

Scottish Motorsport Marshals Club

Constitution

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Glossary

Act or 2005 Act	The Charities and Trustee Investment (Scotland) Act 2005.
Charity	<p>In Scotland, an organisation can only call itself a charity if it is entered in the Scottish Charity Register, published and maintained by OSCR. Charities must comply with charity law and report to OSCR as regulator.</p> <p>All charities in Scotland must meet the 'charity test'. This is set out in law and means that among other things, charities must:</p> <ul style="list-style-type: none">• Have only charitable purposes• Provide public benefit• Use their funds and property only for charitable purposes• Allow fair access to the benefit they provide• Not be, or exist to advance, a political party.
Trustee	The people in charge of the charity and responsible for controlling its management and administration are its 'charity trustees'.
OSCR	The Office of the Scottish Charity Regulator
SCIO	A Scottish Charitable Incorporated Organisation is a legal structure which has been purpose built for the charity sector in Scotland. It provides limited liability and a separate legal identity for the organisation .

There is a further Glossary of Terms on OSCR's website at <https://www.oscr.org.uk/guidance-and-forms/glossary-of-terms>

GENERAL

Type of organisation

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

Scottish principal office

- 2 The principal office of the Club will be in Scotland (and must remain in Scotland).

Name

- 3 The name of the Club is the Scottish Motorsport Marshals Club.

Purposes

- 4 The Club's purposes are:
 - 4.1 the saving of lives; specifically:
 - 4.1.1 to provide marshalling, safety radio, motor sport rescue and medical services, and information to clubs and other bodies;
 - 4.1.2 to promote the safety and well-being of competitors, spectators, officials and marshals at all forms of motor sport events;
 - 4.1.3 to promote the maintenance and improvement of the standards of marshalling at all forms of motor sport events, of the equipment and facilities available for the purposes of marshalling, and of the techniques employed in marshalling.

- 4.2 the advancement of education; specifically:
 - 4.2.1 by working with schools, colleges and universities to give children and young people the opportunity to engage with motor sport through the integration of the sport into the science, technology, engineering and maths curriculum, and to encourage the advancement of public participation in sport through furthering a lifetime interest in motor sport.
- 4.3 In furtherance of these purposes, the Club shall maintain a body of members fully trained in key aspects of motor sport marshalling and to provide them with the opportunity to volunteer at motor sport events as required by organising clubs and organisations.

Powers

- 5 The Club has power to do anything lawful which is intended to further (directly or indirectly) any or all of its purposes or which is incidental or conducive to doing so.
- 6 In particular, but without limiting the range of powers available under the Charities and Trustee Investment (Scotland) Act 2005, the Club has power:
 - 6.1 to acquire and take over all or any part of the activities of and the assets and liabilities of or pertaining to the present company limited by guarantee known as "Scottish Motorsport Marshals Club Limited".
 - 6.2 to encourage and develop a spirit of voluntary or other commitment by, or co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Club to achieve the purposes as set out in clause 4;
 - 6.3 to provide advice, consultancy, training, tuition, expertise and assistance;

- 6.4 to prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute clauses, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium;
- 6.5 to employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Club;
- 6.6 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Club;
- 6.7 to grant donations for any purpose similar to or connected with the purposes of the Club;
- 6.8 to support and subscribe to any charitable or public body, and any company, institution, society or club which may be for the benefit of the Club or its employees;
- 6.9 to give pensions, gratuities or charitable aid to any person who may have served the Club, or to the dependants of such persons;
- 6.10 to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust;
- 6.11 to borrow or raise money for the purposes as set out in clause 4 and to give security in support of any such borrowings by the Club and/or in support of any obligations undertaken by the Club;
- 6.12 to set aside funds not immediately required as a reserve or for specific purposes;
- 6.13 to invest any funds which are not immediately required for the activities of the Club in such investments as may be considered appropriate, which may be held in the name of a nominee organisation under the instructions of the Trustees, and to dispose of, and vary, such investments;
- 6.14 to make grants or loans of money and to give guarantees;

