Constitution of Wormit Boating Club & Watersports Hub (SCIO)

CONTENTS		
GENERAL	Type of organisation, Scottish principal office, Name, The Organisation and Community Definition, Purposes, Powers, Application of Income & Property, liability of members, General Structure	Clauses 1- 12
MEMBERS	Qualifications for membership, Categories of membership, Ordinary Members and Associate Members, Junior members, Honorary members, Social Members, Application for membership, Membership Subscriptions, Register of Members, Withdrawal from membership. Suspension or expulsion from membership, Termination.	Clauses 13 - 35
DECISION-MAKING BY MEMBERS	Members meetings, Power to request a members meeting, notice of members meetings, Procedure at members meetings (AGM &GM), Voting at members' meetings, Resolution by membership (AGM & GM), Technical objections to remote participation in members' meetings, Written resolutions, Meeting adjournment (AGM & GM).	Clauses 36 - 76
THE BOARD OF CHARITY TRUSTEES	Organisation Management, Composition of the Board of Trustees, Eligibility, Initial Charity Trustees, Election, retiral, re-election, Elected Charity Trustees,	Clauses 77 - 110

	Appointed Charity Trustees, Termination of Office Powers of the Board, Charity Trustees - general duties, Code of conduct for Charity Trustees.	
DECISION-MAKING BY CHARITY TRUSTEES	Notice of Board Meetings, Procedure at Board Meetings Minutes, Minutes.	Clauses 111 - 143
ADMINISTRATION & FINANCE	Office Bearers, Delegation to Sub -committees, Accounting Records and Annual accounts,	Clauses 144 - 155
MISCELLANEOUS	Winding up, Alterations to the Constitution, Indemnity, Definitions and Interpretation	Clauses 156 - 161

GENERAL

Type of Organisation

1. The Organisation is a Scottish Charitable Incorporated Organisation (SCIO).

Scottish Principal Office

2. The principal office of the Organisation is in Scotland (and must remain in Scotland).

Name

3. The name of the Organisation is 'Wormit Boating Club & Watersports Hub (SCIO)'.

The Organisation & Community Definition

4. The Organisation has been formed for the public benefit of those residing in the area of Fife Council's North East Area Committee and extended area (the "Community") and it must use and apply its property in furtherance of its charitable purposes and in accordance with this Constitution.

Purposes

5. The Organisation's charitable purpose is:

   The promotion of community participation in healthy recreation, in particular by the provision of facilities for safe boating and watersports, for the benefit of any and all of those residing in the area of Fife Council's North East Area Committee and extended area (and for the avoidance of doubt without discrimination on the grounds of race, gender, age, disability, sexual orientation or religion).

Powers

6. The Organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so including, without limitation, the power:
   6.1 to promote and implement training courses, exhibitions, seminars, conferences events and workshops;

   6.2 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Organisation;

   6.3 to register an interest in land and to exercise the right to buy land under Part 2 or Part 3a of the Land Reform (Scotland) Act 2003, or to exercise the right to buy land under Part 5 of the Land Reform (Scotland) Act 2016, and for asset transfer under Part 5 of the Community Empowerment Act (Scotland) 2015.

Application of Income and Property

7. The income and property of the Organisation shall be applied solely towards promoting the Purposes and do not belong to the members. Any surplus income or assets of the Organisation is/are to be applied for the benefit of the Community.

8. 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 of the Organisation or to any other individual either in the course of the Organisation's existence or dissolution – except where this is done in direct furtherance of the Organisation's charitable purposes, and no benefit (whether in money or in kind) shall be given by the Organisation to any member or Charity Trustee except in the circumstances provided for below:

   8.1 repayment of out-of-pocket expenses to Charity Trustees (subject to prior agreement by the Board);

   8.2 reasonable remuneration to any member or Charity Trustee in return for specific services actually rendered to the Organisation (not being of a management nature normally carried out by a Trustee of an organisation);

   8.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Organisation by any member or Charity Trustee;

   8.4 payment of rent at a rate not exceeding the open market rent for property let to the Organisation by any member or Charity Trustee;

   8.5 the purchase of property from any member or Charity Trustee provided that such purchase is at or below market value or the sale of property to any member or Charity Trustee provided that such sale is at or above market value;

   8.6 payment by way of any indemnity, where appropriate;

   8.7 and in any such event the terms of this Constitution relating to Personal Interests and Conflicts of Interest shall apply.

