



**East Kilbride Gymnastics Club**

**CONSTITUTION**

**OF**

**THE EAST KILBRIDE (AND DISTRICT)**

**GYMNASTICS CLUB SCIO**



East Kilbride Gymnastics Club  
4 Colvilles Place, East Kilbride. G75 0PZ  
SCIO Number: - SC039629 - Incorporated: - 30th October 2013



## **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 “The East Kilbride (and District) Gymnastics Club [SCIO]”.

### **Purposes**

4. The organisation’s purposes are:

4.1. To encourage public participation in the sport and practice of Gymnastics and, in doing so, improve the standards of Gymnastics and Health of people within the East Kilbride community and the surrounding districts.

4.2. The community served by the organisation is defined as follows:

East Kilbride Gymnastics Club serves a community that includes individuals with a genuine interest in gymnastics—whether current or aspiring gymnasts, coaches, or supporters of the sport. While the club is open to all who share this passion, its primary geographical focus is on individuals residing in the West of Scotland

4.3. In the furtherance of the above purpose the Club will: Liaise and co-operate with Scottish Gymnastics and its sub-districts in the matter of mutual interest concerning Gymnastics. Make progressive improvement of the standard of Gymnastics in East Kilbride and the surrounding Districts.

### **Powers**

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

6 No portion of the income and property shall be paid or transferred (directly or indirectly) by way of dividend, distribution, bonus, honoraria otherwise howsoever by way of profit 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 organisation’s charitable purposes.

### **Liability of members**

7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation 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 organisation consists of:-

9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Management Committee and take decisions on changes to the constitution itself;

9.2 the Management Committee - 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 and the club governance.

**\*\*REMOVAL OF "THE EXECUTIVE COMMITTEE"** This 'layer' was not required and was not being used as described. The Management Committee oversee and are responsible for the activities of those within the Club.

10 The people serving on the Management Committee are referred to in this constitution as CHARITY TRUSTEES.

### **MEMBERS**

11 The club fully adhere to Scottish Gymnastics Child Protection Policy, which can be found on the Scottish Gymnastics website.

### **Qualifications for membership**

12 Membership is open to all, and no application for membership will be refused on other than non compliance to eligibility criteria as stated at clause 4.2

There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.

**12.1 Ordinary Members:** Shall be open to any person over the age of sixteen years (16) participating in the sport of Gymnastics, or to those out with the sport but who are interested in or have given services to the sport, or any person over the age of sixteen years (16) interested in furthering the charities purposes whose application has the approval of the Management Committee.

**12.2 Junior Members:** Shall be open to any person under sixteen Years (16) participating in the sport of Gymnastics whose application has the approval of the Management Committee.

**12.3 Associate Members:** Shall be open to any person actively involved in the sport of Gymnastics; or wishing to be associated with the Charity, whose application has the approval of the Management Committee.

**12.4 Charity Trustees:** (composed of Elected Charity Trustees, Appointed Charity Trustees;

and Co-Opted Charity Trustees, following the first GM

13 Employees of the organisation are not eligible for membership.

## **Application for membership**

14 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the Trustees at its next Management Committee meeting.

15 The Charity Trustees shall consider applications for membership promptly. The Charity Trustees shall assess each application to determine whether the applicant meets the criteria as stated at clause 4.2 for becoming an Ordinary Member or Junior member.

16 The Management Committee does not make decisions on membership eligibility but ensures that each applicant meets the required eligibility criteria as outlined in this constitution. The committee will promptly notify each applicant (in writing or by email) of whether their application meets these criteria and if they are eligible for membership

**\*\* Wording amended from old constitution 14. & 15.**

## **Membership Fees and Subscription**

### **17 Joining/Annual Membership Fees**

**17.1 JOINING -** A Joining fee will be incurred after confirmation of joining from the member after free trial. Annual Membership Fees will be included within the Monthly Fees and will be collected via Class4Kids, or alternative method determined by the Management Committee to be in the best interests of the Club.

