



BELLAHOUSTON HARRIERS

CONSTITUTION

CONSTITUTION
of
BELLAHOUSTON HARRIERS
(Revised 19th September 2023)

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination	clauses 11 - 30
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 31 - 56
COMMITTEE (CHARITY TRUSTEES)	number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 57 - 86
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at committee meetings, minutes	clauses 87 - 102
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 103 - 111
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 112 – 117

GENERAL

Type of organisation

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

Scottish principal office

- 2 The principal office of the organisation will be in Scotland, currently at Cartha Queen's Park Rugby Football Club, 92 Dumbreck Road, Glasgow, G41 4SN.

Name

- 3 The name of the organisation is Bellahouston Harriers, hereafter referred to as 'the club'.

Purposes

- 4 In terms of the Charities and Trustee Investment (Scotland) Act, 2005, the club's general purposes are as outlined in section 7(2) (h), the advancement of public participation in sport; and section 7(2) (i), the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for who the facilities or activities are primarily intended. Specifically, the purposes of the club are:
 - 4.1 To encourage the practice, participation, promotion and development of athletics;
 - 4.2 To embrace participants of all abilities at athletics events;
 - 4.3 To provide training, support and coaching for members;
 - 4.4 To organise athletics events open to the general public;
 - 4.5 To do all of the above as a member of the governing body, Scottish Athletics, and operate in line with the governing body's rules, regulations and disciplinary code.
 - 4.6 In carrying out its charitable purposes, the club will adopt the Scottish Athletics' Equality Policy and will ensure compliance with the Equality Act 2011 and the nine protected characteristics defined therein (age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion and belief, sex, and sexual orientation), and any other artificial barrier or prejudice.

Powers

- 5 The club has power to do anything reasonable which is calculated to further its purposes or is conducive or incidental to doing so, including, but not restricted to, the following;
 - 5.1 To purchase, take on lease, hire or otherwise acquire any property or rights;
 - 5.2 To manage, improve and develop all or any part of the club's property or rights;
 - 5.3 To sell, lease out, licence or otherwise dispose of all or any part of the club's property or rights;
 - 5.4 To open and operate bank accounts and other financial savings accounts;
 - 5.5 To raise money and borrow money, within parameters agreed by members, and to provide security in respect thereof;
 - 5.6 To effect insurance of all kinds, including liability insurance;
 - 5.7 To employ and remunerate staff, coaches, consultants and advisers as required for the effective operation of the club;
 - 5.8 To support any charity and to make donations to any charitable purpose;
 - 5.9 To form formal or informal partnership or consortium arrangements in furtherance of the club's purposes;
 - 5.10 To oppose, or object to, any application or proceedings that may prejudice the club's purposes or interests
- 6 The income and assets of the club must be applied solely towards the promotion of the purposes listed at clause 4. 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, or as reimbursement of expenses in accordance with the club's expenses policy or where a member provides services to the club and is remunerated in accordance with their role as provider not a member.

Liability of members

- 7 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.

- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; clause 7 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

- 9 The structure of the club consists of: -
- 9.1 the MEMBERS - who have the right, subject to any restrictions under clauses 13, 19 and 20, to attend members' meetings, including any annual general meeting, and have powers under the constitution; in particular, the members appoint people to serve on the committee and take decisions on changes to the constitution itself;
 - 9.2 the COMMITTEE - who hold regular meetings, and generally control the activities of the club; for example, the committee is responsible for monitoring and controlling the financial position of the club and for the development of activities in pursuance of the club's purposes set out in Clause 4.
- 10 The people serving on the committee are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 Membership is open to any person who shares an interest in the advancement of athletics or the provision or development of recreational activities as set out in clause 4, and who wishes to help promote the purposes of the club.
- 12 Any employees of the club are not eligible for membership.
- 13 There will be the following categories of membership, with age being determined as the age of a member on the first day of the club's financial year.
- 13.1 **Senior Member:** Individuals aged 20 years and over, for whom the club is their first-claim club, and who will have full voting rights.
 - 13.2 **Second Claim Member:** Individuals for whom the club is their second-claim club and who will have no voting rights

