

CONSTITUTION
of
Club Sport Aberdeen SCIO

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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 Club Sport Aberdeen SCIO, hereafter referred to as CSA.

Purposes

4. CSA's purposes are:
 - 4.1. The advancement of public participation in sport through encouraging citizens of all ages, all communities, local clubs and organisations carrying out the majority of their activities within Aberdeen
 - 4.2. Provide a unified voice and practical support for sports clubs throughout Aberdeen
 - 4.3. Working in partnership with other bodies to further the purposes of Club Sport Aberdeen

Powers

5. CSA has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
6. No part of the income or property of CSA shall be paid or transferred directly or indirectly to CSA Members, either in the course of CSA's existence or upon dissolution, except where this is done in direct furtherance of CSA's charitable purposes.

Liability of members

7. CSA Members have no liability to pay any sums to help meet the debts or other liabilities of CSA if it is wound up; accordingly, if CSA is unable to meet its debts, CSA Members will not be held responsible.
8. CSA 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 CSA structure consists of:
 - 9.1. CSA Members (sports clubs, associations or governing bodies), which will each designate a Representative (a natural person aged 16 years or over) from their organisation who may exercise the rights and privileges of CSA membership, including attending any general meeting, electing people to serve on the Board, and making changes to this constitution;
 - 9.2. the Board, comprised of Charity Trustees, who hold regular meetings, and generally control the activities of CSA.

MEMBERS

Qualifications for membership

10. Application is open to any sports club, association, or governing body, whether incorporated or unincorporated (a sport being an activity involving exertion and skill) active in the city of Aberdeen. CSA will not discriminate based on age, sex, gender identity, sexual orientation, disability, marital or civil partnership status, pregnancy or maternity, race, ethnicity, nationality, socioeconomic status, religion or other beliefs.

Application for membership

11. Any prospective Member must complete a written or digital application for membership and pay the annual membership subscription. The application will then be considered by the Board.
12. The Board may, at its discretion, deny any prospective Member's application for membership.
13. The Board must notify each applicant promptly in writing or by email of its decision whether to approve or deny membership. If the decision is to refuse admission, The Board shall return to the applicant the remittance paid under clause 11 and outline the reasons for refusal.

Membership subscription

14. Members are required to pay an annual membership subscription which is due on 1st January each year.
 - 14.1. CSA will keep subscriptions at levels that will not pose a significant obstacle to participation.
 - 14.2. An organisation which ceases for any reason to be a Member shall not be entitled to any refund of membership subscription.

Register of Members

15. The Board must keep a register of Members, setting out:
 - 15.1. for each current Member:
 - 15.1.1. their full name and address; and
 - 15.1.2. the date on which they were registered as a CSA Member;
 - 15.2. for each former Member, for at least six years from the date they ceased to be a Member:
 - 15.2.1. their name; and
 - 15.2.2. the date on which they ceased to be a Member.
16. The Board must ensure that the register of Members is updated within 28 days of any change:
 - 16.1. which arises from a resolution of the Board or a resolution passed by CSA Members; or
 - 16.2. which is notified to CSA.
17. If a Member or Charity Trustee of CSA 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

18. Any Member who wants to withdraw from membership must submit to CSA 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 CSA.

Transfer of membership

19. CSA membership is not transferable.

Expulsion from membership

20. 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

21. The Board must arrange an annual general meeting for Members in each calendar year.
22. The gap between one annual general meeting and the next must not be longer than 15 months.

23. The business of each annual general meeting must include:
 - 23.1. a report on CSA activities;
 - 23.2. consideration of CSA's annual accounts;
 - 23.3. the election of Charity Trustees;
 - 23.4. other business of which due notice has been given;
 - 23.5. 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 CSA membership at the time.
 - 25.1. This request must state the purpose(s) for which the meeting is to be held. 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 given to all CSA Members and to all Charity Trustees; but the accidental omission to give notice to 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 CSA; or
 - 30.2. sent by email to the Member at the address last notified by them to CSA.

Procedure at general meetings

31. No valid decisions can be made unless a quorum is present.
32. The quorum for a general meeting is 10% of Members represented, 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 CSA Chair should act as chairperson of each general meeting.
35. If the CSA Chair is not present within 15 minutes after the time at which the meeting was due to start or is not willing to act as chairperson, the Charity Trustees present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

Voting at general meetings

36. Every Member has one vote which must be given personally. Members must state prior to the start of the meeting who will be representing their organisation for voting purposes.
37. All decisions at general meetings will be made by majority vote, except 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 CSA 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 CSA'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 CSA.
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 by 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 must include the names of those present; and so far as possible should be signed 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 82.

BOARD

Number of Charity Trustees

45. The maximum number of Charity Trustees is 15.
46. The minimum number of Charity Trustees is 3.

Eligibility

47. Any person aged 16 years or over who is affiliated with a CSA Member organisation may be eligible for election or appointment to the Board unless:
- 47.1. they are disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 47.2. they are an employee of CSA.

Election, retiral, re-election

48. At each annual general meeting the Members may elect any person, eligible according to clause 47, to be a Charity Trustee.
49. The Board may at any time appoint any person, eligible according to clause 47, to be a Charity Trustee.
50. At each annual general meeting, all the Charity Trustees must retire from office but will be eligible for re-election under clause 48.

