

**CONSTITUTION
OF
FISHERROW YACHT CLUB**

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GENERAL

Type of organisation

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

Scottish principal office

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

Name and Burgee

- 3 The name of the organisation is "*Fisherrow Yacht Club*".
- 4 The burgee of the Organisation shall be a triangular sky blue pendant, bearing 'F Y C' in white lettering reading correctly on both sides, fringed with a golden yellow border.

Purposes

- 5 The purposes of the organisation are:
 - i. The advancement of public participation in sport, principally in sailing and other watersports. This shall be accomplished by :
 - making membership accessible to all ages and abilities
 - the provision of relevant training
 - the provision of craft to enable participation by as wide a group as possible
 - being an active member of the local community and the broader sailing community in Scotland
 - The provision of premises and other facilities for the use of members and groups in the local community
 - ii. To provide rescue services for the saving of lives at sea

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

General structure

- 10 The structure of the organisation consists of:-
- 10.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting). Ordinary Members as defined below have important powers under the constitution; in particular, the Ordinary Members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - 10.2 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.
- 11 The people serving on the board shall also be the CHARITY TRUSTEES for the organisation.

MEMBERSHIP

- 12 The Membership Year begins on 1st January and ends on 31st December.

Classes of membership

- 13 There shall be the following classes of Membership:-
- i. Ordinary
 - ii. Family
 - iii. Junior
 - iv. Associate Member
 - v. Honorary
 - vi. Group
 - vii. Temporary

Qualifications for membership

- 14 The qualifications for membership in the respective classes are as defined below:
- ⤴ **Ordinary Membership** is open to any individual aged over 17 years as at 1st January, who supports the purposes of the organisation and pays the appropriate subscription.
 - ⤴ **Family Membership** is applicable to an Ordinary Member, a spouse or partner and their children under 17 years as at 1st January, living together as a family.
 - ⤴ **Junior Membership** is open to any individual aged under 17 years as at 1st January, who supports the purposes of the organisation and pays the appropriate subscription.
 - ⤴ **Associate Membership** is available for social purposes.
 - ⤴ **Honorary Membership** may be granted to persons who have rendered distinguished services either to watersports or to the Organisation. Proposals for Honorary Membership must be submitted over the signatures of proposer and seconder to the General Secretary by 31st August for inclusion in the notice convening the Annual General Meeting. Such proposals must be approved by two-thirds of the Ordinary Members present. The title of Honorary Commodore may be granted at the Annual General Meeting, when approved by a two thirds majority, to a person of eminence in the local community or in watersports.

- ⤴ **Group Membership** may be made available to properly constituted organisations that serve the local community or who subscribe to one or more of the purposes of the organisation
 - ⤴ **Temporary Membership** may be granted to members of recognised Watersports Clubs not belonging to Fisherrow Yacht Club, whilst visiting Fisherrow, and to visitors taking part in organised events. These may be made Temporary Members by the Board without payment. The names and addresses of such people to whom the privilege is granted shall be entered in a book kept for the purpose.
- 15 Employees of the organisation are not eligible for membership.

Application for membership

- 16 Any person or persons who wish to become an Ordinary, Family, Associate or Junior member must sign a written application for membership. In the case of a Junior member the application must be signed by a parent or legal guardian. The application will then be considered by the board at the board meeting following the notification period. Application for membership shall be made in writing to the Membership Secretary of the Organisation. Application for Membership will be deemed to constitute consent by the member to the holding of relevant personal data for the purposes of the Data Protection Act 1984 and to the acceptance of the rules within this Constitution.
- 17 Admission to membership is subject to approval by the Board (at the meeting when the application is considered) but admission shall not be unreasonably withheld and in particular the provisions for Equal Opportunities under clause ~~125425~~ shall apply as if the applicant was a member. Similarly the applicant shall have the right of appeal against a decision to refuse membership and clause ~~2828~~ shall apply as if the applicant was a member.
- 18 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership subscription

