by the Board and agreed upon by way of a simple majority vote of the members at each AGM and will be payable by the last day [30] of April each year.
- 28 Only members who have fulfilled the requirements of their subscriptions may represent the Club, vote and take part in Club activities.
 - 28.1 Any member resigning, for whatever reason, shall not be entitled to a refund of any membership subscription paid.

Register of Members

- 29 The Board must keep a register of members:
 - 29.1 for each current member: -
 - 29.1.1 their full name and essential contact information for that of the Club; and
 - 29.1.2 their next of kin and essential contact information for that of the Club; and
 - 29.1.3 the date on which they were registered as a member of the Club.
 - 29.2 for each former member - for at least seven [7] years from the date on which they ceased to be a member: -

29.2.1 their name; and

29.2.2 the date on which they ceased to be a member.

30 The Board must ensure that the register of members is updated within twenty-eight [28] days of any change notified to the Club.

31 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 within twenty-eight [28] days, providing the request is reasonable;

31.1 If the request is made by a member (rather than a Charity Trustee), the Board may provide a copy which has the addresses, telephone number/s, email address and next of kin redacted out, (clause 80).

Withdrawal from Membership

32 Any member who wants to withdraw from membership must give a signed written notice of withdrawal to the secretary.

Transfer of Membership

33 Membership of the Club may not be transferred by a member.

Renewal of Members

34 The Board will issue notices: -

34.1 to the members informing them that their membership subscription is due for renewal;

34.2 giving the member the opportunity to confirm that they wish to remain as a member of the Club;

34.3 allowing each member, a period of twenty-eight [28] days (running from the date of issue of the notice) to provide that confirmation to the Board.

35 Where a member fails to provide confirmation to the Board (in writing or by e-mail) that they wish to remain as a member of the Club before the expiry of the twenty-eight [28]-day period referred to in clause 34, then their membership shall lapse and the Board will remove them from membership role.

Refusal

36 The Board shall have the power to refuse to renew membership.

37 The Board shall have the right for good and sufficient reason to refuse renewal of membership of any individual provided that the individual shall have the right to be heard by the Board before a final decision is made; as per clause 38 herein.

Suspension Expulsion or Termination from Membership

38 All disciplinary matters will be dealt with in accordance with Bowls Scotland Regulations and the Club Grievance and Disciplinary Policy and Procedures insofar as appropriate to the particular disciplinary matter in question, and save

insofar as is not inconsistent with any rule or sub-rule contained herein. The following shall apply to this clause: -

- 38.1 the Board shall have the power to suspend any member for actions detrimental to the Club;
- 38.2 the Board shall have the right for good and sufficient reason to terminate the membership of an individual provided that the individual shall have the right to be appeal; as per clause 38.
- 38.3 the termination of a member will be carried out by way of a resolution passed by no less than two-thirds of the members present and voting at a general meeting. No less than twenty-one [21] days' notice shall be provided of the intention to propose the resolution.
- 38.4 any member under suspension from the club shall, during their suspension, automatically lose all the privileges of membership including those extended to a visitor including exclusion from taking part in any match or event under the control of the Club.

DECISION-MAKING BY THE MEMBERS

Members' Meetings - Annual General Meeting

- 39 The Board must arrange an Annual General Meeting (AGM) of the members in each calendar year.
- 40 The AGM will usually be held on the second Wednesday in November each year. Nomination sheets shall be provided on the notice Board in the clubhouse, (Appendix 4).
 - 40.1 Office-Bearers and Trustees shall be elected at the Annual General Meeting in each year by a simple majority vote, (clause 40.2);
 - 40.2 only life, fully paid-up ordinary, student and young adult members shall have the right to vote in person on any motion.
 - 40.3 only life, fully paid-up ordinary, student and young adult members may be elected and serve on the Board.
 - 40.4 the names of members proposed and seconded for nomination as Office-Bearers or as Trustees and willing to serve as such, shall be entered by signature by the nominee, the Proposer and the Secunder on the nomination sheets provided on the notice Board in the clubhouse, (Appendix 4);
 - 40.5 all Nominees, Proposers and Seconders shall be intimated to the members of the Club in the notice calling the Annual General Meeting;
 - 40.6 the nomination sheets shall be placed on the notice Board on a time and date not later than noon on the twenty-first [21] day of August and the closing time and date for nominations shall be noon on the last day of September in each year;