- 13.3 **Junior Member:** Individuals aged under 20 years and over 9 years. Junior members aged 16 to 20 years will have full voting rights. Junior members under the age of 16 years will have the right to cast one collective vote via a Youth Representative identified in a process to be determined by the committee
- 13.4 **Family Membership:** One or more senior member and one or more junior member within the relationship of parent/guardian and child.
- 13.5 **Life Membership:** Any member who has made a significant contribution to the club and who is proposed and agreed at an AGM/EGM. The proposal will outline the justification for conferring life membership and should be reserved for outstanding contribution over many years. Life Members will have full voting rights and be able to apply for Family Membership at 13.4 above. They will be exempt from payment of annual fees but will be subject still to the rules, regulations, codes of conduct and disciplinary process of the club.

Application for membership

- 14 Any person may apply to the committee to become a member. The committee will determine the manner of the application process.
- 15 The committee must notify each applicant promptly, in writing or by electronic communication, of its decision on whether or not to admit him/her to membership.
- 16 The committee may, at its discretion, refuse to admit any person to membership. It will be for the committee to determine the process by which it considers applications for membership but, in so doing, it will establish an independent process to consider appeals against such refusals.
- 17 Where the committee refuses an application for membership, it will advise the applicant of its reason(s) for so doing; provide the applicant an opportunity to appeal that decision; give fair consideration to any such appeal; and promptly inform the applicant of that decision, which will be considered final.

Membership subscription

- 18 Members will pay an annual membership subscription. The level of subscription and the time of payment will be recommended by the committee and decided upon by members at the AGM. Fees are to be paid within 31 days of the membership year, starting 1st October, or as otherwise arranged with the Membership Secretary. Failure to pay on time will render the membership terminated as outlined in clause 30.

- 19 Payment of the annual subscription is a prerequisite to participation in the activities of the club.
- 20 At the time of the AGM, all members, including charity trustees, must have paid their full annual subscription for the year just ended to exercise their voting rights.

Register of members

- 21 The committee must keep a register of members and former members, compliant with the Data Protection Act 2018 or any subsequent relevant legislation or regulations. Such register must retain information on former members for at least six years from the date of resignation as a member of the club. The register will set out:
 - 21.1 for each current member:
 - 21.1.1 his/her full name and address; and
 - 21.1.2 the date on which he/she was registered as a member of the club;
 - 21.2 for each former member:
 - 21.2.1 his/her full name and address;
 - 21.2.2 the date on which he/she was registered as a member of the club; and
 - 21.2.3 the date on which he/she ceased to be a member.
- 22 The committee must ensure that the register of members and former members is updated within 28 days of being notified of any change;
 - 22.1 which arises from a resolution of the committee or a resolution passed by the members of the club; or
 - 22.2 which is notified to the club.
- 23 If a member or charity trustee of the club requests a copy of the register of members, the committee must ensure that a copy is supplied to him/her within 28 days, providing the request is considered reasonable by the committee; if the request is made by a member, rather than a charity trustee, the committee may provide a copy which has the addresses redacted. Any action taken by the committee under this clause shall be compliant with the Data Protection Act 2018 or any subsequent relevant legislation or regulations.

Withdrawal from membership

- 24 Any person who wants to withdraw from membership must submit a signed, written notice, including by electronic communication, of withdrawal to the committee and will cease to be a member as from the time when the notice is received by the committee. No refund of membership fee or any part thereof will be given where a resignation is received part way though the club's financial year.

Transfer of membership

- 25 Membership is not transferable to another person.

