

**Glasgow Schools Rowing Club SCIO will operate as a SCIO
(Scottish Charitable Incorporated Organisation)
and the principal office will be, and remain, in Scotland**

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, objectives, equalities, powers, liability, general structure	clauses 1 - 12
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	clauses 13 - 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
BOARD (CHARITY TRUSTEES)	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 57 - 92
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 93 -108
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 109 - 117
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 118 - 124

GENERAL

Type of organisation

- 1 The organisation 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 organisation is Glasgow Schools Rowing Club SCIO (“the Club”).

Affiliation

- 4 The Club shall be affiliated to Scottish Rowing, the governing body of the sport of rowing in Scotland, and its successors from time to time.

Objects

- 5 The objects of the Club (“the Objects”) are to advance the public participation in the sport of rowing (“the sport”) through the following:
 - (a) to provide training in rowing to members and the general public including young people and the disabled;
 - (b) to provide training and performance facilities for its members;
 - (c) to promote and maintain the highest standards of technical competence and safety in the sport;
 - (d) to provide equal opportunities for successful participation by all sections of the community;
 - (e) to organise racing events open to members and others;
 - (f) to do such things as may be considered desirable to promote the interests of rowing generally.

Equalities

- 6 In relation to its Objects and aligned to the Equalities Act 2010 (as amended or re-enacted from time to time) the Club will:
- (a) 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;
 - (b) strive to undertake whatever changes in organisation or facilities may be necessary to implement the above.

Powers

- 7 The Club has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.
- 8 No part of the income or property of the Club may be paid or transferred (directly or indirectly) to the members - either in the course of the Club's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes.

Liability of Members

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

- 11 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 important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - (b) the BOARD - who hold regular meetings, and generally control the activities of the Club.
- 12 The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Eligibility for membership

- 13 Membership is open to all and no application for membership will be refused on other than reasonable grounds.
- 14 All members are subject to this constitution and the regulations of Scottish Rowing.
- 15 Membership is available in the following categories:
- (a) Junior Members (being members under 18 years of age); This category of member has no voting rights;
 - (b) Ordinary Members (being members aged 18 or over, except Parent Members); This category of member has full voting rights;
 - (c) Honorary Members (being such persons as the Club in General Meeting may decide from time to time that it be proper and in the interests of the Club and rowing generally to admit); This category of member has full voting rights;
 - (d) Parent Members (being such persons who are a parent of a Junior Member); This category of member has full voting rights.
- 16 The Board shall have the right for good and sufficient reason to terminate the membership of any individual provided that the individual shall have the right to be heard by the Board before a final decision is made.
- 17 Notification of the termination of a membership may be forwarded to Scottish Rowing.

Application for membership

- 18 Any person who wishes to become a member must sign a written application or send an electronic application for membership in such form as shall from time to time be prescribed by the Board; the application will then be considered by the Board at its next Board meeting.
- 19 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 him/her to membership.

Membership entrance fee and subscription

- 20 The entrance fee for members and membership subscription shall be recommended by the Board and agreed upon by way of a simple majority vote of the members at a general meeting of the Club and will be payable on 1 September in each year or on such other date or dates as the Board may decide.
- 21 Only eligible members who have fulfilled the requirements of their subscriptions may perform in the name of the Club, vote and take part in Club activities.
- 22 If the entrance fee and/or subscription payable by any member remains outstanding for more than four weeks after the date on which it fell due and providing that he/she has been given at least one written reminder (which includes by email), the Board may, by resolution to that effect, expel him/her from membership.
- 23 Members joining the Club after 1 September in any year will pay the annual subscription regardless of when they join.
- 24 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the entrance fee and/or membership subscription.

Register of members

- 25 The Board must keep a register of members, setting out the following:
 - (a) for each current member:
 - (i) his/her full name and address; and
 - (ii) the date on which he/she was registered as a member of the Club;

- (b) for each former member - for at least six years from the date on he/she ceased to be a member:
 - (i) his/her name; and
 - (ii) the date on which he/she ceased to be a member.
- 26 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.
- 27 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 him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Board may provide a copy which had the addresses blanked out.

Withdrawal from membership

- 28 Any person who wants to withdraw from membership must give notice of withdrawal to the Club and he/she will cease to be a member when the notice is received by the Club.

