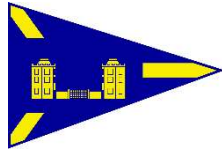


ABERDEEN AND STONEHAVEN YACHT CLUB **SCIO CONSTITUTION**



This document was adopted at a General Meeting of the Aberdeen and Stonehaven Yacht Club Private Member's Club in preparation for the transition of the organisation to a SCIO.

The meeting was held online at 7pm on Wednesday 25th March, 2026.

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SECTION 1 GENERAL

Name and type of organisation

- 1 The organisation shall be called "Aberdeen and Stonehaven Yacht Club" (hereinafter referred to in these rules as "the CLUB"). The principal location of the CLUB is Shorehead, Stonehaven, Aberdeenshire, Scotland.
- 2 The CLUB will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Hon President

- 3 The individual holding the title Viscount Cowdray shall be invited to serve as the Honorary President of the CLUB *ex officio*. The role of Honorary president is ceremonial and the Honorary president does not have governance, management, decision making or oversight powers.

Burgee

- 4 The CLUB burgee shall be blue with the golden insignia of the east entrance to Dunecht House with the three corners of the burgee bisected by golden bands pointing to the entrance but not touching same.

Purposes

- 5 The charitable purposes of the CLUB are:
 - (a) the encouragement of all aspects of sailing (cruising, racing, and training) for the advancement of public participation in sport;
 - (b) the maintenance of CLUB properties; and
 - (c) the provision of social events and other facilities as may be from time to time determined.

Values and Conduct

- 6 It is expected that CLUB MEMBERS will uphold the following values:
- (a) always behave in a respectful and helpful manner when interacting with other MEMBERS and the general public;
 - (b) the CLUB and its MEMBERS endeavour to be as inclusive as possible, accommodating all people with an interest in sailing;
 - (c) MEMBERS are expected to conduct all activities on and off the water in a safe manner and with regard to the safety of the general public. MEMBERS must adhere to any directions from the CLUB in regard to safety;
 - (d) When competing all MEMBERS and their guests are expected to behave in a sportsman like manner.

Powers

- 7 The CLUBCLUB has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 8 No part of the income or property of the CLUBCLUB may be paid or transferred (directly or indirectly) to the MEMBERS - either in the course of the CLUBCLUB's existence or on dissolution - except where this is done in direct furtherance of the CLUBCLUB's charitable purposes.
- 9 Clause 8 does not prevent the CLUBCLUB making any payment which is permitted under clauses 80 to 84 (remuneration and expenses).
- 10 Sailing events will be held under the Rules and Procedures of the Royal Yachting Association. Permitted amendments to the Rules and Procedures of the Royal Yachting Association may be issued by the COMMITTEE within the sailing instructions.

Liability of MEMBERS

- 11 The MEMBERS of the CLUB have no liability to pay any sums to help to meet the debts (or other liabilities) of the CLUB if it is wound up; accordingly, if the CLUB is unable to meet its debts, the MEMBERS will not be held responsible.
- 12 The MEMBERS and COMMITTEE MEMBERS have certain legal duties under the Scottish Charities Act; and clause 11 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

- 13 The structure of the CLUB consists of:
 - (a) the MEMBERS - who have the right to participate in members' meetings (including any annual members' meeting) and have important powers under the constitution; for example, the MEMBERS elect people to serve on the COMMITTEE and take decisions on changes to the constitution itself;
 - (b) the MANAGEMENT COMMITTEE (referred to in this document as the COMMITTEE) - who hold regular meetings, and generally control the activities of the CLUB; for example, the COMMITTEE is responsible for monitoring and controlling the financial position of the CLUB.
- 14 The people serving on the COMMITTEE are the CHARITY TRUSTEES for the CLUB and are referred to in this constitution as COMMITTEE MEMBERS.
- 15 Two separate registers will be kept:
 - (a) A register of MEMBERS;
 - (b) A Register of COMMITTEE MEMBERS (who are also the CHARITY TRUSTEES)
- 16 Each Register will contain the following information:
 - (a) their full name and address; and
 - (b) the date on which they were registered as a MEMBER or became a COMMITTEE MEMBER.
- 17 The Register of MEMBERS and COMMITTEE MEMBERS must be updated within 28 days of receiving notice of any change.
- 18 A Register of former MEMBERS will also be kept. Former MEMBERS will appear on this register for 6 years after the date they ceased to be a MEMBER.