- 19 Membership subscriptions for the various classes of membership (which may be further divided by age range) shall be set by the Board and approved by the Ordinary Members. Charges for the use of services, facilities, events or other items shall be as set by the Board or by those authorised by the Board to do so.
- 19.1 Annual Subscriptions are due on 1st January. Any Member whose Subscription is unpaid at the last day of March shall be automatically suspended from Membership until all arrears are paid. Save in exceptional circumstances, suspended Members will be deemed to have resigned, and will be liable to pay appropriate Entrance Fees in addition to Annual Subscriptions if these are not received within one month of reminders being issued.
- 19.2 A Member elected after 30th September in any year shall not be liable for a renewal subscription for the following year.

Register of members

- 20 The board must keep a register of members, setting out

- 20.1 for each current member:
- ⤴ his/her full name and address; and
 - ⤴ the date on which he/she was registered as a member of the organisation and the current class of membership;

- 20.2 for each former member - for at least six years from the date on he/she ceased to be a member:
- ⤴ his/her name; and
 - ⤴ the date on which he/she ceased to be a member.

21 The board must ensure that the register of members is updated by the board meeting following any change:

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

21.2 which is notified to the organisation.

22 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 him/her within 28 days of the board meeting following a request, 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

23 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the board meeting following receipt of the notice.

Transfer of membership

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

Re-registration of members

25 If a member fails to pay the appropriate annual subscription, the board may issue a notice to the member 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 and to make the appropriate payment.

26 If a member fails to provide the appropriate payment before the expiry of the 28-day period referred to in clause ~~25.25~~, the board may expel him/her from membership.

27 A notice under clause ~~25.25~~ will not be valid unless it refers specifically to the consequences (under clause ~~26.26~~) of failing to provide confirmation within the 28-day period.

Suspension and Expulsion from membership

28 If the conduct of any Member shall appear to be injurious or detrimental to the interests of the Organisation, the board shall have power either to suspend the

Member for up to three months or until the next General Meeting, whichever is the shorter period, or to expel the Member. At least 21 days' notice of the intention to propose the resolution at the Board meeting must be given to the member concerned, specifying the grounds for the proposed expulsion; so that the member in question has an opportunity to make an explanation,

- 28.1 An expelled Member shall have a right of appeal to a General Meeting of the Organisation, provided that they intimate their appeal in writing to the General Secretary within fourteen days of receiving written intimation of their expulsion; the appeal shall be heard at the first General Meeting to be held thereafter. The member concerned will be entitled to be heard at the General Meeting. In the event of the decision of the Board being ratified by a majority of Ordinary Members present at such Meeting, the expulsion shall become effective immediately, and the expelled member shall thereby forfeit all rights in, or claims against the Organisation, its property and funds.
- 28.2 Pending the consideration of an appeal by an expelled Member, the Membership and its privileges or rights shall be treated as suspended.

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.
- 30 The gap between one AGM and the next must not be longer than 15 months.
- 31 Notwithstanding clause ~~2929~~, 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.
- 32 The business of each AGM must include:-
- 32.1 a report by the chair on the activities of the organisation;
 - 32.2 consideration of the annual accounts of the organisation;
 - 32.3 the election/re-election of charity trustees, as referred to in clauses 58 to 61.
- 33 The board may arrange a special members' meeting at any time.

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 (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 10% or more of the ordinary membership of the organisation 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 any other statutory provision.