Transfer of membership

- 29 Membership of the Club may not be transferred by a member to any other person.

Expulsion from membership

- 30 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, provided that the following procedures have been observed :
 - (a) at least twenty one days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - (b) the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 31 The Board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 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 incorporated; 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:-
- (a) the minutes of the previous AGM;
 - (b) a report 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 62 to 65;
 - (f) the appointment of independent examiner or examiners;
 - (g) determining the entrance fee for members and annual subscriptions;
 - (h) any other business which has been submitted to the Secretary not less than seven days prior to the AGM and any other business deemed relevant by the President.

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

- 35 The Board may arrange a special members' meeting at any time by a simple majority vote.
- 36 The Board must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a written notice signed by no less than 15 members, 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.

- 37 If the Board receive a notice under clause 36, the date for the meeting which they arrange in accordance with the notice must not be later than twenty-eight days from the date on which they received the notice.

Notice of members' meetings

- 38 At least fourteen clear days' notice must be given of any AGM or any EGM.
- 39 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 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,
- (a) the day after the notices are posted (or sent by e-mail) should be excluded; and
 - (b) 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 or outcome at the meeting.
- 42 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 him/her 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 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 five members present in person or by proxy.
- 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 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

- 48 Subject to clause 15, every member has one vote, which must be given in person or by proxy. Junior members may attend all general meetings but shall not have the right to vote.
- 49 All decisions at members' meetings will be made by simple 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 voting on the resolution at a members' meeting:
- (a) a resolution amending the constitution;
 - (b) a resolution expelling a person from membership under clause 30;
 - (c) a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - (d) 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);
 - (e) 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);
 - (f) a resolution for the winding up or dissolution of the Club.

- 51 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.
- 52 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 53 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Minutes

- 54 The Board must ensure that proper minutes are taken in relation to all members' meetings.
- 55 Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 56 The Board shall make available copies of the minutes referred to in clause 54 to any member of the public requesting them; but on the basis that the board may exclude confidential material.

BOARD

Number of charity trustees & constitution of the Board

- 57 The Board shall comprise the Club's Officers and three other charity trustees. The maximum number of charity trustees is ten.
- 58 The minimum number of charity trustees is five.

Eligibility

- 59 A person will not be eligible for election or appointment to the Board unless he/she is a full member of the Club.
- 60 A person will not be eligible for election or appointment to the Board if he/she is: -
- (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

- 61 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

- 62 At each AGM, the members may elect any member to be a charity trustee (unless he/she is debarred from membership under clause 60).
- 63 The Board may at any time appoint any member (unless he/she is debarred from membership under clause 60) to be a charity trustee.
- 64 Charity trustees are elected for a period of one year, but are then eligible for re-election under clause 62.
- 65 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- (a) he/she advises the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
 - (b) an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - (c) a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Appointment/re-appointment of co-opted charity trustees

- 66 In addition to their powers under clause 63, the Board may at any time appoint any non-member of the Club to be a charity trustee (subject to clause 57, and providing he/she is not debarred from membership under clause 60) either on the basis that he/she has been nominated by a body with which the Club has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the Board.
- 67 At each AGM, all of the charity trustees appointed under clause 66 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 68 A charity trustee will automatically cease to hold office if: -

- (a) he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- (b) he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
- (c) (in the case of a charity trustee elected or appointed under clauses 62 to 65) he/she ceases to be a member of the Club;
- (d) he/she becomes an employee of the Club;
- (e) he/she gives the Club a notice of resignation, signed by him/her;
- (f) he/she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
- (g) he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 91);
- (h) he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- (i) he/she is removed from office by a resolution of the members passed at a members' meeting.

69 A resolution under clause, 68 (g), 68(h)) or 68(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 his/her 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 68 (g) or 68 (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

- 70 The Board must keep a register of charity trustees, setting out
- (a) for each current charity trustee:
 - (i) his/her full name and address;
 - (ii) the date on which he/she was appointed as a charity trustee; and
 - (iii) any office held by him/her in the Club;
 - (b) for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - (i) the name of the charity trustee;
 - (ii) any office held by him/her in the Club; and
 - (iii) the date on which he/she ceased to be a charity trustee.
- 71 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.
- 72 If any person requests a copy of the register of charity trustees, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the Club, the Board may provide a copy which has the personal information blanked out.