Liability of Members

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

10. The members and the 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 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

11. The structure of the Organisation consists of:
    a. Ordinary Members (clauses 14.a);
    b. Associate Members (clauses 14.b);
    c. Junior Members (clause 14.d);
    d. Family Members (clause 14.e);
    e. Honorary Membership (clause 14.f);
    f. Social Membership (clause 14.g);
    g. The Board of Charity Trustees;
    h. Office-Bearers.

12. The Organisation will usually affiliate to the Royal Yachting Association (RYA) and also the Scottish Coastal Rowing Association (SCRA), and in doing so will abide by their respective Codes of Conduct and Child Protection policies.

MEMBERS

Qualifications for membership

13. Membership is open to any individual or group who/which is interested in watersports and sport in general and in furthering the purposes of the Organisation.

Categories of membership

14. There shall be the following categories of membership:

    a. Ordinary Membership – is open to all individuals who reside within the Community and have attained the age of 16 by the 1st January that year. Ordinary Members have the right to attend members' meetings (including any annual members' meeting) and have important powers under the Constitution; in particular, the members appoint people to serve on the Board and take decisions on change to the Constitution itself;
    b. Associate Membership is open to all groups/organisations whose association with the club has been approved by the Board of Trustees. Associate Members have the right to attend members' meetings (including any annual members' meeting) but shall not be Voting Members;
    c. Ordinary Members and Associate Members shall be entitled to all the amenities of the Organisation;
    d. Junior Membership is open to an individual who has not yet attained the age of 16 by the 1st January or is in full time education. Junior Members are neither

eligible to become a Charity Trustee by any means nor to vote at any AGM or GM. All Junior Members are entitled to all the other amenities of the Organisation, subject to the byelaws;

e. Family Membership is open to up to two parents/carers and their children (aged under 16 living at the same address, or in full time education). Family Membership entitles each of up to two parents/carers to vote

f. Honorary Membership may be offered to an individual who, in the opinion of the Board, has provided outstanding service to the Organisation. Honorary Members are entitled to all the privileges of the full membership for life and all the amenities of the Organisation. There will be no fee for Honorary Membership;

g. Social Membership is open to an individual who has attained the age of 16 by the 1st January who does not partake in any of the sections of the Organisation but contributes to the social aspect of the Organisation. Social Members have the right to attend members' meetings (including any annual members' meeting) but shall not be Voting Members.

15. For the purposes of this constitution, a 'Voting Member' means an Ordinary Member including all members of a Family Membership over the age of 16 by the 1st January or an Honorary member.

16. A Group, either incorporated or unincorporated, can be accepted as an Associated Member. Each Group which is a member shall appoint one named authorised representative (who is an individual person) to represent and act for such Group at all AGMs and GMs. Any change in the appointment of an authorised representative may be made at any time by the appointing Group, but only by written notice to the Organisation. Such notice will take effect upon its receipt by the Organisation.

17. For the avoidance of doubt, the Board may make provision for temporary members and for guests to be introduced by members – allowing individuals in those categories to make use of the amenities of the Organisation; in neither case, however, shall those individuals be deemed to be members of the Organisation for the purposes of this Constitution (and accordingly they shall have no voting rights).

18. Membership of the Organisation may not be transferred by a Member.

Application for membership

19. Any person or Group who/which wishes to become a member must sign a written application for membership, identifying the category of membership for which they/it are applying. In the case of an incorporated organisation, the application must be signed by an appropriate officer of the Group.

20. An application for membership must be accompanied by a remittance to meet the full amount of the annual membership subscription applicable to the category of membership for which the individual is applying.

21. The Board may require an applicant to submit such information and/or evidence in support of their application as they may reasonably consider appropriate.

22. 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.

23. The Board, may at their discretion, refuse to admit any person to membership where they have reasonable grounds to believe that they might, if admitted to membership, act in a manner which would damage the reputation of the Organisation, undermine the efficiency of its operations, and/or disrupt the proper conduct of its meetings, or if the applicant has previously been a member of the Organisation and continues to be excluded from the membership by virtue of Clause 34.

24. The Board must notify each applicant promptly (in writing or by email) of its decision on whether to admit them to membership; if the decision is to decline admission, the Board must return the remittance lodged by them.