- 40.7 remaining vacancies shall be by nomination given verbally at the A.G.M;
- 40.8 no member shall be nominated in their absence unless written consent has been previously obtained from the member.
- 41 Notwithstanding clause 39, 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.
- 42 The business of each AGM must include: -
 - 42.1 to approve the minutes of the previous AGM;
 - 42.2 matters arising out of these minutes;
 - 42.3 correspondence relevant to the AGM;
 - 42.4 a report by the President and/or Secretary on the activities of the Club;
 - 42.5 the Treasurer's report and consideration of the annual accounts of the Club;
 - 42.6 the approval of the accounts;
 - 42.7 the fixing of Annual Subscriptions;
 - 42.7.1 different rates may be set for Ordinary Members, Students, Young Adults, Social Members and Junior Members.
 - 42.8 the election/re-election of Charity Trustees, as referred to in clauses (72 to 76);
 - 42.9 the appointment of an independent examiner or examiners (complying with clause 116) and (a guide to Independent Examiners, published by OSCR (clause 12));
 - 42.9.1 two independent Club members,); or
 - 42.9.2 one external independent examiner.
 - 42.10 appoint from the membership of a
 - 42.10.1 Welfare Officer;
 - 42.10.2 Data Controller;
 - 42.10.3 Health & Safety Convenor;
 - 42.10.4 COVID-19 Officer.
 - 42.11 each person appointed under clause 42.10 need not be a member of the Board;
 - 42.12 motions submitted by the Board or by members, and

42.13 the transaction of such other matter may from time to time be necessary.

43 At least twenty-eight [28] clear days' notice must be given of any AGM.

Power to Request the Board to Arrange an Extra General Meeting

44 The Board must arrange an Extra General Meeting (EGM) at any time by a simple majority vote of the Board, notify the members of the date; and

44.1 the notice must state the purpose for which the meeting is to be held; and

44.2 the purpose must not be inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

45 The Board must arrange an Extra General Meeting (EGM) when they are requested to do so by a written notice signed by not less than five [5] members, excluding Juniors, Social and Waiting members of the Club sent to the Secretary, providing: -

45.1 the notice must state the purpose for which the meeting is to be held; and

45.2 the purpose must not be inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

46 If the Board receive a notice under clause 44 and clause 45, the date for the meeting which they arrange in accordance with the notice must not be later than: -

46.1 within Fourteen [14] days of receiving such a request the Secretary shall forthwith call an EGM of the Club;

46.2 each Club Member shall be given not less than twenty-one [21] Days written notice of an EGM and such notice shall require to state the business of the meeting so called and that business only shall be transacted at the EGM;

46.3 for the avoidance of doubt the meeting shall normally be held on a Wednesday evening and the above process shall be concluded within a period not exceeding thirty-five [35] days from the date the Board received such a motion or request. Normally the thirty-five [35] days shall include Sundays and Public Holidays.

Notice of Members' Meetings

47 The notice calling General Meeting must specify in general terms what business is to be dealt with at the meeting; and

47.1 in the case of a motion to alter the constitution, it must set out the exact terms of the proposed amendment(s); or

- 47.2 in the case of any other motion falling within clause 60 (requirement for two-thirds of the members present and voting) must set out the exact terms of the motion.
- 48 The reference to “clear days” in clause 43 shall be taken to mean that, in calculating the period of notice.
- 48.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 48.2 the day of the meeting itself should also be excluded.
- 49 Notice of every members' meeting must be given to all the members of the Club, and to all the Charity Trustees.
- 50 Any notice which requires to be given to a member under this constitution must be: -
- 50.1 published on the Club website; and
- 50.2 communicated in writing to the member, at the address last notified by the member to the Club; and/or
- 50.3 sent by e-mail to the member, at the e-mail address last notified by the member to the Club.