Termination of office

51. A Charity Trustee will automatically cease to hold office if:
- 51.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or similar legislation elsewhere in the UK;
 - 51.2. 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;
 - 51.3. they cease to be affiliated with a CSA Member organisation;
 - 51.4. they become an employee of CSA;

- 51.5. they give CSA a signed notice of resignation;
 - 51.6. 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 66); or
 - 51.7. 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.
 - 51.8. they are removed from office by a resolution of the Members passed at a general meeting.
52. A resolution under clause 51.6, 51.7, or 51.8 shall be valid only if:
- 52.1. 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;
 - 52.2. 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
 - 52.3. (in the case of a resolution under clause 51.6 or 51.7) at least two thirds of the Charity Trustees then in office vote in favour of the resolution.

Register of Charity Trustees

53. The Board must keep a register of Charity Trustees, setting out:
- 53.1. for each current Charity Trustee:
 - 53.1.1. their full name and address;
 - 53.1.2. the date on which they were elected or appointed as a Charity Trustee; and
 - 53.1.3. any office held by them in CSA;
 - 53.2. for each former Charity Trustee, for at least 6 years from the date on which they ceased to be a Charity Trustee:
 - 53.2.1. the name of the Charity Trustee;
 - 53.2.2. any office held by them in CSA; and
 - 53.2.3. the date on which they ceased to be a Charity Trustee.
54. The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:
- 54.1. which arises from a resolution of the Board or a resolution passed by CSA Members; or
 - 54.2. which is notified to CSA.
55. If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable. If the request is made by a person who is not a Charity Trustee, 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

56. The Charity Trustees elected at the annual general meeting will include a Chair, Vice Chair, Treasurer, and Secretary, as well as up to 11 ordinary Trustees.
57. In addition to the office-bearers required under clause 56, the Charity Trustees may elect from among themselves further office-bearers that they consider appropriate.

Powers of the Board

58. Except where this constitution states otherwise, CSA and its assets and operations will be managed by the Board and the Board may exercise all the powers of CSA.
59. The Board, at any meeting at which a quorum is present, may exercise all powers of the Board.
60. 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

61. Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of CSA; and, in particular, must:
 - 61.1. seek in good faith to ensure that CSA acts in a manner which is in accordance with its purposes;
 - 61.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 61.3. in circumstances giving rise to the possibility of a conflict of interest between CSA and any other party:
 - 61.3.1. put the interests of CSA before that of the other party;
 - 61.3.2. where any other duty prevents them from doing so, disclose the conflicting interest to CSA and refrain from participating in any deliberation or decision of the other Charity Trustees regarding the matter in question;
 - 61.4. ensure that CSA complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
62. In addition to the duties outlined in clause 61, all Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
 - 62.1. that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
 - 62.2. that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.
63. No Charity Trustee may be given any remuneration by CSA for carrying out their duties as a Charity Trustee.
64. 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.
65. Provided they have declared their interest and have not voted on the question of whether CSA should enter into the arrangement, a Charity Trustee will not be debarred from entering into an arrangement with CSA in which they have a personal interest; and (subject to clause 63 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.
66. 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

67. The Board shall normally meet at least four times in a calendar year or at any time on the requisition of the Chair, Secretary, or any three Charity Trustees.
68. At least 7 days' notice must be given of each Board meeting, unless in the opinion of the person calling the meeting, there is a degree of urgency which makes that inappropriate.

Procedure at Board meetings

69. No valid decisions can be made at a Board meeting unless a quorum is present. The quorum for Board meetings is one third of the actual number of Charity Trustees, present in person, or three, whichever is higher.

70. If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 69, 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.
71. The Chair of CSA should act as chairperson of each Board meeting.
72. If the Chair is not present within 15 minutes after the time at which the meeting was due to start or is not willing to act as chairperson, the Charity Trustees present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.
73. Every Charity Trustee has one vote which must be given personally.
74. All decisions at Board meetings will be made by majority vote, except for resolutions described in clause 52.3.
75. 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.
76. 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.
77. 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 CSA; they must withdraw from the meeting while an item of that nature is considered.
78. For the purposes of clause 77:
 - 78.1. 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;
 - 78.2. 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

79. The Board must ensure that proper minutes are kept for all Board meetings.
80. The minutes to be kept under clause 79 must include the names of those present and should be approved by the Board at the following meeting.
81. The Board shall (subject to clause 82) make available copies of the minutes referred to in clause 79 to any member of the public requesting them.
82. The Board may exclude from any copy of minutes made available to a member of the public under clause 81 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 CSA or on the basis that the material contains reference to an employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation of powers

83. 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.
84. The Board may also delegate to the Chair of CSA or the holder of any other post any of its powers as they may consider appropriate.
85. When delegating powers under clause 83 or 84, the Board must set out appropriate conditions which must include an obligation to report regularly to the Board.
86. Any delegation of powers under clause 83 or 84 may be revoked or altered by the Board at any time.

87. 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

88. Subject to clause 89, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the financial accounts held by CSA; at least one of the two signatures must be the signature of a Charity Trustee.

89. Where CSA uses electronic facilities for the operation of any financial account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 88.

Accounting records and annual accounts

90. The Board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.

91. 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.

92. The financial year of CSA shall end on 31st March.

MISCELLANEOUS

National governing body

93. CSA shall be affiliated with Scottish ClubSport.

Winding-up

94. If CSA 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.

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

Alterations to the constitution

96. This constitution may (subject to clause 97) be altered by resolution of the Members passed at a general meeting, subject to achieving the two-thirds' majority referred to in clause 38.

97. 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

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

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

98.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 98.1 above.

99. In this constitution:

99.1. "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;

99.2. "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.