

# CONSTITUTION

of

**Deeside Thistle Cycling Club SCIO**

**Approved by OSCR 7<sup>th</sup> March 2024**



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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 organisation will be in Scotland (and must remain in Scotland).

### **Name**

3 The name of the organisation is Deeside Thistle Cycling Club, hereafter referred to as the Club.

### **Purposes**

4 The Club's purposes are:

- 4.1 The advancement of public participation in the sport of cycling and the provision of recreational facilities and activities for the benefit of the public and in furtherance of these by;
- 4.2 Making available facilities, including coaching, training sessions and club runs, for participation in cycling of all kinds
- 4.3 Promoting cycling as a sporting and recreational activity
- 4.4 Providing a safe, welcoming and friendly environment for all those who wish to explore the benefits of cycling.

### **Powers**

5 The Club has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

6 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**

7 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.

8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 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**

9 The structure of the Club consists of:-

- 9.1 the MEMBERS - who have the right to attend general meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
- 9.2 the BOARD, comprised of CHARITY TRUSTEES - who hold regular meetings, and generally control the activities of the Club.

## **MEMBERS**

### **Qualifications for membership**

- 10 Membership is open to any individual who seeks to further the aims of the Club.
- 11 Employees of the Club are not eligible for membership.

### **Application for membership**

- 12 Any person who wishes to become a Member must sign a written application for membership and remit the current membership fee. The application will then be considered by the Board at its next Board meeting.
  - 12.1 Members under the age of 12 who wish to join the Club must have their application submitted by a parent or legal guardian.
  - 12.2 Members who wish to be associated with the Club and its aims but are already members of other cycling clubs may be accepted as Associate Members. This status does not confer voting rights although Associate Members are welcome to attend Club social events and general meetings.
  - 12.3 The Board may enrol Honorary Members into the club. Honorary Members enjoy the same voting rights as other Members.
  - 12.4 The Board may enrol Life Members into the club. Life Membership will be reserved for those who, in the opinion of the Board, have contributed significantly to the profile of cycling as a sporting and/or recreational activity over a lengthy period. Life Members enjoy the same voting rights as other members.
- 13 The board may, at its discretion, refuse to admit any person to membership.
- 14 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership. If the decision is to refuse admission, the Board shall return to the applicant the remittance paid under clause 12 and outline the reasons for refusal.

### **Membership subscription**

- 15 Membership subscription fees for the following year shall be set by Members at the Annual General Meeting.

### **Register of Members**

- 16 The board must keep a register of Members, setting out
  - 16.1 for each current Member:
    - 16.1.1 their full name and address;
    - 16.1.2 their date of birth;
    - 16.1.3 the date on which they were registered as a Member of the Club;
    - 16.1.4 Full Member or Associate Member status
  - 16.2 for each former Member - for at least six years from the date on which they ceased to be a Member:
    - 16.2.1 their name; and
    - 16.2.2 the date on which they ceased to be a Member.

- 17 The board must ensure that the register of Members is updated within 28 days of any change:
- 17.1 which arises from a resolution of the Board or a resolution passed by the members of the Club;  
or
  - 17.2 which is notified to the Club.
- 18 If a Charity Trustee of the Club requests a copy of the register of Members, the Board must ensure that a copy is supplied to them 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 and dates of birth redacted.

### **Withdrawal from membership**

- 19 Any person who wants to withdraw from membership must give a written notice of withdrawal to the Club, signed by them; they will cease to be a Member as from the time when the notice is received by the Club. For those Members whose membership is contingent on payment of an annual subscription, membership will lapse automatically three months after the annual subscription deadline has passed if no subscription fees have been received by the treasurer.

### **Transfer of membership**

- 20 Membership of the Club may not be transferred by a Member.

### **Expulsion from membership**

- 21 The Board shall have the right for good and sufficient reason to terminate the membership of any Member provided that the Member shall have the right to be heard by the Board before a final decision is made.

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

### **General meetings**

- 22 The Club shall hold a meeting of Members attending in person or virtually in each calendar year, to be called an 'annual general meeting' or 'AGM'. The Charity Trustees may call other meetings of the Members attending in person or virtually as they think fit. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow. The gap between one AGM and the next must not be longer than 15 months.
- 23 Notwithstanding clause 22, an AGM does not need to be held during the calendar year in which the Club is formed; but the first AGM must still be held within 15 months of the date on which the Club is formed.
- 24 The business of each AGM must include:-
- 24.1 The minutes of the previous AGM;
  - 24.2 a report by the chair on the activities of the Club;
  - 24.3 consideration of the annual accounts of the Club;
  - 24.4 the election/re-election of Charity Trustees, as referred to in clauses 50 to 52;
  - 24.5 Other business for which due notice has been given;
- 25 The Board may arrange an extraordinary general meeting at any time.

