

**CONSTITUTION**  
of  
**ABERDEEN AMATEUR ATHLETIC 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

3. The name of the organisation is Aberdeen Amateur Athletic Club, hereafter referred to as The Club.

### Purposes

4. The Club will operate as a non-profit distributing charity whose principal objectives are:
  - 4.1. the promotion of interest and community participation in the sport of athletics in the city of Aberdeen and the surrounding area; and
  - 4.2. the provision or organisation of recreational activities and/or facilities for training and competition with a view to improving the conditions of life for those for whom the activities and/or facilities are intended.
  - 4.3. In furtherance of these objectives, the club shall endeavour to:
    - 4.3.1. provide or organise equipment for the use of its Members;
    - 4.3.2. provide other ordinary benefits of an amateur sports club, including provision of suitably qualified coaches, training sessions, and competition opportunities; and
    - 4.3.3. provide a safe, friendly, and welcoming environment for all those who wish to enjoy the sport.

### Powers

5. The Club has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
6. No portion of the income or property of The Club shall be paid or transferred directly or indirectly by way of dividend, distribution, bonus, honoraria, or otherwise howsoever by way of profit to its Members, either in the course of The Club's existence or upon dissolution, except where this is done in direct furtherance of The Club's charitable purposes.

### Liability of Members

7. The Members of The Club have no liability to pay any sums to help meet the debts or other liabilities of The Club if it is wound up; accordingly, if The Club is unable to meet its debts, the Members will not be held responsible.
8. The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude or limit any personal liabilities they might incur if they are in breach of those duties or are in breach of other legal obligations or duties that apply to them personally.

### General structure

9. The Club structure consists of:
  - 9.1. the Members, who have the right to attend Members' meetings, including any general meeting, and have important powers under the constitution; in particular, the Members elect people to serve on the Board and make decisions on changes to this constitution; and
  - 9.2. the Board, comprised of Charity Trustees, who hold regular meetings, and generally control the activities of The Club.

## **MEMBERS**

### Qualifications for membership

10. Membership is open to any individual aged 9 years or over who meets any of the following criteria.
  - 10.1. Ordinary membership
    - 10.1.1. Membership of The Club shall be open to anyone interested in the sport on application regardless of sex, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
  - 10.2. Associate membership
    - 10.2.1. Associate Members are those who neither train with nor compete for The Club but otherwise have the same privileges as other Members.
    - 10.2.2. The criteria for associate membership are identical to those for ordinary Members as described in clause 10.1.
  - 10.3. Honorary membership

- 10.3.1. The Board may enrol honorary Members into The Club.
- 10.3.2. Honorary membership shall be for one year but may be renewed.
- 10.3.3. Honorary Members shall not be eligible to represent The Club in competition but shall otherwise have the same privileges as other Members.
- 10.4. Life membership
  - 10.4.1. Life membership shall be granted to Members of The Club by the membership at an annual general meeting. Nominations shall be made in writing by a Member of The Club to the Board at a Board meeting preceding the annual general meeting.
  - 10.4.2. Certain criteria must be satisfied before the Board may put forward a nomination at an annual general meeting. Criteria will include membership of The Club for a minimum total period of 25 years, an outstanding performance at any time whilst representing The Club or their country internationally, representation at an international level at a major championship, or generally providing an outstanding contribution towards The Club over a significant period of time. Satisfaction of any such criteria will be at the discretion of the Board.
  - 10.4.3. A life Member shall have the same privileges as ordinary Members but need not pay a subscription.
- 10.5. The Club may have different classes of membership and subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 11. Employees of The Club shall be eligible for membership on the understanding that when voting they are voting as Members and they will abstain from voting on matters where there is a conflict of interest.

#### Application for membership

- 12. Any person who wishes to become a Member must submit a membership form to The Club along with a remittance to meet the membership subscription.
- 13. The Board may, at its discretion, refuse to admit any person to membership.
- 14. The Board must notify each applicant promptly in writing or by email of its decision whether to admit them to membership. If the decision is to refuse admission, the Board shall return to the applicant the remittance paid under clause 12 and outline the reasons for refusal.

#### Membership subscription

- 15. Members are required to pay a periodic membership subscription as recommended by the Board and approved by a vote of the Members at an AGM.
  - 15.1. Any Member who is one month in arrears with their subscription shall be deemed to have resigned from The Club.
  - 15.2. The Board may, at its discretion, waive the membership fee for individual Associate Members as part of their employment by The Club or fulfilment of a specific critical duty, including but not limited to:
    - 15.2.1. Charity Trustees;
    - 15.2.2. Volunteers critical to the oversight of ongoing club activity.
  - 15.3. A person who ceases, for whatever reason, to be a Member shall not be entitled to any refund of the membership subscription.