- 35 If the board receives a notice under clause ~~3434~~, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date of the board meeting following receipt of 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 falling within clause ~~4848~~ (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 38 The reference to "clear days" in clause ~~3636~~ 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 one or more members 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 him/her to the organisation; *or*
- 40.2 sent by e-mail to the member, at the e-mail address last notified by him/her 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, present in person.
- 43 If a quorum is not present within 30 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 44 The chair of the organisation should act as chairperson of each members' meeting.
- 45 If the chair 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 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

- 46 Every Ordinary member has one vote, which must be given personally. Either adult from a family membership may be designated as the Ordinary member for the purpose of voting.
- 47 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause [4848](#).
- 48 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 [5252](#)):
- 48.1 a resolution amending the constitution;
 - 48.2 a resolution expelling a person from membership under clause [2828](#);
 - 48.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 48.4 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);
 - 48.5 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);
 - 48.6 a resolution for the winding up or dissolution of the organisation.
- 49 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.
- 50 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 51 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

- 52 A resolution agreed to in writing (or by e-mail) by the necessary majority of all the ordinary 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

- 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 of the meeting.

- 55 The board shall make available copies of the minutes referred to in clause ~~5353~~ 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 ~~100400~~.

BOARD (CHARITY TRUSTEES)

Number of charity trustees

- 56 The maximum number of charity trustees is 12 .
- 57 The minimum number of charity trustees is 6 .

Eligibility

- 58 A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation.
- 59 A person will not be eligible for election or appointment to the board if he/she is: -
- 59.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 59.2 an employee of the organisation.

Initial charity trustees

- 60 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

- 61 At each AGM, the members may elect any ordinary member (unless he/she is debarred from membership under clause ~~5959~~) to be a charity trustee.
- 62 The board may at any time appoint any member (unless he/she is debarred from membership under clause ~~5959~~) to be a charity trustee.
- 63 At each AGM, all of the charity trustees must retire from office - but may then be re-elected under clause ~~6464~~.
- 64 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 64.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
 - 64.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - 64.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

- 65 A charity trustee will automatically cease to hold office if: -

- 65.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 65.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
- 65.3 he/she ceases to be a member of the organisation;
- 65.4 he/she becomes an employee of the organisation;
- 65.5 he/she gives the organisation a notice of resignation, signed by him/her;
- 65.6 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
- 65.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 83);
- 65.8 he/she is removed from office by resolution of the board on the grounds that he/she is 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
- 65.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

66 A resolution under paragraph [65.7](#), [65.8](#) and [65.9](#) shall be valid only if:

- 66.1 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;
- 66.2 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
- 66.3 in the case of a resolution under paragraph [65.7](#) or [65.8](#) 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

67 The board must keep a register of charity trustees, setting out

- 67.1 for each current charity trustee:
 - 67.1.1 his/her full name and address;
 - 67.1.2 the date on which he/she was appointed as a charity trustee; and
 - 67.1.3 any office held by him/her in the organisation;

- 67.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
- 67.2.1 the name of the charity trustee;
 - 67.2.2 any office held by him/her in the organisation; and
 - 67.2.3 the date on which he/she ceased to be a charity trustee.
- 68 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 68.1 that arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 68.2 that is notified to the organisation.
- 69 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her 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.

Office-bearers

- 70 The charity trustees must elect (from among themselves) a chair (hereafter known as the Commodore), a treasurer and a general secretary.
- 71 In addition to the office-bearers required under clause ~~70-70~~, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate. These office bearers may include the Vice-Commodore, Rear Commodore, Membership Secretary and Sailing Secretary and other posts as deemed appropriate.
- 72 The duties of the office bearers shall be

Commodore - The Commodore shall preside at all General Meetings or Meetings of the Board at which he or she is present, and shall sign the Minutes of the previous Meeting(s) when approved. At all meetings the Commodore shall have a deliberation and also (in the event of parity) a casting vote. In the absence of the Commodore, the Vice-Commodore, whom also failing the Rear-Commodore, whom also failing a Member of Board appointed to preside, shall have the powers of the Commodore for the time being.

Vice-Commodore and Rear-Commodore - They shall act in terms of the previous subsection

General Secretary - The General Secretary shall:-

- (a) Convene and attend all General and Board Meetings or make suitable alternative arrangements.
- (b) Arrange for Minutes of the proceedings to be taken. Perform such other duties in relation to the Organisation as the Board may require.

