

**CONSTITUTION
OF
STRATHCLYDE PARK ROWING CLUB**

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GENERAL

Name & Principal Office

- 1 The Club is called Strathclyde Park Rowing Club, hereafter referred to as The Club, and will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principal office will be, and remain, in Scotland.
- 2 The SCIO is an incorporation of the unincorporated association known as Strathclyde Park Rowing Club, established in 2000, along with its members and values which comprise the encouragement and furtherance of rowing and the promotion of a friendly spirit of emulation and interest amongst its members.

Charitable Purposes

- 3 The Club will operate as a charitable organisation and its purpose is to promote the advancement of public participation in sport, and in particular: -
 - 3.1 the encouragement and furtherance of amateur rowing regardless of level of skill or physical ability;
 - 3.2 the promotion of community participation in healthy recreation and to contribute to the improvement of physical health, fitness, social and mental wellbeing of the wider community;
 - 3.3 the promotion of a friendly spirit of emulation and interest amongst its members of rowing.

Powers

- 4 The Club has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5 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 organisation's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes.

Liability of members

- 6 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 the Club is unable to meet its debts, the members will not be held responsible.
- 7 The members and charity Trustees have certain legal duties under the Charities and Trustees Investment (Scotland) Act 2005; and clause 6 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties.

General Structure

- 8 The structure of the Club consists of:
 - 8.1 the MEMBERS - who have the right to attend and vote at members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint persons to serve on the board and take decisions on changes to the constitution itself;

8.2 The BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.

9 The persons serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERSHIP

Qualifications for membership

9. The current membership of Strathclyde Park Rowing club, established in 2000, shall continue as members of the club, mutatis mutandis.

10. Membership shall be open to amateurs as defined for the time being by the Scottish Rowing, and shall also be open, irrespective of nationality, religious opinion, age, sex, race, physical or mental ability to:

10.1 Ordinary:

Persons who have attained the age of 18 and shall be entitled to the full benefits and privileges offered by the Club;

10.2 Student:

Members who have attained the age of 18, but are in full time education and shall be entitled to the full benefits and privileges offered by the club at a reduced subscription.

10.3 Junior:

Persons under the age of 18 and shall be entitled to the benefits and privileges of ordinary members. Junior members may participate at general meetings only in a non-voting capacity.

10.4 Coach and Cox:

Persons whose sole activity within the club is coaching or coxing. Coach and Cox members shall be entitled to the benefits and privileges of ordinary members, with the exception that their boating activities shall be confined to coxing. Their responsibilities will be that of the rowing membership categories appropriate to their age. Boating rights will be restricted to coaching launch, cox's seat and sessions during which coaching is carried out whilst rowing or sculling. Coach and Cox members may serve on the Board. Coach and Cox members who are on the Board are permitted to vote at general meetings. Other Coach and Cox members may participate at general meetings only in a non-voting capacity

10.5 Associate:

Persons who have been members of the club or are interested in the Club are considered to be eligible. Associate members shall be permitted to serve on the Board. Only those Associate members who are on the Board are permitted to vote at general meetings. Other Associate members may participate at general meetings only in a non-voting capacity. Associate members will not be entitled to use the club boats.;

10.6 Temporary:

Persons on visits to the area lasting no more than 3 months within the categories above. Temporary members shall not serve on the Board and may participate at general meetings only in a non-voting capacity

10.7 Honorary:

By approval of the Annual General Meeting of the club, by straight majority vote, persons of outstanding achievement or who have provided outstanding service to the rowing community at large or to the club, enhancing its development, standing or reputation. Honorary Members will have no voting rights at meetings, but otherwise the same rights and privileges as Ordinary Members, with the exception of regular water or equipment usage.

- 11 Club members accept that by virtue of the club's membership of Scottish Rowing they are subject to the Rules of the Scottish Rowing and its constitutive documents and accept the authority of Scottish Rowing in all matters of discipline and conduct.