#### Register of Members

- 16. The board must keep a register of Members, setting out:
  - 16.1. for each current Member:
    - 16.1.1. their full name and address; and
    - 16.1.2. the date on which they were registered as a Member of The Club.
  - 16.2. for each former Member, for at least six years from the date on which they ceased to be a Member:
    - 16.2.1. their name; and
    - 16.2.2. the date on which they ceased to be a Member.
- 17. The Board must ensure that the register of Members is updated within 28 days of any change:
  - 17.1. which arises from a resolution of the Board or a resolution passed by the Members of The Club; or
  - 17.2. which is notified to The Club.
- 18. If a Member or Charity Trustee of The Club requests a copy of the register of Members, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable. If the request is made by a Member, rather than a Charity Trustee, the Board may provide a copy that does not include addresses.

### Withdrawal from membership

19. Any person who wants to resign from membership must submit to The Club a signed, written notice or email from a registered email address. They will cease to be a Member from the time the notice is received by The Club.

### Transfer of membership

20. Membership of The Club is not transferable.

### Expulsion from membership

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

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

### General meetings

22. An annual general meeting shall be held between 1<sup>st</sup> October and 15<sup>th</sup> November each year. Items for inclusion on the agenda must be received by the Secretary in writing not later than the preceding 31st August.

23. The business at an annual general meeting shall include:

- 23.1. minutes of the previous AGM;
- 23.2. a report on the activities of The Club;
- 23.3. consideration of The Club's annual accounts;
- 23.4. election of Charity Trustees;
- 23.5. other business of which due notice has been given;
- 23.6. any other competent business; decisions on business brought up under this heading shall be made by the Board.

24. The Board may arrange an extraordinary general meeting at any time.

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

25. The Board must arrange an extraordinary general meeting if they are requested to do so by Members who amount to 5% or more of the total membership of The Club at the time.

25.1. This request must state the purpose(s) for which the meeting is to be held.

25.1.1. Those purposes must not be inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.

25.2. This request may take the form of two or more documents in the same terms, each signed by one or more Members.

26. If the Board receives a request from the Members under clause 25, the date for the meeting which they arrange must be no later than 45 days from the date on which the request becomes valid.

### Notice of general meetings

27. At least 14 days' notice must be given of any general meeting.

28. The notice calling a general meeting must specify in broad terms what business is to be dealt with at the meeting but:

28.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

28.2. in the case of any other resolution falling within clause 38 (requirement for two-thirds majority) must set out the exact terms of the resolution.

29. Notice of every general meeting must be sent to all Members of The Club and to all Charity Trustees, but the non-receipt of the notice by one or more Members or Trustees will not invalidate the proceedings at the meeting.

30. Any notice required to be given to a Member under this constitution must be:

30.1. sent by post to the Member at the address last notified by them to The Club; or

30.2. sent by email to the Member at the email address last notified by them to The Club.

### Procedure at general meetings

31. No valid decisions can be made unless a quorum is present.

32. The quorum for a general meeting is 20 Members aged 14 years or over, present in person.

- 32.1. A Member participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person.
33. If a quorum is not present within 15 minutes after the time at which a general meeting is due to start or if a quorum ceases to be present during a general meeting, the meeting cannot proceed. Fresh notices of meeting will be required to be sent out to deal with the business or remaining business which was intended to be conducted.
34. The Club President should act as chairperson of each general meeting.
35. If the Club President is not present within 15 minutes after the time at which the meeting was due to start or is not willing to act as chairperson, the Charity Trustees present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

#### Voting at general meetings

36. Every Member aged 14 years and over has one vote which must be given personally.
37. All decisions at general meetings will be made by majority vote except for the types of resolution listed in clause 38.
38. The following resolutions will be valid only if passed by two thirds of the votes cast:
- 38.1. a resolution amending the constitution;
- 38.2. a resolution approving the amalgamation of The Club with another SCIO or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation;
- 38.3. a resolution to the effect that all The Club's property, rights, and liabilities should be transferred to another SCIO or one agreeing to the transfer from another SCIO of all its property, rights, and liabilities;
- 38.4. a resolution for the winding up or dissolution of The Club.
39. 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.
40. A resolution put to the vote at a general 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.
41. The chairperson will decide how any secret ballot is to be conducted and will declare the result of the ballot at the meeting.

