



Constitution of St Andrew Boat Club

As amended by a General Meeting of the Club on 25 March 2021

CONSTITUTION
of
SAINT ANDREW BOAT CLUB

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GENERAL

Type of organisation

1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO). The organisation is the successor to Saint Andrew Boat Club founded in 1846 ("Saint Andrew Boat Club 1846").

Scottish principal office

2. The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

3. The name of the organisation is "**SAINT ANDREW BOAT CLUB**" ("the club").

Purposes

4. The club's purposes are:
 - 4.1. to provide facilities for and promote the amateur sport of rowing ("rowing") in Edinburgh and the surrounding area and to provide facilities for and promote community participation in rowing

Club Year

5. The Club year shall run from 1 September to 31 August.

Powers

6. The club 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 club may be paid or transferred (directly or indirectly) to the members - either in the course of the club's existence or on dissolution - except where this is done in direct furtherance of the club's charitable purposes.

Liability of members

8. The members of the club have no liability to pay any sums to help to meet the debts (or other liabilities) of the club if it is wound up; accordingly, if the club 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 club 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 appoint other members to serve on the board and take decisions on changes to the constitution itself;
- 10.2. the BOARD - who hold regular meetings, and generally control the activities of the club; for example, the board is responsible for monitoring and controlling the financial position of the club.

11. The members serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Membership

12. Membership is open to any individual over the age of 16 interested in rowing regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
13. Individuals under the age of 16 may be permitted to use the facilities under schemes or on an individual basis approved by the board and may be requested to make a financial contribution but will not be club members.
14. Membership numbers may be limited by reference to availability of facilities.
15. There shall be four classes of membership. All members may attend and vote at meetings and stand for election to the board.
 - 15.1. **Ordinary** members whose application to join the club has been accepted by the board.
 - 15.2. **Life** members whose application for life membership has been accepted by the board and who have paid the life membership subscription.
 - 15.3. **Honorary** members shall be appointed for life by the members by ordinary resolution.
 - 15.4. Where the board considers that it would further the purposes of the club to offer membership of the club to an individual the board may admit an individual as an **Associate** member of the club on an annual basis which may be renewed by the board.
16. Ordinary members who have paid the annual subscription and Life members shall be entitled to use the club facilities.

17. Honorary members and Associate members shall not be entitled to use the club facilities.

18. Employees of the club are eligible for membership.

Application for membership

19. Any person who wishes to become an Ordinary or Life member must sign a written application for membership and pay the annual membership subscription or Life membership subscription; the application will then be considered by the board at the next board meeting.

20. The board may, at its discretion, refuse to admit any person to membership.

21. 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.

Membership subscription

22. The annual membership subscription payable by ordinary members shall be proposed by the board to the members at the AGM and approved by ordinary resolution of the members subject to such adjustment proposed by the members and accepted by the board.

23. The life membership subscription payable by applicants for life membership and the conditions on which life membership may be offered shall be proposed by the board to the members at the AGM and approved by ordinary resolution of the members subject to such adjustment proposed by the members and accepted by the board.

24. If the board proposals for annual membership subscription and/or life membership subscription and conditions are not approved by ordinary members the annual membership subscription and/or life membership subscription and conditions for the next club year shall remain the same as at the date of the AGM.

25. The board may propose different rates of annual subscription for specified groups of members to encourage wider accessibility to the club facilities or for any other proper purpose.

26. The board may reduce or waive the annual subscription for individual members in such circumstances as the board shall consider reasonable.

27. Life members shall pay the life membership subscription and after that will be entitled to remain members of the club without paying the annual subscription.

28. Honorary members and associate members shall not be liable to pay the annual 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; and

29.1.2. the date on which he/she was registered as a member of the club;

29.2. for each former member - for at least six years from the date on 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 club; or

30.2. which is notified to the club.

31. If a member or charity trustee of the club requests a copy of the register of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership and termination of membership

32. Any member who wants to withdraw from membership must give a written notice of withdrawal to the club, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the club.

33. If the membership subscription payable by any member remains outstanding more than 6 weeks after the date on which it fell due - and providing he/she has been given at least one written reminder - the board may, by resolution to that effect, terminate membership of the member.

