

**CONSTITUTION**

of

**BADENOCH AND STRATHSPEY ORIENTEERING CLUB**

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### BADENOCH AND STRATHSPEY ORIENTEERING CLUB

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## **GENERAL**

### **Type of organisation**

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

### **Scottish principal office**

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

### **Name**

- 3 The name of the SCIO is “Badenoch & Strathspey Orienteering Club” (BASOC). The club also incorporates the, now defunct, Lochaber Orienteering Club.

### **Purposes**

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

### **Affiliation**

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

### **Powers**

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

### **Liability of members**

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

- 9 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 8 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

### **General structure**

- 10 The structure of the SCIO consists of:
- 10.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members with voting rights appoint people to serve on the board and take decisions on changes to the constitution itself;
  - 10.2 the BOARD, also known as the COMMITTEE - who hold regular meetings, and generally control the activities of the SCIO; for example, the board is responsible for monitoring and controlling the financial position of the SCIO.
- 11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Categories of membership**

- 12 The following membership categories shall apply:
- 12.1 Senior Members: Senior membership shall be available to persons who are aged 21 or older on 31 December of the membership year (as defined in clause 22);
  - 12.2 Junior Members: Junior membership shall be available to persons who are aged 20 or younger on 31 December of the membership year (as defined in clause 22);
  - 12.3 Second Club Members: Second club membership shall be open to individuals whose primary membership is with another club and who wish to be a member of the SCIO.
- 13 Employees of the SCIO are not eligible for membership, unless the board resolves otherwise, for example in relation to a development officer.
- 14 The minimum number of Members is 8 (eight) Voting Members.

### **Application for membership**

- 15 Membership of the club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex, or disability.
- 16 Any person who wishes to become a Senior Member, a Junior Member, or a Second Club Member must sign a written application for membership and submit it to the SCIO, unless they are under 16 years of age at the time of the application for membership, in which case the written application must be signed by the applicant's parent/guardian/carer.
- 17 An application for membership must be accompanied by a remittance to meet the annual membership subscription applicable to the category of membership for which the applicant is applying.
- 18 All applications for membership (with the remittance required under clause 17) received by the SCIO will be considered by the membership secretary, or alternatively (where deemed appropriate by the membership secretary) by the board at its next board meeting.
- 19 The board may, at its discretion, refuse to admit any person to membership.
- 20 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her/them to membership; if the decision was to refuse admission, the board shall return to the applicant the remittance lodged by him/her/them under clause 17.

## **Membership subscription**

- 21 All members shall require to pay an annual membership subscription.
- 22 The annual membership subscriptions shall be payable on or before 1 January in each year; and the “membership year”, for the purposes of this constitution, will be taken to run from 1 January to 31 December in a given calendar year.
- 23 The amount of the annual membership subscription applicable to each category of membership shall be as follows:
- 23.1 during the period until the first annual general meeting (“**AGM**”) of the SCIO, the amount of the annual membership subscription applicable to each category of membership shall correspond with the amount payable in respect of that category of membership under the constitution of the unincorporated association whose assets and undertaking were transferred to the SCIO;
  - 23.2 from and after the first AGM of the SCIO, the amount of the annual membership subscription applicable to each category of membership during a given membership year shall (subject to clause 24) be determined by a resolution passed by majority vote at the AGM which immediately precedes the start of that membership year.
- 24 With reference to paragraph 23.2, if no resolution setting the amount of the membership subscription applicable to each category of membership is proposed at any AGM, the amount of the membership subscription applicable to that category of membership which applies immediately prior to that AGM shall continue to apply, unless and until a resolution of this nature is passed at a subsequent AGM.
- 25 If the membership subscription payable by any member remains outstanding as at 31 March in the relevant membership year, he/she/they will automatically cease to be a member.
- 26 New members joining for the first time on or after 1 November shall be deemed to be members for the whole of the following year.
- 27 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

## **Register of members**

- 28 The board must keep a register of members, setting out
- 28.1 for each current member:
    - 28.1.1 his/her/their full name and address;
    - 28.1.2 the date on which he/she/they was/were registered as a member of the SCIO;
    - 28.1.3 the category of membership into which he/she/they fall/s;