25. Where the Board declines admission to membership, the applicant shall have a right of appeal to a committee (composed of Ordinary Members who are not Charity Trustees of the Organisation) established by the Board for this purpose, providing they lodge an appeal in writing with the Organisation within 21 days after the date on which they were notified of the Board's decision.

26. The rules associated with appeals against declining admission shall be as set out in standing orders issued by the Board, and the Board shall have power to amend, supplement and/or replace such standing orders from time to time as they see fit.

Membership Subscription

27. All membership fees (which will be kept at levels that should not pose a significant obstacle to people participating) are to be set by the Board before 31st January in each year and are payable:

    a. upon admission to membership; and
    b. on or by 31st March of each subsequent year;

    and on the basis that the membership subscription applicable in each case shall be determined in accordance with the definition of each category of membership as set out in clause 14.

28. No member may exercise any entitlements or privileges attaching to membership until their annual subscription and arrears (if any) are fully paid; and the Board may (at its

discretion) expel from membership any person who fails to pay their membership subscription within six weeks after it falls due.

Register of members

29. The Board must keep a register of members, in line with current data protection legislation and regulations, setting out
    a. for each current member:
        i. their full name and address;
        ii. the date on which they were registered as a member of the Organisation; and
        iii. the category of membership into which they fall.
    b. for each former member – for at least six years from the date on which they ceased to be a member:
        i. their name;
        ii. the category of membership into which they fell; and
        iii. the date on which they ceased to be a member.
    c. Former members and ex-members by reason of non-payment of subscription are noted as such by 31st May in any given year.
30. 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 Organisation; or
    b. which is notified to the Organisation.
31. If a member or Charity Trustee of the Organisation requests a copy of the register of members, the Board must consider whether the request is reasonable and ensure that any provision of personal data is in compliance with current data protection legislation and regulations. The Board must respond within 28 days of receiving the request.

Withdrawal from membership

32. Any person who wishes to withdraw from membership must give a written notice of withdrawal from the Organisation, signed by them; they will cease to be a member from the date on the notice is received by the Organisation. A Group which wishes to withdraw from membership must give a written notice of withdrawal signed by an authorised officer of that Group.

Suspension or Expulsion from membership

33. All members of Wormit Boating Club and Watersports Hub are subject to the rules, code of conduct and disciplinary procedures of the Organisation. Under the club disciplinary procedures, action can be taken against a member in breach of these rules and codes of conduct which may include suspension for a specified period, or expulsion.

34. 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:

    a. 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;
    b. The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed;
    c. The Board must arrange a members' General Meeting if they are requested to by a member who has been suspended or expelled from the Organisation under the club disciplinary procedures and who wishes to appeal that decision. The suspended or expelled member must submit a request to appeal in writing to the Board within 14 days of the decision taken to suspend or expel them.

Termination

35. Membership of the Organisation will terminate on death.

DECISION - MAKING BY THE MEMBERS

Members' Meetings

37. The Board must arrange a meeting of members (an Annual General Meeting or AGM) in each calendar year.

38. The interval between one AGM and the next must not be longer than 15 months.

39. Notwithstanding clause 40, an AGM does not need to be held during the calendar year in which the Organisation is formed; but the first AGM must still be held within 15 months of the date on which the Organisation is formed.

40. The business of the AGM must include:

    a. Written reports by the Chairperson and the Commmodore on the activities of the Organisation;
    b. consideration of the annual accounts of the Organisation;
    c. fixing of the annual subscriptions;
    d. the appointment of the auditor;
    e. the report by the auditor;

f. the election/re-election of Committee members as referred in clause 10;
g. the election/re-election of Charity Trustees as referred to in clauses 85 – 92.

41. The Board may arrange a members' General Meeting at any time.

Power to request the Board to arrange a members' General Meeting (GM)

42. The Board must arrange a members' General 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 eight or more members having the right to vote 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

43. 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

44. At least 14 days' clear notice must be given of any AGM or any General Meeting.

45. 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 72 (requirement for two-thirds majority), must set out the exact terms of the resolution.

46. The reference to "clear days" in clause 44 shall be taken to mean that, in calculating the period of notice:

    a. the day after the notices are posted (or sent by electronic means) should be excluded; and
    b. the day of the meeting itself should also be excluded.

47. Notice of every members' meeting must be given to all the members of the Organisation; and to all the Charity Trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings or the meeting.