Transfer of membership

34. Membership of the club may not be transferred by a member.

Expulsion from membership

35. The board shall submit resolutions to a members meeting from time to time for the adoption of a club disciplinary procedure which may provide for expulsion of

members. Insofar as the disciplinary procedure provides for expulsion on a resolution of members such resolution will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting or in writing.

36. Without prejudice to any other action open to the board under any disciplinary procedure the board may suspend any member by resolution taking immediate effect. Notice of suspension shall be given to the member in writing or by email as soon as possible.
37. A member who has been suspended under clause 36 shall be deemed not to be a member of the club as long as he or she remains suspended and without prejudice to that generality, may not enter club premises, use the facilities of the club, exercise voting rights, attend any meeting of the board or any committee, or attend any meeting of the club except a meeting provided for in the club disciplinary procedure.

DECISION-MAKING BY THE MEMBERS

Members' meetings

38. The board must arrange a meeting of members (an annual general meeting or "AGM") to take place before the end of each club year. The AGM will be held in the last week of August or the nearest suitable date determined by the board.
39. An AGM must be held in each calendar year.
40. The gap between one AGM and the next must not be longer than 15 months.
41. The business of each AGM must include:-
 - 41.1. a report by the chair on the activities of the club;
 - 41.2. consideration of the annual accounts of the club;
 - 41.3. the election/re-election of charity trustees,
 - 41.4. approval of the annual subscription and life membership subscription and conditions for the next club year.
42. The board may arrange a special members' meeting at any time.

Power to request the board to arrange a special members' meeting

43. 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 members who amount to 5% or more of the total membership of the club at the time, providing:
 - 43.1. the notice states the purposes for which the meeting is to be held; and

43.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

44. If the board receive a notice under clause 43, 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

45. At least 14 clear days' notice must be given of any AGM or any special members' meeting.

46. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

46.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

46.2. in the case of any other resolution falling within clause 58 (requirement for two-thirds majority) must set out the exact terms of the resolution.

47. The reference to "clear days" in clause 45 shall be taken to mean that, in calculating the period of notice,

47.1. the day after the notices are posted (or sent by e-mail) should be excluded; and

47.2. the day of the meeting itself should also be excluded.

48. Notice of every members' meeting must be given to all the members of the club, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

49. Any notice which requires to be given to a member under this constitution must be: -

49.1. sent by post to the member, at the address last notified by him/her to the club; or

49.2. sent by e-mail to the member, at the e-mail address last notified by him/her to the club.

Procedure at members' meetings

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

51. The quorum for a members' meeting is 8 members, present in person.

52. 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.
53. The President of the club should act as chairperson of each members' meeting.
54. If the President of the club is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
55. The board may make arrangements in advance of a members' meeting to allow members to fully participate remotely, so long as all those participating in the meeting can communicate with each other; and all members may vote during the meeting. A Member participating remotely by such means shall be deemed to be present in person at the GM.

Voting at members' meetings

56. Every member has one vote, which will be given personally or by a signed mandate to the Secretary. Proxy voting is not permitted.
57. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 58,
58. 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 62):
- 58.1. a resolution amending the constitution;
 - 58.2. a resolution adopting a disciplinary procedure
 - 58.3. a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 58.4. a resolution approving the amalgamation of the club with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 58.5. a resolution to the effect that all of the club's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 58.6. a resolution for the winding up or dissolution of the club.

59. 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.
60. 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.
61. 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

62. A resolution agreed to in writing (or by e-mail) by all the members 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

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

Charity trustees

65. The Charity Trustees shall be the office holders and co-opted trustees from time to time listed below.
- 65.1. The club President who shall be elected for a term of five years. The President shall chair the board.
- 65.2. The club Captain, Treasurer, and Secretary, who shall be elected for terms of two years.
- 65.3. Four Ordinary board members who shall be elected for terms of two years.
- 65.4. The board may at any time appoint any eligible member to be a charity trustee to fill a vacancy.
- 65.5. The board may appoint any eligible member to be an additional ordinary board member.
- 65.6. A board member appointed to fill a vacancy or as an additional board member shall retire at the conclusion of the AGM following appointment.

Eligibility

66. A person will not be eligible for election or appointment to the board if he/she is: -

66.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

66.2. an employee of the club.

Election, retiral, re-election

67. At the conclusion of each AGM the charity trustees whose appointments have ended ("retiring trustees") and any co-opted trustee will retire from office.