**17.2 AMOUNT:** Annual Membership Fees may only be varied in amount as a result of a Motion to this effect being carried by a Two Thirds (2/3rds) majority of the Management Committee. **In some circumstances the joining fee may be waived in occasions of financial hardship.**

**17.3 REVIEW:** Should a decision be taken at a Management Committee Meeting to vary the amount of Membership Fees, such a change shall only become effective as from the First (1st) day of January following the Meeting.

### **17.4 Monthly Membership Subscriptions.**

**17.5 DATE DUE:** Monthly Membership Subscriptions shall be due on, and be effective from the First (1st) day of each month the month following payment of initial Membership.

**17.6 AMOUNT:** Monthly Membership Subscriptions may only be varied in amount as a result of a Motion to this effect being carried by a Two Thirds (2/3rds) majority of the Management Committee. **In some circumstances the monthly fees for an individual member may be varied in occasions of financial hardship.**

**17.7 REVIEW:** Should a decision be taken at a Management Committee Meeting to vary the amount of Monthly Membership Subscriptions, such a change shall only become effective as from the first (1st) day of the month, one (1) month following the General Meeting in which the Members who have the right to vote agree to the change by a two-thirds (2/3rds) majority.

**17.8 ARREARS:** The Treasurer or General Manager shall give Notice to Members whose Monthly Membership Subscriptions are more than One (1) month in arrears, and the Management Committee shall have the power to remove from Membership any Member whose Monthly Membership Subscriptions are more than Three (3) months in arrears

## **Register of members**

18 The Executive must keep a register of members, setting out:

- 18.1 for each current member: 18.1.1 their full name and address; and  
18.1.2 the date on which they were registered as a member of the organisation;
- 18.2 for each former member - for at least six (6) years from the date on they ceased to be a member:
  - 18.2.1 their name; and
  - 18.2.2 The date on which they ceased to be a member.
- 19.1 which arises from a resolution of the Management Committee or a resolution passed by the members of the organisation; or
- 19.2 Which is notified to the organisation.

19 The Executive must ensure that the register of members is updated within Twenty-Eight (28) days of any change.

20 If a member or charity trustee of the organisation requests a copy of the register of members, the Management Committee must ensure that a copy is supplied to them within Twenty-Eight (28) days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Management Committee may provide a copy which has the addresses blanked out.

## **Withdrawal from membership**

21 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them (notification via email is acceptable); they will cease to be a member as from the time when the notice is received by the organisation and fees are payable up to the end of that calendar month.

## **Transfer of membership**

22 Membership of the organisation may not be transferred by a member.

## **Re-registration of members**

23 The Management Committee may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation and allowing them a period of Twenty-Eight (28) days (running from the date of issue of the notice) to provide that confirmation to the board.

24 If a member fails to provide confirmation to the Management Committee (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the Twenty-Eight (28) day period referred to in clause 23, the Management Committee may expel them from membership.

A notice under clause 23 will not be valid unless it refers specifically to the consequences (under clause 24) of failing to provide confirmation within the Twenty-Eight (28) day period.

### **Expulsion from membership**

25. The member submits a written notice of resignation to the registered office of the club. Membership will terminate when the notice is received by the club.

25.1 The member has failed to pay their annual membership subscription for more than six months, has been issued at least one written reminder, and the Board has resolved to terminate their membership due to non-payment.

25.2 The member has failed to respond to a re-registration request in accordance with club procedures, if such a process is in place.

25.3 A resolution to expel the member is passed by a special resolution at a General Meeting (GM), where notice of the GM includes:

- (a) the full text of the proposed resolution; and
- (b) the grounds for the proposed expulsion.

The member in question has the right to be heard at the GM before the decision is made, particularly if their conduct has been deemed detrimental to the effective functioning of the club.

25.4 In the case of an individual member, if that member has passed away (membership is non-transferable).

25.5 In the case of a group or organisation member, if the group goes into receivership, liquidation, or is dissolved, or otherwise ceases to exist (membership is non-transferable).