SECTION 2 MEMBERSHIP

Membership Categories and Privileges

Categories

- 19 There shall be the following categories of membership with the rights and privileges of each category of MEMBERS as indicated. The classes are divided into two classes:
- (a) VOTING MEMBERS (Statutory Members of the SCIO)
 - (b) Non-voting Members (Not Statutory Members of the SCIO)
- 20 VOTING MEMBERS include:
- (a) A **Full Member** - being a person who, at the date of admission is aged eighteen or over, shall have one vote and shall have the full use of all CLUB facilities.
 - (b) A **Life Member** - being a person whose admission shall be at the discretion of the COMMITTEE, and shall have the same rights and privileges as full members.
 - (c) An **Honorary Member**- who may be proposed by the COMMITTEE for election at a General Meeting, and shall have the same rights and privileges as full members.
 - (d) **Social Member** - being a person who, at the date of admission is aged eighteen or over, shall have one vote and shall have full use of all CLUBhouse facilities for the purposes of socialising only.
 - (e) Two adults from a family with **Family Membership**. They shall each have one vote and shall have the full use of all CLUB facilities.
 - (f) Two adults from a family with **Restricted Family Membership**. They shall each have one vote. One adult shall have the full use of all CLUB facilities whereas the second adult shall have full use of all CLUBhouse facilities for the purposes of socialising only.

21 Non-Voting Members include:

- (a) **Junior Members** – all members of the CLUB who are under 18, including children of Restricted Family and Full Family Members. They shall have full use of all CLUB facilities but under the supervision of an adult MEMBER.
- (b) **Student Members** – all members of the CLUB who are aged 18 or over but in full-time education and choose to pay a reduced fee. They shall have full use of all CLUB facilities.
- (c) **Associate Membership** shall apply to any organisation which has related or similar objectives to the CLUB. The rights and privileges of associate membership will be agreed and reviewed annually between the organisation and the COMMITTEE. Associate Member can also apply to any individual whose membership (in the opinion of the COMMITTEE) would further the CLUB's charitable purposes.
- (d) A **Temporary Member** (which expression may include individual members of the RYA, and members of other RYA affiliated CLUBs or organisations & members of non profit making properly constituted CLUBs) - who shall have no vote but shall have full use of all CLUB facilities but:
 - (i) shall have no right to enter CLUB races or regattas unless specifically authorised by a COMMITTEE MEMBER,
 - (ii) shall have no right to introduce guests to the CLUB or the facilities thereof,
 - (iii) shall have no right to take part in the management of the CLUB.
 - (iv) is deemed to have notice of and impliedly undertakes to comply with the CLUB rules, byelaws and regulations as if they were a MEMBER and as so far as the said rules, byelaws and regulations may be deemed to apply to such Temporary Member,
 - (v) shall be liable to expulsion from the CLUB premises or prohibited from using the CLUB premises if, in the opinion of the COMMITTEE, as recorded in Committee Minutes, they shall not have reasonably complied with the above conditions.

Payment of Fees

Membership Fees

- 22 The rate of subscription fee for each category of membership shall be proposed by the COMMITTEE to the MEMBERS at the Annual General Meeting in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative from the 1st January in the year following.

Other Payments

- 23 Members shall also make the following payments:
- (a) an annual boat permit payment for each boat of such a sum as the COMMITTEE shall from time to time prescribe which shall entitle the MEMBER to sail their boat(s) on the waters controlled by the CLUB and, subject to availability, a space in the CLUB's boat park during the published sailing season;
 - (b) subject to boat storage space being available in the CLUB sheds, a boat storage payment of such a sum as the COMMITTEE shall from time to time prescribe, which shall entitle the MEMBER to store their boat in the specified boat shed on CLUB premises; and
 - (c) any other payments that the COMMITTEE may from time to time prescribe.

Qualifications, application and admission for Membership

General

- 24 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.
- 25 Employees of the CLUB are eligible for membership. Every candidate for membership (except candidates for life and honorary memberships) shall complete an application in the form from time to time designated by the COMMITTEE.
- 26 The admission of all categories of MEMBERS (other than honorary members) shall be made in accordance with the admission policy that is set from time to time by the COMMITTEE. The Honorary Secretary shall inform each candidate promptly in writing (email, text or letter) of the candidate's admission or non-admission. The admitted candidate

will be furnished with a link to the constitution of the CLUB published on the CLUB website and will be requested for such payments as are necessary.

- 27 The admission policy shall be compliant with the non-discriminatory policy in clause 24 but may include limits on membership numbers and other such reasonable requirements to ensure that new MEMBERS are expected to participate in CLUB activities.