Office-bearers

- 73 The Officers of the Club, each of whom shall be a charity trustee, shall consist of the following :
- (a) President;
 - (b) Vice President;
 - (c) Secretary;

- (d) Treasurer;
 - (e) Captain; and
 - (f) Vice Captain.
- 74 The Officers must be Ordinary Members or Parent Members of the Club.
- 75 The Officers for each year shall be elected at the Annual General Meeting.
- 76 All Officers are eligible for re-election.
- 77 A casual vacancy arising in any Officer position shall be filled by the Board provided that the person appointed to fill the vacancy shall be eligible and shall be confirmed or otherwise at the next AGM and if confirmed shall hold office only until such time as the person they replaced was due to retire, but shall be eligible for re-election in accordance with clause 76.
- 78 The Board shall nominate a number of Ordinary Members and Parent Members to stand for election as Officers of the Club. All nominations shall be sent to the Members with the notice of the next AGM and at that AGM the candidate elected to each role shall be the person approved at that AGM.
- 79 The following periods of service as Officers shall be considered appropriate (but not compulsory) :
- (a) President : 3 years;
 - (b) Vice President : 2 years;
 - (c) Secretary : 2 years;
 - (d) Treasurer : 2 years;
 - (e) Captain : 1 year; and
 - (f) Vice Captain : 1 year.
- 80 Office-bearers shall retire from office in rotation but may then be re-elected under clause 76.
- 81 A person elected to any office will automatically cease to hold that office: -
- (a) if he/she ceases to be a charity trustee; *or*

- (b) if he/she gives to the Club a notice of resignation from that office, signed by him/her.

Powers of Board

- 82 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.
- 83 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 84 The members may, by way of a resolution passed in compliance with clause 50 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.
- 85 The Board may fill any vacancies among the charity trustees that may occur during the year. These individuals shall hold office until the next AGM where they will retire but may stand for re-election.

Trustees - general duties

- 86 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Club; and, in particular, must:-
 - (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 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;
 - (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.

- 87 In addition to the duties outlined in clause 86, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- (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.
- 88 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Club should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the Club in which he/she has a personal interest; and subject to clause 89 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 89 No charity trustee may serve as an employee (full time or part time) of the Club; and no charity trustee may be given any remuneration by the Club for carrying out his/her duties as a charity trustee but may receive commensurate remuneration for any other such duty or service provided through a written agreement. The number of charity trustees receiving such remuneration will not be more than one quarter of the total number of charity trustees.
- 90 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

- 91 Each of the charity trustees shall comply with the code of conduct prescribed by the board from time to time.
- 92 The code of conduct referred to in clause 91 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

- 93 Any charity trustee may call or request a meeting of the Board *or* ask the secretary to call a meeting of the Board.
- 94 At least fourteen 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

- 95 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for board meetings is four charity trustees, present in person.
- 96 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 95, 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.
- 97 The President of the Club should act as chairperson of each Board meeting.
- 98 If the President is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 99 Every charity trustee has one vote, which must be given personally.
- 100 All decisions at Board meetings will be made by majority vote.
- 101 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.
- 102 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 103 A charity trustee must not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Club; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 104 For the purposes of clause 103 : -
- (a) an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment

(Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;

- (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 he/she is an employee, director, member of the board of trustees, officer or elected representative has an interest in that matter.

Minutes

- 105 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 106 The Board minutes to be kept under clause 105 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 107 The Board shall (subject to clause 108) make available copies of the minutes referred to in clause 105 to any member of the Club requesting them.
- 108 The Board may exclude from any copy minutes made available to a member of the Club 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

- 109 The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 110 The Board may also delegate to the President of the Club (or the holder of any other post) such of their powers as they may consider appropriate.
- 111 When delegating powers under clause 109 or 110, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 112 Any delegation of powers under clause 109 or 110 may be revoked or altered by the Board at any time.

- 113 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

- 114 Subject to clause 115, the signatures of two out of three unrelated signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Club; at least one out of the two signatures must be the signature of a charity trustee.
- 115 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 114.

Accounting records and annual accounts

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

MISCELLANEOUS

Dissolution of the Club

- 118 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.
- 119 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.
- 120 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

- 121 This constitution may (subject to clause 122) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 50).
- 122 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 123 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.
- 124 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; and
 - (c) "Board" refers to the board of charity trustees.