



# TAY ROWING CLUB CONSTITUTION

ADOPTED NOVEMBER 2020

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## **1 THE ORGANISATION**

1.1 The name of the organisation is Tay Rowing Club.

1.2 The organisation is a Scottish Charitable Incorporated Organisation (SCIO), registered as such with the Office of the Scottish Charity Regulator (OSCR); reg no 45667. The organisation will comply with all OSCR and legal requirements which attach to its registration as a SCIO.

1.3 The organisation will have a single tier structure; all Charity Trustees must also be Members.

1.4 The organisation will affiliate to Scottish Rowing; the sport's national governing body.

1.5 The organisation may affiliate such other organisations as it feels are appropriate to the pursuit of its purposes and objectives.

## **2 PURPOSES AND OBJECTIVES**

2.1 To provide the organisation, management and development of Tay Rowing Club for all members of the organisation

2.2 To provide training facilities for its members

2.3 To promote and maintain the highest standards of technical competence and safety in the sport

2.4 To uphold the rules of the sport

2.5 To provide equal opportunities for successful participation by all sections of the community, particularly through local schools.

2.6 To promote the sport of rowing and sculling

2.7 To support the objectives of Scottish rowing

2.8 To work with partners to encourage watersport in Tayside

## **3 MEMBERSHIP**

### **3.1 ELIGIBILITY**

3.1.1 Membership is open to any individual aged 12 or over who has an interest in supporting the purposes and objectives of the organisation.

3.1.2 Employees of the organisation are not eligible for membership.

3.1.3 Any person who wishes to become a member must sign a written application for membership and lodge this with the organisation

3.1.4 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.

3.1.5 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

3.1.6 Anyone who has their application for membership rejected shall have a right of appeal through the Club Grievance Procedure.

3.1.7 Any person who wishes to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them. They will cease to be a member as from the time when the notice is received by the organisation.

## 3.2 SUBSCRIPTIONS

3.2.1 Members shall be required to pay an annual membership fee, which will be paid in accordance with the methods set by the board.

3.2.2 The annual membership fee will be set by resolution passed at an AGM.

3.2.3 The board may, in exceptional circumstances, set an additional subscription fee to cover the running cost of membership.

3.2.4 If the membership subscription payable by any member remains outstanding more than 4 weeks from a written reminder - the board may, by resolution to that effect, expel them from membership. Anyone who is expelled in this manner shall have a right of appeal in accordance with the Club Grievance Procedure

3.2.5 Anyone who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

## 3.3 CHILD PROTECTION AND VULNERABLE ADULTS

3.3.1 The Club accepts the Safeguarding and Protecting Children and Vulnerable Adults Policy and Procedures set out by the Governing body, Scottish Rowing and will require all members to accept them as a condition of membership. The Board shall appoint a member of the organisation, appropriately trained, to act as Club Welfare Officer.

## 3.4 DISCIPLINE AND GRIEVANCE

3.4.1 The board will maintain a disciplinary and grievance policy in accordance with the club's governing bodies recommendations. The policy will be readily accessible to members.

## 3.5 MEMBERS MEETINGS

3.5.1 Members meetings comprise either Annual members meetings or Special members meetings; both may only be called by the board as detailed below.

3.5.2 Fourteen days notice must be given to all members of the time date and place of a meeting of members.

3.5.3 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and, in the case of any resolution requiring a two-thirds majority, must set out the exact terms of the resolution.

3.5.4 The quorum for a members' meeting is 25% of members, normally present in person. No valid decisions can be taken at any members' meeting unless a quorum is present. 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.

3.5.5 Every member aged 16 years and over has one vote, which must be given personally.

3.5.6 A members meeting will normally be chaired by the club president. If the club 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.

3.5.7 All decisions at members' meetings will be made by simple majority vote - with the exception of the following types of resolutions which will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting:

a resolution amending the constitution;

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

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

a resolution to the effect that all of the organisation'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);

a resolution for the winding up or dissolution of the organisation.

3.5.8 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.

3.5.9 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.

3.5.10 The chairperson will decide how any secret ballot is to be conducted, and will declare the result of the ballot at the meeting.

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

### 3.6 ANNUAL MEMBERS MEETING [AGM]

3.6.1 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. The gap between one AGM and the next must not be longer than 15 months.

3.6.2 The business of each AGM will be;

A report by the club president on the activities of the organisation,

Consideration of the annual accounts of the organisation and appointment of independent financial examiner,

Consideration of the annual membership fee,

Consideration of any amendments to this constitution,

The election of charity trustees / officers,

### 3.7 SPECIAL MEMBERS MEETING [SGM]

3.7.1 The board must arrange a special members' meeting [ SGM ] if they are requested to do so in writing by 5% or more of the total membership of the organisation at the time, providing that the purposes for which the meeting is to be held are stated and that those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

3.7.2 An SGM called at the request of members must be arranged to take place no more than twenty eight days after the receipt, by the board, of the written request.