48. Any notice which requires to be given to a member under this Constitution must be:

    a. sent by post to the member, at the address last notified by them to the Organisation; or

b. sent by electronic means to the member, at the contact address/number last notified by them to the Organisation.

49. If members and Charity Trustees are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s) (see clause 55), the notice (or notes accompanying the notice) must:

a. set out details of how to connect and participate via that link or links; and
b. (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
   i. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
   ii. appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
c. (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
d. (where clause 53 applies) submitting questions and/or comments in advance of the meeting.

50. Where a members' meeting is to involve participation *solely* via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 54) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

51. Where clause 53 applies, the chairperson of a members' meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Procedure at members' meetings (AGM & GM)

52. The Board may if they consider appropriate (and must, if this is required under clause 56) make arrangements for members and Charity Trustees to participate in members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

a. the means by which members and Charity Trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
b. the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 52; and
c. the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and Trustees who participate via an audio or

audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and Charity Trustees (if any) who are attending in person (and vice versa).

53. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting would not be possible or advisable for all or a significant proportion of the membership, the Board must make arrangements for members and Charity Trustees to participate in that members' meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 56 will apply.

54. A members' meeting may involve two or more members or Charity Trustees participating via attendance in person while other members and/or Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

55. References in clauses 52 to 57 to members should be taken to include proxies for members and authorised representatives of members which are corporate bodies.

56. No valid decision can be taken at any members' meeting unless a quorum is present.

57. The quorum for a members' meeting is 15 members entitled to vote, present in person or by proxy. No business shall be conducted at any meeting unless a quorum is present.

58. An individual participating in a members' meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member (or the authorised representative of a member which is a corporate body), will be deemed to be in attendance) at the meeting.

59. If a quorum is not present within 15 minutes after the time at which the 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.

60. The Commodore should act as the chairperson for each full members' meeting.

61. If the Commodore 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.

62. The Board may take arrangements in advance of the AGM or GM to allow members to fully participate in such meeting so long as all those participating in the meeting can clearly comprehend each other; a member participating by any such means other than in person shall be deemed to be present in person at the meeting.

Voting at Members' Meetings (AGM & GM)

63. The chairperson of the AGM or GM shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.

64. Every Voting Member (as defined in clause 14) has one vote to be exercised in person or by proxy, by a show of hands or by such other means as may be agreed from time to time.

65. Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

66. Whilst actual attendance by Ordinary Members is to be encouraged at meetings, any Ordinary Member shall be entitled to complete one form of proxy to appoint a proxy to attend a meeting on their behalf, in respect of which the following apply:

    a. in the above case (clause 66) a proxy need not be a member;
    b. a proxy appointed to attend and vote at any meeting instead of an Ordinary Member shall have the same right as the Ordinary Member who appointed him or her to speak at the meeting and to vote thereat;
    c. the form appointing the proxy shall be made available to every Voting Member;
    d. the form appointing a proxy and the power of attorney or other (if any) under which it is signed or a certificate copy thereof, shall be lodged at the Principal Office no less than 48 hours before the time at which the proxy is to be used; and
    e. No form of proxy shall be valid for more than 1 month from the date it was granted.

67. All decisions at members' meetings will be made by majority vote – except for the types of resolutions listed in clause 71.

Resolutions by members (AGM & GM)

68. The following resolutions will be valid only if passed by not less than two thirds of the Ordinary Members voting on the resolution at a members' meeting (including those voting by proxy, or if passed by way of a written resolution under clause 73).

    a. a resolution amending the Constitution;
    b. a resolution removing a person from membership under clause 35;
    c. a resolution directing the Board to take any particular action (or directing the Board not to take any particular action);

d. 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);
e. a resolution to the effect that all the Organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all its property, rights and liabilities);
f. a resolution winding up or dissolution of the Organisation.

Technical objections to remote participation in members' meetings

69. This Constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings; providing the arrangements made by the Board in relation to a given members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

a. a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
b. the members' meeting need not be held in any particular place;
c. the members' meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
d. the members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
e. a member will be able to exercise the right to vote at the members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the Board) and which permits that member's vote to be taken into account in determining whether or not a resolution.

