

~~Burness Paul~~

**CONSTITUTION**  
of  
**EDINBURGH SOUTHERN ORIENTEERING CLUB**





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## **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 SCIO will be in Scotland (and must remain in Scotland).

### **Name**

- 3 The name of the SCIO is “Edinburgh Southern Orienteering Club”.

### **Purposes**

- 4 The SCIO’s purpose is to foster, encourage, promote and develop public participation in the sport of orienteering (in all its forms and at all levels of ability), particularly among residents of Edinburgh and the surrounding area, including encouraging the growth of public participation in recreational orienteering and developing the provision of orienteering facilities and activities in these communities, and specifically:
  - 4.1 to promote the sport of orienteering for the long term sustainability of the club;
  - 4.2 to be a responsible, active, friendly and competitive club;
  - 4.3 to provide regular orienteering opportunities at all levels; and
  - 4.4 to develop pathways to support members to reach their potential.

### **Affiliation**

- 5 The SCIO will be affiliated to the British Orienteering Federation and the Scottish Orienteering Association (Scottish charity number: SC043563).

### **Powers**

- 6 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 7 No part of the income or property of the SCIO may be paid or transferred (directly or indirectly) to the members - either in the course of the SCIO’s existence or on dissolution.

### **Liability of members**

- 8 The members of the SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO if it is wound up; accordingly, if the SCIO is unable to meet its debts, the members will not be held responsible.



- 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 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**

- 10 The structure of the SCIO consists of:
- 10.1 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 with voting rights appoint people to serve on the board and take decisions on changes to the constitution itself;
  - 10.2 the BOARD, also known as the COMMITTEE - who hold regular meetings, and generally control the activities of the SCIO; for example, the board is responsible for monitoring and controlling the financial position of the SCIO.
- 11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.



## **MEMBERS**

### **Categories of membership**

- 12 The following membership categories shall apply:
- 12.1 Senior Members: Senior membership shall be available to persons who are aged 26 or older on 31 December of the membership year (as defined in clause 24);
  - 12.2 Young Adult Members: Young Adult Membership shall be available to persons who are aged between 21 and 25 on 31 December of the membership year.
  - 12.3 Junior Members: Junior membership shall be available to persons who are aged 20 or younger on 31 December of the membership year;
  - 12.4 Family Members: Family membership shall be available to families (and on the basis that the board shall determine from time to time what should be taken to be a “family” for this purpose);
  - 12.5 Group Members: Group membership shall be available to organisations such as schools, guide and scout groups;
  - 12.6 Honorary Members: Honorary membership shall be open to individuals, who, having given outstanding service or shown outstanding achievement in the sport of orienteering, have had honorary membership conferred on them by a resolution passed by majority vote (following a recommendation by the board) at a members’ meeting;
  - 12.7 Social Members: Social membership shall be open to individuals who do not wish to take part in activities of the SCIO, except social events; and
  - 12.8 Second Club Members: Second club membership shall be open to individuals (and families) who are a first member of another club and wish to be a club only member of the SCIO.
- 13 As regards Group membership, this shall involve admission to membership of an individual nominated for membership by an organisation; the organisation itself (assuming it is not a corporate body) cannot be admitted as a member of the SCIO, as it is not a legal entity.
- 14 No more than one individual nominated for membership by a given organisation can be a member of the SCIO at any one time.
- 15 Employees of the SCIO are not eligible for membership, unless the board resolves otherwise, for example in relation to a development officer.

### **Application for membership**

- 16 Any person who wishes to become a Senior Member, a Young Adult Member, a Junior Member, a Social Member or a Second Club Member must sign a written application for membership and submit it to the SCIO.



- 17 Any person nominated by an organisation under clause 13 who wishes to become a Group Member must submit to the SCIO an application for membership signed by him/her (or electronically authenticated by or on their behalf).