68. At each AGM, the members may elect any member to be a charity trustee in place of any charity trustee whose term of office has ended or to fill a vacancy. A retiring trustee may seek re-election.

69. A retiring additional board member may be reappointed by the board after the conclusion of the AGM or subsequently.

Termination of office

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

70.1. he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

70.2. 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;

70.3. he/she ceases to be a member of the club;

70.4. he/she becomes an employee of the club;

70.5. he/she gives the club a notice of resignation, signed by him/her;

70.6. 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;

70.7. 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 82);

70.8. 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

70.9. he/she is removed from office by a resolution of the members passed at a members' meeting.

71. A resolution under paragraph 74.7, 74.8 or 74.9 shall be valid only if: -

71.1. 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;

71.2. 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

71.3. (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.

Register of charity trustees

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

72.1. for each current charity trustee:

72.1.1. his/her full name and address;

72.1.2. the date on which he/she was appointed as a charity trustee; and

72.1.3. any office held by him/her in the club;

72.2. for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:

72.2.1. the name of the charity trustee;

72.2.2. any office held by him/her in the club; and

72.2.3. the date on which he/she ceased to be a charity trustee.

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

73.1. which arises from a resolution of the board or a resolution passed by the members of the club; or

73.2. which is notified to the club.

74. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the club, the board may provide a copy which has the addresses blanked out - if the board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

Powers of board

75. Except where this constitution states otherwise, the club (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the club. The board may decide to appoint club officers to carry out any function in the club under the supervision of the board. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

76. The members may, by way of a resolution passed in compliance with clause 58 (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

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

77.1. seek, in good faith, to ensure that the club acts in a manner which is in accordance with its purposes;

77.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

77.3. in circumstances giving rise to the possibility of a conflict of interest between the club and any other party:

77.3.1. put the interests of the club before that of the other party;

77.3.2. where any other duty prevents him/her from doing so, disclose the conflicting interest to the club and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;

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

78. In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

78.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

78.2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

79. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the club should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the club in which he/she has a personal interest; and (subject to clause 80 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.

80. No charity trustee may serve as an employee (full time or part time) of the club; and no charity trustee may be given any remuneration by the club for carrying out his/her duties as a charity trustee.

81. The charity trustees 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.

Code of conduct for charity trustees

82. 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.

83. The code of conduct referred to in clause 82 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

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

85. 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

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

87. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 86, 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.
88. The President of the club should act as chairperson of each board meeting.
89. 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.
90. Every charity trustee has one vote, which must be given personally.
91. All decisions at board meetings will be made by majority vote.
92. 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.
93. 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.
94. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the club; he/she must withdraw from the meeting while an item of that nature is being dealt with.
95. For the purposes of clause 94: -
- 95.1. 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;
 - 95.2. 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.
96. The board may make arrangements in advance of a members' meeting to allow members to fully participate remotely, so long as all those participating in the meeting can communicate with each other; and all members may vote during the meeting. A Member participating remotely by such means shall be deemed to be present in person at the GM.
- 97.

Minutes

98. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
99. The minutes to be kept under clause 98 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

100. 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.
101. The board may also delegate to the President (or the holder of any other post) such of their powers as they may consider appropriate.
102. When delegating powers under clause 100 or 101, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
103. Any delegation of powers under clause 100 or 100 may be revoked or altered by the board at any time.
104. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

105. Subject to clause 106 and clause 107, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the club; at least one out of the two signatures must be the signature of a charity trustee.
106. Clause 105 shall not apply to cheques of low value which may be signed by a single signatory. A low value cheque shall be a cheque for payment of £250.00 or less. The low value limit may be reviewed and increased or decreased from time to time by the board.
107. Where the club uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 105 in accordance with a procedure laid down by the board from time to time.

Accounting records and annual accounts

108. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
109. 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

110. If the club is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
111. Any surplus assets available to the club immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the club as set out in this constitution.

Alterations to the constitution

112. This constitution may (subject to clause 113) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 58) or by way of a written resolution of the members.
113. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

114. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 114.1. any statutory provision which adds to, modifies or replaces that Act; and
 - 114.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 117.1 above.
115. In this constitution: -
- 115.1. "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

2006, providing (in either case) that its objects are limited to charitable purposes;

115.2. “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.

Signedetc