Written resolutions

70. Where a written resolution is proposed by Ordinary Members, the following shall apply:

a. the written resolution must be requested by not less than 5% of the voting Ordinary Members ("the members request");
b. the request must identify the resolution to be put to the members and the Board can reject such resolutions, but must provide reasons for doing so to the members requesting the resolution;
c. Within 14 days, the Board must circulate the resolution with the express statements referred:
    i. an explanation to the eligible members how to signify their agreement to the resolution;
    ii. how it can be returned to the Organisation;

iii. the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).

71. An ordinary written resolution signed by or on behalf of a simple majority of all the Ordinary Members shall be as valid and effective as if the same had been passed at an AGM or GM of the Organisation duly convened and held, provided that the terms of this clause are followed.

72. A special written resolution signed by or on behalf of not less than two thirds of all the Ordinary Members shall be as valid and effective as if the same had been passed at a meeting of the Organisation duly convened and held, provided that the terms of this clause are followed.

73. 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.

74. A resolution put to the vote at a members' meeting will be decided by a show of hands – unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.

75. The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result at the meeting.

Meeting Adjournment (AGM & GM)

76. The chairperson of an AGM or GM may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the meeting to such time, date and place as he or she may determine.

THE BOARD OF CHARITY TRUSTEES

Organisation Management

77. The affairs, property and funds of the Organisation shall be directed and managed by the Board.

78. The Board may exercise all such powers of the Organisation and may, on behalf of the Organisation, do all acts as may be exercised and done by the Organisation, other than those required to be exercised or done by the Ordinary Members at an AGM or GM and subject always to this Constitution and to the provisions of the Charities and Trustee Investment (Scotland) Act 2005.

Composition of the Board of Charity Trustees

79**.** The number of Charity Trustees on the Board -

All endeavours should be made to ensure that the number of Independent Charity Trustees, being Voting Members, exceeds the number of Offical Charity Trustees, specifically those Voting Members also being Office Bearers as set out at clause 79 sub-clauses e-h below. They shall be at least five (5) and not more than twelve (12) who are over the age of 18 years, being:

a. up to 10 Elected Charity Trustees elected in accordance with clauses 82 & 86;
b. up to 4 Appointed Charity Trustees appointed in-accordance with clause 87;
c. up to 2 Co-opted Charity Trustees co-opted by the Board in accordance with clauses 98-99;
d. the chairperson of the Board of Trustees will be an elected Charity Trustee and appointed as chairperson by at least two-thirds of the Board in accordance with clauses 88 & 97;
e. the Commodore who is appointed to the Board in accordance with clauses 88 & 97;
f. the Vice-Commodore who is appointed to the Board in accordance with clauses 88 & 97;
g. the Secretary who is appointed to the Board in accordance with clause 88;
h. the Treasurer who is appointed to the Board in accordance with clause 88.

Eligibility

80. A person shall not be eligible for election or appointment to the Board as a Charity Trustee unless they are an Ordinary Member of the Organisation.

81. 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 Trustees Investment (Scotland) Act 2005;
b. an employee of the Organisation.

Initial Charity Trustees

82. The individuals who signed the Charity Trustee declaration forms which accompanied the application for registration of the Organisation as a SCIO shall be deemed to have been appointed by the members as Charity Trustees with effect from the date of registration of the Organisation.

Election, retiral, re-election

83. At each AGM, the Voting Members may elect any Voting Member (unless they are debarred from membership under clause 35) to be a Charity Trustee to fill the vacancies (including vacancies created through the retiral of Charity Trustees).

84. The Board may at any time appoint any Voting Member (unless they are debarred from membership under clause 35) to be a Charity Trustee to fill the office which has fallen vacant.

85. At each AGM, one third of the Charity Trustees elected/appointed under clause 95 (and in the case of the first AGM, those deemed to have been appointed under clause 85) shall retire from office – but shall then be eligible for re-election under clause 92 with the following exceptions:

    a. the Chairperson/Commodore shall retire from office at every third AGM;
    b. at every third AGM, a Commodore should be elected;
    c. At each AGM, a Vice Commodore and a Secretary should be elected.

86. The Charity Trustees of the Board to retire under clause 88 shall be those who have been longest in office since they were last appointed/re-appointed; as between Charity Trustees who were last appointed/reappointed on the same date, the question of which of them is to retire shall be determined by lot.