Re-registration of members

- 26 The committee may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members and allowing them a period of 28 days, running from the date of issue of the notice, to provide that confirmation to the committee.
- 27 If a member fails to provide confirmation to the committee, in writing or by electronic communication, that he/she wishes to remain as a member of the club before the expiry of the 28-day period referred to in clause 27, the committee may terminate his/her membership.
- 28 A notice under clause 26 will not be valid unless it refers specifically to the consequences, under clause 27, of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 29 Any member 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: -
- 29.1 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; and
- 29.2 the member concerned, or his/her representative, will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination of Membership

- 30 Membership will terminate on that person's death, or on a failure to pay the annual membership subscription as outlined in clause 18, or where the member fails to advise the committee of his/her willingness to continue as a member as outlined in clause 27.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 31 The committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year, providing members with 14 days' notice of the date of the AGM. Any meeting of members can be held in whole or in part by video conference or similar technology.
- 32 The gap between one AGM and the next must not be longer than 15 months.
- 33 Notwithstanding clause 31, 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.
- 34 The business of each AGM must include, but not restricted to;
- 34.1 approval of the minutes of the previous AGM
 - 34.2 a report by the chairperson on the activities of the club over the previous year and the planning of activities for the forthcoming year;
 - 34.3 a report by the Treasurer and consideration of the annual accounts of the club; wherever possible, the accounts will have been subject of independent scrutiny but if that has not been possible in advance of the AGM, the Treasurer shall make this clear and will issue an update following such independent scrutiny. In the event of a material change from that independent scrutiny, an EGM will be called under clause 35.
 - 34.4 the election/re-election of charity trustees, as referred to in clauses 61 to 66.
- 35 The committee may arrange an extraordinary general meeting (EGM) at any time.

Power to request the committee to arrange an EGM

- 36 The committee must arrange an EGM meeting if it is requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 20 members or 33% or more of the total membership of the club at the time, whichever is the lesser, providing:
- 36.1 the notice states the date, time, place and purposes for which the meeting is requested; and

- 36.2 those purposes are consistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 37 If the committee receives a notice under clause 36, the date for the meeting which they arrange in accordance with the notice, must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

- 38 At least 14 clear days' notice must be given of any AGM or any EGM meeting.
- 39 The notice calling an EGM must specify the date, time and place of the meeting and, in general terms, what business is to be dealt with at the meeting; and
- 39.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 39.2 in the case of any other resolution falling within clause 50 (requirement for two-thirds majority), must set out the exact terms of the resolution.
- 40 The reference to "clear days" in clause 38 shall be taken to mean that, in calculating the period of notice,
- 40.1 the day after the notices are posted or sent by electronic communication should be excluded; and
- 40.2 the day of the meeting itself should also be excluded.
- 41 Notice of every members' meeting must be given to all the members of the club, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 42 Any notice which requires to be given to a member under this constitution must be: -
- 42.1 sent by the club to a social media platform or mobile device application operated by the club and used by members; *or*
- 42.2 sent by e-mail to the member at the e-mail address last notified by him/her to the club; *or*
- 42.3 sent by post to the member, at the address last notified by him/her to the club.

Procedure at members' meetings

- 43 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 44 The quorum for a members' meeting is 30% of the total number of members or 20 members present in person, whichever is the lesser. A member shall not be counted in the quorum present at a meeting if, by virtue of a conflict of interest, that member is not entitled to vote on a resolution.
- 45 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.
- 46 The president of the club should act as chairperson of each members' meeting.
- 47 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 vice-president shall act as chairperson. If neither the president nor the vice-president is present, or are not willing to act as chair, the members present at the meeting must elect, from among themselves, the person who will act as chairperson of that meeting.

Voting at members' meetings

- 48 Every member has one vote, which must be given personally, including by a count where the member is attending through video conference or similar technology.
- 49 All decisions at members' meetings will be made by majority vote, with the exception of the types of resolution listed in clause 50.
- 50 The following resolutions will be valid only if passed by not less than two thirds of those present and voting on the resolution at a members' meeting, or if passed by way of a written resolution under clause 54:
 - 50.1 a resolution amending the constitution;
 - 50.2 a resolution expelling a person from membership under clause 29;
 - 50.3 a resolution recommending the committee to take any particular step or recommending the committee not to take any particular step;
 - 50.4 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;

50.5 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 to the club from another SCIO of all of its property, rights and liabilities; and

50.6 a resolution for the winding up or dissolution of the club.