25.6 If the member is also a trustee of the club and has failed to comply with the club's code of conduct for trustees, leading to their removal as both a trustee and a member.

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

#### **Members' meetings**

26 The Management Committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

27 The gap between one AGM and the next must not be longer than 15 months.

28 Notwithstanding clause 26, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.

29 The business of each AGM must include:-

- Adoption of Minutes of Previous AGM.
- A report by the chair on the activities of the organisation;
- Consideration of the annual accounts of the organisation;
- The election/re-election of Office Bearers.
- Election of Board of Trustees.
- The election of Auditors.
- Presentation of Sectional Reports.
- Consideration of Honorary, and or Honorary Life Membership.
- Consideration of Notices of Motion.

- Bye-Laws (only bye-laws passed since last AGM are to be read out).

30 The Management Committee may arrange a special members' meeting at any time.

### **Power to request the Management Committee to arrange a special members' meeting**

31 The Management Committee must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two (2) or more documents in the same terms, each signed by one or more members) by at least Twenty Five (25) Members; who have voting rights of the organisation at the time, providing:

- 31.1 the notice states the purposes for which the meeting is to be held; and
- 31.2 Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

32 If the Management Committee receive a notice under clause 31, the date for the meeting which they arrange in accordance with the notice must not be later than Twenty Eight (28) days from the date on which they received the notice.

### **Notice of members' meetings**

33 At least Fourteen (14) clear days' notice must be given of any AGM or any special members' meeting.

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

- 34.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 34.2 In the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.

35 The reference to "clear days" in clause 33 shall be taken to mean that, in calculating the period of notice,

- 35.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 35.2 The day of the meeting itself should also be excluded.

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

37 Any notice which requires to be given to a member under this constitution must be:

- 37.1 sent by post to the member, at the address last notified by them to the organisation; *or*
- 37.2 Sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

### **Procedure at members' meetings**

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

39 The quorum for a members' meeting is Fifteen (15) members, present in person.

40 If a quorum is not present within Fifteen (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.

41 The chair of the organisation should act as chairperson of each member's meeting.

42 If the chair of the organisation is not present within Fifteen (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**

43 Every member has one (1) vote, which must be given personally, except where a current Member/s is/are less than Sixteen (16) Years of age, only one (1) of the parents or guardians shall have a single vote on behalf of their respective child. The parent or guardian shall have one vote for each child under sixteen (16) years of age e.g. if they have three gymnasts at the club, they shall have three votes. Where a parent/guardian has children who are Sixteen (16) years of age or over as Members, they will no longer have voting rights.

44 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 45.

45 The following resolutions will be valid only if passed by not less than two thirds (2/3rds) of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 49):

45.1 a resolution amending the constitution;

45.2 a resolution directing the Management Committee to take any particular step (or directing the Management Committee not to take any particular step);

45.3 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

45.4 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);

45.5 A resolution for the winding up or dissolution of the organisation.

46 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.

47 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 (2) other members present at the meeting) ask for a secret ballot.

48 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

### **Written resolutions by members**

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

## **Minutes**

50 The Management Committee must ensure that proper minutes are kept in relation to all members' meetings.

51 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.

52 The Management Committee shall make available copies of the minutes referred to in clause 49 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 95.

## **Management Committee**

### **Composition**

53 The Management Committee shall consist of the Office Bearers, Senior Club Coach, Child Protection Officer(s), any other Trustees and such other persons who may be co-opted from time to time. (Such persons would be co-opted only at those times when the business relates to their particular role).

### **Number of charity trustees**

54 The maximum number of charity trustees is 11 and the minimum number of charity trustees is 3.

### **Eligibility**

55 A person will not be eligible for election or appointment to the Management Committee unless they are an ordinary member of the organisation.