Procedure at Members' Meetings

- 51 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 52 The quorum: -
- 52.1 for an AGM is one quarter of the membership excluding Junior, Social and Waiting Members, present in person.
- 52.2 for an EGM is one third of the membership excluding Junior, Social and Waiting Members, present in person.
- 53 Where 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 the meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 54 An Annual or Extra General Meeting can only be adjourned if the meeting becomes inquorate or on a successful motion requesting an adjournment.
- 54.1 the previous proceedings of that meeting shall not be invalidated if the meeting becoming inquorate, or on a successful motion requesting an adjournment.
- 55 An Annual or Extra General Meeting the meeting shall be adjourned to a date agreed by the members present which shall normally be not less than twenty-one [21] days and not more than thirty-five [35] days following the date the meeting

was adjourned. Each Club Member shall be given not less than Fourteen [14] days written notice as clause 50. The said notice may also be advertised in the local press.

- 55.1 the person presiding must, with the agreement of the majority of members present, set the date, time and place for the reconvened meeting;
 - 55.2 the members attending a reconvened AGM shall comply with (clause 51 and clause 52.1);
 - 55.3 the members attending a reconvened EGM shall comply with (clause 51 and clause 52.2).
- 56 The President of the Club should act as chairperson of each members' meeting.
- 57 If the President 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 a Members' Meetings

- 58 Every life, fully paid-up ordinary, student and young adult member shall be entitled to one vote, on each motion, which must be given in person.
- 59 All decisions at members' meetings will be made by simple majority vote - with the exception of the types of motion listed in clause 60.
- 60 The following motions will be carried only when passed by two-thirds of the members present and voting, (table 60A, (Appendix 5)), at a members' meeting:
- - 60.1 a motion amending the name of the Club;
 - 60.2 a motion to amend the Constitution;
 - 60.3 a motion to amend the objectives of the Club;
 - 60.4 a motion directing the Board to take any particular step (or directing the Board not to take any particular step);
 - 60.5 a motion 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);
 - 60.6 a motion 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);
 - 60.7 a motion for the winding up or dissolution of the Club, (clause 125– 128).
- 61 Where there is an equal number of votes for and against any motion, (clause 62) the chairperson of the meeting will be entitled to a second (casting) vote.

- 62 A motion 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.
- 63 The chairperson will decide how any secret ballot is to be conducted; and
- 63.1 The chairperson will declare the result of the ballot at the meeting;
- 63.2 the Secretary and one other member shall check each count and shall record the total vote for and against each nomination or proposal;
- 63.3 it shall be open to any member to request a recount.

Minutes - Members Meetings

- 64 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 65 Minutes of members' meetings must include the names of those present; and should be signed by the chairperson and Secretary of the meeting.
- 66 The Board shall make available copies of the minutes referred to in clause 64 to any member of the Club requesting them; but on the basis that the Board may exclude confidential material to the extent permitted under clause 110.

BOARD

Number of Charity Trustees

- 67 The maximum number of Charity Trustees is 14.
- 68 The minimum number of Charity Trustees is 8.

Eligibility

- 69 Only life, fully paid-up ordinary, student and young adult members, (clause 40.3) will be eligible for election to the Board.
- 70 A member will not be eligible for election to the Board if they are disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005.

Initial Charity Trustees

- 71 The members 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.

Election, Retiral, Re-election

- 72 At each AGM, the members may elect any member, clause 69 (unless the member is debarred under clause 70 to be a Charity Trustee.