51 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second, casting, vote.

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

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

Written resolutions by members

54 A resolution agreed to in writing, or by electronic communication, by all of the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

55 The committee must ensure that proper minutes are kept in relation to all members' meetings and circulated promptly to all members.

56 Minutes of members' meetings must include the names of those present, those who have submitted apologies for absence, those otherwise absent; and, so far as possible, should be signed by the chairperson of the meeting and presented for approval at the following members' meeting.

COMMITTEE

Number of charity trustees

57 The maximum number of charity trustees is nine; the minimum number is five.

Eligibility

58 A person shall not be eligible for election/appointment to the committee under clauses 61 to 66 unless he/she is a member of the club.

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

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

59.2 an employee of the club.

Initial charity trustees

60 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

61 Any member wishing to be considered for election as a charity trustee at an AGM must submit, prior to the AGM, a written notice to the committee confirming his/her willingness to serve as a charity trustee.

62 At each AGM, subject to clauses 58 and 59, the members may elect any member to be a charity trustee.

63 The office-bearers of the committee will be the president, vice-president, treasurer, secretary, and membership secretary and, along with all other proposed committee members, will be elected by means of a proposer and seconder for each post and a simple majority of those present and eligible to vote. In the event of multiple applications for any post, a vote will be taken to determine who is to be appointed.

64 The committee may at any time, subject to clauses 58 and 59, appoint any member to be a charity trustee, to a maximum of two.

65 Charity trustees are elected for a term of one year and may serve a maximum of three consecutive terms. A trustee serving three consecutive terms may apply for re-election as a trustee after a period of one year has elapsed from his/her date of resignation. Where a trustee has served three terms and is willing to continue but where there is no other volunteer for their role, the committee may use its powers under clause 64 to reappoint the member for a further period of one year.

66 At each AGM, all trustees appointed by the committee since the date of the previous AGM under clause 64 shall retire and then be eligible for election under clauses 62 or 63.

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

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

- 67.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 67.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

- 68 A charity trustee will automatically cease to be a trustee if: -
 - 68.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 68.2 he/she becomes incapable for health 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;
 - 68.3 in the case of a charity trustee elected/appointed under clauses 61 to 67, he/she ceases to be a member of the club;
 - 68.4 he/she becomes an employee of the club;
 - 68.5 he/she gives the club a notice of resignation, signed by him/her;
 - 68.6 he/she is absent, without good reason as determined by the committee, from more than three consecutive meetings of the committee but only if the committee resolves to remove him/her from office;
 - 68.7 he/she is removed from office by resolution of the committee on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees, as defined in clauses 85 and 86;
 - 68.8 he/she is removed from office by resolution of the committee on the grounds that he/she is considered to have been in serious and/or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 68.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 69 A resolution under paragraph 68.7, 68.8 or 68.9 shall be valid only if: -
 - 69.1 the charity trustee who is the subject of the resolution is given written notice of at least 21 days detailing the grounds upon which the resolution for his/her removal is to be proposed;

- 69.2 the charity trustee concerned, or his/her representative, is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 69.3 at least two thirds, rounded up to the nearest whole number, of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

70 The committee must keep a register of charity trustees and former charity trustees, compliant with the Data Protection Act 2018 or any subsequent relevant legislation or regulations, setting out

70.1 for each current charity trustee:

70.1.1 his/her full name and address;

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

70.1.3 any office held by him/her in the club;

70.2 for each former charity trustee:

70.2.1 his/her full name and address;

70.2.2 the date on which he/she was appointed as a charity trustee

70.2.3 any office held by him/her in the club;

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

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

71.1 which arises from a resolution of the committee or a resolution passed by the members of the club; or

71.2 which is notified to the club.