- 6.15 to establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of any other companies, associations or clubs whose objects are similar or in part similar to the purposes of the Club, or the establishment or promotion of which may be beneficial to the Club, provided that no subscription be paid to any such other company, association or club out of the funds of the Club except bona fide in furtherance of the purposes.
 - 6.16 to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the purposes;
 - 6.17 to establish, operate and administer and/or otherwise acquire any separate trading organisation or association, whether charitable or not;
 - 6.18 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;
 - 6.19 to enter into contracts to provide services to or on behalf of others;
 - 6.20 to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees, employees and members);
 - 6.21 to oppose, or object to, any application or proceedings which may prejudice the interests of the Club.
- 7 The income and property of the Club shall be applied solely towards promoting the purposes as set out in clause 4.
- 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 and provided that this shall not prevent a payment to a member for charitable purposes in accordance with the terms of this constitution.
- 9 For the avoidance of doubt, clause 8 shall not prevent the Trustees from arranging for the purchase, from the Club's funds, of insurance designed to indemnify the Trustees against personal liability in respect of any negligence, default or breach of duty committed by them in their capacity as Trustees.

- 10 In relation to its objectives and aligned to the Equalities Act 2010 the Club will strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices.
- 10.1 In doing this, the Club will strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above.

Liability of members

- 11 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.
- 12 The members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 11 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

- 13 The structure of the Club consists of:
- 13.1 the MEMBERS – who have the right to attend members' meetings (including Annual General Meetings (AGMs)) and have important powers under this constitution; in particular, the members may appoint people to serve on the Board and may take decisions on changes to the constitution itself;
- 13.2 the BOARD – who hold regular meetings between AGMs, set the strategy and policy of the Club, generally manage and control the day-to-day activities of the Club and, in particular, are responsible for monitoring its financial position.
- 14 The people serving on the Board are referred to in this constitution as TRUSTEES.

MEMBERS

Members – general duties

- 15 The members of the Club must comply with the duties placed upon them under section 51 of the Charities and Trustee Investment (Scotland) Act 2005 or otherwise.
- 16 Each of the members has a duty to act in the interests of the Club and, in particular, must seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes.
- 17 Members and intending members are required to disclose to the Club any disability or incapacity which is or may be considered prejudicial to their safety.

Membership

- 18 Membership shall be open to anyone who supports the aims and objectives of the Club, the fees for which are fixed at each AGM.
- 19 Categories of membership:
 - 19.1 MEMBER: any individual aged 18 years or over.
 - 19.2 YOUNG MEMBER: individuals between the ages of 11 years and 18 years. Such members are not eligible to serve as Trustees. Members under 18 years of age must provide, in the manner prescribed by the Trustees, an indemnity signed by a parent or guardian before they will be allowed to participate in any event.
 - 19.3 HONORARY LIFE MEMBER: any member or non-member, in recognition of special service or distinction to the Club or to motor sport, may be proposed for Honorary Life Membership under clause 50 (taking into account the time period specified in clause 50.3).
 - 19.4 ASSOCIATE MEMBER: any individual who has been nominated for membership by an unincorporated body which has an interest in participation in or the support or furtherance of motor sport.
 - 19.5 CORPORATE MEMBER: any corporate body which has an interest in participation in or the support or furtherance of motor sport.

- 20 No more than one individual nominated under clause 19.4 by each unincorporated body may be a member of the Club at any given time.
- 21 Employees of the Club are not eligible for membership. A person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the Club.
- 22 An individual, once admitted to membership, may remain a member, at the Trustees' discretion, even if he/she ceases to fulfil any of the qualifications under clauses 19.1 to 19.5.

Application for membership

- 23 Any person or body who/which wishes to become a member must sign a written application for membership (in such form as the Trustees require) and submit such information and evidence in support of his/her application as the Trustees require, and lodge this with the Club along with a remittance to meet the annual membership subscription;
- 23.1 in the case of an application under clause 19.4, the application must also be signed by an appropriate office bearer of the unincorporated body which is nominating them for membership;
- 23.2 in the case of a corporate body (19.5), the application must be signed by an appropriate officer of that body.
- 24 An application for membership received by the Club will be considered by the Trustees at the next Board meeting.
- 25 The Trustees shall be entitled at their discretion to refuse to admit any person or body to membership even if they are/it is qualified for membership under clause 19 and not debarred from membership by clause 21.
- 26 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them/it to membership. If the decision was to refuse admission, the Board shall return to the applicant the remittance lodged by them under clause 23.