Equal Opportunities

- 12 The Club is fully committed to the principles of equality of opportunity and is responsible for ensuring that no member, volunteer, employee or job applicant receives less favourable treatment on the grounds of age, gender, disability, race, ethnic origin, nationality, colour, parental or marital status, pregnancy, religious belief, social status, sexual orientation or political belief.

Protection of Vulnerable Groups

- 13 The Club accepts the policy and procedures relating to Child Protection and the Protection of Vulnerable Adults as set out by Scottish Rowing and requires all members to accept them as a condition of membership.

Application for membership

- 14 Any person who wishes to become a member must submit to the club, an application pack for membership along with a remittance to meet any annual membership subscription at least one week before a Board Meeting.
- 15 The Board may not, unless there are reasonable grounds to do so, refuse to admit any person, to Membership.
- 16 The Board shall confirm each application for membership at the first board meeting which is held after receipt of the application and payment.
- 17 If an application has been refused, an appeal may be made in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. The decision on such appeals is final.

Membership subscription

- 18 The annual subscriptions shall be decided by the Board and shall be subject to annual review. They shall be payable in advance and shall be due from 1st September.
- 19 If the membership subscription payable by any member remains outstanding more than 4 weeks after a written reminder - and providing they have been given at least one written reminder - the board may, by resolution to that effect, expel them from membership.
- 20 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.
- 21 Members elected through the year shall pay the full annual subscription on pro rata basis.

Register of members

- 22 The board must keep a register of members, setting out:
- 22.1 for each current member:
 - 22.1.1 their full name and address; and
 - 22.1.2 the date on which they were registered as a member of the organisation;
 - 22.2 for each former member - for at least six years from the date on which they ceased to be a member:
 - 22.2.1 their name; and
 - 22.2.2 The date on which they ceased to be a member.
- 23 The board must ensure that the register of members is updated within 28 days of any change:
- 23.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 23.2 Which is notified to the organisation.
- 24 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 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/or other contact details blanked out.

Withdrawal from membership

- 25 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.
- 26 Such resignations must be in the hands of the Club Secretary by the date of the Annual General Meeting or such member may be held liable for the subscription for the ensuing season.

Transfer of membership

- 27 Membership of the Club may not be transferred.

Expulsion from membership

- 28 Any person or body 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: -
- 28.1 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;

28.2 The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 29 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. An Annual General Meeting will be held during November.
- 30 The gap between one AGM and the next must not be longer than 15 months.
- 31 The business of each AGM must include: -
- 31.1 a report by the chair on the activities of the organisation;
 - 31.2 consideration of the audited annual accounts of the organisation;
 - 31.3 The election/re-election of charity trustees;
 - 31.4 the annual subscriptions for the forthcoming year shall be determined by the Board and shall take effect from the first day of the financial year (September 1st).
- 32 The board may arrange a special members' meeting at any time providing 14 days' notice.
- 33 A social meeting shall be held annually.

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

- 34 The board must arrange a special members' meeting if they are requested to do so by a notice signed by members who amount to 10% or more of the total membership of the Club at the time, providing:
- 34.1 the notice states the purposes for which the meeting is to be held; and
 - 34.2 Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or as amended.
- 35 If the board receive a notice under clause 34, 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

- 36 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 37 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 37.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 37.2 In the case of any other resolution requiring a two-thirds majority must set out the exact terms of the resolution.

- 38 The reference to “clear days” in clause 36 shall be taken to mean that, in calculating the period of notice,
- 38.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 38.2 The day of the meeting itself should also be excluded.
- 39 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to members who may not have updated contact details will not invalidate the proceedings at the meeting.
- 40 Any notice which requires to be given to a member under this constitution must be: -
- 40.1 sent by post to the member, at the address last notified by them to the organisation;
or
- 40.2 Sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

- 41 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 42 The quorum for a members' meeting is 10 members.
- 43 If members' meetings cannot be held in person, then the meeting may be held virtually by telephone, videolink, Skype, and other internet VOIP or teleconferencing mechanisms. Members who are unable to attend any general meeting, may also attend the meeting remotely.
- 44 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.
- 45 The chair of the Club should act as chairperson of each members' meeting.
- 46 If the chair 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.