- 28.2 for each former member - for at least six years from the date on which he/she/they ceased to be a member:
- 28.2.1 his/her/their name; and
  - 28.2.2 the date on which he/she/they ceased to be a member.
- 29 The board must ensure that the register of members is updated within 28 days of any change:
- 29.1 which arises from a resolution of the board or a resolution passed by the members of the SCIO; or
  - 29.2 which is notified to the SCIO.
- 30 If a member or charity trustee of the SCIO requests a copy of the register of members, the board must ensure that a copy of the current information (but not any historic information) is supplied to him/her/them within 28 days, providing the request is reasonable in the opinion of the board; if the request is made by a member (rather than by a charity trustee), the board shall provide a copy which has the names only and does not include contact details. Separately, in accordance with any agreed policy of the SCIO from time to time, members' contact details may be made available on request by a member (current but not any historic information), in accordance with relevant data protection requirements, where any charity trustee is satisfied that there is a legitimate requirement for such information in connection with the activities of the SCIO, unless a member has notified the SCIO in advance that their details are not to be made available in this manner.

#### **Withdrawal from membership**

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

#### **Transfer of membership**

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

#### **Expulsion from membership**

- 33 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:
- 33.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
  - 33.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

## **Termination**

34 Membership of the SCIO will terminate on death.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

- 35 The board must arrange a meeting of members (an annual general meeting or “AGM”) in each calendar year, within four months following the end of the SCIO’s accounting year. The accounting year shall end on 30 September in each year.
- 36 The business of each AGM must include:
- 36.1 approval of the minutes of the previous AGM;
  - 36.2 receiving a report from the Chair;
  - 36.3 receiving a report from the Treasurer;
  - 36.4 consideration of the annual accounts of the SCIO;
  - 36.5 electing/re-electing the charity trustees.
- 37 The board may arrange a special members’ meeting at any time.

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

- 38 The board must arrange a special members’ meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by at least 5 members eligible to vote, providing:
- 38.1 the notice states the purposes for which the meeting is to be held; and
  - 38.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.
- 39 If the board receive a notice under clause 38, 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**

- 40 At least 14 clear days’ notice must be given of any AGM or any special members’ meeting.
- 41 The notice calling a members’ meeting must specify in general terms what business is to be dealt with at the meeting; and
- 41.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 41.2 in the case of any other resolution falling within clause 53 (requirement for two-thirds majority) must set out the exact terms of the resolution.

- 42 The reference to “clear days” in clause 40 shall be taken to mean that, in calculating the period of notice,
- 42.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 42.2 the day of the meeting itself should also be excluded.
- 43 Notice of every members’ meeting must be given to all the members of the SCIO, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 44 Any notice which requires to be given to a member under this constitution must be:
- 44.1 sent by post to the member, at the address last notified by him/her/them to the SCIO; or
  - 44.2 sent by e-mail to the member, at the e-mail address last notified by him/her/them to the SCIO.

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

- 45 No valid decisions can be taken at any members’ meeting unless a quorum is present.
- 46 The quorum for a members’ meeting is 8 members who are entitled to vote at members’ meetings, present in person.
- 47 For all/any of the Members wishing to attend, the Chair may elect (subject to clause 40, clear days’ notice) to conduct the Meeting via conference telephone, video conferencing facility, or similar communications equipment whereby all the Voting Members can hear each other; a voting member participating in a meeting in this manner shall be deemed to be present in person.
- 48 If a quorum is not present within 30 minutes after the time at which a members’ meeting was due to start - or if a quorum ceases to be present during a members’ meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 49 The Chair should act as chairperson of each members’ meeting.
- 50 If the Chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

#### **Voting at members’ meetings**

- 51 The following rules shall apply regarding voting rights:
- 51.1 a Senior Member shall have one vote;

- 51.2 a Junior Member who is aged 16 or over shall have one vote;
- 51.3 the following shall have no voting rights:
  - 51.3.1 a Junior Member who is under the age of 16;
  - 51.3.2 Second Club Members.
- 52 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 53.
- 53 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 58):
  - 53.1 a resolution amending the constitution;
  - 53.2 a resolution expelling a person from membership under clause 33;
  - 53.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 53.4 a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
  - 53.5 a resolution to the effect that all of the SCIO's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
  - 53.6 a resolution for the winding up or dissolution of the SCIO.
- 54 No proxy voting is allowed.
- 55 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.
- 56 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.
- 57 The chairperson will decide how any secret ballot is to be conducted, and he/she/they will declare the result of the ballot at the meeting.