### **Power to request the Board to arrange an extraordinary general meeting**

- 26 The Board must arrange an extraordinary 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 Members who amount to 5% or more of the total membership of the Club at the time, providing:

- 26.1 the notice states the purposes for which the meeting is to be held; and
  - 26.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 27 If the Board receive a notice under clause 26, the date for the meeting which they arrange in accordance with the notice must not be later than 45 days from the date on which they received the notice.

### **Notice of general meetings**

- 28 At least 14 days' notice must be given of any general meeting including the means whereby attendance may be virtually where such arrangements have been made.
- 29 The notice calling a general meeting must specify in general terms what business is to be dealt with at the meeting; and
- 29.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 29.2 in the case of any other resolution falling within clause 39 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 30 Notice of every general 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.
- 31 Any notice which requires to be given to a Member under this constitution must be: -
- 31.1 sent by post to the Member, at the address last notified by them to the Club; or
  - 31.2 sent by e-mail to the Member, at the e-mail address last notified by them to the Club.

### **Procedure at general meetings**

- 32 No valid decisions can be taken at any general meeting unless a quorum is present.
- 33 The quorum for a general meeting is 15 Members/Trustees or 10% of all Members aged 14 years or older, whichever is lower, present in person or virtually where arrangements for this have been made.
- 34 If a quorum is not present within 15 minutes after the time at which a general meeting was due to start - or if a quorum ceases to be present during a general 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. If a quorum is not achieved at the second/rescheduled meeting the quorum is reduced to the number of attendees for that meeting only.
- 35 The Club Chairperson should act as chairperson of each general meeting.
- 36 If the Club 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.

### **Voting at general meetings**

- 37 Every Member aged 14 years or over has one vote, which must be given personally or virtually where arrangements for such have been made.
- 37.1 Members aged under 14 years may not vote directly but can submit written proxy votes via a Member aged 14 years or over who must submit the list of proxy votes including each Member's name, address and signature.

- 37.2 For the avoidance of doubt associate Members are not able to vote on Club matters.
- 38 All decisions at general meetings will be made by majority vote - with the exception of the types of resolution listed in clause 39.
- 39 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a general meeting:
- 39.1 a resolution amending the constitution;
  - 39.2 a resolution expelling a person from membership under clause 21;
  - 39.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 39.4 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);
  - 39.5 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);
  - 39.6 a resolution for the winding up or dissolution of the Club.
- 40 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.
- 41 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.
- 42 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

## **Minutes**

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

## **BOARD**

### **Number of charity trustees**

- 45 The maximum number of Charity Trustees is 12;
- 46 The minimum number of Charity Trustees is 3.

### **Eligibility**

- 47 A person shall not be eligible for election/appointment to the Board under clauses 50 to 52 unless they are a member of the Club;
- 48 A person will not be eligible for election or appointment to the Board if they are: -
- 48.1 disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005 or similar legislation elsewhere in the UK; or
  - 48.2 an employee of the Club.

## **Initial Charity Trustees**

- 49 The individuals who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the Club shall be deemed to have been appointed by the Members as Charity Trustees with effect from the date of incorporation of the Club.

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

- 50 At each AGM, the Members may elect any Member aged 14 years or over (unless they are debarred from membership under clause 48) to be a Charity Trustee.
- 51 The board may at any time appoint any Member aged 14 years or over (unless they are debarred from membership under clause 48) to be a Charity Trustee.
- 52 At each AGM, all of the Charity Trustees elected/appointed under clauses 50 and 51 (and, in the case of the first AGM, those deemed to have been appointed under clause 49) shall retire from office – but shall then be eligible for re-election under clause 50.