- 73 The Board may at any time elect, (subject to 67 and clause 68) any life, fully paid-up ordinary, student and young adult members, clause 69, unless the member is debarred under clause 70 to be a Charity Trustee.
- 74 Charity Trustees are elected to the Board for a period of one [1] year, but shall then be eligible for re-election under clause 75.
- 75 The members must elect the following Office Bearers / Charity Trustees: -
- 75.1 a President;
 - 75.2 a Vice-President;
 - 75.3 a Treasurer;
 - 75.4 a Secretary;
 - 75.5 up to ten [10] additional Charity Trustees.
 - 75.6 In the event where the meeting is unable to elect a minimum of three Office Bearers and not less than a further five [5] Trustees the meeting shall be adjourned to a date, time and venue as determined at the said Annual General Meeting, (clause 54).
- 76 All Charity Trustees shall retire from office at each AGM but may then be re-elected under clause 72 or clause 73.

Termination of Office

- 77 A Charity Trustee will automatically cease to hold office if: -
- 77.1 the member become disqualified, from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 77.2 the member becomes incapable, for medical reasons of carrying out their duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 77.3 the member ceases to be a member of the Club;
 - 77.4 the member becomes an employee of the Club;
 - 77.5 the member gives to the Club a signed written notice of resignation;
 - 77.6 the member become prohibited from being a Charity Trustee by virtue of section 69(2) of the 2005 Act;
 - 77.7 the member commit's any offence under section 53 of the Charities and Trustees Investment (Scotland) Act 2005.

Register of Charity Trustees

- 78 The Board must keep a register of Charity Trustees, setting out;
- 78.1 for each current Charity Trustee: -

- 78.1.1 their full name and legally required information;
- 78.1.2 the date on which the member was appointed as a Charity Trustee; and
- 78.1.3 any office held by that member in the Club;
- 78.2 for each former Charity Trustee - for at least seven [7] years from the date on which the member ceased to be a Charity Trustee: -
 - 78.2.1 the name of the Charity Trustee;
 - 78.2.2 any office held by that Trustee in the Club; and
 - 78.2.3 the date on which the Trustee ceased to be a Charity Trustee.
- 79 The Board must ensure that the register of Charity Trustees is updated within twenty-eight [28] days of any change.
- 80 If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied within twenty-eight [28] days, providing the request is reasonable; the Board may provide a copy which has the addresses, telephone number/s, email address and next of kin redacted out.

Powers of Board

- 81 Except where this constitution states otherwise, (clause 105), the Club will be managed by the Board.
- 82 A meeting of the Board at which a quorum, (clause 96), is present may exercise all powers exercisable by the Board.
- 83 The members may, by way of a motion passed in compliance with clause 60 (requirement for two-thirds of the members present and voting), 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.
- 84 The Board may fill any vacancy arising as a result of the retiral or resignation of any elected Charity Trustee that may occur during the year among the Charity Trustees' or by electing any life, fully paid-up ordinary, student and young adult members to the Board. All such members shall hold office until the next AGM where they will retire but may stand for re-election, (clause 73).
- 85 To delegate any of its powers to a sub-committee, Appendix 3, appointed for any special purpose.
 - 85.1 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 Board and timescales associated with it;
 - 85.2 the sub-committee shall make recommendations back to the Board, who shall have all decision-making authority over the sub-committee and shall have the responsibility of those decisions;

- 85.3 at least one member of the Board shall sit on any sub-committee and provide a report at each Board meeting on the progress to date.

Charity Trustees - General Duties

- 86 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: -
- 86.1 seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its objectives;
- 86.2 in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party: -
- 86.2.1 put the interests of the Club before that of the other party;
- 86.2.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Club and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;
- 86.3 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.
- 87 In addition to the duties outlined in clause 86, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 87.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- 87.2 that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.
- 88 Provided the Charity Trustee has declared their interest - and have not voted on the question of whether or not the Club should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the organisation in which the member has a personal interest; and (subject to clause 91) and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 89 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 their duties as a Charity Trustee.
- 90 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to attendance at meetings.