Payment of membership fees

- 28 Membership and other fees are set at a level to cover the costs associated with CLUB activities and maintenance of the CLUB assets (which may include reasonable provision for future large maintenance costs).
- 29 All MEMBERS shall pay their first annual subscription upon admission to the CLUB and thereafter by 15th January in each year; provided that a MEMBER admitted after 1st July in any year shall pay 60% of the annual subscription applicable for that year and that a MEMBER admitted after 1st September in any year shall pay 30% of the annual subscription applicable for that year, and that a MEMBER admitted after 1st November in any year shall not be required to pay any subscription in respect of the year of admission
- 30 Upon admission, a candidate shall pay within one calendar month such subscription, entrance and other fees as shall be requested. In default of such payment the admission shall be void unless sufficient cause for delay be shown. The privileges of membership shall not be exercisable until the CLUB subscription has been paid.

Temporary absence of member

- 31 A MEMBER who, for any reason, anticipates inability to use the CLUB or its facilities for the whole of any one year may, at the discretion of the COMMITTEE, pay reduced subscription and other annual fees provided that notice in writing is given to the Honorary Secretary before the 30th November in the previous year. A MEMBER wishing to be reinstated during the year in question shall pay such portion of the annual subscription as the COMMITTEE shall require.

Register of Members

- 32 Every MEMBER shall furnish the Honorary Secretary (or the membership secretary on behalf of the Honorary Secretary) with an up to date address, e-mail address and contact telephone numbers which shall be recorded in the Register of Members. Any notice sent to the MEMBERS address or e-mail address shall be deemed to have been

duly delivered. Such personal data will be held in compliance with data protection acts.

Withdrawal of Members

- 33 A MEMBER desirous of withdrawing from membership shall give notice in writing to the Honorary Secretary before the 30th November and shall not then be liable to pay the subscription for the following year.

Arrears of subscriptions

- 34 The membership of any MEMBER whose subscription and other fees are more than three months in arrears shall be automatically cancelled provided that the COMMITTEE may, at its discretion, reinstate such MEMBERS upon payment of arrears. No MEMBER whose annual payments are in arrears may enter any CLUB event nor vote at any meeting.

Abandoned boats

- 35 In addition to the powers given to the COMMITTEE under clauses 34 and 64 hereof if, at any time, any fees payable to the CLUB by any MEMBER or former MEMBER shall be three months or more in arrears and a vessel the property of a MEMBER or former MEMBER remains upon the CLUB premises, the COMMITTEE may:

- (a) move the vessel to any other part of the CLUB premises without being liable for any loss or damage to the vessel howsoever caused;
- (b) give one month's notice in writing, by recorded delivery to the MEMBER or former MEMBER at their last known address as shown in the CLUB register, and thereafter sell the vessel and deduct any monies due to the CLUB (whether by way of arrears of subscription or annual payments, dinghy fees or otherwise) from the net proceeds of sale before accounting for the balance (if any) to the MEMBER or former MEMBER;
- (c) alternatively, if the vessel is unsaleable, after giving notice in writing as aforesaid, dispose of the vessel in any manner the COMMITTEE may think fit and deem the cost of doing and any arrears as aforesaid to be a debt owing to the CLUB by the MEMBER or former MEMBER.

Provided always that proper evidence is available to show that all reasonable steps have been taken to trace a MEMBER or former MEMBER and that if and when the vessel is sold the proceeds of sale

(less any indebtedness by the MEMBER or former MEMBER to the CLUB) shall be placed on bank deposit account and retained against the eventuality of a claim by the owner (whether being the said MEMBER or former MEMBER or otherwise) for a period of six years, after which time, if not claimed by the said MEMBER or former MEMBER, the proceeds and any interest accrued may be placed into CLUB funds as decided by the COMMITTEE.

Conduct of Members

Undertaking by MEMBERS to comply with rules

- 36 Every MEMBER, upon admission and thereafter, is deemed to have notice of, and impliedly to comply with, the CLUB rules and any current byelaws and regulations of the CLUB. Any refusal or neglect to do so, or any conduct which, in the opinion of the COMMITTEE, is either unworthy of a MEMBER or otherwise injurious to the interests of the CLUB, shall render a MEMBER liable to expulsion by the COMMITTEE.

Expulsion of MEMBERS

- 37 Provided that before expelling a MEMBER, the COMMITTEE shall call upon such MEMBER for a written explanation of the member's conduct and shall give the MEMBER full opportunity of making explanation to the COMMITTEE, or of resigning. A decision to expel a MEMBER shall be taken only at a general meeting at which all the facts will be presented and shall be carried by a simple majority vote by those MEMBERS entitled to vote and present at the meeting. The COMMITTEE will have the power to suspend a MEMBER's right to participate in CLUB activities following consideration of the MEMBER's explanation of his or her conduct to the COMMITTEE prior to the matter being put to a vote at a general meeting.