**Written resolutions by members**

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

## **Minutes**

- 59 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 60 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

## **BOARD**

### **Composition of the board**

- 61 Subject to any vacancies which may exist from time to time, the board of the SCIO (all of whom shall together comprise the charity trustees of the SCIO) shall consist of the following:
- 61.1 the Chair;
  - 61.2 the Secretary;
  - 61.3 the Treasurer; and
  - 61.4 at least 2, and up to 5, further charity trustees.

### **Eligibility**

- 62 A person shall not be eligible for election/appointment to the board unless he/she/they is/are a member of the SCIO who is eligible under clause 51 to vote at members' meetings (a "**Voting Member**").
- 63 A person will not be eligible for election or appointment to the board if he/she/they is/are:
- 63.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 63.2 an employee of the SCIO.

### **Initial charity trustees**

- 64 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the SCIO.
- 65 During the period from the date of incorporation of the SCIO until the first AGM, the charity trustees shall determine which of them should fill each of the places on the board specified in clause 61; and, during that period, the board may appoint any Voting Member willing to act (unless he/she/they is/are debarred from membership under clause 63) to fill any of the places on the board specified in clause 61 which is vacant at that time.

### **Election, retiral, re-election**

- 66 At each AGM, the Voting Members may elect any Voting Member willing to act (unless he/she/they is/are debarred from membership under clause 63) to fill each of the places on the board specified in clause 61.
- 67 The board may at any time appoint any Voting Member willing to act (unless he/she/they is/are debarred from membership under clause 63) to fill any of the places on the board specified in clause 61 which is vacant at that time.

- 68 At each AGM, all of the charity trustees shall retire from office – but shall then be eligible for re-election under clause 66.

#### **Termination of office**

- 69 A charity trustee will automatically cease to hold office if:
- 69.1 he/she/they become/s disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 69.2 he/she/they become/s incapable for medical reasons of carrying out his/her/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;
  - 69.3 he/she/they cease/s to be a Voting Member of the SCIO;
  - 69.4 he/she/they become/s an employee of the SCIO;
  - 69.5 he/she/they give/s the SCIO a notice of resignation, signed by him/her/them;
  - 69.6 he/she/they is/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 him/her/them from office;
  - 69.7 he/she/they is/are removed from office by resolution of the board on the grounds that he/she/they is/are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 87);
  - 69.8 he/she/they is/are removed from office by resolution of the board on the grounds that he/she/they is/are considered to have been in serious or persistent breach of his/her/their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 69.9 he/she/they is/are removed from office by a resolution of the members passed at a members' meeting.
- 70 A resolution under paragraph 69.7, 69.8 or 69.9 shall be valid only if:
- 70.1 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/their removal is to be proposed;
  - 70.2 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
  - 70.3 (in the case of a resolution under paragraph 69.7 or 69.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

- 71 For the avoidance of doubt, if an office-bearer resigns as a charity trustee, he/she/they will (subject to clause 72) automatically cease to hold that office, and vice versa.
- 72 If a person wishes to resign from a given office, he/she/they may remain as a charity trustee if:
- 72.1 he/she/they wishe/s to serve on the board in some other capacity;
  - 72.2 the relevant place on the board (being one of the other offices listed in paragraphs 61.1 to 61.3 or one of the non-office bearer places under paragraph 61.4) is vacant at the time; and
  - 72.3 the board resolve that he/she/they should fill that place accordingly.

### **Register of charity trustees**

- 73 The board must keep a register of charity trustees, setting out:
- 73.1 for each current charity trustee:
    - 73.1.1 his/her/their full name and address;
    - 73.1.2 the date on which he/she/they was/were appointed as a charity trustee; and
    - 73.1.3 any office held by him/her/them in the SCIO;
  - 73.2 for each former charity trustee - for at least 6 years from the date on which he/she/they ceased to be a charity trustee:
    - 73.2.1 the name of the charity trustee;
    - 73.2.2 any office held by him/her/them in the SCIO; and
    - 73.2.3 the date on which he/she/they ceased to be a charity trustee.
- 74 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 74.1 which arises from a resolution of the board or a resolution passed by the members of the SCIO; or
  - 74.2 which is notified to the SCIO.
- 75 If any person requests a copy of the register of charity trustees, the board must ensure that a copy of the current information (but not any historic information) is supplied to them within 28 days, providing the request is reasonable in the opinion of the board; if the request is made by a person who is not a charity trustee of the SCIO, the board shall provide a copy which has the names only and does not include contact details, if the board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

## **Safeguarding**

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

## **Powers of board**

- 78 Except where this constitution states otherwise, the SCIO (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the SCIO.
- 79 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 80 The members may, by way of a resolution passed in compliance with clause 53 (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.
- 81 If membership falls below the minimum number of Voting Members, in compliance with clause 14, the Charity Trustees may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.