Voting at members' meetings

- 47 Every Ordinary, Student and Board members have one vote, which must be given personally or by proxy.
- 48 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 49.
- 49 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:
- 49.1 a resolution amending the constitution;
- 49.2 a resolution expelling a person from membership;

- 49.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 49.4 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);
- 49.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- 49.6 A resolution for the winding up or dissolution of the organisation.
- 50 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 51 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 and entitled to vote) ask for a ballot.
- 52 The chairperson will decide how any ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Minutes

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

BOARD OF TRUSTEES

Composition of Board

- 55 The Club is managed by a Board of Trustees which shall consist of:
 - 55.1 President;
 - 55.2 Vice-President;
 - 55.3 Secretary;
 - 55.4 Treasurer;
 - 55.5 Captain;
 - 55.6 Vice-Captain;
 - 55.7 Club Master;
 - 55.8 Membership Secretary;

55.9 Three (3) additional trustees chosen from the relevant membership categories at AGM.

55.10 There shall also be a Junior Captain, which will not be a Board role.

Junior Captain, shall be selected annually in August each year, to represent the interests of the Junior members.

The Junior Captain shall be nominated from the eligible Junior membership by the Captain and Vice-Captain. They shall seek advice where required from the Junior Coaches. The Board must approve this nomination before the Junior Captain's position is confirmed.

The selected Junior must give their approval to accepting the role.

The parents/guardians of the selected Junior must give their approval prior to the Junior Captain's role being confirmed

Eligibility

56 A person will not be eligible for election or appointment to the board unless they are a member of the Club and such a person will not be eligible for election or if they are: -

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

56.2 An employee of the organisation.

Initial charity trustees

57 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 organisation.

Election, Re-election and Retiral

58 At each AGM, the members may elect any member to be a charity trustee.

59 The board may at any time appoint any member to be a charity trustee.

60 At each AGM, all of the charity trustees must retire from office - but may then be re-elected under clause 61.

61 A charity trustee retiring at an AGM will be re-elected unless: -

61.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

61.2 an election process was held at the AGM and they were not among those elected/re-elected through that process for that role; or

61.3 A resolution for the re-election of that charity trustee was put to the AGM and was not carried.

62 The President may only serve for a period of five (5) consecutive years, after which they must automatically vacate office. They may stand for re-election at a subsequent AMG.

Appointment/re-appointment of co-opted charity trustees

- 63 In addition to their powers under clause 58 and 59, the board may at any time appoint any non-member of the Club to be a charity trustee either on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 64 Any person outwith the membership who wishes to become a co-opted Charity Trustee must sign, and lodge with the company, a written application to be decided upon by the Board.
- 65 At each AGM, all of the charity trustees appointed under clause 63 shall retire from office – but shall then be eligible for re-appointment under that clause.
- 66 The maximum number of co-opted charity trustees is 4.

Termination of office

- 67 A charity trustee will automatically cease to hold office if: -
 - 67.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 67.2 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;
 - 67.3 they cease to be a member of the Club;
 - 67.4 they become an employee of the organisation;
 - 67.5 they give the Club a notice of resignation, signed by them;
 - 67.6 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
 - 67.7 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 Club rules or any code of conduct for charity trustees;
 - 67.8 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;
 - 67.9 They are removed from office by a resolution of the members passed at a members' meeting.
- 68 A resolution under paragraph 67.6, 67.7, 67.8 or 67.9 shall be valid only if: -
 - 68.1 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;
 - 68.2 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
 - 68.3 (In the case of a resolution under paragraph 67.7 or 67.8) 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