- 18 Any person who wishes to take out Family membership for him/her and his/her family must submit to the SCIO a written application for membership signed by him/her, and also signed by all members of his/her family who are to be included in Family membership, unless they are under 16 years of age at the time of the application for membership.
- 19 An application for membership must be accompanied by a remittance to meet the annual membership subscription applicable to the category of membership for which the applicant is applying.
- 20 All applications for membership (with the remittance required under clause 19) received by the SCIO will be considered by the membership secretary, or alternatively (where deemed appropriate by the membership secretary) by the board at its next board meeting.
- 21 The board may, at its discretion, refuse to admit any person to membership.
- 22 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership; if the decision was to refuse admission, the board shall return to the applicant the remittance lodged by him/her under clause 19.

#### **Membership subscription**

- 23 All members (other than Honorary Members) shall require to pay an annual membership subscription.
- 24 The annual membership subscriptions shall be payable on or before 1 January in each year; and the “membership year”, for the purposes of this constitution, will be taken to run from 1 January to 31 December in a given calendar year.
- 25 The amount of the annual membership subscription applicable to each category of membership shall be as follows:
  - 25.1 during the period until the first annual general meeting (“AGM”) of the SCIO, the amount of the annual membership subscription applicable to each category of membership shall correspond with the amount payable in respect of that category of membership under the constitution of the unincorporated association whose assets and undertaking were transferred to the SCIO;
  - 25.2 from and after the first AGM of the SCIO, the amount of the annual membership subscription applicable to each category of membership during a given membership year shall (subject to clause 26) be determined by a resolution passed by majority vote at the AGM which immediately precedes the start of that membership year.
- 26 With reference to paragraph 25.2, if no resolution setting the amount of the membership subscription applicable to each category of membership is proposed at any AGM, the amount of the membership subscription applicable to that category of membership which applies immediately prior to that AGM shall continue to apply, unless and until a resolution of this nature is passed at a subsequent AGM.



- 27 If the membership subscription payable by any member remains outstanding as at 31 March in the relevant membership year, he/she will automatically cease to be a member; and:
- 27.1 in the case of Family membership, all other members of the family will automatically cease to be members (and will automatically cease to have any rights regarding participation in the SCIO's activities) at the same time;
  - 27.2 in the case of Group membership, the organisation which nominated him/her for membership (and the individual members of that organisation) will automatically cease to have any rights regarding participation in the SCIO's activities at the same time.
- 28 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**

- 29 The board must keep a register of members, setting out
- 29.1 for each current member:
    - 29.1.1 his/her full name and address;
    - 29.1.2 the date on which he/she was registered as a member of the SCIO;
    - 29.1.3 the category of membership into which he/she falls;
    - 29.1.4 in the case of a Family Member, the name of each of the other members of his/her family who fall within the Family membership;
    - 29.1.5 in the case of a Group Member, the name and address of the organisation which nominated him/her for membership;
  - 29.2 for each former member - for at least six years from the date on which he/she ceased to be a member:
    - 29.2.1 his/her name; and
    - 29.2.2 the date on which he/she ceased to be a member.
- 30 The board must ensure that the register of members is updated within 28 days of any change:
- 30.1 which arises from a resolution of the board or a resolution passed by the members of the SCIO; or
  - 30.2 which is notified to the SCIO.
- 31 If a member or charity trustee of the SCIO requests a copy of the register of members, the board must ensure that a copy of the current information (but not any historic information) is supplied to him/her within 28 days, providing the request is reasonable in the opinion of the board; if the request is made by a member (rather



than by a charity trustee), the board shall provide a copy which has the names only and does not include contact details. Separately, in accordance with any agreed policy of the SCIO from time to time, members' contact details may be made available on request by a member (current but not any historic information), in accordance with relevant data protection requirements, where any charity trustee is satisfied that there is a legitimate requirement for such information in connection with the activities of the SCIO, unless a member has notified the SCIO in advance that their details are not to be made available in this manner.

### **Withdrawal from membership**

- 32 Any person who wants to withdraw from membership must give a written notice of withdrawal to the SCIO, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the SCIO.
- 33 An organisation which nominated an individual for membership under clause 13 may withdraw his/her nomination for membership by notice to the SCIO to that effect, signed by an appropriate office-bearer of that organisation; he/she will automatically cease to be a member as from the time when the notice is received by the SCIO.
- 34 If an organisation wishes to change its representative within the membership of the SCIO, it must give a written notice to the SCIO to the effect (naming the person who is being nominated for membership in place of the existing member), signed by an appropriate office-bearer of that organisation and by the person who is being nominated for membership; as from the time when the notice is received by the SCIO, the person nominated for membership in the notice shall automatically become a member, and the existing member shall automatically cease to be a member.
- 35 For the avoidance of doubt, where a person admitted to membership on the basis of nomination by a given organisation has already paid the membership subscription applicable to the relevant membership year, any replacement representative of that organisation admitted as a member under clause 34 shall not require to pay any further membership subscription in relation to that membership year.