Guests

- 38 Members shall enter their own name and the name, address and date of each guest in the Visitor's book. Unless specifically permitted by the COMMITTEE for an event, not more than three guests may be introduced by any one MEMBER in any one day.

Damage to CLUB property

- 39 A MEMBER shall not knowingly remove, injure, destroy or damage any property of the CLUB and shall make restitution for the same if called upon to do so by the COMMITTEE or by the Honorary Secretary upon the instructions of the COMMITTEE.

Visiting yachtsmen

- 40 Visiting yachtsmen may be authorised to use the CLUB premises by any COMMITTEE MEMBER, whilst the CLUB is in use by MEMBERS. Such authorisation shall specify between which dates (not being more than fourteen days apart) the said person may so use the premises.

Visiting competitors

- 41 Any person who is a competitor or crew member in any race sponsored by or on behalf of the CLUB is, on completion of the authorised race entry form and payment of race fees, entitled to the use of the CLUB premises.

Expulsion of visitors

- 42 The Honorary Secretary, or any other person who has received the authority of two members of the COMMITTEE, may expel, temporarily or permanently, any person who has the right to the use of the CLUB premises only under clauses 40 and 41.

Rights of Appeal

- 43 A candidate refused membership under clause 26, or a MEMBER who is expelled under clause 37, may make written application to the Secretary to have the decision reviewed. The matter will be reviewed by a panel of the Commodore together with two other COMMITTEE MEMBERS drawn at random. The panel will meet to consider the matter, and may decide the appeal by majority vote. The panel will provide a written response either overturning the original decision or giving reasons to support the decision.

Other Membership Matters

Protection of Children and Vulnerable Adults

- 44 The CLUB will maintain a policy for the safeguarding of children and vulnerable adults who are MEMBERS or who use CLUB facilities. The policy will be maintained and owned by the Safeguarding Officer (clause 76).

Obligation to Dunecht Estate

- 45 Full regard will be given at all times to the wishes of Viscount Cowdray and his agents. Damage to property of Dunecht Estate by any MEMBER or any person authorised by the COMMITTEE to use the facilities under the auspices of the CLUB whilst using the facilities will be rectified or compensated by the CLUB immediately on request, and the MEMBER will be liable to refund the expenses incurred. MEMBERS will adhere strictly to the limits of permit granted to the CLUB. Failure to do so may, if the COMMITTEE consider it necessary, involve loss of membership without reimbursement of subscription. Appeals against any such decision by the COMMITTEE may be made at any Special General Meeting called for the purpose; such Meeting to be held within one calendar month of notification of appeal in writing to the Honorary Secretary.

All boats and equipment shall be removed from the boat park at the Loch of Skene each year within two weeks of the last scheduled sailing event at the Loch of Skene. Boats may not be put in the boathouse without the sanction of the Estate, which must be obtained through the COMMITTEE.

Nothing in this clause 45 shall be interpreted as giving Dunecht Estate, the Viscount Cowdray, or their agents any authority over the governance, management, or decision-making of the CLUB. The obligations in this clause 45 relate solely to the CLUB's permitted use of Estate land and facilities.

Limitation of CLUB Liability

- 46 Members, their guests and visitors are bound by the following rule which shall also be exhibited in a prominent place within the CLUB premises;

"Members of the CLUB, their guests or visitors use the CLUB premises, and any other facilities of the CLUB, entirely at their own risk and impliedly accept that:

- (a) the CLUB will not accept any liability for any damage to or loss of property belonging to members, their guests or visitors to the CLUB;
- (b) the CLUB will not accept any liability for personal injury arising out of the use of the CLUB premises and any other facilities of the CLUB sustained by members, their guests or visitors or caused by the

said 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 them, or the Management Committee of the CLUB", except to the extent required by law.

SECTION 3: MANAGEMENT COMMITTEE (CHARITY TRUSTEES)

Composition, Election

Constitution of the COMMITTEE.

- 47 The COMMITTEE shall consist of the Commodore, Vice-Commodore and up to eight Ordinary Committee Members. The Commodore, the Vice-Commodore and all Ordinary Committee Members must be VOTING MEMBERS.
- 48 The minimum number of COMMITTEE MEMBERS will be 5 with maximum number of COMMITTEE MEMBERS set to 10.
- 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 COMMITTEE MEMBERS with effect from the date of incorporation of the CLUB.
- 50 The Hon. Secretary will keep a register documenting all COMMITTEE MEMBERS

Candidates for election to the COMMITTEE

- 51 Election of COMMITTEE MEMBERS: The Commodore, Vice-Commodore and Ordinary Committee Members, shall be elected at the Annual General Meeting. All COMMITTEE MEMBERS shall hold office until the termination of the next following Annual General Meeting.
- 52 Candidates for election to the COMMITTEE shall be those members of the COMMITTEE offering themselves for re-election as Commodore, Vice Commodore or Ordinary Committee Member and such other VOTING MEMBERS whose nominations (duly proposed and seconded in writing by full members of the CLUB) with their consent shall have been received by the Honorary Secretary at least three weeks prior to the scheduled date for the AGM. Such nominations, together with the names of the proposer and seconder shall be issued by e-mail to VOTING MEMBERS at least fourteen days prior to the date of the Annual General Meeting.