- 69 The board must keep a register of charity trustees, setting out: -
- 69.1 for each current charity trustee:
 - 69.1.1 their full name and address;
 - 69.1.2 the date on which they were appointed as a charity trustee; and
 - 69.1.3 any office held by them in the organisation;
 - 69.1.4 The name of the group member which nominated each charity trustee.
 - 69.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 69.2.1 the name of the charity trustee;
 - 69.2.2 any office held by them in the organisation; and
 - 69.2.3 The date on which they ceased to be a charity trustee.
- 70 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 70.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 70.2 Which is notified to the organisation.
- 71 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 organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Powers of board

- 72 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 organisation.
- 73 A meeting of the board at which a quorum of 5 persons, (one of whom must be either President, Vice-President, Treasurer, Secretary or Captain) is present may exercise all powers exercisable by the board.
- 74 The members may, by way of a resolution passed in compliance with clause 49 (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

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

- 75.1 seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
- 75.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 75.3 in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
 - 75.3.1 put the interests of the Club before that of the other party;
 - 75.3.2 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;
- 75.4 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.
- 76 In addition to the duties outlined in clause 75, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - 76.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 76.2 That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 77 Provided they have declared their 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 they have a personal interest and they may retain any personal benefit which arises from that arrangement.
- 78 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the Club for carrying out their duties as a charity trustee. The Board, may, at its discretion pay an honorarium to a particular trustee holding the office of Treasurer, Secretary or similar. This will be valid only if the requirements of s67 of the Charities and Trustee Investment (Scotland) Act 2005 are adhered to. The trustee in question must be in the minority.

Code of conduct for charity trustees

- 79 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.
- 80 The code of conduct referred to in clause 79 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

- 81 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 82 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 trustee meetings

- 83 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. The President, Vice-President, Secretary or Treasurer should form part of this quorum.
- 84 If at any time the number of charity trustees in office falls below the number stated, 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.
- 85 Board Meetings shall be held monthly or more often if the Secretary deems necessary.
- 86 The President of the Club should act as Chairperson of each board meeting.
- 87 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 President), the Vice-President shall nominate or delegate chair to another charity trustee.
- 88 Every charity trustee has one vote, which must be given personally.
- 89 All decisions at trustee meetings will be made by majority vote
- 90 If there are an equal number of votes for and against any resolution, the President of the meeting will be entitled to a second (casting) vote.
- 91 Board Meetings may be held virtually if they are not able to meet in person. The board may participate in board meetings by video or telephone conference or electronic media that enable all board members to hear each other. Board members participating through any of these media shall be deemed present for the purposes of obtaining a quorum.
- 92 The board may 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 decision-making.
- 93 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 94 For the purposes of clause 93: -
- 94.1 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;
- 94.2 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

- 95 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 96 The minutes to be kept under clause 95 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 97 The board shall make available copies of the minutes referred to in clause 96 to any member of the public requesting them.

ADMINISTRATION

Delegation to sub-committees

- 98 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.
- 99 The board may also delegate to the chair of the Club (or the holder of any other post) such of their powers as they may consider appropriate.
- 100 When delegating powers under clause 98 or 99, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 101 Any delegation of powers under clause 98 or 99 may be revoked or altered by the board at any time.
- 102 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

- 103 Subject to clause 104, 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 organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 104 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 103.

Accounting records and annual accounts

- 105 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 106 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 if required.

MISCELLANEOUS

Winding-up

- 107 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.
- 108 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

- 109 This constitution may be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 49).
- 110 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).

Uniform and Colours

- 111 The outfit shall be as shown in the illustration below. The colours shown are approximations; precise shades will depend on availability. The uniform may be altered by the board of trustees to include such details of sponsorship and advertising as they deem necessary at the time.
- 112 Members competing in a regatta as Strathclyde Park RC shall be in the uniform of the club.



- 113 The blade colours shall be a sky-blue diagonal across a navy blue ground.

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 114.1 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.