### **Transfer of membership**

- 36 Membership of the SCIO may not be transferred by a member.

### **Expulsion from membership**

- 37 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, providing the following procedures have been observed:
- 37.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 37.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.



- 38 Where a person expelled from membership is a Family Member, all other members of the family will automatically cease to be members (and will automatically cease to have any rights regarding participation in the SCIO's activities) at the same time.
- 39 Where a person expelled from membership is a Group Member, the organisation which nominated him/her for membership (and the individual members of that organisation) will (subject to clause 40) automatically cease to have any rights regarding participation in the SCIO's activities at the same time.
- 40 If, in a case where the person who is the subject of a proposed resolution for expulsion is a Group Member, the reasons for expulsion relate to his/her own conduct, rather than the conduct of the organisation which nominated him/her for membership (or the conduct of the individual members of that organisation), the organisation may, by notice to the SCIO to that effect, signed on the organisation's behalf by an appropriate office-bearer and by the person who is being nominated for membership, nominate some other individual for membership in his/her place; if the resolution for expulsion is passed by the required majority, that other person will automatically be admitted to membership in his/her place (and on the basis that clause 35 will be taken to apply) and clause 39 will not apply.

#### **Termination**

- 41 Membership of the SCIO will terminate on death.



## **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, within four months following the end of the SCIO’s accounting year. The accounting year shall end on 31 August in each year.
- 43 The business of each AGM must include:
- 43.1 approval of the minutes of the previous AGM;
  - 43.2 receiving reports from the President and the Honorary Secretary;
  - 43.3 receiving a report from the Honorary Treasurer;
  - 43.4 consideration of the annual accounts of the SCIO;
  - 43.5 electing/re-electing the charity trustees.
- 44 The board may arrange a special members’ meeting at any time.

### **Power to request the board to arrange a special members’ meeting**

- 45 The board must arrange a special members’ meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by at least 10 members eligible to vote, providing:
- 45.1 the notice states the purposes for which the meeting is to be held; and
  - 45.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.
- 46 If the board receive a notice under clause 45, 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**

- 47 At least 14 clear days’ notice must be given of any AGM or any special members’ meeting.
- 48 The notice calling a members’ meeting must specify in general terms what business is to be dealt with at the meeting; and
- 48.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 48.2 in the case of any other resolution falling within clause 59 (requirement for two-thirds majority) must set out the exact terms of the resolution.



- 49 The reference to “clear days” in clause 47 shall be taken to mean that, in calculating the period of notice,
- 49.1 the day after the notices are posted (or sent by e-mail) should be excluded;  
and
- 49.2 the day of the meeting itself should also be excluded.
- 50 Notice of every members’ meeting must be given to all the members of the SCIO, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 51 Any notice which requires to be given to a member under this constitution must be:
- 51.1 sent by post to the member, at the address last notified by him/her to the SCIO; or
- 51.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the SCIO.

#### **Procedure at members’ meetings**

- 52 No valid decisions can be taken at any members’ meeting unless a quorum is present.
- 53 The quorum for a members’ meeting is 10 members who are entitled to vote at members’ meetings, present in person.
- 54 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.
- 55 The President should act as chairperson of each members’ meeting.
- 56 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.

#### **Voting at members’ meetings**

- 57 The following rules shall apply regarding voting rights:
- 57.1 a Senior Member or a Young Adult Member shall have one vote;
- 57.2 each person aged 16 or over who is part of a Family membership shall have one vote;
- 57.3 a Junior Member who is aged 16 or over shall have one vote;
- 57.4 the following shall have no voting rights:



57.4.1 a Junior Member who is under the age of 16; and

57.4.2 a person under the age of 16 who is part of a Family membership.