Membership subscription

- 27 Members shall require to pay an annual membership subscription.
- 28 The annual membership subscriptions shall be payable on 1st March in each year.
- 29 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM.
- 30 If the membership subscription payable by any member remains outstanding more than 90 days after the date on which it fell due – and providing they have been given at least one written reminder – the Board may, by resolution to that effect, revoke their membership.
- 31 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 32 The Board must keep a register of members, setting out:
 - 32.1 for each current member:
 - 32.1.1 their full name and address; and
 - 32.1.2 the date on which they were registered as a member of the Club;
 - 32.1.3 (in the case of an individual nominated under clause 19.4) the name and address of the unincorporated body which nominated them for membership;
 - 32.1.4 (in the case of a corporate body under clause 19.5), the name and address of the corporate body and any number with which it is registered as a company or charity;
 - 32.1.5 in the case of a young member under clause 19.2, their date of birth and the indemnities signed by a parent or guardian.
 - 32.2 for each former member – for at least six years from the date on which they ceased to be a member:
 - 32.2.1 all of the information outlined in clause 32.1; and
 - 32.2.2 the date on which they/it ceased to be a member.

- 33 The Board must ensure that the register of members is updated within 28 days of any change:
- 33.1 which arises from a resolution of the Board or a resolution passed by the members of the Club; or
 - 33.2 which is notified to the Club.

Withdrawal from membership

- 34 Any person who wishes to withdraw from membership must give a written notice of withdrawal to the Club, signed by them. Notice of withdrawal can be provided electronically from the email address registered with the Club. Membership will cease at the time the notice is received by the Club.
- 34.1 In the case of a corporate body which wishes to withdraw from membership, written notice of withdrawal must be given to the Club, signed by an appropriate officer of that body; it will cease to be a member as from the time when the notice is received by the Club.
 - 34.2 An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the Club to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by the Club, the individual in question shall automatically cease to be a member of the Club.

Transfer of membership

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

Re-registration of members

- 36 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 90 days (running from the date of issue of the notice) to provide that confirmation to the Board.
- 37 If a member fails to provide confirmation to the Board (in writing or by e-mail) that they wish/it wishes to remain as a member of the Club before the expiry of the 90-day period referred to in clause 36, the Board may revoke their/its membership.

- 38 A notice under clause 36 will not be valid unless it refers specifically to the consequences (under clause 37) of failing to provide confirmation within the 90-day period.

Revocation of membership

- 39 Any person or body may have their membership revoked by a majority vote of not less than three quarters of the Board, only for good and sufficient cause, such as conduct or character likely to bring the Club into disrepute. The following procedures must have been observed:
- 39.1 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 revocation;
 - 39.2 the member concerned will be entitled to be heard on the resolution at the Board meeting at which the resolution is proposed.
- 40 An appeal against such a decision may be made to the members and will be heard at the next members' meeting, which may be a special members' meeting called for that purpose. The resolution to revoke a membership must be passed by not less than two thirds of those present and eligible to vote at the meeting.

Cessation of membership

- 41 Membership of the Club will cease on death.
- 41.1 In the case of an individual admitted to membership on the basis of nomination by an unincorporated body, membership of the Club will cease if the unincorporated body is dissolved.
 - 41.2 In the case of a corporate body, membership of the Club will cease on the liquidation, receivership, winding-up or dissolution of that body.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 42 The Board must arrange a meeting of members (an Annual General Meeting or "AGM") in each calendar year.
- 43 The gap between one AGM and the next must not be longer than 15 months.
- 44 Notwithstanding clause 42, 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.
- 45 The business of each AGM must include:
- 45.1 a report by the chair on the activities of the Club;
 - 45.2 consideration of the annual accounts of the Club;
 - 45.3 the election/re-election of Trustees, as referred to in clauses 83 to 86.
- 46 The Board may arrange a special members' meeting at any time.