72 If any person requests a copy of the register of charity trustees or former charity trustees, the committee must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable as determined by the committee. If the request is made by a person who is not a charity trustee of the club, the committee may provide a copy which has the addresses redacted, if the committee is satisfied that including that information is an unnecessary disclosure of

personal and private information or likely to jeopardise the safety or security of any person or premises. Any action taken by the committee under this clause shall be compliant with the Data Protection Act 2018 or any subsequent relevant legislation or regulations.

Office-bearers

- 73 At formal meetings of the club, the president and vice-president will undertake the roles normally associated with those of chairperson and vice-chairperson.
- 74 In addition to the office-bearers elected under clause 63, if they consider it appropriate, the charity trustees may elect from among themselves further office-bearers.
- 75 No charity trustee may hold simultaneously more than one of these offices.
- 76 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 63 or 74.
- 77 A person elected to any office will automatically cease to hold that office: -
- 77.1 if he/she ceases to be a charity trustee; *or*
 - 77.2 if he/she ceases to be a member of the club; *or*
 - 77.3 if he/she gives to the club a notice, signed by him/her, of resignation from that office.

Powers of committee

- 78 Except where this constitution states otherwise, the club, its assets and operations will be managed by the committee; and the committee may exercise all the powers of the club.
- 79 A meeting of the committee at which a quorum is present may exercise all powers exercisable by the committee.
- 80 The members may, by way of a resolution passed in compliance with clause 50 (requirement for two-thirds majority), recommend the committee to take any particular step or recommend the committee not to take any particular step; and the committee shall take account of any such recommendation.

Charity trustees - general duties

- 81 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: -
- 81.1 seek, in good faith, to ensure that the club acts in a manner which is in accordance with its purposes;
 - 81.2 act with the skill, care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 81.3 in circumstances giving rise to the possibility of a conflict of interest between the club and any other party:
 - 81.3.1 put the interests of the club before that of the other party;
 - 81.3.2 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;
 - 81.4 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.
- 82 In addition to the duties outlined in clause 85, each of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 82.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 82.2 that any trustee who has been in serious and/or persistent breach of those duties is removed as a trustee.
- 83 No charity trustee may serve as an employee of the club on a full or part time basis. No charity trustee, or any 'connected person', as defined by the Charities and Trustee Investment (Scotland) Act 2005, may be given any remuneration by the club for the trustee carrying out his/her duties as a charity trustee or in provision of a service. No charity trustee or 'connected person' may buy or receive goods or services from the club on terms preferential to those offered to the general public.
- 84 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 their attendance at

meetings. Any claim for expenses must be made in accordance with the club's expenses policy.

Code of conduct for charity trustees

- 85 Each of the charity trustees shall ensure that the club is managed in line with the UK Athletics/Scottish Athletics Codes of Conduct.
- 86 Each of the trustees shall ensure that they comply with the duties imposed on charity trustees under the Charity and Trustee Investment (Scotland) Act 2005 and any relevant guidance issued by OSCR; all provisions within this constitution relating to the conduct of trustees; the Club Conflict of Interest Policy and the Club Disciplinary Policy.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of committee meetings

- 87 Any charity trustee may call a meeting of the committee *or* ask the chair to call a meeting of the committee.
- 88 At least 7 days' notice must be given of each committee meeting unless, in the opinion of the person calling the meeting, there is a degree of urgency which makes that inappropriate.
- 89 In any event, the committee shall meet at least four times each year. Any such meeting can be held by video conference or similar technology. For the avoidance of doubt, attendance by a trustee who is present via video conference or similar technology shall count "in person" for this purpose.

Procedure at committee meetings

- 90 No valid decisions can be taken at a committee meeting unless a quorum is present; the quorum for committee meetings is four charity trustees, present in person. A trustee will not be counted in the quorum present at a committee meeting if, by virtue of a conflict of interest, that trustee is not entitled to vote on a decision of the committee at that meeting.
- 91 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 90, the remaining charity trustees will have power to fill the vacancies or call a members' meeting but will not be able to take any other valid decisions.
- 92 The president of the club should act as chairperson of each committee meeting.
- 93 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 vice-president will act as chairperson. Where neither the president nor the vice-president is so present, or they are 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.