Election ballot

- 53 If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.

At least fourteen days before the Annual General Meeting, a ballot paper showing the names of all nominees, their proposers and seconders will be dispatched by e-mail to all MEMBERS entitled to vote.

Votes shall be cast for the Commodore, Vice-Commodore, and the 3 to eight Ordinary COMMITTEE MEMBERS.

Completed ballot papers must be delivered to the Honorary Secretary by e-mail or post not later than twenty four hours before the Annual General Meeting is due to commence. Those ballot papers received thereafter will be invalid.

- 54 In the event of the ballot failing to determine the members of the COMMITTEE because of an equality of votes the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.
- 55 In the event that a ballot is not required, then each candidates election shall be subject to a positive vote by show of hands at the AGM.

COMMITTEE vacancies

- 56 If, for any reason, a casual vacancy shall occur, the COMMITTEE may co-opt, subject to the provisions in Clause 47, a VOTING MEMBER to fill such a vacancy until the next following Annual General Meeting.

Should more than two casual vacancies occur then replacements must be chosen by balloting the membership.

Committee Meetings

Electing office bearers

- 57 The COMMITTEE shall meet as soon after the Annual General Meeting as may be convenient, and shall,
 - (a) elect one of their number Honorary Secretary,
 - (b) elect one of their number Honorary Treasurer,
 - (c) appoint a Wellbeing and Child Protection Officer, who (if not a COMMITTEE MEMBER) will be invited to attend COMMITTEE meetings.

COMMITTEE meetings

- 58 The COMMITTEE shall ordinarily meet once a month and such meetings may be in person or by video conference call. At any time the Commodore or Honorary Secretary, or three or more COMMITTEE MEMBERS together making a request may convene a Committee meeting.

Voting at COMMITTEE meetings

- 59 Voting (subject to the provision of Clause 34) shall be by show of hands. In the case of equality of votes the Commodore or chairperson (as the case may be) shall have a second and casting vote.
- 60 Five COMMITTEE MEMBERS present shall form a quorum at a meeting of the COMMITTEE (or if the COMMITTEE comprises fewer than five COMMITTEE MEMBERS, all COMMITTEE MEMBERS are required to be present).

Purpose and Obligations of the COMMITTEE

COMMITTEE MEMBERS – general duties

- 61 Each COMMITTEE MEMBER has a duty, in exercising his or her functions as a charity trustee, to act in the interests of the CLUB; and, in particular, must:
- (a) seek, in good faith, to ensure that the CLUB acts in a manner which is in accordance with its purposes;
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest between the CLUB and any other party:
 - (i) put the interests of the CLUB before that of the other party; or
 - (ii) 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 COMMITTEE MEMBERS with regard to the matter in question;
 - (d) ensure that the CLUB complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.

- 62 In addition to the duties outlined in clause 61, all of the COMMITTEE MEMBERS must take such steps as are reasonably practicable for the purpose of ensuring:
- (a) that any breach of any of those duties by a COMMITTEE MEMBER is corrected by the COMMITTEE MEMBER concerned and not repeated; and
 - (b) that any COMMITTEE MEMBER who has been in serious or persistent breach of those duties is removed as a COMMITTEE MEMBER.

Management of the CLUB

- 63 The management and direction of all matters pertaining to the CLUB shall be vested in the VOTING MEMBERS, expressed by their vote at general meetings, provided that this rule shall not debar the COMMITTEE from taking any action permitted to them under these rules.

The COMMITTEE shall manage the affairs of the CLUB according to the rules and shall cause the funds of the CLUB to be adopted solely to the objectives of the CLUB.

Interpretation of the constitution

- 64 The COMMITTEE shall be the sole authority for the interpretation of the constitution. The decision of the COMMITTEE upon any question of interpretation or upon any matter affecting the CLUB not provided for by the constitution, including the use of CLUBhouse facilities by non affiliated organisations provided that use does not materially affect the use of facilities in pursuance of the objectives of the CLUB, will be final and binding on all MEMBERS.

Notwithstanding the provisions of this clause, any MEMBER seeking redress regarding the interpretation of the constitution may begin proceedings according to rule 88.