Code of Conduct for Charity Trustees

- 91 Each of the Charity Trustees shall comply with the code of conduct, (Appendix 2 (incorporating detailed rules on conflict of interest)) prescribed by the Board.

- 92 The code of conduct referred to in clause 91 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.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of Board Meetings

- 93 Any Charity Trustee may call a meeting of the Board or ask the secretary to call a meeting of the Board intimating the purpose of the meeting.
- 94 At least seven [7] days' notice must be given of each Board meeting.
- 94.1 where there is a degree of urgency the notice for such a meeting shall be three [3] days, this notice being given personally to each Board member.

Procedure at Board Meetings

- 95 No valid decisions can be taken at a Board meeting unless a quorum is present.
- 96 The quorum for Board meetings will be half their number plus one of the elected Charity Trustees, present in person.
- 96.1 where a Quorum is not present or the meeting becomes inquorate or on a successful motion requesting an adjournment. the meeting shall be adjourned;
- 96.2 the previous proceedings of that meeting shall not be invalidated if the meeting becoming inquorate or on a successful motion requesting an adjournment.
- 96.3 the meeting shall normally be adjourned to a date not less than five and not more than ten [10] days after the inquorate meeting. Each Trustee shall normally be given not less than three [3] days written notice;
- 96.4 the person presiding must, with the agreement of the majority of members present, set the date, time and place for the adjourned meeting.
- 97 If at any time the number of elected Charity Trustees in office falls below the number stated in clause 68, the remaining Charity Trustee(s) will have power to fill the vacancies, (clause 84) or call a members' meeting, (clause 45) but will not be able to take any other valid decisions.
- 98 A Charity Trustee may participate in a Board meeting by means of a virtual meeting (ZOOM, MICROSOFT TEAMS, or similar), telephone (land line, mobile or similar) or similar communication equipment, whereby all the Charity Trustees participating in the meeting can hear each other. A Charity Trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.

- 99 The President of the Club should act as chairperson of each Board meeting.
- 100 If the President is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 101 Every Charity Trustee has one vote, which must be given by attending in person.
- 102 If there is an equal number of votes for and against any motion, the chairperson of the meeting will be entitled to a second (casting) vote.
- 103 All decisions at Board meetings regarding the day-to-day management of the Club will be made by simple majority vote, in all other matters they shall be referred to the full membership to consider at an AGM.
- 104 The Board may, at its discretion, allow any person to attend and speak at a Board meeting. That person shall not participate in decision-making and shall not be entitled to a vote at such meeting.
- 105 A Charity Trustee must not vote at a Board meeting (or at a meeting of a sub-committee) on any motion which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Club; the Trustee must withdraw from the meeting while an item of that nature is being dealt with.
- 106 For the purposes of 105: -
- 106.1 an interest held by an individual who is “connected”, (clause 133), 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;
- 106.2 a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which the Trustee is an employee, director, member of the Board, officer or elected representative has an interest in that matter.

Minutes - Board Meetings

- 107 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 108 The minutes to be kept under clause 107 must include the names of those present; and (so far as possible) should be signed by the chairperson and secretary of the meeting.
- 109 The Board shall (subject to clause 108) make available copies of the minutes referred to in clause 107 to any member of the Club requesting them.
- 110 The Board may exclude from any copy minutes made available to a member of the public under 109 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

- 111 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.
- 112 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board; (Appendix 3)
- 112.1 The Board shall at the first Board Meeting following the Annual General Meeting, appoint Sub-Committees; (Appendix 3).
- 112.2 The Board shall at the first Board Meeting following the Annual General Meeting, appoint Association Representatives; (Appendix 3).