Power to request the Board to arrange a special members' meeting

- 47 The Board must arrange a special members' meeting if they are requested to do so at any time by 5% or more of the total membership of the Club, providing:
- 47.1 the notice states the purposes for which the meeting is to be held; and
 - 47.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.
- 48 If the Board receive a notice under clause 47, 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

- 49 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 50 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 50.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 50.2 in the case of any other resolution falling within clause 70 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 50.3 In the case of nominations for Honorary Life Membership or for a Trustee's position, such nominations must be received at least fourteen [14] days before the meeting takes place.
- 51 The reference to "clear days" in clause 49 shall be taken to mean that, in calculating the period of notice:
- 51.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 51.2 the day of the meeting itself should also be excluded.
- 52 Notice of every members' meeting must be given to all the members of the Club, and to all the Trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 53 Any notice which requires to be given to a member under this constitution must be:
- 53.1 sent by post to the member, at the address last notified by them/it to the Club; or
- 53.2 sent by e-mail to the member, at the e-mail address last notified by them/it to the Club.

Procedure at members' meetings

- 54 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 55 The quorum for a members' meeting shall be 8 persons entitled to vote, each being a member or a proxy for a member, present in person or (in the case of members which are corporate bodies) present via their authorised representatives.

- 56 The Board may make arrangements, in advance of any members' meeting, to allow members to participate in the meeting by means of a conference telephone, video conferencing facility or similar communications equipment – so long as all those participating in the meeting can hear each other; a member participating in the meeting in this manner shall be deemed to be present in person at the meeting.
- 57 If a quorum is not present within 30 minutes after the time at which a members' meeting was due to start – or if a quorum ceases to be present during a members' meeting – the meeting cannot proceed; 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.
- 58 The chair of the Club should act as chairperson of each members' meeting.
- 59 If the chair of the Club is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 60 Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy; for the avoidance of doubt, a vote given by a member participating in the meeting through any of the methods referred to in clause 56 will be taken to be given personally for the purposes of this clause.
- 61 A member who wishes to appoint a proxy to vote on their behalf at any members' meeting:
- 61.1 must give to the Club a proxy form (in such terms as the Board requires), signed by them; or
 - 61.2 must send by electronic means to the Club 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 Club at the relevant address not less than 48 hours before the time for holding the members' meeting.
- 62 An instrument of proxy which does not comply with the provisions of clause 61, or which is not lodged or given in accordance with such provisions, shall be invalid.

- 63 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 64 A proxy need not be a member of the Club.
- 65 Subject to clause 66, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than one vote as a proxy (in addition to any vote to which they are entitled personally, if they are a member of the Club).
- 66 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 65 shall not apply in relation to the chair, in acting as proxy for those members.
- 67 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.
- 68 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members' meetings; they will then be entitled to exercise the same powers on behalf of the body which they represent as that body could have exercised if it had been an individual member of the Club.
- 69 All decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 70.
- 70 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:
- 70.1 a resolution amending the constitution;
 - 70.2 a resolution revoking a membership under clause 39;
 - 70.3 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - 70.4 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);
 - 70.5 a resolution to the effect that all of the Club's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 70.6 a resolution for the winding up or dissolution of the Club.

- 71 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.
- 72 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 individuals present at the meeting and entitled to vote, whether as members or as proxies for members or as the authorised representatives of corporate bodies which are members) ask for a secret ballot.
- 73 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Minutes of members' meetings

- 74 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 75 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 76 The Board shall make available copies of the minutes referred to in clause 74 to any member of the public requesting them once they have been approved by the membership at the next members' meeting; but on the basis that the Board may exclude confidential material to the extent permitted under clause 77.
- 77 The Board may exclude from any copy minutes made available to a member of the public under clause 76 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 employees, members, or other matters which it would be inappropriate to divulge.

BOARD

Number of Trustees

- 78 The maximum number of Trustees is 10.
- 79 The minimum number of Trustees is 4.