58 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 59.

59 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 (or if passed by way of a written resolution under clause 63):

59.1 a resolution amending the constitution;

59.2 a resolution expelling a person from membership under clause 37;

59.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

59.4 a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

59.5 a resolution to the effect that all of the SCIO'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);

59.6 a resolution for the winding up or dissolution of the SCIO.

60 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.

61 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.

62 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.

### **Written resolutions by members**

63 A resolution agreed to in writing (or by e-mail) by all the members who are entitled to vote at members' meetings will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

### **Minutes**

64 The board must ensure that proper minutes are kept in relation to all members' meetings.

65 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.



## **BOARD**

### **Composition of the board**

- 66 Subject to any vacancies which may exist from time to time, the board of the SCIO (all of whom shall together comprise the charity trustees of the SCIO) shall consist of the following:
- 66.1 the President;
  - 66.2 the Honorary Secretary;
  - 66.3 the Honorary Treasurer;
  - 66.4 the Club Captain; and
  - 66.5 up to 3 further charity trustees.

### **Eligibility**

- 67 A person shall not be eligible for election/appointment to the board unless he/she is a member of the SCIO who is eligible under clause 57 to vote at members' meetings (a **"Voting Member"**).
- 68 A person will not be eligible for election or appointment to the board if he/she is:
- 68.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 68.2 an employee of the SCIO.

### **Initial charity trustees**

- 69 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the SCIO.
- 70 During the period from the date of incorporation of the SCIO until the first AGM, the charity trustees shall determine which of them should fill each of the places on the board specified in clause 66; and, during that period, the board may appoint any Voting Member willing to act (unless he/she is debarred from membership under clause 68) to fill any of the places on the board specified in clause 66 which is vacant at that time.

### **Election, retirement, re-election**

- 71 At each AGM, the Voting Members may elect any Voting Member willing to act (unless he/she is debarred from membership under clause 68) to fill each of the places on the board specified in clause 66.



- 72 The board may at any time appoint any Voting Member willing to act (unless he/she is debarred from membership under clause 68) to fill any of the places on the board specified in clause 66 which is vacant at that time.
- 73 At each AGM, all of the charity trustees shall retire from office – but shall then be eligible for re-election under clause 71.

### **Termination of office**

- 74 A charity trustee will automatically cease to hold office if:
- 74.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 74.2 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;
  - 74.3 he/she ceases to be a Voting Member of the SCIO;
  - 74.4 he/she becomes an employee of the SCIO;
  - 74.5 he/she gives the SCIO a notice of resignation, signed by him/her;
  - 74.6 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;
  - 74.7 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);
  - 74.8 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
  - 74.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 75 A resolution under paragraph 74.7, 74.8 or 74.9 shall be valid only if:
- 75.1 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;
  - 75.2 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
  - 75.3 (in the case of a resolution under paragraph 74.7 or 74.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.



- 76 For the avoidance of doubt, if an office-bearer resigns as a charity trustee, he/she will (subject to clause 77) automatically cease to hold that office, and vice versa.
- 77 If a person wishes to resign from a given office, he/she may remain as a charity trustee if:
- 77.1 he/she wishes to serve on the board in some other capacity;
  - 77.2 the relevant place on the board (being one of the other offices listed in paragraphs 66.1 to 66.4 or one of the non-office bearer places under paragraph 66.5) is vacant at the time; and
  - 77.3 the board resolve that he/she should fill that place accordingly.

### **Register of charity trustees**

- 78 The board must keep a register of charity trustees, setting out:
- 78.1 for each current charity trustee:
    - 78.1.1 his/her full name and address;
    - 78.1.2 the date on which he/she was appointed as a charity trustee; and
    - 78.1.3 any office held by him/her in the SCIO;
  - 78.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
    - 78.2.1 the name of the charity trustee;
    - 78.2.2 any office held by him/her in the SCIO; and
    - 78.2.3 the date on which he/she ceased to be a charity trustee.
- 79 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 79.1 which arises from a resolution of the board or a resolution passed by the members of the SCIO; or
  - 79.2 which is notified to the SCIO.
- 80 If any person requests a copy of the register of charity trustees, the board must ensure that a copy of the current information (but not any historic information) is supplied to them within 28 days, providing the request is reasonable in the opinion of the board; if the request is made by a person who is not a charity trustee of the SCIO, the board shall provide a copy which has the names only and does not include contact details, if the board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.