Operation of Accounts

- 113 Subject to clause 114, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Club; one of the two signatures must always ideally be the signature of the Treasurer. The two signatures must not be (connected persons, (clause 133)).
- 114 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 113.
- 114.1 The Treasurer has the authorisation to process the payment;
- 114.2 The bank or building society then contact one or both of the other authorised signatories' where The President or Secretary or both must then approve the payment.

Accounting Records and Annual Accounts

- 115 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 116 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 qualified independent examiner.
- 116.1 The independent examination of receipts and payments accounts must be carried out by someone independent of the management and administration of the Charity and whom the Charity Trustees believe has

the required skills and experience to carry out a competent examination of the accounts.

- 116.2 The Independent examiner/s or auditors shall prepare and produce a report from an independent examiner or auditor.
- 116.3 Two Members of the Club who are not Members of the Committee and must not be (connected persons, (clause 133)) shall be appointed at the AGM, to review the accounts of the Club for the ensuing year.

Finance

- 117 The fund of the Club may only be used to support the stated objectives of the Club.
- 118 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.
- 119 The Treasurer must lodge all monies in a bank account in the name of the Club. Cheques should only ideally be drawn on the signature of the Treasurer and one of the other nominated Trustees who is not a (connected person, (clause 133)).
- 120 The Treasurer keeps accurate accounts showing the financial affairs of the Club and must arrange for their scrutiny by an Independent Examiner (clause 42.9) at the end of the financial year ending 30 September.
- 121 A statement showing the balance of Club funds held in hand or designated Club bank account is presented to the Board of Trustees prior to its submissions to the Annual General Meeting.
- 122 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.
- 123 All monies due and owing to the Club shall be recoverable, at law, in the name of the Club.

Indemnity

- 124 Subject to the terms of the 2005 Act and without prejudice to any other indemnity, the Office Bearers, Charity Trustees, members of any sub-committee or members of the Club may be indemnified out of the funds of the Club against any loss or liability (including the costs of defending successfully any court proceedings) which they may incur or sustain, in connection with or on behalf of the Club.

MISCELLANEOUS

Dissolution of the Club

- 125 If the Club is to be wound up or dissolved, (Appendix 6) 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 and subject to written consent being obtained from OSCR (and its successors).

- 126 If the Club is to be dissolved, the Board will call an EGM, called specifically for that purpose and a motion will be brought before the membership. The motion will be carried only when passed by two-thirds of the members present and voting, (clause 60, (table 60A, (Appendix 5))), of the life, fully paid-up ordinary, student and young adult members present, eligible to vote and voting, (clause 40.2 and clause 58).
- 127 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.
- 128 Any surplus assets available to the Club immediately preceding its winding up or dissolution must be used for objectives which are the same as - or which closely resemble - the objectives of the Club as set out in this constitution.

Alterations to the Constitution

- 129 This constitution may (subject to clause 130) be amended by a motion of the members passed at a members' meeting subject to two thirds of the members present and voting referred to in clause 60.
- 130 The Board must notify OSCR (and its successors) of any changes to the constitution not relating to the objectives, in terms of section 17 of The Charities and Trustee Investment (Scotland) Act 2005.

Interpretation

- 131 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 131.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 131.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 129.1.
- 132 In this constitution: -
- 132.1 "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 2011, providing (in either case) that its objectives are limited to charitable purposes;
 - 132.2 "Charitable Purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
 - 132.3 "Board" refers to the Board of Trustees.
- 133 "connected persons" means: -

- 133.1 spouses, civil partners and cohabitees of a Charity Trustee;
- 133.2 child, stepchild, parent, grandchild, grandparent, brother or sister of a Charity Trustee (and a spouse of any such person);
- 133.3 an institution controlled by a Charity Trustee or a person connected with them or two or more Trustees/connected persons when taken together;
- 133.4 a body corporate or company in which the Charity Trustee or a person connected with them has a substantial interest; or
- 133.5 a Scottish partnership (business) in which the Charity Trustee or, a person connected with them is a partner.

-- End --