



CONSTITUTION
OF
STEWARTON TENNIS AND SPORTS CLUB
2 December 2019



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GENERAL

Name & Principal Office

1. The Club is called Stewarton Tennis and Sports Club, hereafter referred to as The Club, and will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principal office will be, and remain, in Scotland.

Charitable Purposes

2. The Club has been established as a charitable organisation and its purposes are:
 - 2.1. to advance public participation in sport, in particular tennis, or the training for such regardless of level of skill or physical ability and to contribute to the improvement of physical health, fitness, social and mental wellbeing of the wider community. In furtherance of these purposes, the Club shall: -
 - 2.1.1. encourage and provide facilities in sport in and around the local community of Stewarton, East Ayrshire, in particular to provide tennis, and generally to encourage and facilitate the playing of tennis;
 - 2.1.2. act as a means of health promotion and fitness in the local community by way of introducing an opportunity to access facilities and organised groups for the practice of sport;
 - 2.1.3. actively encourage young people to participate in sport for recreation and leisure;
 - 2.2. regenerate an area of sporting deprivation.

Powers

3. The Club has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
4. No part of the income or property of the Club 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 Club's charitable purposes.
5. No portion of the income and property shall be paid or transferred directly or indirectly by way of dividend, distribution, bonus, honoraria or otherwise howsoever by way of profit to the members.

Liability of members

6. 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.

7. The members and charity Trustees have certain legal duties under the Charities and Trustees Investment (Scotland) Act 2005; and clause 6 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

8. The structure of the Club consists of:
 - 8.1. the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Committee and take decisions on changes to the constitution itself;
9.
 - 9.1. the COMMITTEE – are the Charity Trustees who hold regular meetings, and generally control the activities of the organisation; for example, the Committee is responsible for monitoring and controlling the financial position of the organisation.
10. The people serving on the Board are referred to in this constitution as the Committee.

Club Rules

11. The Club is committed to encouraging the highest ethical standards and all individuals involved in the Club shall conduct themselves with integrity, transparency, and accountability and in a fair and equitable manner.
12. The Committee shall have the right to govern Club Rules regarding the use of Club property, acceptable standards of behaviour and any other matters relating to the day to day running of the Club.

MEMBERSHIP

Qualifications for membership

13. 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.
 - 13.1. Adult:
Persons who have attained the age of 18 as of the 1st April following the Annual General Meeting and shall be entitled to the full benefits, privileges and voting rights offered by the club;

13.2. Junior:

Persons who are at Primary school, or younger, as of the 1st April following the Annual General Meeting who shall be entitled to the benefits and privileges of ordinary members with the exception that they shall not serve on the Committee and may participate at general meetings only in a non-voting capacity.

13.3. Intermediate:

Persons who 17 years old, or younger, as of the 1st April following the Annual General Meeting who shall be entitled to the benefits and privileges of ordinary members with the exception that they shall not serve on the Committee and may participate at general meetings only in a non-voting capacity.

14. Employees of the Club are not eligible for membership.

Governing Body

15. The Club shall during its lifetime maintain an affiliation with the Lawn Tennis Association.

Equal Opportunities

16. The Club is fully committed to the principles of equality of opportunity and is responsible for ensuring that no member, volunteer, employee or job applicant receives less favourable treatment on the grounds of age, gender, disability, race, ethnic origin, nationality, colour, parental or marital status, pregnancy, religious belief, social status, sexual orientation or political belief.

Application for membership

17. Any person who wishes to become a member must sign, and lodge with the organisation, a written application for membership along with a remittance to meet any annual membership subscription.

18. The Committee may not, unless there are reasonable grounds to do so, refuse to admit any person to Membership.

19. The Committee shall consider each application for membership at the first Committee meeting which is held after receipt of the application and the Committee will, within a reasonable time after the meeting, notify the applicant of their decision on the application. If the decision was to refuse admission, the Committee shall return to the applicant the remittance lodged by them.

20. If an application has been refused, an appeal may be made in writing to a members' meeting, which shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. The decision on such appeals is final.

Membership subscription

21. Members shall be required to pay any annual membership subscription within 4 weeks of joining, or by a payment plan agreed with the Treasurer.
22. The membership fee shall be determined by the by the Committee at the last Committee meeting before the AGM.
23. This fee which will be considered inclusive of LTA affiliation fees.
24. The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM.
25. If the membership subscription payable by any member remains outstanding - and providing they have been given at least one written reminder - the Committee may, by resolution to that effect, expel them from membership.
26. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription unless it is a resignation and notice of the resignation is received within four weeks of the start of the playing season.
27. No one shall be entitled to the privileges of membership whose subscription shall be unpaid or in arrears, who fail to conform to the rules of the club or in any way deny, except in order at a properly constituted meeting, the authority of the Committee or office bearers.