Treasurer - The Treasurer shall:-

- (a) Have charge of all moneys belonging to the Organisation.

(b) Keep correct accounts and books showing the financial affairs of the Organisation.

(c) Attend all General and Board Meetings of the Organisation or make suitable alternative arrangements and give such information as may be required concerning the finances of the Organisation.

(d) Shall prepare after the close of each financial year a Balance Sheet showing the income and expenditure of the Organisation and shall have the same independently examined or audited in accordance with clause 110. The accounts shall be kept separate from those of any other organisation that undertakes non-charitable trading for the benefit of the SCIO.

(e) Open one or more Bank Accounts in the name of the Organisation. All cheques and documents relative to such account(s) shall be signed by any TWO of the above office bearers.

The Membership Secretary shall

(a) Keep and maintain the register of members in accordance with this constitution

(b) Keep and maintain the register of trustees in accordance with this constitution

(c) Issue notification of subscriptions and ensure that the correct amounts are collected

(d) Be responsible for other membership matters such as applications for membership, withdrawals, suspensions and expulsions.

The Sailing Secretary shall

(a) Organise events such as regattas, racing and leisure sailing and enter these in the calendar of events kept by the organisation.

(b) Be responsible for the maintenance of boats belonging to the organisation.

(c) Keep a register of members looking for crew or willing to be crew and facilitate the matching of these.

73 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 65.

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

74.1 if he/she ceases to be a charity trustee; or

74.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

75 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.

- 76 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 77 The members may, by way of a resolution passed in compliance with clause 48 (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

- 78 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:-
- 78.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 78.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 78.3 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 him/her 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;
 - 78.4 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.
- 79 In addition to the duties outlined in clause 78, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 79.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 79.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 80 Provided he/she has declared his/her interest - and has 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 he/she has a personal interest; and (subject to clause 82 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 81 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.
- 82 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

- 83 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.
- 84 The code of conduct referred to in clause 83 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

- 85 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 86 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 that makes this inappropriate.

Procedure at board meetings

- 87 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 4 charity trustees, present in person or through a properly constituted teleconference.
- 88 If at any time the number of charity trustees in office falls below the number stated as the minimum in clause 58 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.
- 89 The chair of the organisation should act as chairperson of each board meeting.
- 90 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 91 Every charity trustee has one vote, which must be given personally.
- 92 All decisions at board meetings will be made by majority vote.
- 93 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.
- 94 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 95 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

96 For the purposes of clause ~~95~~95: -

96.1 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;

96.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management Board, officer or elected representative has an interest in that matter.

Minutes

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

98 The minutes to be kept under clause 98 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

99 The board shall (subject to clause 101) make available copies of the minutes referred to in clause 98 to any member of the public requesting them.

100 The board may exclude from any copy minutes made available to a member of the public under clause 100 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 an employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 101 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.
- 102 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.
- 103 When delegating powers under clause 101 or 102, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 104 Any delegation of powers under clause 101 or 102 may be revoked or altered by the board at any time.
- 105 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

- 106 Subject to clause 107 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.
- 107 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 106.

Accounting records and annual accounts

- 108 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 109 The board must prepare annual accounts, complying with all relevant statutory requirements. These accounts shall be independently examined, however if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 110 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.
- 111 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

- 112 This constitution may (subject to clause 113) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 48) or by way of a written resolution of the members.
- 113 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

- 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.

Limitation of liability of the Organisation

116 Members of the Organisation, their guests and visitors, may use the premises of the Organisation, and any other facilities of the Organisation, entirely at their own risk and implicitly accept that:

(a) The Organisation will not accept any liability for any damage to, or loss of, property belonging to members, their guests or visitors to the Organisation.