- 94 Every charity trustee has one vote, which must be given personally, including by a count where the member is participating through video conference or similar technology.
- 95 All decisions at committee meetings will be made by majority vote, on a show of hands.
- 96 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second, casting vote.
- 97 The committee may, at its discretion, allow any person to attend and speak at a committee meeting notwithstanding that he/she is not a charity trustee but on the basis that he/she must not participate in decision-making. This includes, but is not restricted to, any member, any member of a sub-committee, any previous charity trustee, any coaching staff or any other person deemed by the committee to have a relevant contribution to the business of the committee at that meeting.
- 98 A charity trustee must not vote at a committee 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.
- 99 For the purposes of clause 98: -
- 99.1 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 or other close relationship) shall be deemed to be held by that charity trustee;
- 99.2 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 management committee, officer or elected representative has an interest in that matter.

Minutes

- 100 The committee must ensure that proper minutes are kept in relation to all committee meetings. For sub committees, unless otherwise specified by the committee, it will be sufficient to make a note of the salient points, which should then be forwarded to the club secretary for consideration at the next committee meeting before dissemination to members.

- 101 The minutes, or sub committee notes, to be kept under clause 100 must include the names of those present, those who have submitted apologies for absence, those otherwise absent and should be signed by the chairperson of the meeting, and presented to the next meeting of the committee or sub-committee for approval.
- 102 The committee shall ensure that copies of the minutes of its meetings, and notes from sub committee meetings, are circulated to all members but the committee may exclude from such copies any material that, in the committee's opinion, should remain confidential.

ADMINISTRATION

Delegation to sub-committees

- 103 The committee may delegate any of its powers to sub-committees; a sub-committee must include at least one charity trustee, acting as chairperson of the sub-committee, but other members of a sub-committee need not be charity trustees.
- 104 The committee may also delegate to the president of the club, or the holder of any other post appointed under clauses 63 and 74, such of its powers as they may consider appropriate. A written record must be kept of any such delegation, such record to include acceptance by the person to whom the powers are delegated, and the period of time for which the delegation lasts.
- 105 When delegating powers under clause 103 or 104, the committee must define those delegated powers and set out appropriate conditions, which must include an obligation to report regularly to the committee.
- 106 Any delegation of powers under clause 103 or 104 may be revoked or altered by the committee at any time.
- 107 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the committee.

Operation of bank or building society accounts

- 108 The signatures of two signatories appointed by the committee will be required for all financial transactions exceeding £50 (or other such limit as the committee may determine from time to time), other than the deposit of funds, and in line with its written policy on financial controls.
- 109 Where the club uses electronic facilities for the operation of any account, the authorisations required must be consistent with the approach reflected in clause 108.

Accounting records and annual accounts

- 110 The committee must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.
- 111 The committee must prepare accounts for each financial accounting period, complying with all relevant statutory requirements. If an audit is required, or is requested by the committee, then this must be carried out by a suitably qualified auditor whose remuneration and expenses, if any, must be paid for from club resources. If the option to prepare “receipts and payments” accounts is available and is chosen, then the committee should ensure that an independent examination by an appropriate person is performed.

MISCELLANEOUS

Winding-up

- 112 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.
- 113 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

- 114 Subject to clause 115, this constitution may be altered by a resolution of the members passed at a members’ meeting. Any such change to the constitution must be based on the two-thirds majority set out in clause 50 or by way of a written resolution of the members as set out in clause 54.
- 115 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

- 116 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 116.1 any statutory provision which adds to, modifies or replaces that Act; and
- 116.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 116.1 above.

117 In this constitution: -

117.1 “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 objects are limited to charitable purposes;

117.2 “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.