Eligibility

- 80 A person shall not be eligible for election or appointment to the Board under clauses 83 to 86 unless they are a member of the Club or has been nominated for election/appointment to the Board by a member which is a corporate body.
- 81 A person will not be eligible for election or appointment to the Board if they are:
- 81.1 disqualified from being a Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 81.2 an employee of the Club.

Initial Trustees

- 82 The individuals who signed the Trustee declaration forms which accompanied the application for incorporation of the Club shall be deemed to have been appointed by the members as Trustees with effect from the date of incorporation of the Club.

Election, retiral, re-election

- 83 At each AGM, the members may elect any member (unless they are not eligible under clause 81) to be a Trustee.
- 84 The Board may at any time appoint any member (unless they are not eligible under clause 81) to be a Trustee.
- 85 A member which is a corporate body may (subject to clause 86) nominate any individual for election/appointment to the Board; they will then be deemed to be a member of the Club for the purposes of clauses 83 and 84.

- 86 No more than one individual nominated under clause 85 by each corporate member may serve as a Trustee at any given time.

Procedures to ensure effective Board succession, appropriate representation and turnover of Trustees' positions

- 87 At each AGM, one third of the Trustees shall retire from office - including those elected/appointed under clauses 83-85 (or if their number is not a multiple of three the number nearest to, but not exceeding one third of the Trustees shall retire from office); Those retiring shall be the longest serving Trustees since their last election. Lots shall be drawn failing prior agreement amongst the Trustees as to which of their number should retire by rotation.
- 88 At the conclusion of a 3-year period serving on the Board, all Trustees must retire.
- 89 A Trustee who retires from office under clause 87 or 88 shall be eligible for re-election.

Termination of office

- 90 A Trustee will cease to hold office if:
- 90.1 they become disqualified from being a Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 90.2 they become incapable for medical reasons of carrying out their duties as a Trustee – but only if that has continued (or is expected to continue) for a period of more than six months;
 - 90.3 (in the case of a Trustee elected/appointed under clauses 83 to 86) they cease to be a member of the Club or (if they were nominated by a corporate body) the corporate body which nominated them ceases to be a member of the Club;
 - 90.4 they become an employee of the Club;
 - 90.5 they give the Club a notice of resignation, signed by them;
 - 90.6 they are 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 them from office;

- 90.7 they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the code of conduct for Trustees (as referred to in clause 110);
 - 90.8 they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 90.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 91 A resolution under clause 90.7, 90.8 or 90.9 shall be valid only if:
- 91.1 the Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
 - 91.2 the 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
 - 91.3 (in the case of a resolution under clause 90.7 or 90.8) at least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

Register of Trustees

- 92 The Board must keep a register of Trustees, setting out
- 92.1 for each current Trustee:
 - 92.1.1 their full name and address;
 - 92.1.2 the date on which they were appointed as a Trustee;
 - 92.1.3 the name of the corporate member which nominated them for appointment as a Trustee (if applicable); and
 - 92.1.4 any office held by them in the Club.
 - 92.2 for each former Trustee – for at least 6 years from the date on which they ceased to be a Trustee:
 - 92.2.1 the name of the Trustee;

92.2.2 any office held by them in the Club; and

92.2.3 the date on which they ceased to be a Trustee.

93 The Board must ensure that the register of Trustees is updated within 28 days of any change:

93.1 which arises from a resolution of the Board or a resolution passed by the members of the Club; or

93.2 which is notified to the Club.

94 If any person requests a copy of the register of Trustees, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a Trustee of the Club, the Board may provide a copy which has the personal addresses (both postal and electronic) blanked out if the Club is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

95 The Trustees must elect (from among themselves) a chair, a treasurer and a secretary.

96 In addition to the office-bearers required under clause 95, the Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

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

97.1 if they cease to be a Trustee; or

97.2 if they give to the Club a notice of resignation from that office, signed by them.

98 At the conclusion of a 3-year period serving as an office-bearer, a Trustee must retire from that office. Should an office-bearer position remain vacant the retiring Trustee may be re-elected by the Board.