87. A Charity Trustee retiring at any AGM will be deemed to have been re-elected unless:

    a. They have advised the Board prior to the conclusion of the AGM that they do not wish to be re-appointed as a Charity Trustee; or
    b. An election process was held at the AGM and they were 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.

Elected Charity Trustees

88. A retiring Elected Charity Trustee shall retain office until the close or adjournment of the meeting.

89. A retiring Elected Charity Trustee shall be eligible for re-election after one term of office, but no Charity Trustee can serve more than two consecutive terms of office, without at least one year out of office before being eligible again.

90. If no other Elected Charity Trustee(s) has or have decided or agreed to retire, the Elected Charity Trustees to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Elected Charity Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

91. Nomination of any Elected Charity Trustee, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Principal Office not less than 21 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Charity Trustee if elected.

92. Election of any Elected Charity Trustee shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Charity Trustees on the Board.

93. The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Charity Trustee from or after the date of such retiral or deemed retiral until the next AGM.

94. The Board shall meet as soon as practicable immediately after each AGM (or after a resignation of the Chairperson or Vice-Chairperson) to appoint a Chairperson, and if desired a Vice-Chairperson, from the Charity Trustees (both of whom must be Ordinary Members) who shall be Chairperson and Vice-Chairperson respectively of both the Organisation and the Board.

Appointment/re-appointment of co-opted Charity Trustees

Appointed Charity Trustees

95. In addition to their powers under clause 96, the Board may at any time appoint a non-member of the Organisation to be a Charity Trustee (subject to clause 96), providing they are not debarred from membership under clause 35 either on the basis that they have been nominated by a body with which the Organisation has close contact in the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the Board.

96. Annually after each AGM, the Board shall also consider co-opting a Co-opted Charity Trustee, who is aged between 16 and 25 years, with the specific role of representing the interests of young people in the Community.

97. At each AGM, all of the Charity Trustees appointed under clause 98 and 99 shall retire from office – but shall then be eligable for re-appointment under that clause.

Termination of Office

98. 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 Organisation (except in the case of a Charity Trustee elected/appointed under clauses 98-99);
    d. they become an employee of the Organisation;
    e. they give the Organisation 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;
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 (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.

99. A resolution under paragraph g, h or 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 g or h) at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

100. For the avoidance of doubt, an appointed Charity Trustee may participate fully in all Board meetings which they attend and is eligible to vote at them.

Register of Charity Trustees

101. The Board must keep a register of Charity Trustees, setting out

a. for each Charity Trustee:
   i. their full name and address;
   ii. the date on which they were appointed as a Charity Trustee;
   iii. any office held by them in the Organisation;
   iv. any other name by which they are known;
   v. their principal contacts;
   vi. any number assigned to it in the register (if it is a Charity);
   vii. any number with which it is registered as a company.

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 Organisation; and
   iii. the date on which they ceased to be a Charity Trustee.

102. The Board must ensure that the register of Charity Trustees of the Board 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 Organisation; or
    b. which is notified to the Organisation.

103. 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 Charity Trustee of the Organisation, the Board may provide a copy which has the addresses blanked out if the Organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises and follows current personal data legislation and regulation.

Powers of the Board

104. 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.

105. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

106. The members may, by way of a resolution passed in compliance with clause 71, direct the Board to take any particular action or direct the Board not to take any particular action; and the Board shall give effect to any such direction accordingly.

Charity Trustees – general duties

107. Each of the Charity Trustees of the Board has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Organisation; and in particular must:

    a. seek, in good faith, to ensure that the Organisation 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 Organisation and any other party:
        i. put the interests of the Organisation before that of the other party;
        ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;

iii. ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

108. In addition to the duties outlined 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 Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.

Code of conduct for Charity Trustees

109. Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.

110. The code of conduct referred to in clause 109 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in the Constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005, and all the relevant provision 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 CHARITY TRUSTEES

Notice of Board meetings

111. Any Charity Trustee may call a meeting of the Board or ask the secretary to call a meeting of the Board.

112. 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.

113. If Charity Trustees are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Charity Trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those Charity Trustees who may have difficulties in using a computer or laptop for this purpose) the Charity Trustees' attention should be drawn to the following options:

a. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

b. (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

114. Notice of the Board meeting shall be accompanied by an agenda and any papers relevant to the matter to be decided, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that appropriate.

115. The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in clause 82 it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.