Power to make byelaws and regulations

- 65 The COMMITTEE shall make such byelaws and regulations as it shall from time to time think fit and shall issue any such byelaw or regulation to MEMBERS by e-mail or by publishing in the CLUB premises at least fourteen days before implementation. Such byelaws and regulations shall remain in force until approved or set aside by a vote at a General Meeting of the CLUB.

Sub-Committees

- 66 The COMMITTEE may convene and disband such sub-Committees as it may deem necessary and may delegate such of its powers as it may think fit upon such terms and conditions as shall be deemed expedient and/or required by law. The Commodore and the Honorary Secretary shall be ex-officio members and may attend all such sub-committees.

Such sub-committees shall consist of such members of the COMMITTEE or of the CLUB as the COMMITTEE may think fit. Each sub-committee will consist of not less than three nor more than six members and will elect one of its members as chairperson to represent the sub-committee to the COMMITTEE.

Once the sub-committee is established and its composition agreed by the COMMITTEE, the names of the MEMBERS forming the sub-committee shall be sent to all MEMBERS by e-mail or published on CLUB premises. Any changes to the composition of the sub-committee, or the disbanding of the sub-committee will be agreed by the COMMITTEE and the changes shall be sent to all MEMBERS by e-mail or published on CLUB premises.

Voting rights for COMMITTEE MEMBERS

- 67 Each member of the COMMITTEE or of any sub-committee shall, if not already entitled to vote under these rules, be entitled to vote at sub-committee meetings, Committee meetings or at general meetings, but only for as long as they are members of such COMMITTEE or sub-committee.
- 68 A member of the COMMITTEE or of any sub-committee must not vote at a Committee Meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the CLUB; they must withdraw from the meeting while an item of that nature is being dealt with.
- 69 For the purposes of clause 68:
- (a) an interest held by an individual who is “connected” with the COMMITTEE MEMBER under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be an interest held by that COMMITTEE MEMBER;
 - (b) a COMMITTEE MEMBER 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 committee, officer or elected representative (or a body in

relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.

Power to begin or defend proceeding

- 70 The COMMITTEE shall have power to begin or defend any proceedings taken by or against the CLUB. As soon as possible after proceedings are commenced the COMMITTEE shall call a meeting of the CLUB to consider the matter, at which meeting the Commodore or Vice-Commodore shall be present, and such meeting with those present and consenting and also dissenting shall be expressly minuted. In any litigation in which it is considered that serious expenditure may be incurred the COMMITTEE shall, when pleadings are settled, call a meeting of the CLUB to explain and consider the situation with a view to whether the litigation should be continued.

Election of life members

- 71 There are a number of existing life members of the CLUB. The COMMITTEE may only admit further life members upon such terms and conditions as may be agreed at a General Meeting of the CLUB, but in any case the number of life members shall not exceed fifteen percent of the number of VOTING MEMBERS or twenty five, if fewer, at the time a life member is admitted.

Election of Honorary Members

- 72 The COMMITTEE may nominate for election at an Annual General Meeting such Honorary Members as in the opinion of the COMMITTEE, significantly contribute to the continued functioning and development of the CLUB. The total of such Honorary Members shall not however, exceed five percent of the total number of VOTING MEMBERS at the time of election of the proposed Honorary Member nor shall the number of Honorary Members at any one time exceed eight in number.

The election of Honorary Members shall be put to the vote at the Annual General Meeting each year and such Honorary Members shall be duly elected if two thirds of those present and entitled to vote, vote in favour of election.

Programme of events

- 73 The COMMITTEE shall, before the start of the season, issue a programme to MEMBERS, which may be in electronic form. Such programme may be amended and supplemented during the season.

Duties of Honorary Secretary

74 The Honorary Secretary shall

- (a) keep the separate registers of MEMBERS, VOTING MEMBERS, and COMMITTEE MEMBERS;
- (b) keep the register of COMMITTEE MEMBERS' Interests
- (b) conduct the correspondence of the CLUB;
- (c) keep custody of all CLUB documents;
- (d) keep full minutes of all meetings of the CLUB;
- (e) maintain contact with the CLUB's legal advisor to ensure that the CLUB's affairs are managed in accordance with the current law.