Powers of the Board

- 99 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.
- 100 The Trustees may, at any time, appoint any person to the Board on the basis that they have specialist experience and/or skills which could be of assistance to the Board.
- 101 Any appointed persons in terms of clause 100 shall hold office until the next annual general meeting following their appointment.
- 102 Any such person appointed under clause 100:
- 102.1 is not appointed as a Trustee; and
 - 102.2 is supernumerary to the Trustees; and
 - 102.3 may not participate in meetings of the Board for voting or quorum purposes.
- 103 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 104 The members may, by way of a resolution passed in compliance with clause 70 (requirement for two-thirds majority), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.

Trustees – general duties

- 105 Each of the Trustees has a duty, in exercising functions as a Trustee, to act in the interests of the Club; and, in particular, must:
- 105.1 seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
 - 105.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 105.3 in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
 - 105.3.1 put the interests of the Club before that of the other party;

- 105.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Board and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question.
 - 105.4 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.
- 106 In addition to the duties outlined in clause 105, all of the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
 - 106.1 that any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
 - 106.2 that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.
- 107 Provided they have declared their interest – and have not voted on the question of whether or not the Club should enter into the arrangement – a Trustee will not be debarred from entering into an arrangement with the Club in which they have a personal interest; and (subject to clause 108 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.
- 108 No Trustee may serve as an employee (full time or part time) of the Club; and no Trustee may be given any remuneration by the Club for carrying out their duties as a Trustee.
- 109 The Trustees, and any persons appointed under clause 100, 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.

Code of conduct for Trustees

- 110 Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
- 111 The code of conduct referred to in clause 110 shall be supplemental to the provisions relating to the conduct of Trustees contained in this constitution and the duties imposed on 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 TRUSTEES

Notice of Board meetings

- 112 Any Trustee may call a meeting of the Board or ask the secretary to call a meeting of the Board.
- 113 At least seven days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at Board meetings

- 114 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is four Trustees, present in person.
- 115 A Trustee may participate in a meeting of the Board by means of a conference telephone, video conferencing facility or similar communications equipment – so long as all the Trustees participating in the meeting can hear each other; a Trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 116 If at any time the number of Trustees in office falls below the number stated as the quorum in clause 114, the remaining Trustee(s) will have power to fill the vacancies or call a members' meeting – but will not be able to take any other valid decisions.
- 117 The chair of the Club should act as chairperson of each Board meeting.
- 118 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 119 Every Trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a Trustee participating in the meeting through any of the methods referred to in clause 115 will be taken to be given personally for the purposes of this clause.
- 120 All decisions at Board meetings will be made by majority vote.
- 121 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.

- 122 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that they are not a Trustee – but on the basis that they must not participate in decision-making.
- 123 A 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 they have a personal interest or duty which conflicts (or may conflict) with the interests of the Club; they must withdraw from the meeting while an item of that nature is being dealt with.
- 124 For the purposes of clause 123:
- 124.1 an interest held by an individual who is “connected” with the 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 Trustee;
- 124.2 a Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, Trustee, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 125 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 126 The minutes to be kept under clause 125 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 127 The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one Trustee, but other members of a sub-committee need not be Trustees.
- 128 The Board may also delegate to the chair of the Club (or the holder of any other post) such of their powers as they may consider appropriate.
- 129 When delegating powers under clause 127 or 128, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 130 Any delegation of powers under clause 127 or 128 may be revoked or altered by the Board at any time.
- 131 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

- 132 Subject to clause 133, the signatures of at least two signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Club; at least one out of the two signatures must be the signature of a Trustee.
- 133 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 132.

Accounting records and annual accounts

- 134 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 135 The Board must prepare annual accounts, complying with all relevant statutory requirements; 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 auditor.

MISCELLANEOUS

Winding-up

- 136 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.
- 137 Any surplus assets available to the Club immediately preceding its winding up or dissolution must be used for purposes which are the same as – or which closely resemble – the purposes of the Club as set out in this constitution.

Alterations to the constitution

- 138 This constitution may (subject to clause 139) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 70) or by way of a written resolution of the members.
- 139 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

- 140 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 140.1 any statutory provision which adds to, modifies or replaces that Act; and
- 140.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 140.1 above.
- 141 In this constitution:
- 141.1 "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;

141.2 “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.