

**GARSCUBE HARRIERS CONSTITUTION**  
**(amended April 2025)**

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## **GENERAL**

### **Name**

- 1 The name of the organisation is GARSCUBE HARRIERS referred hereafter as 'the Club'.

### **Type of organisation**

- 2 The organisation is a Scottish Charitable Incorporated Organisation (SCIO).

### **Scottish principal office**

- 3 The principal office of the Club is in Scotland (and must remain in Scotland), and the club will operate in Glasgow and its environment and will be affiliated to Scottish Athletics Ltd (hereafter referred to as Scottish Athletics) - the governing body within the sport of Athletics and its subsidiaries or such successor entity or entities as become(s) from time to time (and by so doing to become and remain registered as an associate of Scottish Athletics). The Club will comply with the rules and regulations of Scottish Athletics and the rules and regulations of any other governing body.

### **Objects**

- 4 The Club operates as a non-profit distributing charity whose principal objective is:

To promote and advance public participation in Athletics as a sport.

### **Equalities**

- 5 In relation to its objective and aligned to the Equalities Act 2010 the Club will:
  - (a) Strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy & maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices;
  - (b) Strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above.

## Powers

- 6 In furtherance of the Objects, the Club may, in its purpose:
- (a) 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;
  - (b) 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;
  - (c) 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;
  - (d) engage and pay fees to professional and technical advisers/consultants, where applicable, to assist in the work of the Club;
  - (e) engage the services of volunteers to assist in the work of the Club and reimburse all approved out-of-pocket expenses;
  - (f) enter into partnerships, or contractual agreements which can further the objectives of the Club;
  - (g) invite donations in support of the Club, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients;
  - (h) arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
  - (i) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects, whether in this country or overseas;
  - (j) cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
  - (k) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objects and construct, maintain and alter any buildings necessary for the work of the Club;
  - (l) make regulations for the management of any property which may be so acquired;
  - (m) 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;

- (n) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise provided that the Club shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose, and;
  - (o) do all such other lawful things as are necessary for the attainment of the objects.
- 7 No part of the income or property of the Club may be paid or transferred (directly or indirectly) to the members - either in the course of the Club's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes.

### **Liability of Members**

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

### **General structure**

- 10 The structure of the Club consists of:-
  - (a) the MEMBERS - who have the right 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 board and take decisions on changes to the constitution itself;
  - (b) the BOARD - who hold regular meetings, and generally control the activities of the Club;
- 11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 12 Ordinary Membership and Honorary Life Membership of the Club will be open to all individuals who wish to assist in the furtherance of the objective and who agree to operate within the constitution and byelaws of the Club and those of Scottish Athletics. Those members over the age of 16 shall have full voting rights at members meetings;

### **Application for membership**

- 13 Any person who wishes to become a member must sign a written or send an electronic application for membership; the application will then subject to clause 22 be approved by the Membership Secretary.
- 14 Subject to clause 22, the board may, at its discretion, refuse to admit any person to membership. The board must notify each applicant promptly of its decision on whether or not to admit them to membership.

### **Membership subscription**

- 15 The membership subscription shall be determined from time to time by the Board.
- 16 Only eligible members who have paid their subscriptions may perform in the name of the Club, vote and take part in Club activities.

### **Register of members**

- 17 The board must keep a register of members, setting out General Data Protection Regulation (GDPR) considerations
- (a) for each current member:
    - (i) their full name, and essential contact information; and
    - (ii) the date on which they were registered as a member of the Club;
  - (b) for each former member - for at least six years from the date on they ceased to be a member:
    - (i) their name; and
    - (ii) the date on which they ceased to be a member.
- 18 The board must ensure that the register of members is updated within 28 days of any change:

- (a) which arises from a resolution of the board or a resolution passed by the members of the Club; or
  - (b) which is notified to the Club.
- 19 If a Member or Charity Trustee of the Club requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable and personal information is removed.

### **Withdrawal from membership**

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

### **Transfer of membership**

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

### **Suspension, refusal or termination of membership**

- 22 The board shall be entitled to:
  - (a) Refuse any application for membership on the grounds that such membership would be prejudicial to the objective of the club. Should a membership application be refused, the prospective member shall have the right to appeal to the board before a final decision is made;
  - (b) For good and sufficient reason to refuse renewal of any existing membership or terminate or suspend any membership provided that the member concerned shall have the right to be heard by the full board before a final decision is made.
- 23 The member may apply for reinstatement at the next general meeting.
- 24 Any member who fails to pay their fees by the date required shall forfeit their right to representation on the board and at general meetings, and shall be suspended from taking part in any event under the control of the club until such fees are paid.
- 25 Any member under suspension shall be barred from taking part in any match or event under the control of the club.
- 26 The board shall inform the member in writing of any decision to terminate their membership.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

- 27 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 28 The gap between one AGM and the next must not be longer than 15 months.
- 29 The business of each AGM must include:-
- (a) To approve the minutes of the previous AGM;
  - (b) a report by the President and/or the Secretary on the activities of the Club;
  - (c) Treasurer's report and consideration of the annual accounts of the Club;
  - (d) the approval of the annual accounts;
  - (e) the election/re-election of charity trustees, as referred to in clauses 56 to 58;
  - (f) the appointment of independent accounts examiner or examiners;
  - (g) motions submitted by the Board or by members, and;
  - (h) the transactions of such other matter as may from time to time be necessary.