## **Safeguarding**

- 81 The board shall ensure that a child protection policy, reflecting best practice in the sector, is in place at all times, that it is regularly reviewed and updated, and that all charity trustees and volunteers receive appropriate training with regard to the child protection policy.
- 82 The board shall appoint a child protection coordinator; and shall ensure that the child protection coordinator reports regularly to the board.

## **Powers of board**

- 83 Except where this constitution states otherwise, the SCIO (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the SCIO.
- 84 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 85 The members may, by way of a resolution passed in compliance with clause 59 (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.

## **Charity trustees - general duties**

- 86 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the SCIO; and, in particular, must:
- 86.1 seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;
  - 86.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 86.3 in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
    - 86.3.1 put the interests of the SCIO before that of the other party; or
    - 86.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - 86.4 ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 87 In addition to the duties outlined in clause 86, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:



- 87.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 87.2 that any charity trustee who has been in serious or persistent breach of those duties is removed as a charity trustee.
- 88 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the SCIO should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the SCIO 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 SCIO; and no charity trustee may be given any remuneration by the SCIO for carrying out his/her duties as a charity trustee.
- 90 The charity trustees may be paid expenses incurred by them in connection with carrying out their duties, where these have been approved by the board, but charity trustees shall not (unless in exceptional circumstances) be paid travelling expenses relating to their attendance at meetings or otherwise.

#### **Code of conduct for charity trustees**

- 91 Each of the charity trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) 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 a meeting of the board *or* ask the secretary to call a meeting of the board.
- 94 At least 7 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 3 charity trustees, present in person.
- 96 A charity trustee may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 97 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 any other valid decisions.
- 98 The President should act as chairperson of each board meeting.
- 99 If the President is not present within 30 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.
- 100 Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee who is participating in the meeting in a manner consistent with clause 96 will be deemed for this purpose to be given personally.
- 101 All decisions at board meetings will be made by majority vote.
- 102 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.
- 103 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.
- 104 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 SCIO; he/she must withdraw from the meeting while an item of that nature is being dealt with.



105 For the purposes of clause 104:

105.1 an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;

105.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

### **Minutes**

106 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

107 The minutes to be kept under clause 106 must include the names of those present.



## **ADMINISTRATION**

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

- 108 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.
- 109 The board may also delegate to the President (or to any other office-bearer) such of their powers as they may consider appropriate.
- 110 When delegating powers under clause 108 or 109, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 111 Any delegation of powers under clause 108 or 109 may be revoked or altered by the board at any time.
- 112 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.
- 113 The board shall have the power to publish and enforce such bye-laws as they feel appropriate to govern the activities of the SCIO and the conduct of members of the SCIO (and others) participating in such activities.

### **Operation of accounts**

- 114 Any cheque drawn on the SCIO's bank account shall be signed by any two of the following: President, Honorary Secretary, Honorary Treasurer, a charity trustee nominated by the board to be an authorized signatory on the bank account.
- 115 Any payment made out of the SCIO's bank account using online banking facilities shall require authorisation by any two of the following: President, Honorary Secretary, Honorary Treasurer, a charity trustee nominated by the board to be an authorized signatory on the bank account.

### **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; 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

- 118 If the SCIO 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 Any surplus assets available to the SCIO immediately preceding its winding up or dissolution must be transferred to the Scottish Orienteering Association (or, if the Scottish Orienteering Association is not in existence at that time, to some other appropriate body or bodies, as determined by a resolution passed by majority vote by the members prior to winding-up or dissolution) to be used for purposes which are the same as - or which closely resemble - the purposes of the SCIO as set out in this constitution.

### Alterations to the constitution

- 120 This constitution may (subject to clause 121) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 59) or by way of a written resolution of the members.
- 121 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

- 122 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 122.1 any statutory provision which adds to, modifies or replaces that Act; and
- 122.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 122.1 above.
- 123 In this constitution:
- 123.1 "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;
- 123.2 "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.