Procedure at Board meetings

116. No valid decisions can be taken at a Board meeting unless a quorum is present, the quorum for Board meetings shall be no less than 50% of the Charity Trustees (to the nearest round number) present in person.

117. An individual participating in a Board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Charity Trustee, will be deemed to be in attendance) at the meeting.

118. A Charity Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

119. If at any time the number of Charity Trustees in office falls below two persons, the remaining Charity Trustee(s) will have the power to fill the vacancies or call a members' meeting – but will not be able to take any other valid decisions.

120. The chair of the Board should act as chairperson of each Board meeting.

121. If the elected chairperson 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.

a. The acting chairperson of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.

122. Every Trustee has one vote, which must be given personally or by proxy.

123. All decisions at Board meeting will be made by majority vote.

124. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall have a casting vote as well as a deliberative vote.

125. The Board may if they consider appropriate (and must, if this is required under clause 129), allow Charity Trustees to participate in Board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:

    a. the means by which Charity Trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the Charity Trustees - a barrier to participation; and
    b. the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Charity Trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Charity Trustees (if any) who are attending in person (and vice versa).

126. If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed Board meeting would not be possible or advisable for one or more of the Charity Trustees, the Board must make arrangements for Charity Trustees to participate in that Board meeting by way of audio and/or audio-visual link(s); and on the basis that:

    a. the requirements set out in paragraphs (a) and (b) of clause 105 will apply; and
    b. the Board must use all reasonable endeavours to ensure that all Charity Trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.

127. A Board meeting may involve two or more Charity Trustees participating via attendance in person while other Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

128. Where a Charity Trustee or Charity Trustees are participating in a Board meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

129. The Board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Board meeting notwithstanding that he/she is not a Charity Trustee – but on the basis, that they must not participate in decision-making.

130. 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.

131. For the purposes of clause 133:

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 they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

132. The principles set out in clause 72 shall apply in relation to remote participation and voting at Board meetings, as if each reference in that clause to a member were a reference to a Charity Trustee and each reference in that clause to a members' meeting were a reference to a Board meeting.

133. A resolution agreed to in writing (or by e-mail) by a majority of the Charity Trustees then in office shall (subject to clauses 139 and 140) be as valid as if duly passed at a Board meeting.

134. A resolution under clause 136 shall not be valid unless a copy of the resolution was circulated to all of the Charity Trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 140.

135. If a resolution is circulated to the Charity Trustees under clause 137, any one or more Charity Trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a Board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

a. the secretary must convene a Board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
b. the resolution cannot be treated as valid under clause 137 unless and until that Board meeting has taken place.

136. The Board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the Charity Trustees then in office.

137. Additionally, the Board will ensure that a Register of Notices of Relevant Interests is maintained by the organisation and reviewed at least annually, and which shall be open for inspection by both the Board and members of the Organisation and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.

138. The Board shall determine from time to time what interests shall be deemed to be relevant interests.

139. The Board may from time to time promulgate, review and amend any ancillary regulations, guidelines and/or policies, subordinate at all times to this Constitution, as

it deems necessary and appropriate to provide additional explanation, guidance and governance to members and/or Charity Trustees.

Minutes

140. The Board must ensure that proper minutes are kept in relation to all AGMs, GMs and Board meetings and meetings of sub-committees.

141. The minutes to be kept under clause 140 must include the names of those present; and as far as possible should be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting, and this shall be sufficient evidence without any further proof of the facts therein stated.

142. The Board shall (subject to clause 143) make available copies of the minutes referred to in clause 140 to any member of the Organisation requesting them.

143. The Board may exclude for any copy minutes made available to a member under clause 142 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 employees or other matters which it would be inappropriate to divulge.

ADMINISTRATION & FINANCE

Office Bearers

144. The Board may appoint Office Bearers, and on the basis that the term of the appointment and such conditions of appointment shall be as determined by the Board; the Office Bearers may be removed by the Board at any time.

145. Only those who are Voting Members can be appointed as Office Bearers.

146. Office Bearers responsible for the operation of the SCIO may consist of the Commodore, Vice-Commodore, Rear Commodore, Treasurer, Secretary, Child and Welfare Safety Officer, Membership Secretary, Bosun, Rowing Lead, Sailing Convenor, Rescue Convenor, Admin/Publicity Convenor, and/or such other Office Bearers as the Board may from time to time consider appropriate.