(b) The Organisation will not accept any liability for any personal injury arising out of use of the premises of the Organisation, and any other facilities of the Organisation, or out of participation in any race, leisure sail, or other organized activity of the Organisation, whether sustained by members, guests or visitors, whether or not such damage or injury could have been attributed to, or was occasioned by, the neglect, default or negligence of any of the Officers, Board or servants of the Organisation.

(c) Before inviting any guests or visitors onto the premises or to participate in events organised by the Organisation, members will draw their attention to this rule.

117 Racing, Limitations of Liability.

Members of the Organisation participating in racing must be aware of the following rules and the importance thereof:

(a) The race organisers shall not be liable for any loss, damage, death or personal injury howsoever caused to the owner, competitor, his skipper or crew, as a result of their taking part in the race or races.

(b) The safety of a boat and her entire management including insurance shall be the sole responsibility of the owner/competitor who must ensure that the boat is fully found, thoroughly seaworthy, and manned by a crew sufficient in number and experience who are physically fit to face bad weather. The owner/competitor must be satisfied as to the soundness of the hull, spars, rigging, sails and all gear. They must ensure that all safety equipment is properly maintained, stowed and in date and that the crew know where it is kept and how it is to be used.

118 Inspection of Boats.

Where the Organisation chooses to inspect a boat for the purpose of race management, class rules, or the rules of the Forth Yacht Clubs Association, the following rule will apply in addition to clauses 116 and 117.

Neither the establishment of these conditions, their use by the race organisers, nor the inspection of a boat under these conditions in any way limits the responsibility of the owner/competitor. Crews are nonetheless advised to satisfy themselves as to the experience of the skipper and the adequacy of all safety equipment and insurance arrangements.

119 Junior Members, Group Members and Guests under 18, rules for parents and guardians:

Parents and guardians are warned that the Organisation is only able to provide safety facilities during the hours of Organised racing or organized dinghy leisure sails. Outside these hours, parents and guardians have sole responsibility for their children and wards and must appreciate that the Organisation cannot be expected to exercise supervision or control. Even during racing and leisure dinghy sailing, the Organisation cannot accept responsibility for children, or any other persons, not engaged in these sailing activities.

- 120 Crew Register, notes for applicants and owners.

The Organisation warns all applicant crew and skippers that, in providing this list, it is not warranting the seaworthiness of boats or the competence of crew or skippers. Applicants should satisfy themselves as to seaworthiness and competence and should also make their own insurance arrangements

Non-charitable trading and exciseable liquor

- 121 Non-charitable trading (including the sale of excisable liquor) shall be carried out by a separate legal entity. No member and no manager or servant employed by the Organisation shall make any gain from non-charitable trading or from the sale of exciseable liquor on club premises or in the profits arising therefrom. Further all such sales shall not be subsidised and the profits from them shall be accrued to the benefit of the Organisation. The trustees shall ensure that such sales are conducted in accordance with government and tax regulations.

- 122 A visitor shall not be supplied with exciseable liquor in the premises of the Organisation unless on the invitation and in the company of a Member and that Member shall, upon admission of such a visitor to the premises of the Organisation or immediately upon being supplied with such liquor, enter his own name and the name and address of the visitor in a book which shall show the date of each visit. Except as expressly authorised by the Board for a specific purpose and occasion any member is limited to signing in no more than 4 guests.

- 123 No exciseable liquor shall be sold or supplied in the premises of the Organisation for consumption off the premises except to a Member of the Organisation in person for consumption by him or to a person holding an excise licence for the sale of such liquor.

- 124 No exciseable liquor shall be sold or supplied in the premises of the Organisation to any person under eighteen years of age.

EQUAL OPPORTUNITIES

- 125 The organisation is unreservedly opposed to any form of discrimination. Therefore it is the policy of the Organisation to treat members in the same way regardless of their gender, race, religion, skin colour, sexual orientation, marital status, ethnic origin, age or disability, except that discounted membership fees may be made available on the basis of age or disability. The Organisation is committed to promoting and ensuring an environment free from unlawful discrimination or harassment.