#### Minutes

42. The Board must ensure that proper minutes are kept for all general meetings.
43. Minutes of general meetings should be signed so far as possible by the chairperson of the meeting.
44. The Board shall make available copies of the minutes referred to in clause 42 to any member of the public requesting them, but the Board may exclude confidential material to the extent permitted under clause 84.

## **BOARD**

#### Number of Charity Trustees

45. The maximum number of Charity Trustees is 20.
46. The minimum number of Charity Trustees is 5.

#### Eligibility

47. A person shall not be eligible for election or appointment to the Board under clauses 49 to 52 unless they are a Member of The Club.
48. A person will not be eligible for election or appointment to the Board if they are:
- 48.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or similar legislation elsewhere in the UK; or
- 48.2. an employee of The Club, unless otherwise agreed by the Board.

#### Initial Charity Trustees

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

#### Election, retiral, re-election

50. At each annual general meeting, the Members may elect any Member aged 14 years or over (unless they are debarred from serving on the Board under clause 48) to be a Charity Trustee.
51. The Board may at any time appoint any Member aged 14 years or over (unless they are debarred from serving on the Board under clause 48) to be a Charity Trustee.

52. At each annual general meeting, all of the Charity Trustees elected or appointed under clauses 50 and 51 (and, in the case of the first annual general meeting, those deemed to have been appointed under clause 49) shall retire from office but will be eligible for re-election under clause 50.

#### Termination of office

53. A Charity Trustee will automatically cease to hold office if:
- 53.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or similar legislation elsewhere in the UK;
  - 53.2. they become incapable for medical reasons of carrying out their duties as a Charity Trustee but only if that has continued or is expected to continue for a period of more than six months;
  - 53.3. they cease to be a Member of The Club;
  - 53.4. they become an employee of The Club; unless otherwise agreed under clause 48.2;
  - 53.5. they give to The Club a signed notice of resignation;
  - 53.6. they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in clause 68);
  - 53.7. they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
  - 53.8. they are removed from office by a resolution of the Members passed at a general meeting.
54. A resolution under paragraph 53.6, 53.7, or 53.8 shall be valid only if:
- 54.1. the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - 54.2. the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
  - 54.3. (in the case of a resolution under clause 53.6 or 53.7) at least two thirds of the Charity Trustees then in office vote in favour of the resolution.

#### Register of Charity Trustees

55. The Board must keep a register of Charity Trustees, setting out:
- 55.1. for each current Charity Trustee:
    - 55.1.1. their full name and address;
    - 55.1.2. the date on which they were elected/appointed as a Charity Trustee; and
    - 55.1.3. any office held by them in The Club;
  - 55.2. for each former Charity Trustee, for at least 6 years from the date on which they ceased to be a Charity Trustee:
    - 55.2.1. the name of the Charity Trustee;
    - 55.2.2. any office held by them in The Club; and
    - 55.2.3. the date on which they ceased to be a Charity Trustee.
56. The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:
- 56.1. which arises from a resolution of the Board or a resolution passed by the Members of The Club; or
  - 56.2. which is notified to The Club.
57. If a member of the public 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. The Board may provide a copy which does not include addresses if the Board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

#### Office-bearers

58. The Charity Trustees elected at the AGM will include a President, Vice President, Secretary, Finance Officer, Coaching Coordinator, Competition Coordinator, Officials Coordinator, as well as up to 13 ordinary Trustees.
59. In addition to the office-bearers required under clause 58, the Charity Trustees may elect from among themselves further office-bearers that they consider appropriate.

#### Powers of the Board

60. Except where this constitution states otherwise, The Club and its assets and operations will be managed by the Board.
61. The Board, at any meeting at which a quorum is present, may exercise all powers of the Board.
62. The Members may, by way of a resolution, 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.

### General duties and code of conduct

63. Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of The Club; and, in particular, must:
- 63.1. seek, in good faith, to ensure that The Club acts in a manner which is in accordance with its purposes;
  - 63.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 63.3. in circumstances giving rise to the possibility of a conflict of interest between The Club and another party:
    - 63.3.1. put the interests of The Club before that of the other party;
    - 63.3.2. where any other duty prevents them from doing so, disclose the conflicting interest to The Club and refrain from participating in any deliberation or decision of the other Charity Trustees regarding the matter in question;
  - 63.4. ensure that The Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
64. In addition to the duties outlined in clause 63, all the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 64.1. that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
  - 64.2. that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.
65. No Charity Trustee may receive any remuneration from The Club for carrying out their duties as a Charity Trustee.
66. On approval of the Board, Charity Trustees may be paid any travelling and other expenses reasonably incurred by them in connection with carrying out their duties.
67. Provided they have declared their interest and have not voted on the question of whether The Club should enter into the arrangement, a Charity Trustee will not be debarred from entering into an arrangement with The Club in which they have a personal interest; and (subject to clause 65 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.
68. Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board. The code of conduct 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 at the time.