Register of members

28. The Committee must keep a register of members, setting out:
 - 28.1. for each current member, their full name and address;
 - 28.2. for each former member - for at least six years from the date on they ceased to be a member, their name.
29. The Committee must ensure that the register of members is updated within 28 days of any change:
 - 29.1. which arises from a resolution of the Committee or a resolution passed by the members of the organisation; or
 - 29.2. which is notified to the organisation.
30. If a member or charity trustee of the Club requests a copy of the register of members, the Committee 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 Committee may provide a copy which has the addresses and/or other contact details blanked out.

Withdrawal from membership

31. Any person who wants to withdraw from membership must give a written notice of withdrawal to the Secretary of the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

32. Membership of the Club may not be transferred.

Expulsion from membership

33. The Committee shall have full powers to suspend or terminate the membership of any member who is considered to be in serious breach of Club rules.
34. Any person or body may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
 - 34.1. at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 34.2. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

35. The Committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
36. The gap between one AGM and the next must not be longer than 15 months.
37. Notwithstanding clause 35, an AGM does not need to be held during the calendar year in which the Club is formed; but the first AGM must still be held within 15 months of the date on which the Club is formed.
38. The business of each AGM must include:-
 - 38.1. Approve the minutes from the previous year's AGM;
 - 38.2. a report by the President on the activities of the organisation;
 - 38.3. a report from the Treasurer on the finances of the organisation;
 - 38.4. consideration of the annual accounts of the organisation;
 - 38.5. the election/re-election of Committee;

38.6. Fix the subscription;

38.7. Review and consider any by-laws.

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

Power to request the Committee to arrange a special members' meeting

40. The Committee 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 (in the case of a group member, signed by an appropriate officer of that body) by members who amount to 5% or more of the total membership of the Club at the time, providing:

40.1. the notice states the purposes for which the meeting is to be held; and

40.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

41. If the Committee receive a notice under clause 40, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

42. At least 14 clear days' notice must be given of any AGM or any special members' meeting.

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

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

43.2. in the case of any other resolution requiring a two-thirds majority must set out the exact terms of the resolution.

44. The reference to "clear days" in clause 41 shall be taken to mean that, in calculating the period of notice,

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

44.2. the day of the meeting itself should also be excluded.

45. 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.

46. Any notice which requires to be given to a member under this constitution must be: -
- 46.1. sent by post to the member, at the address last notified by them to the organisation; *or*
 - 46.2. sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

47. No valid decisions can be taken at any members' meeting unless a quorum is present.
48. The quorum for a members' meeting is 20% of the Adult membership, present in person.
49. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
50. The President of the Club should act as President of each members' meeting.
51. If the President of the Club is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act), the charity trustees present at the meeting must elect (from among themselves) the person who will act as President of that meeting.

Voting at members' meetings

52. Every Adult Member has one vote, which must be given personally.
53. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 54.
54. 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 58):
- 54.1. a resolution amending the constitution;
 - 54.2. a resolution expelling a person from membership;
 - 54.3. a resolution directing the Committee to take any particular step (or directing the Committee not to take any particular step);
 - 54.4. 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);

54.5. 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);

54.6. a resolution for the winding up or dissolution of the organisation.

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

56. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the President (or at least two other members present at the meeting and entitled to vote) ask for a secret ballot.

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

Written resolutions by members

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

Minutes

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

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

COMMITTEE OF TRUSTEES

Composition of Committee

61. The Club is managed by a Committee of Trustees which shall be made up of the following office-bearers:

61.1. President

61.2. Vice-President

61.3. Club Secretary

61.4. Membership Secretary

61.5. Treasurer

61.6. Club Welfare Officer

61.7. Junior Convenor

61.8. Social Convenor

61.9. Funding Officer

62. The Committee, with the agreement of the members, may decide by resolution to forgo the need to appoint any of the above office bearers (subject to article 62), except for the Club Welfare Officer.
63. The Club Welfare Office will be responsible for the Club's Safeguarding Policy.
64. The minimum number of charity trustees shall be 3.

Eligibility

65. A person will not be eligible for election or appointment to the Committee unless they are a member of the Club and such a person will not be eligible for election or if they are: -
 - 65.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 65.2. an employee of the organisation.

Initial charity trustees

66. 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 organisation.

Election, Re-election and Retiral

67. At each AGM, the members may elect any eligible member to be a charity trustee.
68. The Committee may at any time appoint any eligible member to be a charity trustee.
69. At each AGM, all of the charity trustees must retire from office - but may then be re-elected under clause 68.
70. A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
 - 70.1. they advise the Committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
 - 70.2. an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - 70.3. a resolution for the re-election of that charity trustee was put to the AGM and was not carried.
71. A person who has served on the board for a period of 6 years shall automatically vacate office on expiry of that 6-year period.