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

- 30 The board may arrange a special members' meeting at any time by a simple majority vote.
- 31 The board must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a written notice signed by 33% of the membership or 10 members (whichever is the lesser), sent to the Secretary providing:
- (a) the notice states the purposes for which the meeting is to be held; and
  - (b) those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 32 If the board receive a notice under clause 31, the date for the meeting which they arrange in accordance with the notice must not be later than twenty-eight [28] days from the date on which they received the notice.

**Notice of members' meetings**

- 33 At least twenty-one [21] days' notice must be given of any AGM or any EGM.

- 34 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- (a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - (b) in the case of any other resolution falling within clause 44 (requirement for two-thirds majority (this is the minimum for such a resolution)) must set out the exact terms of the resolution.
- 35 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 or outcome at the meeting.
- 36 Any notice which requires to be given to a member under this constitution must be: -
- (a) Communicated in writing to the member, at the address last notified by them to the Club or placed in a prominent place in the usual meeting place; *or*
  - (b) sent by e-mail to the member, at the e-mail address last notified by them to the Club.

#### **Procedure at members' meetings**

- 37 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 38 The quorum for a members' meeting is 11 members, present in person.
- 39 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.
- 40 The President of the Club should act as chairperson of each members' meeting.
- 41 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 members' meetings**

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



- 43 All decisions at members' meetings will be made by simple majority vote - with the exception of the types of resolution listed in clause 44.
- 44 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:
- (a) a resolution amending the constitution;
  - (b) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - (c) 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);
  - (d) 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);
  - (e) a resolution for the winding up or dissolution of the Club.
- 45 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 46 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless at least ten [10] other members present at the meeting ask for a secret ballot.
- 47 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**

- 48 The board must ensure that proper minutes are taken in relation to all members' meetings.
- 49 Minutes of members' meetings must include the names of those present; and must be approved and seconded.
- 50 The board shall make available copies of the minutes referred to in clause 48 to any member of the public requesting them; but on the basis that the board may exclude confidential material.

## **BOARD**

### **Number of charity trustees**

- 51 The maximum number of charity trustees is Twelve [12].
- 52 The minimum number of charity trustees is five [5].

## **Eligibility**

- 53 A person will not be eligible for election or appointment to the board unless they are an ordinary member or honorary life member of the club.
- 54 A person will not be eligible for election or appointment to the board if they are: -
- (a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - (b) an employee of the Club.

## **Initial charity trustees**

- 55 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**

- 56 At each AGM, the members may elect any member to be a charity trustee (unless they are debarred from membership under clause 53 and 54).
- 57 The board may at any time appoint any member (unless they are debarred from membership under clause 53 and 54) to be a charity trustee.
- 58 Charity Trustees are elected at each AGM.

## **Termination of office**

- 59 A charity trustee will automatically cease to hold office if: -
- (a) they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - (b) they become 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;
  - (c) they cease to be a member of the Club;
  - (d) they become an employee of the Club;
  - (e) they give the Club a notice of resignation, signed by them;
  - (f) 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;

- (g) 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 charity trustees (as referred to in clause 78);
- (h) 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 66(2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- (i) they are removed from office by a resolution of the members passed at a members' meeting.

60 A resolution under paragraph, 59(g), 59(h) or 59(i) shall be valid only if: -

- (a) the charity 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;
- (b) the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- (c) in the case of a resolution under paragraph 59(g) or 59(h) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

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

- (a) for each current charity trustee:
  - (i) their full name and legally required information;
  - (ii) the date on which they were appointed as a charity trustee; and
  - (iii) any office held by them in the Club;
- (b) for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
  - (i) the name of the charity trustee;
  - (ii) any office held by them in the Club; and
  - (iii) the date on which they ceased to be a charity trustee.

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

- (a) which arises from a resolution of the board or a resolution passed by the members of the Club; or

(b) which is notified to the Club.

- 63 If any person requests a copy of the register of charity 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 charity trustee of the Club, the board may provide a copy which has the addresses blanked out.

### **General committee members**

- 64 The charity trustees must elect (from among the members) a President, Vice-President, Treasurer and General Secretary.
- 65 In addition to the office-bearers required under clause 64, the charity trustees may elect (from among the members) further office-bearers if they consider that appropriate.
- 66 Office-bearers shall retire from office in rotation but may then be re-elected under clause 64 or 65.
- 67 A person elected to any office will automatically cease to hold that office: -
- (a) if they cease to be a member; *or*
  - (b) if they give to the Club a notice of resignation from that office.

### **Powers of board**

- 68 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.
- 69 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 70 The members may, by way of a resolution passed in compliance with clause 44 (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.
- 71 The board may fill any vacancies among the Trustees that may occur during the year. These individuals shall hold office until the next AGM where they will retire but may stand for re-election.
- 72 To delegate any of its powers to sub-committee(s) appointed for any special purpose.
- (a) Such sub-committee(s) shall be set up with a special remit which will lay down the purpose of the sub-group and any powers delegated from the general committee.