56 A person will not be eligible for election or appointment to the Management Committee 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 organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

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

58 At each AGM, the members will elect the Office Bearers and appoint the Senior Club Coach and Child Protection Officer(s) (unless they are debarred from membership under clause 55) to be a charity trustee.

59 At each AGM, all the charity trustees must retire from office - but may then be re-elected under clause 58.

60 A charity trustee retiring at an AGM will be deemed to have been re-elected unless:  
60.1 they advise the Management Committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

- 60.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
- 60.3 A resolution for the re-election of that charity trustee was put to the AGM and was not carried.

### **Termination of office**

- 61 A charity trustee will automatically cease to hold office if:
- 61.1 They become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 61.2 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;
  - 61.3 they cease to be a member of the organisation;
  - 61.4 they become an employee of the organisation;
  - 61.5 they are removed as an office bearer at the AGM
  - 61.6 they give the organisation a notice of resignation, signed by them;
  - 61.7 they are absent (without good reason, in the opinion of the Management Committee) from more than three (3) consecutive meetings of the Management Committee - but only if the board resolves to remove them from office;
  - 61.8 they are removed from office by resolution of the Management Committee 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 78);
  - 61.9 they are removed from office by resolution of the Management Committee on the grounds that they are considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 61.10 they are removed from office by a resolution of the members passed at a members' meeting.
- 62 A resolution under paragraph 61.8, 61.9 or 61.10 shall be valid only if:
- 62.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 62.2 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
  - 62.3 (in the case of a resolution under paragraph 61.8 or 61.9) at least Two Thirds (2/3rds) (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

- 63 The Management Committee must keep a register of charity trustees, setting out
- 63.1 for each current charity trustee:
    - 63.1.1 their full name and address;
    - 63.1.2 the date on which they were appointed as a charity trustee; and
    - 63.1.3 any office held by them in the organisation;
  - 63.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
    - 63.2.1 the name of the charity trustee;
    - 63.2.2 any office held by them in the organisation; and

63.2.3 the date on which they ceased to be a charity trustee.

64 The Management Committee must ensure that the register of charity trustees is updated within Twenty-Eight (28) days of any change:

64.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

64.2 which is notified to the organisation.

65 If any person requests a copy of the register of charity trustees, the Management Committee must ensure that a copy is supplied to them within Twenty-Eight (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 Management Committee 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.

### **Office-bearers**

66 The Election of the Office Bearers will be satisfied by the Members at each Annual General Meeting. The Offices of Secretary and Treasurer will be Elected Bi-Annually.

67 The Office Bearers of the Club shall be, Chairperson, Vice Chairperson, Treasurer and Secretary

68 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 66.

69 A person elected to any office will automatically cease to hold that office: -

69.1 if they cease to be a charity trustee; *or*

69.2 if they give to the organisation a notice of resignation from that office with a Notice period of Three (3) Months should be given unless with mitigating circumstances and agreement of the Management Committee, signed by them.

### **Powers of Management Committee**

70 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Management Committee; and the Management Committee may exercise all the powers of the organisation.

71 A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.

72 The members may, by way of a resolution passed in compliance with clause 45 (requirement for two-thirds (2/3rds) majority), direct the Management Committee to take any particular step or direct the Management Committee not to take any particular step; and the Management Committee shall give effect to any such direction accordingly.

### **Charity trustees - general duties**

73 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:-

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

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

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

73.3.1 put the interests of the organisation before that of the other party;

73.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees concerning the matter in question;

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

74 In addition to the duties outlined in clause 73, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

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

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

75 Provided they have declared their interest - and have not voted on the question of whether or not the organisation 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 76 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.

76 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 organisation for carrying out his/her duties as a charity trustee.

77 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

#### **Code of conduct for charity trustees**

78 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.

79 The code of conduct referred to in clause 78 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 Management Committee meetings**

80 Any charity trustee may call a meeting of the Management Committee *or* ask the secretary to call a meeting of the Management Committee. Meetings will normally be held on the Second (2nd) Wednesday of each month.