## **Charity trustees - general duties**

- 82 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the SCIO; and, in particular, must:
- 82.1 seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;
  - 82.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 82.3 in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
    - 82.3.1 put the interests of the SCIO before that of the other party; or
    - 82.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - 82.4 ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

- 83 In addition to the duties outlined in clause 82, all charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 83.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 83.2 that any charity trustee who has been in serious or persistent breach of those duties is removed as a charity trustee.
- 84 Provided he/she/they has/have declared his/her/their interest - and has not voted on the question of whether or not the SCIO should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the SCIO in which he/she/they has/have a personal interest; and (subject to clause 85 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she/they may retain any personal benefit which arises from that arrangement.
- 85 No charity trustee may serve as an employee (full time or part time) of the SCIO; and no charity trustee may be given any remuneration by the SCIO for carrying out his/her/their duties as a charity trustee.
- 86 The charity trustees may be paid expenses incurred by them in connection with carrying out their duties, where these have been approved by the board, but charity trustees shall not (unless in exceptional circumstances) be paid travelling expenses relating to their attendance at meetings or otherwise.

**Code of conduct for charity trustees**

- 87 Each of the charity trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 88 The code of conduct referred to in clause 87 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**

- 89 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 90 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**

- 91 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person.
- 92 A charity trustee may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 93 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 91, 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.
- 94 The Chair should act as chairperson of each board meeting.
- 95 If the Chair is not present within 30 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 96 Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee who is participating in the meeting in a manner consistent with clause 92 will be deemed for this purpose to be given personally.
- 97 All decisions at board meetings will be made by majority vote.
- 98 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.
- 99 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she/they is/are not a charity trustee - but on the basis that he/she/they must not participate in decision-making.
- 100 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/they has/have a personal interest or duty which conflicts (or may conflict) with the interests of the SCIO; he/she/they must withdraw from the meeting while an item of that nature is being dealt with.

- 101 For the purposes of clause 100:
- 101.1 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;
  - 101.2 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/they is/are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

**Minutes**

- 102 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 103 The minutes to be kept under clause 102 must include the names of those present.

## **ADMINISTRATION**

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

- 104 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.
- 105 The board may also delegate to the Chair (or to any other office-bearer) such of their powers as they may consider appropriate.
- 106 When delegating powers under clause 104 or 105, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 107 Any delegation of powers under clause 104 or 105 may be revoked or altered by the board at any time.
- 108 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.
- 109 The board shall have the power to publish and enforce such bye-laws as they feel appropriate to govern the activities of the SCIO and the conduct of members of the SCIO (and others) participating in such activities.

### **Operation of accounts**

- 110 All money shall be banked with a recognised bank, and in a designated account for the SCIO.
- 111 Any cheque drawn on the SCIO's bank account shall be signed by any two of the authorised signatories.
- 112 Any payment made out of the SCIO's bank account using online banking facilities shall require authorisation by any two of the authorised signatories.

### **Accounting records and annual accounts**

- 113 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 114 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**

- 115 If the SCIO is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 116 Any surplus assets available to the SCIO immediately preceding its winding up or dissolution must be transferred to the Scottish Orienteering Association (or, if the Scottish Orienteering Association is not in existence at that time, to some other appropriate body or bodies, as determined by a resolution passed by majority vote by the members prior to winding-up or dissolution) to be used for purposes which are the same as - or which closely resemble - the purposes of the SCIO as set out in this constitution.

### **Alterations to the constitution**

- 117 This constitution may (subject to clause 118) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 533) or by way of a written resolution of the members.
- 118 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

### **Interpretation**

- 119 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 119.1 any statutory provision which adds to, modifies or replaces that Act; and
- 119.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 119.1 above.
- 120 In this constitution:
- 120.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 120.2 "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.