## **Termination of office**

- 53 A Charity Trustee will automatically cease to hold office if: -
- 53.1 they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005 or similar legislation elsewhere in the UK;
  - 53.2 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;
  - 53.3 they cease to be a Member of the Club;
  - 53.4 they become an employee of the Club;
  - 53.5 they give the Club a notice of resignation, signed by them;
  - 53.6 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 (as referred to in clause 68);
  - 53.7 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
  - 53.8 they are removed from office by a resolution of the Members passed at a general meeting.
- 54 A resolution under paragraph 53.6, 53.7 or 53.8 shall be valid only if: -
- 54.1 the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - 54.2 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
  - 54.3 (in the case of a resolution under paragraph 53.6 or 53.7) 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**

- 55 The board must keep a register of Charity Trustees, setting out
- 55.1 for each current Charity Trustee:
    - 55.1.1 their full name and address;

55.1.2 the date on which they were appointed as a Charity Trustee; and

55.1.3 any office held by them in the Club;

55.2 for each former Charity Trustee - for at least 6 years from the date on which they ceased to be a Charity Trustee:

55.2.1 the name of the Charity Trustee;

55.2.2 any office held by them in the Club; and

55.2.3 the date on which they ceased to be a Charity Trustee.

56 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:

56.1 which arises from a resolution of the Board or a resolution passed by the Members of the Club;  
or

56.2 which is notified to the Club.

57 If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them 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 does not include addresses or dates of birth - if the Board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

#### **Office-bearers**

58 The Charity Trustees must elect (from among themselves) a chair, a treasurer and a secretary.

59 In addition to the office-bearers required under clause 58, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

59.1 A representative of the Youths/Juniors (aged under 18) will be invited along to each Committee meeting to give them a voice in the proceedings of the club. They will not be a Charity Trustee and will not have voting rights.

#### **Powers of the Board**

60 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.

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

62 The Members may, by way of a resolution passed in compliance with clause 39 (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**

63 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:-

63.1 seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;

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

63.3 in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:

63.3.1 put the interests of the Club before that of the other party;



63.3.2 where any other duty prevents them 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;

63.4 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.

64 In addition to the duties outlined in clause 63, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

64.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and

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

65 Provided they have declared their interest - and have 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 organisation in which they have a personal interest; and (subject to clause 66 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

66 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 their duties as a Charity Trustee.

67 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties, subject to prior approval of the board;

#### **Code of conduct for Charity Trustees**

68 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.

69 The code of conduct referred to in clause 68 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**

70 Any Charity Trustee may call a meeting of the Board or ask the secretary to call a meeting of the board. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow and as agreed by the Charity Trustees.

71 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**

72 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 Charity Trustees, present in person or virtually.

73 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 72, 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.

74 The Club Chairperson should act as chairperson of each board meeting.

- 75 If the Club 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.
- 76 Every Charity Trustee has one vote, which must be given personally.
- 77 All decisions at board meetings will be made by majority vote.
- 78 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.
- 79 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a Charity Trustee - but on the basis that they must not participate in voting.
- 80 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 Club; they must withdraw from the meeting while an item of that nature is being dealt with.
- 81 For the purposes of clause 80: -
- 81.1 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;
- 81.2 a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 82 The Board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees. The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.
- 83 The minutes to be kept under clause 82 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**

- 84 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.
- 85 The Board may also delegate to the Club Chairperson (or the holder of any other post) such of their powers as they may consider appropriate.
- 86 When delegating powers under clause 84 or 85, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 87 Any delegation of powers under clause 84 or 85 may be revoked or altered by the Board at any time.
- 88 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**

- 89 Subject to clause 90, any officer or Trustee of The Club appointed by the Board may act as signatory in relation to all operations on the bank and building society accounts held by The Club.

- 90 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 89.
- 91 Clauses 89 and 90 shall apply to any transactions which are within the agreed budget for The Club's activities and are below £2,000. For transactions beyond The Club's agreed budget or in excess of £2,000, the signatory must obtain the approval of the Club Chairpreson/Finance Officer before processing the transaction.

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

- 92 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 93 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**

- 94 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.
- 95 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**

- 96 This constitution may (subject to clause 97) be altered by resolution of the Members passed at a general meeting (subject to achieving the two thirds majority referred to in clause 39) or by way of a written resolution of the Members.
- 97 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**

- 98 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 98.1 any statutory provision which adds to, modifies or replaces that Act; and
- 98.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 98.1 above.
- 99 In this constitution: -
- 99.1 "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;
- 99.2 "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.

99.2.1 “Virtual meeting”: a meeting of Members of the charity or a meeting of the Charity Trustee where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.

99.2.2 “Hybrid meeting”: a meeting of Members of the charity or a meeting of the Charity Trustees at which some participants are attending the meeting in person and others are attending virtually.

DRAFT