81 At least Seven (7) days' notice must be given of each Management Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at Management Committee meetings**

82 No valid decisions can be taken at a Management Committee meeting unless a quorum is present; the quorum for board meetings is Four (4) charity trustees, present in person one (1) of whom must be the chairperson or vice chairperson.

83 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 82, 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.

84 The chair of the organisation should act as chairperson of each Management Committee meeting.

85 If the chair is not present within Fifteen (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.

86 Every charity trustee has One (1) vote, which must be given personally.

87 All decisions at Management Committee meetings will be made by majority vote.

88 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (2nd) (casting) vote.

89 The Management Committee may, at its discretion, allow any person to attend and speak at a Management Committee meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.

90 A charity trustee must not vote at a Management Committee 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.

91 For the purposes of clause 90: -

91.1 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, son/daughter etc) shall be deemed to be held by that charity trustee;

91.2 a charity trustee will be deemed to have a personal interest in relation to a specific 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**

92 The Management Committee must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

93 The minutes to be kept under clause 92 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

94 The Management Committee shall (subject to clause 95) make available copies of the minutes referred to in clause 92 to any member of the public requesting them.

95 The Management Committee may exclude from any copy minutes made available to a member of the public under clause 94 any material which the Management Committee considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

### **EXECUTIVE COMMITTEE**

96 **COMPOSITION** – The Management Committee shall consist of the Office Bearers, Senior Club Coach, Child Protection Officer(s), any other Trustees, the Head Coaches of each Gymnastics Section (General, Acrobatic, Artistic, Tumble & Display) and such other persons who may be co-opted from time to time. (Such persons would be co-opted only at those times when the business relates to their particular role).

97 **QUORUM** – A Quorum for the Executive Meetings shall include Four (4) Executive Committee Members present in person or via video conference; one of whom must be the Chairperson or Vice Chairperson.

98 The activities of the Gymnastic Sections shall be controlled by the **Management Committee**.

99 The Heads of Section will report on their sections on behalf of the Members to the **Management Committee** and bring to the Management Committees attention any items that require correcting or updating within the training facilities.

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

100 The Management Committee may delegate any of their powers to sub-committees; a sub-committee must include at least One (1) charity trustee, but other members of a sub-committee need not be charity trustees.

101 The Management Committee may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.

102 When delegating powers under clause 99 or 100, the Management Committee must set out appropriate conditions (which must include an obligation to report regularly to the Management Committee).

103 Any delegation of powers under clause 99 or 100 may be revoked or altered by the Management Committee at any time.

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

## **Operation of accounts**

105 Subject to clause 106, the signatures of two out of three signatories appointed by the Management Committee 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; the signatories will ordinarily be from those who are elected as part of the role e.g. Office Bearers.

106 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 105.

## **Accounting records and annual accounts**

107 The Management Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

108 The Management Committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Management Committee consider that an audit would be appropriate for some other reason), the Management Committee should ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Winding-up**

109 If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

110 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution shall not be transferred to Members but shall be transferred to another body with similar Charitable objects to that of the SCIO and according to the wishes of **East Kilbride Gymnastics Club members** and an independent arbiter acceptable to them and OSCR.

### **Alterations to the constitution**

111 This constitution may (subject to clause 112) be altered by resolution of the members passed at a members' meeting (subject to achieving the Two Thirds (2/3rds) majority referred to in clause 45) or by way of a written resolution of the members.

112 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

### **Interpretation**

113 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

113.1 any statutory provision which adds to, modifies or replaces that Act; and

113.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.

114 In this constitution: -

114.1 "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;

114.2 “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.

## **BYLAWS**

### **(APPENDIX A)**

1) Annual Membership Fees is to be set at £15.00 (Fifteen Pounds) per Member per Year. This will be included within the Monthly Fees except for the initial joining Membership Fee.

2) East Kilbride Gymnastics Club agrees to enter into a Contract for Services with various Coaches at different levels to ensure the safe and competent running of the classes being offered to Members.