## **DECISION-MAKING BY THE CHARITY TRUSTEES**

### Notice of Board meetings

69. The Board shall normally meet once every month or at any time on the requisition of the President, Secretary or any three Charity Trustees.
70. At least 48 hours' notice must be given of each Board meeting.

### Procedure at Board meetings

71. No valid decisions can be made at a Board meeting unless a quorum is present; the quorum for Board meetings is 5 Charity Trustees, present in person.
- 71.1. A Trustee participating in a Board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person.
72. If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 71, the remaining Charity Trustee(s) will have power to fill the vacancies or call a general meeting but will not be able to make any other valid decisions.
73. The Club President should act as chairperson of each Board meeting.
74. If the Club President is not present within 15 minutes after the time at which the meeting was due to start or is not willing to act as chairperson, the Charity Trustees present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

75. Every Charity Trustee has one vote which must be given personally.
76. All decisions at Board meetings will be made by majority vote, except for resolutions described in clause 54.3.
77. 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.
78. The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding they are not a Charity Trustee, but they must not participate in voting.
79. A Charity Trustee must not vote at a Board meeting or at a meeting of a subcommittee on any resolution which relates to a matter in which they have a personal interest or duty which conflicts or may conflict with the interests of The Club. They must withdraw from the meeting while an item of that nature is considered.
80. For the purposes of clause 79:
  - 80.1. an interest held by an individual who relates to the Charity Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (spouse, partner, child, parent, sibling, etcetera) shall be deemed to be held by that Charity Trustee;
  - 80.2. a Charity Trustee will be deemed to have a personal interest in relation to a 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

81. The Board must ensure that proper minutes are kept for all Board meetings and meetings of subcommittees.
82. The minutes to be kept under clause 81 must include the names of those present and should be approved by the Board at the following meeting.
83. The Board shall (subject to clause 84) make available copies of the minutes referred to in clause 81 to any member of the public requesting them.
84. The Board may exclude from any copy of minutes made available to a member of the public under clause 83 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 Club or on the basis that the material contains reference to an employee or other matters which would be inappropriate to divulge.

### **ADMINISTRATION**

#### Delegation of powers

85. The Board may delegate any of its powers to subcommittees. A subcommittee must include at least one Charity Trustee, but other members of a subcommittee need not be Charity Trustees.
86. The Board may also delegate to the Club President or the holder of any other post any of its powers as they may consider appropriate.
87. When delegating powers under clause 85 or 86, the Board must set out appropriate conditions which must include an obligation to report regularly to the Board.
88. Any delegation of powers under clause 85 or 86 may be revoked or altered by the Board at any time.
89. The rules of procedure for each subcommittee and the provisions relating to membership of each subcommittee shall be set by the Board.

#### Operation of accounts

90. Subject to clause 91, any officer or Trustee of The Club appointed by the Board may act as signatory in relation to all operations on the bank and building society accounts held by The Club.
91. Where The Club uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 90.
92. Clauses 90 and 91 shall apply to any transactions which are within the agreed budget for The Club's activities and are below £2,000. For transactions beyond The Club's agreed budget or in excess of £2,000, the signatory must obtain the approval of the President/Finance Officer before processing the transaction.

#### Accounting records and annual accounts

93. The Board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.
94. The Board must prepare annual accounts for independent examination, complying with all relevant statutory requirements. If an audit is required under any statutory provisions, or if the Board determines 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.



95. The financial year of The Club shall end on 30<sup>th</sup> September.

## **MISCELLANEOUS**

### Club colours

96. The Club colours shall be a white vest with two red hoops.

### National governing body

97. The Club shall be affiliated with Scottish Athletics Limited.

### Welfare and safeguarding

98. The Club shall appoint a Welfare Officer and follow The Club's Safeguarding Wellbeing & Child Protection Policy, in line with guidance from Scottish Athletics Limited.

### Winding-up

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

100. Any surplus assets available to The Club immediately preceding its winding-up or dissolution must be used for purposes which are the same as, or which closely resemble, the purposes of The Club as set out in this constitution.

### Alterations to the constitution

101. This constitution may (subject to clause 102) be altered by resolution of the Members passed at a general meeting, subject to achieving the two-thirds' majority referred to in clause 38.

102. 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

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

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

103.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 103.1 above.

104. In this constitution:

104.1. "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing in either case, that its objects are limited to charitable purposes;

104.2. "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.