3.7.3 The board may arrange a special members' meeting at any time.

## **4 BOARD OF CHARITY TRUSTEES**

### **4.1 POWERS**

4.1.1 Except where this constitution states otherwise, the organisation and its assets and operations will be managed by the board; and the board may exercise all the powers of the organisation.

4.1.2 A members meeting may, by way of a resolution passed with a 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.

### **4.2 ELIGIBILITY AND ELECTION**

4.2.1 All charity trustees must be current members of the organisation.

4.2.2 At any time there will be a minimum of 3 and a maximum of 12 charity trustees. Collectively they will be referred to as the board.

4.2.3 At each AGM all of the charity trustees shall retire from office, but shall then be eligible for re-election; except that, normally, no member may serve as a charity trustee for more than three consecutive years.

4.2.4 The period between one AGM and the next shall be deemed to be a period of one year;

4.2.5 At each AGM the following officers shall be elected as charity trustees;

President

Secretary

Treasurer

Safety Adviser

Welfare Officer

Such other officers as are recommended by the outgoing Board

4.2.6 The notice calling for an AGM must include a call for nominations for all of the posts to be elected at the AGM.

4.2.7 Nominations should;

be received by the outgoing Secretary no less than 48hrs before the AGM

be in writing and signed by all parties mentioned or be by personal email from all parties mentioned

name the member nominated and include confirmation from the nominee that they are willing to stand

name the member proposing

name the member seconding

4.2.8 If no nominations are received for any post, the AGM may accept nominations from the floor of the meeting, the nominee being present to confirm willingness to stand, or the AGM may agree to let the post remain vacant.

4.2.9 A charity trustee will cease to be a charity trustee if they cease to be a member of the organisation for whatever reason. A charity trustee who wishes to resign, but remain a member of the organisation, may do so in writing to the Secretary.

### 4.3 MEETINGS

4.3.1 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.

4.3.2 At least 7 days' notice must be given of any board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

4.3.3 The president of the organisation should act as chairperson of each board meeting.

4.3.4 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 present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

4.3.5 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is two thirds of charity trustees, present in person.

4.3.6 Every charity trustee has one vote, which must be given personally.

4.3.7 All decisions at board meetings will be made by simple majority vote.

4.3.8 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.

4.3.9 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 organisation; they must withdraw from the meeting while an item of that nature is being dealt with.

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

4.3.11 The board may exclude from any copy minutes made available 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 organisation or on the basis that the material contains reference to matters which it would be inappropriate to divulge.

### 4.4 SUB-COMMITTEES AND DELEGATION

4.4.1 The board may delegate any of its powers to sub-committees.

4.4.2 Any sub-committee must include at least two charity trustees, one of whom will be nominated by the board to chair the sub-committee, other members of a sub-committee need not be charity trustees but must be members of the organisation, co-opted onto the sub-committee by the board.

4.4.3 The rules of procedure for a sub-committee will be the same as those for the board.

4.4.4 The board may also delegate to any individual charity trustee such of their powers as they may consider appropriate.

4.4.5 All delegated powers must be the subject of written conditions, which must include an obligation to report regularly to the board.

4.4.6 All delegated powers may be revoked or altered by the board at any time.

## **5 FINANCE AND OPERATION OF ACCOUNTS**

5.1 One signature out of 3 signatories appointed by the Board will be required in relation to all operations on the bank and building society accounts held by the organisation. The appointed signatories must be charity trustees. Where the organisation 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 above.

5.2 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

5.3 The financial year of the organisation will start on 1st November and finish on 31st October.

5.4 The board must prepare annual accounts, complying with all relevant statutory requirements. These accounts must then be presented to a members meeting for scrutiny and subsequently passed to an independent examiner for ratification.

5.5 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) by way of dividend, distribution, bonus, honoraria or otherwise howsoever by way of profit to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

5.6 No charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.

5.7 A charity trustee may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings at the discretion of the Board.

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

## **6 ALTERATIONS TO THIS CONSTITUTION**

6.1 This constitution may be altered by resolution of the members passed at a members' meeting, subject to achieving the two thirds majority referred to in clause 3.5.7. 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

## **7 DISSOLUTION OF THE ORGANISATION**

7.1 If the organisation 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.

7.2 Any surplus assets available to the organisation 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 organisation as set out in this constitution.