Duties of Honorary Treasurer

75 The Honorary Treasurer shall:

- (a) maintain a bank account(s) in the name of the CLUB, and all CLUB transactions shall be made through such bank account(s)
- (b) cause such books of account to be kept as are necessary to give a true and fair view of the state of the finances of the CLUB;
- (c) cause all returns as may be required by law in relation to such accounts to be rendered at the due time;
- (d) prepare an annual balance sheet as at 30th September each year and cause such balance sheet (and accounts as necessary) to be externally examined at least once annually and thereafter cause the same to be issued to all MEMBERS by e-mail or exhibited in the CLUB premises at least fourteen days before the date of the Annual General Meeting;
- (e) administer such insurance policy or policies as may be needed fully to protect the interests of the CLUB, its COMMITTEE and its MEMBERS;
- (f) subject to the provision of rule 64 (b), make such arrangements as may be necessary to raise money.
- (g) Ensure that the annual CLUB accounts and required reports are filed with OSCR in accordance with the requirements of the Scottish Charities Act.

Duties of the Safeguarding Officer

- 76 The Safeguarding Officer is appointed by the COMMITTEE and shall:
- (a) maintain the Policy on Child Protection and Safeguarding of Vulnerable Adults which should be reviewed annually;
 - (b) be responsible for the implementation of that policy, be the named person within the CLUB for any complaints in accordance with that policy, and the responsible person to conduct any investigation or escalation to the authorities as appropriate;
 - (c) recommend to the COMMITTEE any measures that are required to ensure that all CLUB activities run in accordance with that policy
 - (d) be responsible for annual confirmation of Protecting Vulnerable Groups (PVG) scheme compliance for any relevant volunteers;
 - (e) identify personal training requirements (not to be unreasonably refused by the COMMITTEE).

External Accounts Examiner

- 77 The External Examiner shall:
- (a) be appointed at the Annual General Meeting in each year;
 - (b) independently examine the accounts of the CLUB when called upon to do so and give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the COMMITTEE;
 - (c) if the External Examiner advises the Honorary Treasurer that he/she is unwilling or unable to act, the Honorary Treasurer shall inform the COMMITTEE who shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

Conflicts of interest involving COMMITTEE MEMBERS

- 78 The COMMITTEE must use every effort to ensure that conflicts of interest involving COMMITTEE MEMBERS (including those which relate to individuals or bodies connected with COMMITTEE MEMBERS) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:

- (a) clauses 79 and 82 require COMMITTEE MEMBERS to declare any personal interest which they may have in any transaction or other arrangement with the CLUB;
- (b) clause 68 prohibits a COMMITTEE MEMBER with a personal interest in a proposed arrangement from voting on the question of whether the CLUB should enter into that arrangement;
- (c) clause 81 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a COMMITTEE MEMBER (or where the COMMITTEE MEMBER might benefit from remuneration paid to a connected party).

79 In addition to complying with the provisions referred to in clause 78:

- (a) The COMMITTEE must maintain a register of COMMITTEE MEMBERS' interests;
- (b) the chairperson of each Committee meeting must invite declarations of interest, shortly after the start of the meeting;
- (c) the minutes of each Committee meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

80 No COMMITTEE MEMBER may serve as an employee (full time or part time) of the CLUB; and no COMMITTEE MEMBER may be given any remuneration by the CLUB for carrying out their duties as a trustee.

81 Where a COMMITTEE MEMBER provides services to the CLUB or might benefit from any remuneration paid to a connected party for such services:

- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
- (b) the COMMITTEE must be satisfied that it would be in the interests of the CLUB to enter into the arrangement (taking account of that maximum amount); and
- (c) less than half of the COMMITTEE MEMBERS must be receiving remuneration from the CLUB (or benefit from remuneration of that nature).

- 82 Provided they have declared their interest - and have not voted on the question of whether or not the CLUB should enter into the arrangement - a COMMITTEE MEMBER will not be debarred from entering into an arrangement with the CLUB in which they have a personal interest where that is not prohibited under clause 80 or 81; and (subject to clause 81 and to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.
- 83 The CLUB may also enter into an arrangement with a MEMBER who is not a COMMITTEE MEMBER (or with a person or body *connected* with a MEMBER who is not a COMMITTEE MEMBER) under which that MEMBER (or the connected person or body) receives payment for goods or services provided by them to the CLUB, but only if:
- (a) the terms and conditions (including the amount of the payment(s)) are at least as good (from the CLUB's point of view) as those which would be expected if the goods or services had been sourced on the open market; and
 - (b) the COMMITTEE are satisfied, after careful consideration, that the arrangement is in the best interests of the CLUB;
- and the same principles will apply in relation to any arrangement under which a MEMBER (or a person or body connected with a MEMBER) lets premises to the CLUB or makes a loan to the CLUB.
- 84 The COMMITTEE MEMBERS may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

SECTION 4 MEETINGS OF THE CLUB

Annual General Meeting

- 85 An Annual General Meeting of the CLUB shall be held each year in the month of November on a date to be fixed by the COMMITTEE. The Honorary Secretary shall, at least fourteen days before the date of such meeting, post or deliver to each MEMBER notice thereof and of the business to be brought forward thereat.