Appointment/re-appointment of co-opted charity trustees

72. In addition to their powers under clause 68, the Committee may at any time appoint any non-member of the Club to be a charity trustee either on the basis that they have specialist experience and/or skills which could be of assistance to the Committee. Any such committee members, who are not members of the club, will not have a vote.
73. Any person outwith the membership who wishes to become a co-opted Charity Trustee must sign, and lodge with the company, a written application to be decided upon by the Committee.
74. At each AGM, all of the charity trustees appointed under clause 72 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

75. A charity trustee will automatically cease to hold office if: -
 - 75.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 75.2. 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;
 - 75.3. they cease to be a member of the Club;
 - 75.4. they become an employee of the organisation;
 - 75.5. they give the Club a notice of resignation, signed by them;
 - 75.6. they are absent (without good reason, in the opinion of the Committee) from more than three consecutive meetings of the Committee - but only if the Committee resolves to remove them from office;
 - 75.7. they are removed from office by resolution of the Committee on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees;
 - 75.8. they are removed from office by resolution of the Committee on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 75.9. they are removed from office by a resolution of the members passed at a members' meeting.

76. A resolution under paragraph 75.7, 75.8 or 75.9 shall be valid only if: -
- 76.1. 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;
 - 76.2. 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
 - 76.3. (in the case of a resolution under paragraph 75.7 or 75.8) 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

77. The Committee must keep a register of charity trustees, setting out:-
- 77.1. for each current charity trustee:
 - 77.1.1. their full name and address;
 - 77.1.2. the date on which they were appointed as a charity trustee;
 - 77.1.3. any office held by them in the organisation;
 - 77.1.4. the name of the member who nominated each charity trustee.
 - 77.2. for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 77.2.1. the name of the charity trustee;
 - 77.2.2. any office held by them in the organisation; and
 - 77.2.3. the date on which they ceased to be a charity trustee.
78. The Committee must ensure that the register of charity trustees is updated within 28 days of any change:
- 78.1. which arises from a resolution of the Committee or a resolution passed by the members of the organisation; or
 - 78.2. which is notified to the organisation.

Powers of Committee

79. Except where this constitution states otherwise, the Club (and its assets and operations) will be managed by the Committee; and the Committee may exercise all the powers of the organisation.
80. A meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.

81. The members may, by way of a resolution passed that has a requirement for two-thirds majority, direct the Committee to take any particular step or direct the Committee not to take any particular step; and the Committee shall give effect to any such direction accordingly.

Charity trustees - general duties

82. 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:-
 - 82.1. seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
 - 82.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 82.3. in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
 - 82.3.1. put the interests of the Club before that of the other party;
 - 82.3.2. 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 with regard to the matter in question;
 - 82.4. 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.
83. In addition to the duties outlined in clause 82, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - 83.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 83.2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
84. Provided they has declared their interest - and has not voted on the question of whether or not 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 has a personal interest and they may retain any personal benefit which arises from that arrangement.
85. 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 Club for carrying out their duties as a charity trustee.

86. 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

87. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Committee from time to time.
88. The code of conduct referred to in clause 87 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 Committee meetings

89. Any charity trustee may call a meeting of the Committee or ask the secretary to call a meeting of the Committee.
90. At least 7 days' notice must be given of each Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at trustee meetings

91. The Committee shall meet on a regular basis, the frequency of which, shall be determined at the discretion of the Committee.
92. No valid decisions can be taken at a Committee meeting unless a quorum is present; the quorum for Committee meetings is 60% of the total number of charity trustees, present in person.
93. If at any time the number of charity trustees in office falls below the number stated, 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.
94. The President of the Club should act as President of each Committee meeting.
95. If the 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 President), the Vice-President shall act as the President.
96. Every charity trustee has one vote, which must be given personally.
97. All decisions at trustee meetings will be made by majority vote

98. If there are an equal number of votes for and against any resolution, the President of the meeting will be entitled to a second (casting) vote.
99. The Committee may, at its discretion, allow any person to attend and speak at a Committee meeting notwithstanding that they is not a charity trustee - but on the basis that they must not participate in decision-making.
100. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
101. For the purposes of clause 100: -
 - 101.1. 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;
 - 101.2. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

102. The Committee must ensure that proper minutes are kept in relation to all Committee meetings and meetings of sub-committees.
103. The minutes to be kept under clause 102 must include the names of those present; and (so far as possible) should be signed by the President of the meeting.

ADMINISTRATION

Delegation to sub-committees

104. The Committee 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.
105. The Committee may also delegate to the President of the Club (or the holder of any other post) such of their powers as they may consider appropriate.
106. When delegating powers under clause 104 or 105, the Committee must set out appropriate conditions (which must include an obligation to report regularly to the Committee).

107. Any delegation of powers under clause 104 or 105 may be revoked or altered by the Committee at any time.
108. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Committee.

Operation of accounts

109. Subject to clause 108, the signatures of two out of three signatories appointed by the Committee will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; one signature should be of the treasurer and the other be the signature of a charity trustee.
110. 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 109 for all transactions of £1000 or above.

Accounting records and annual accounts

111. The Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
112. The Committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Committee consider that an audit would be appropriate for some other reason), the Committee should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

113. If the Club 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.
114. 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

115. This constitution may (subject to clause 116) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 54) or by way of a written resolution of the members.

116. 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

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

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

117.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 117.1 above.

118. In this constitution: -

118.1. "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;

118.2. "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.