

Constitution of Athletics Trust Scotland

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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 Athletics Trust Scotland referred in this constitution as 'the organisation'.

Objects

4. The organisation will operate for the benefit of the public as a non-profit distributing charity whose principal objects are:

- the advancement of public participation in Athletics as a sport by:
- providing support in the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage;
- promoting and encouraging individuals towards accreditation for coaching and the role of competition officials;
- providing new opportunities for more people to participate in Athletics and running activities;
- supporting the improvement of facilities provision;
- advancing learning and development opportunities for athletics leadership – athletes, coaches, clubs, club volunteers and officials; and
- supporting projects and initiatives delivered in line with Scottish Athletics and in conjunction with national strategies for the sport of athletics.

Equalities

5. In relation to its objects and aligned to the Equality Act 2010 the organisation will:

- Strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy & maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices; and
- Strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above.

Powers

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

7. No part of the income or property of the organisation 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 organisation’s charitable purposes.

Liability of Members

8. The members of the organisation have no liability to pay any sums to help to meet the debts, financial or monetary obligations (or other liabilities) of the organisation if it is wound up or becomes insolvent; accordingly, if the organisation is unable to meet its debts, at no stage, will the members be held responsible to meet these liabilities.

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

General structure

10. The structure of the organisation consists of:

- 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 board and take decisions on changes to the constitution itself; and the BOARD – who hold regular meetings, and generally control the activities of the organisation.

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

MEMBERS

Qualifications for membership

12. Membership shall only be open to the charity trustees and Scottish Athletics.

13. Employees of the organisation are not eligible for membership.

Application for membership

14. Scottish Athletics shall sign and submit to the board a written or electronic application for membership and shall be automatically admitted to membership upon receipt of the board of such application. Once admitted, Scottish Athletics shall be a member of the organisation.

15. Upon their election or appointment to the board, each charity trustee shall automatically be admitted as a member of the organisation.

Membership subscription

16. No membership subscription will be payable.

Register of members

17. The board must keep a register of members, setting out:

for each current member:

- their full name and address; and the date on which they were registered as a member of the organisation;
- for each former member – for at least six years from the date they ceased to be a member:
- their name; and the date on which they ceased to be a member.

18. The board must ensure that the register of members is updated within 28 days of any change:

- which arises from a resolution of the board or a resolution passed by the members of the organisation; or which is notified to the organisation.

19. If a member or charity trustee of the organisation 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 blanked out.

Withdrawal from membership

20. Any person or organisation who wants to withdraw from membership must give notice of withdrawal to the organisation, they will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

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

Re-registration of members

22. The board 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 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

23. If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in Clause 25, the board may expel them from membership.

24. A notice under Clause 25 will not be valid unless it refers specifically to the consequences (under Clause 26) of failing to provide confirmation within the 28-day period.

Termination of membership

25. Except in the case of membership by Scottish Athletics, any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:

- 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; and the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

26. Membership of the organisation will terminate:

- on death; or
- except in the case of membership by Scottish Athletics, where that person ceases to be a charity trustee of the organisation

DECISION-MAKING BY THE MEMBERS

Members' meetings

27. The board must arrange a meeting of members (an Annual General Meeting or "AGM") in each calendar year.

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

29. Notwithstanding Clause 28, 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.

30. The business of each AGM must include:

- To approve the minutes of the previous AGM;

- A report by the chair and/or the Secretary on the activities of the organisation;
- Treasurer's report and consideration of the annual accounts of the organisation;
- The approval of the annual accounts;
- The election/re-election of charity trustees, as referred to in Clauses 66 to 68;
- The appointment of independent examiner or examiners;
- Motions submitted by the board or by members; and
- The transactions of such other matter as may from time to time be necessary.

Power to request the board to arrange an Extraordinary General Meeting (EGM)

31. The board may arrange a special members' meeting at any time.

32. Scottish Athletics may request a special members' meeting in writing at any time.

33. The board must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a written notice signed by 20% of the total membership of the organisation, sent to the secretary of the organisation, providing:

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

34. If the board receives a notice under Clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than **twenty-one.**

(21) days from the date on which they received the notice.