- (b) 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.
- (c) The President is an ex-officio member of all sub-committees.

### **Trustees - general duties**

**73** 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:

- (a) seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (c) in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
  - (i) put the interests of the Club before that of the other party;
  - (ii) where any other duty prevents 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;
- (d) 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.

**74** In addition to the duties outlined in clause 73, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

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

**75** 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 charity trustee will not be debarred from entering into an arrangement with the Club in which they have a personal interest; and (subject to clause 73c) 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.

**76** 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 but may receive commensurate

remuneration for any other such duty or service provided through a written agreement. The number of charity trustees receiving such remuneration will not be more than one quarter of the total number of Trustees.

- 77 The Charity Trustees may be paid all travelling and other out of pocket expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

### **Code of conduct for Charity Trustees**

- 78 Each of the Charity Trustees shall comply with the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

### **DECISION-MAKING BY THE CHARITY TRUSTEES**

#### **Notice of board meetings**

- 79 Any charity trustee may call or request a meeting of the board *or* ask the charity trustees' secretary to call a meeting of the board.
- 80 At least fourteen [14] 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.
- (a) In such cases, the notice for the meeting shall be 7 days, this notice being given personally to each committee member.

#### **Procedure at board meetings**

- 81 No valid decisions can be taken at a board meeting unless a quorum is participating; the quorum for board meetings is four [4] charity trustees or 50% +1 of the overall number of charity trustees.
- 82 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 81, the remaining Charity Trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take or make any other valid decisions.
- 83 The President of the Club should act as chairperson of each board meeting.
- 84 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees participating at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 85 Every charity trustee has one vote, which must be given personally.

- 86 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.
- 87 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 88 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 89 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which 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.
- 90 For the purposes of clause 89:
- (a) an interest held by an individual who is a “connected person” (as defined in clause 118 (d)) with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 shall be deemed to be held by that Charity Trustee;
  - (b) a charity 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, director, member of the Board of Trustees, officer or elected representative has an interest in that matter.

## **Minutes**

- 91 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of the general committee and sub-committees.
- 92 The board minutes to be kept under clause 91 must include the names of those present; and must be proposed and seconded.
- 93 The board shall (subject to clause 94) make available copies of the minutes referred to in clause 91 to any member of the club requesting them.
- 94 The board may exclude from any copy minutes made available to a member of the public any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the Club or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

### **Delegation to sub-committees**

- 95 The board may delegate any of their powers to a sub-committee or sub-committees; Any sub-committee must include at least one Charity Trustee, but other members of a sub-committee need not be Charity Trustees.
- 96 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.
- 97 When delegating powers under clause 95 or 96, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 98 Any delegation of powers under clause 95 or 96 may be revoked or altered by the board at any time.
- 99 The rules of procedure for each committee or sub-committee, and the provisions relating to membership of each committee or sub-committee, shall be set by the board.

#### **Operation of accounts**

- 100 The signatures of two out of the signatories appointed by the board who must not be connected persons (see Clause 118(d)) 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.
- 101 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 100.

#### **Accounting records and annual accounts**

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

#### **Finance**

- 104 The funds of the Club may only be used to support the stated objective of the Club;
- 105 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, or by written service provision agreement;



- 106 The Treasurer must lodge all monies in a bank account in the name of the Club.
- 107 The Treasurer must keep correct accounts showing the financial affairs of the Club and must arrange for their scrutiny by an independent financial accountant at the end of the financial year - 31<sup>st</sup> December.
- 108 A statement showing the balance of Club funds held in hand or designated Club bank account is to be presented to the Committee of Trustees prior to its submissions to the Annual General Meeting.
- 109 The board 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;
- 110 All monies due and owing to the Club shall be recoverable, at law, in the name of the Club.

## **MISCELLANEOUS**

### **Dissolution of the Club**

- 111 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.
- 112 If the Club is to be dissolved, the Board will call an EGM, called specifically for that purpose and a resolution will be brought before the whole membership. The motion will be carried only if passed by a two-thirds majority of the full members, present and voting.
- 113 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.
- 114 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**

- 115 This constitution may (subject to clause 116) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 44) or by way of a written resolution of the members.

- 116 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**

- 117 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- (a) any statutory provision which adds to, modifies or replaces that Act; and
  - (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
- 118 In this constitution: -
- (a) “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - (b) “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;
  - (c) “board” refers to the board of trustees
  - (d) “connected persons” includes:
    - (i) spouses, civil partners and cohabitees of a charity trustee;
    - (ii) child, stepchild, parent, grandchild, grandparent, brother or sister of a charity trustee (and a spouse of any such person);
    - (iii) an institution controlled by a charity trustee or a person connected with them or two or more trustees/connected persons when taken together;
    - (iv) a body corporate or company in which the charity trustee or a person connected with them has a substantial interest; or
    - (v) a Scottish partnership (business) in which the charity trustee or, a person connected with them is a partner.