Business at Annual General Meeting

- 86 No business, except the passing of the accounts and the election of the COMMITTEE and External Examiner, and any business that the COMMITTEE may order to be inserted in the notice convening the meeting shall be discussed at such meeting unless notice thereof be

given in writing by a MEMBER entitled to vote to the Honorary Secretary at least seven days before the date of the Annual General Meeting.

Special General Meetings

- 87 The COMMITTEE may at any time, upon giving fourteen day's notice by e-mail or in writing, call a General Meeting of the CLUB for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at that meeting shall be confined to the business stated in the notice sent to MEMBERS.

General Meetings on request of MEMBERS

- 88 The COMMITTEE shall similarly call a General Meeting of the CLUB upon a written request addressed to the Honorary Secretary by at least five MEMBERS. The discussion at such meeting shall be confined to the business stated in the notice sent to MEMBERS.

Business to be conducted only at General Meetings

- 89 Only General Meetings shall have the power to
- (a) Change this constitution. Any agreed change to the constitution must subsequently be submitted to OSCR for approvals,
 - (b) Authorise the COMMITTEE to raise money by issuing debentures, charging the funds and property of the CLUB, to borrow money by bank overdraft or by heritable or personal loans. This shall be reviewed annually.

Business to be conducted only at Annual General Meetings

- 90 With the exception of the following matters which shall be transacted only at Annual General Meetings, any business may be transacted at any General Meeting,
- (a) election of Commodore, Vice Commodore and Ordinary Committee Members.
 - (b) adoption of the externally examined accounts and consideration of the COMMITTEE's report for the previous year.

Conduct of General Meetings

- 91 The Commodore (or the person deputing for the Commodore) shall on the request of the meeting, adjourn for any reason to a later date, and in particular and without prejudice to the generality of this rule, for the purpose of enabling MEMBERS to consider any proposal raised at the meeting for which insufficient notice may have been given.

- 92 Twenty VOTING MEMBERS, or 30% of the number of VOTING MEMBERS at the time of the meeting, whichever is smaller, personally present shall form a quorum at any General Meeting of the CLUB.
- 93 All MEMBERS of the CLUB are entitled to attend General Meetings. Only VOTING MEMBERS may vote at such meetings.
- 94 No postal nor proxy voting shall be permitted
- 95 Voting, except upon election of members of the COMMITTEE shall be by show of hands, provided that voting shall be by secret ballot at the request of any MEMBER. Where a ballot is not required, a vote by show of hands shall take place to confirm each election to the COMMITTEE.
- 96 In the case of an equality of votes, the chairperson shall have a second and casting vote on any matter other than the election of MEMBERS to the COMMITTEE.
- 97 On any resolution properly put to a meeting of the CLUB relating to the creation, repeal or amendment of any rule, byelaw or regulation of the CLUB, as documented in this constitution, such rule, byelaw or regulation shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote.
- 98 Club Meetings, including General Meetings and Annual General Meetings, may be held in person, as an online video conference or a hybrid on-line / in-person meeting. Votes will be counted as either a raised hand in-person or electronic raised hand for those attending online.

Section 5 MISCELLANEOUS

Dissolution, Amalgamation, change of Charitable Purpose or name change of the CLUB

- 99 The winding up of the CLUB's activities or of the CLUB as a whole, amalgamation with another organisation, modifications to the CLUB's Charitable Purpose or a change in the CLUB's name shall be initiated only at an Annual General Meeting or at a General Meeting called for the purpose, provided that the proposal shall be approved only if three-quarters or more of the VOTING MEMBERS present at the meeting vote in favour.
- 100 The Scottish Charities Act prohibits taking the steps outlined in Clause 99 without the consent of the Office of the Scottish Charity Regulator

(OSCR). This must be sought subsequent to approval at an Annual General Meeting or General Meeting.

- 101 If, upon the winding up or dissolution of the CLUB there remains after the satisfaction of all the CLUB's debts and liabilities any property whatsoever, the same shall be given or transferred to some other organisation or organisations having objects (that is, aims and activities) similar to the objects of the CLUB, such organisation or organisations to be determined by the VOTING MEMBERS by Resolution passed at a General meeting at or before the time of the dissolution, and in so far as effect cannot be given to such provision then to some charitable objects.

Interpretation

- 102 References in this constitution to the Scottish Charities Act should be taken to include:
- (a) any statutory provision which adds to, modifies or replaces that Act; and
 - (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
- 103 In this constitution:
- (a) "Scottish Charities Act" means (subject to clause 102) the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.