Notice of members' meetings

35. At least **fourteen (14)** clear days' notice must be given of any AGM or any EGM.

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

- in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- in the case of any other resolution falling within Clause 52 (requirement for two thirds majority (this is the minimum for such a resolution)) must set out the exact terms of the resolution.

37. The reference to "clear days" in Clause 36 shall be taken to mean that, in calculating the period of notice:

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

38. Notice of every members' meeting must be given to all the members of the organisation, including Scottish Athletics.

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

- communicated in writing to the member, at the address last notified by them to the organisation or placed in a prominent place in the usual meeting place; or

(b) sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

40. No valid decisions can be taken at any members' meeting unless a quorum and Scottish Athletics is participating.

41. The quorum for a members' meeting is four participating.

42. If a quorum is not participating within 15 minutes after the time at which a members' meeting was due to start – or if a quorum ceases to be participating 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.

43. Scottish Athletics shall be deemed to be present in person at any members' meeting if it is represented by an individual (who need not be a member) who is appointed to act as such in writing signed by or on behalf of Scottish Athletics or the organisation.

44. The chairperson of the organisation should act as chair of each members' meeting.

45. If the chairperson of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.

46. Proxy votes shall be permitted where these are notified to the organisation, in a valid format, by a member and received at the registered office of the organisation not less than 48 hours (weekends are excluded from this requirement) before the start of the general meeting. A valid format means that it must:

state the name and preferred contact information of the member appointing the proxy;

- identify the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the charity trustees may determine; and
- is delivered to the organisation in accordance with this constitution and any instructions contained in the notice of the general meeting to which they relate.

47. The organisation may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

48. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

49. Unless a proxy notice indicates otherwise, it must be treated as:

- allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

- appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Voting at members' meetings

50. Every member has one vote, which must be given personally or by proxy.

51. All decisions at members' meetings will be made by simple majority vote – with the exception of the types of resolution listed in Clause 52.

52. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under Clause 56):

- a resolution amending the constitution;
- a resolution expelling a person from membership under Clause 25;
- a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 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);
- 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);
- a resolution for the winding up or dissolution of the organisation.

53. If there are an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.

54. A resolution put to the vote at a members' meeting will be decided on a show of hands – unless the chair of the meeting (or at least two other members participating at the meeting) ask for a secret ballot.

55. The chair of the meeting 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

56. 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

57. The board must ensure that proper minutes are taken in relation to all members' meetings.

58. Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chair of the meeting.

59. The board shall make available copies of the minutes referred to in Clause 57 to any member of the public requesting them; but on the basis that the board may exclude confidential material.

BOARD

Number of charity trustees

60. The maximum number of charity trustees is eight (**8**).

61. The minimum number of charity trustees is three (**3**).

Eligibility

62. A person will not be eligible for election or appointment to the board if they are:

- disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- an employee of the organisation.

Initial charity trustees

63. 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 / Appointment, retiral, re-election / re-appointment

64. The board shall comprise of:

- up to five charity trustees elected by the members at an AGM (“Independent Charity Trustees”); and
- up to three charity trustees appointed by Scottish Athletics pursuant to Clause 65 (“SA Charity Trustees”).

65. Notwithstanding any other provision of this constitution, Scottish Athletics may at any time appoint any person (unless he/she is debarred from membership under Clause 62) to be a charity trustee by notice in writing to the board, signed by an appropriate officer on behalf of Scottish Athletics. Such appointment shall be effective from the time at which written notice is received by the board, or such other time as may be specified in the notice.

66. The board may at any time appoint any person to be an Independent Charity Trustee (unless he/she is debarred from membership under Clause 62).