147. An Office Bearer will automatically cease to hold office if:

    a. they become incapable for medical reasons of carrying out their duties as an Office Bearer- but only if that has continued (or is expected to continue) for a period of more than six months;
    b. they become an employee of the Organisation;
    c. they give the Organisation a notice of resignation signed by them;
    d. they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties

under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

e. they are removed from office by a resolution of the members passed at a members' meeting.

Delegation to sub committees

148. 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.

149. The Board may delegate to the Commodore (or the holder of any other post) such of their powers as they may consider appropriate.

150. When delegating powers under clause 149 or 150, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).

151. Any delegation of powers under clause 149 or 150 may be revoked or altered by the Board at any time.

152. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.

Accounting records and annual accounts

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

154. 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.

155. The accounts shall be accompanied by proper reports of the Board. Copies of such accounts shall, not less than seven clear days before the date of the AGM, be delivered or sent to all members, Charity Trustees, Office Bearers and the auditor, or otherwise be available for inspection on the website or other location of the Organisation (with all members, Charity Trustees, the Organisation secretary and the auditor being made aware that they are so available for inspection there).

MISCELLANEOUS

Winding-up

156. 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.

157. 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.

Alterations to the Constitution

158. This Constitution may be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority or by way of a written resolution of the members).

159. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain actions (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).

Indemnity

160. Subject to the terms of the Charities and Trustee Investment (Scotland) 2005 Act and without prejudice to any other indemnity, the Charity Trustees, or member of any sub-committee, the Organisation Office Bearers and all employees of the Organisation shall be indemnified out of the funds of the Organisation against any loss or liability (including the costs of defending successfully any court proceedings) which they may respectively incur or sustain, in connection with or on behalf of the Organisation and each of them shall be chargeable only for so much money as they may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

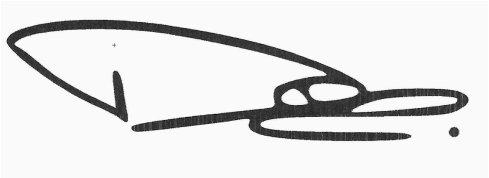
Definitions and Interpretation

161. In this Constitution:

- 'AGM' means Annual General Meeting;
- 'Appointed Charity Trustee' means a Charity Trustee appointed by an appointing body pursuant to clause 95;
- 'Associate Member' means an Organisation/Group who is admitted pursuant to clause (14b) and who is not a Voting Member;
- 'Board' means the board of Charity Trustees who are responsible for the management of the Organisation;
- '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 Act.
- '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;
- 'Charity Trustee' means an individual appointed to the Board;
- 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 in pursuance of that Act;

- 'Commodore' means the Office-Bearer who is responsible for the operational aspects of the Organisation;
- 'Trustee Board Chairperson' means the Trustee elected to chair the Board of Trustees
- 'Community' means those residing in the area of Fife Council's North East Area Committee and extended area
- ''Co-opted Charity Trustee' means a Charity Trustee co-opted by the Board;
- 'Elected Charity Trustee' means a Charity Trustee elected by the members of the Organisation at a General Meeting;
- 'GM' means a General Meeting of the members;
- 'Group' means a corporate body, partnership or unincorporated association;
- 'Ordinary Member' means a member of the Organisation who is admitted pursuant to clause 14a and who is a Voting Member;
- 'Organisation' means the Wormit Boating Club and Watersports Hub;
- 'Purposes' means the charitable purposes of the Organisation stated in clause 5 of this Constitution;
- 'Voting Members' means the categories of Ordinary Members who can exercise voting rights as stated in clause 1.



Signed……..

D H JOHN

Commodore WBC&WH

Date……**4 Nov 26**……

Schedule 1

Form of Proxy

The form appointing the Proxy in terms of **Clause 58** shall be in the following terms, adapted as appropriate:

WORMIT BOATING CLUB & WATERSPORTS HUB SCIO

I……..…

of……
…,

being an Ordinary Member of the above Organisation hereby

appoint…….……

of
……..……,

and, failing him or her, ……...……,

of……
…,

as my proxy to vote for me on my behalf at the (Annual General/General) Meeting of the Organisation to be held on…… and at any adjournment thereof.

This form is to be used in favour of/against the resolution.

Signed.....day of ……

Signature of Member appointing proxy ……