67. The charity trustees shall remain charity trustees until retirement in accordance with the following clauses:

- no charity trustee shall serve for a period of more than one year expiring at the conclusion of an AGM (“Initial Term”) without being re- appointed in terms of this constitution;
- at each AGM, each charity trustee who has served their Initial Term shall retire from office, but are then eligible for re-appointment for a period of up to three consecutive years expiring at the conclusion of an AGM (“Fixed Term”);

- at each AGM, each charity trustee who has served their Fixed Term shall retire from office. A charity trustee can be re-appointed for a second Fixed Term up to a maximum of six years. However, a charity trustee may serve on the Board of Trustees for a maximum of nine years if appointed as Chair at any point during their Term. Where this is the case a charity trustee who has served their second Fixed Term shall retire from office but are eligible for reappointment for a final consecutive period of up to three years. Any charity trustee who has served their maximum term cannot be re-appointed to that post without having an absence of at least one year thereafter; under clause 68.

68. A charity trustee retiring at an AGM will be deemed to have been re-appointed unless:

- they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee;
- they are an Independent Charity Trustee and a resolution for the re- appointment of that charity trustee was put to the board and was not carried; or
- they are a SA Charity Trustee and Scottish Athletics gives notice to the board of the removal of the charity trustee under Clause 69.

Termination of office

69. Scottish Athletics may at any time remove a SA Charity Trustee from office by giving notice in writing to the board, signed by an appropriate officer for and on behalf of Scottish Athletics. Such removal shall be effective from the time at which written notice is received by the board, or such other time as may be specified in the notice.

70. A charity trustee will automatically cease to hold office if:

- they are removed by Scottish Athletics under Clause 69;
- they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- they become an employee of the organisation;
- they give the organisation a notice of resignation, signed by them;
- 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;
- 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 [89](#));
- 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
- they are removed from office by a resolution of the members passed at a members' meeting.

71. A resolution under Clause 70(g), 70(h) or 70(i) shall be valid only if:

- 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;
- 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
- in the case of a resolution under Clause 70(g) or 70(h) at least two thirds of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

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

- for each current charity trustee:
 - their full name and legally required information;
 - the date on which they were appointed as a charity trustee; and
 - any office held by them in the organisation;
 - for each former charity trustee – for a maximum of 2 years from the date on which they ceased to be a charity trustee:
 - the name of the charity trustee;
 - any office held by them in the organisation; and
 - the date on which they ceased to be a charity trustee.

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

- which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- which is notified to the organisation.
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74. 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 personal information removed.

Office-bearers

75. The charity trustees must elect (from among themselves) a chairperson, a treasurer, and a secretary.

76. In addition to the office-bearers required under Clause 75, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

77. Office-bearers shall retire from office in rotation but may then be re-elected under Clause 75 or 76.

78. A person elected to any office will automatically cease to hold that office:

- if they cease to be a charity trustee; or
- if they give the organisation a notice of resignation from that office, signed by them.
- **Powers of board**

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

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

81. The members may, by way of a resolution passed in compliance with Clause 52 (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.

82. The board may fill any vacancies among the charity trustees that may occur during the year, subject to the terms of Clause 62. These individuals shall hold office until the next AGM where they will retire but may be re-appointed in terms of this constitution.

Charity Trustees – general duties

83. 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:

- seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
- put the interests of the organisation before that of the other party;
- 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 with regard to the matter in question;

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

84. In addition to the duties outlined in Clause 83, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:

- that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- that any charity trustee who has been in serious and persistent breach of those duties is removed as a charity trustee.
- 85. 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 83 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.

86. 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 their duties as a charity trustee.

87. Where a charity trustee provides services to the organisation or might benefit from any remuneration paid to a connected party for such services then:

- the maximum amount of the remuneration must be set out in a written agreement and be reasonable in the circumstances;
- the charity trustees are satisfied, before entering the agreement, that it is in the interests of the organisation to enter into the arrangement (taking account of that maximum amount); and
- immediately after entering into the agreement, less than half of the total number of charity trustees are directly or indirectly remunerated.

88. The charity trustees may be paid all travelling and other out of pocket 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

89. Each of the charity trustees shall comply with the code of conduct prescribed by the board from time to time.

90. The code of conduct referred to in Clause 89 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

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

92. At least **fourteen (14)** 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. In such cases, the notice for the meeting shall be 7 days, this notice being given personally to each charity trustee.

Procedure at board meetings

93. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is **three (3)** or **55%** of the total number of charity trustees (whichever is the greater) charity trustees, participating.

94. If at any time the number of charity trustees in office falls below the number stated as the quorum in Clause 93, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting – but will not be able to take or make any other valid decisions.

95. The chairperson of the organisation should act as chair of each board meeting.

96. If the 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 chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.

97. Every charity trustee has one vote, which must be given personally or by proxy.

98. All decisions at board meetings regarding the day to day management of the organisation will be made by simple majority vote.

99. If there are an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote unless there is a conflict of interest in doing so.

100. 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 decision-making.

101. 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.

102. For the purposes of Clause 101:

- 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;
- 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 board, officer or elected representative has an interest in that matter.

Minutes

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

104. The board minutes to be kept under Clause 103 must include the names of those present; and (as far as possible) should be signed by the chair of the meeting.

105. The board shall (subject to Clause 106) make available copies of the minutes referred to in Clause 103 to any member of the organisation requesting them.

106. The board may exclude from any copy minutes made available to a member of the public any material which the board 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 employees or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

107. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, who shall provide a report back to the board with regards to the decisions of such sub-committees, but other members of a sub-committee need not be charity trustees.

108. The board 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. The chair of the organisation shall be an ex-officio member of all sub-committees.

109. When delegating powers under Clauses 107 or 108, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

110. Any delegation of powers under Clauses 107 or 108 may be revoked or altered by the board at any time.

111. 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

112. Subject to Clause 113, 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; one of the two signatures must always ideally be the signature of the treasurer. The two signatories must not be connected persons.

113. 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 112.

Accounting records and annual accounts

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

115. The board must prepare annual accounts, complying with all relevant statutory requirements including an independent examination; 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 suitably qualified examiner.

Finance

116. The funds of the organisation may only be used to support the stated objects of the organisation;

117. The treasurer must lodge all monies in a bank account in the name of the organisation with all cash gathered from events/activities verified by two persons and banked at the earliest practical opportunity and always within 60 hours. Cheques should only ideally be drawn on the signature of the treasurer and one of the other nominated officers.

118. The treasurer keeps correct accounts showing the financial affairs of the organisation and must arrange for their scrutiny by an independent financial examiner at the end of the financial year – 31st March.

119. A statement showing the balance of organisation funds held in hand or designated organisation bank account(s) are presented to the board prior to its submissions to the AGM.

120. The board will prepare a Charity Trustees' Annual Report for the AGM to explain any areas not covered in the financial statements and to show how the financial information presented relates to the organisation and the activities of the organisation.

121. All monies due and owing to the organisation shall be recoverable, at law, in the name of the organisation.

MISCELLANEOUS

Dissolution of the organisation

122. 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.

123. If the organisation is to be dissolved, the board will call an EGM, called specifically for that purpose and a resolution will be brought before the whole membership. The motion will be carried only if passed by a two-thirds majority of the full members, present and voting.

124. In special circumstances where the organisation has been awarded monies from funding bodies, then the money remaining aside from that which was ring-fenced for a particular project, will be disposed of in the manner set out by each independent funding body in line with their funding policies and criteria.

125. 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.

Alterations to the constitution

126. This constitution may (subject to Clause 127) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in Clause 52) or by way of a written resolution of the members.

127. 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

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

- any statutory provision which adds to, modifies or replaces that Act; and
- any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under Clause 128 (a).

129. In this constitution:

- “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;
- “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;
- “board” refers to the board of charity trustees;
- “connected persons” means:
 - spouses, civil partners and cohabitees of a charity trustee;
 - child, stepchild, parent, grandchild, grandparent, brother or sister of a charity trustee (and a spouse of any such person);
 - an institution controlled by a charity trustee or a person connected with them or two or more trustees/connected persons when taken together;
 - a body corporate or company in which the charity trustee or a person connected with them has a substantial interest; or
 - a Scottish partnership (business) in which the charity trustee or, a person connected with them is a partner;
- “Scottish Athletics” means Scottish Athletics Limited, a company incorporated under the Companies Acts (company number SC217377), having its registered office at Caledonia House, South Gyle, Edinburgh, Midlothian, EH12 9DQ; and
- “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.