

## Constitution of Cairngorm Ski Club

Contents		
General	Type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	Clauses 1-9
Members	Qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	Clauses 10 – 23
Decision-making by members	Members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	Clauses 24 – 50
Board (Charity trustees)	number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	Clauses 51 – 78
Decision making by charity trustees	Notice, procedure at board meetings, minutes	Clauses 79 – 94
Administration	Sub-committees, operation of accounts, accounting records and annual accounts	Clauses 95 – 102
Miscellaneous	Winding up, alterations to constitution, interpretation	Clauses 103 - 108

## 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 Cairngorm Ski Club

### Purposes

- 4 The organisation's purposes are:
  - 4.1 To foster the enjoyment and participation in Snow Sports.
  - 4.2 To promote competitive participation in Snow Sports by providing a coaching programme.
  - 4.3 To provide Club services in a way that is fair to everyone.
  - 4.4 To ensure that all present and future members receive fair and equal treatment.

### Powers

- 5 The organisation has the 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 the organisation may be paid or transferred (directly or indirectly) to the members – either in the course of the organisation's existence or on dissolution – except where this is done in direct furtherance of the organisation's charitable purpose.

### Liability of members

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

### General Structure

- 9 The structure of the organisation consists of:
  - 9.1 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 who serve on the board and take decisions on changes to the constitution itself.

9.2 the BOARD – who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.

The people serving on the board are referred to in the constitution as CHARITY TRUSTEES.

## MEMBERS

### Qualifications for members

- 10 Membership is open to all and new members will be enrolled in one of the following categories:
  - a. Family member – two adults and dependant young people age 21 or younger
  - b. Individual member – age 22 or older
  - c. Junior member – age 21 or younger
  - d. Senior citizen – age 60 or older
  - e. Life members
  - f. ‘Try out’ members – joining to try out the coaching programme.
  
- 11 Employees of the organisation are not eligible for membership.

### Application for membership

- 12 Any person who wishes to become a member must submit a suitable application for membership to be considered by the board or delegated authority appointed by the board.

### Membership subscription

- 13 Membership fees will be set annually and agreed by the executive committee or determined at the Annual General Meeting.
- 14 Membership fees will be paid annually.

### Register of members

- 15 The board must keep a register of members, setting out:
  - 15.1 for each current member:
    - 15.1.1 his/her full name and address; and,
    - 15.1.2 the date on which he/she was registered as a member of the organisation;
  - 15.2 for each former member – for at least six years from the date on he/she ceased to be a member:
    - 15.2.1 his/her name
    - 15.2.2 the date on which he/she 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 the members of the organisation; or,

16.2 which is notified to the organisation.

17 If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

#### Withdrawal from membership

18 Any person who wishes to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her, he/she will cease to be a member as from the time when the notice is received by the organisation.

#### Transfer of membership

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

#### Re-registration of members

20 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from date of issue of the notice) to provide that confirmation to the board.

21 If a member fails to provide confirmation to the board (in writing or by email) that he/she wishes to remain a member of the organisation before the expiry of the 28-day period referred to in clause 20, the board may expel him/her from membership.

22 A notice under clause 20 will not be valid unless it refers specifically to the consequences (under clause 21) of failing to provide confirmation within the 28-day period.

#### Expulsion from membership

23 Any person may be expelled from membership by way of a resolution passed by no less than two thirds of those present and voting at a members' meeting providing the following procedures have been observed:

23.1 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.

23.2 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

24 the board must arrange a meeting of members (an annual general meeting or AGM) in each calendar year.

25 The gap between one AGM and the next must not be longer than 15 months

26 Notwithstanding clause 24 an AGM does not need to be held during the calendar year in which the organisation is formed but the first AGM must be held within 15 months of the date the organisation is formed.

27 The business of each AGM must include:

27.1 a report by the chair on the activities of the organisation

27.2 consideration of the verified annual accounts of the organisation

27.3 the election/re-election of charity trustees as referred to in clause 56 to 59

28 The board may arrange a special members' meeting at any time.

Powers to request the board to arrange a special members' meeting

29 the board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed/proposed appropriately by one or more members) by members who amount to 25% or more of the total membership of the organisation at the time, providing:

29.1 the notice states the purposes for which the meeting is to be held; and,

29.2 those purposes are not inconsistent with the terms of the constitution, the charities and trustee (Investment) Scotland Act 2005 or any other statutory provision

30 If the board receive a notice under clause 29 the date of the meeting in 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

31 at least 21 clear days' notice must be given of any AGM or any special members' meeting

32 the notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting and:

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

32.2 in the case of any other resolution falling within clause 43 (requirement for two-thirds majority) must set out the exact terms of the resolution

33 the reference to 'clear days' in clause 31 shall be taken to mean that in calculating the period of notice:

33.1 the day after the notices are posted (or sent by email) should be excluded; and

33.2 the day of the meeting itself should be excluded.

34 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 of the meeting

35 any notice which requires to be given to a member under this constitution must be:

35.1 sent by post to the member at the last address notified by him/her to the organisation; or

35.2 sent by email to the member, at the email address last notified by him/her to the organisation.

#### Procedure at members' meetings

36 no valid decisions can be taken at any members' meeting unless a quorum is present

37 the quorum for a members' meeting is at least 25% of members, present in person

38 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.

39 the chair of the organisation should act as chairperson of each members' meeting

40 if the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson) the charity trustees present at the meeting must elect (from amongst themselves) the person who will act as chairperson of that meeting.

#### Voting at members' meetings

41 every adult member (22 years or older) but not including 'try out' members, has one vote which must be given personally

42 all decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 43

43 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 47):

43.1 a resolution amending the constitution

43.2 a resolution expelling a person from membership under clause 23

43.3 a resolution to direct the board to take any particular step (or directing the board not to take any particular step)

43.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation)

43.5 a resolution to the effect that all the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all its property, rights and liabilities)

43.6 a resolution for the winding up or dissolution of the organisation

44 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

- 45 a resolution put to the vote at a members' meeting will be decided on a show of hands – unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot
- 46 the chairperson will decide how any secret ballot is to be conducted and he/she will declare to result of the ballot at the meeting

#### Written resolutions by members

- 47 a resolution agreed to in writing (or by email) by all the members will be a 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

- 48 The board must ensure that proper minutes are kept in relation to all members' meetings
- 49 minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting
- 50 (The board shall make available copies of the minutes referred to in clause 48 to any member of the public requesting them, but on the basis that the board may exclude confidential material to the extent permitted under clause 94.

### BOARD

#### Number of charity trustees

- 51 the maximum number of charity trustees is 12 (twelve)
- 52 the minimum number of charity trustees is 5 (five)

#### Eligibility

- 53 a person will not be eligible for election or appointment to the board unless he/she is a member of the organisation
- 54 a person will not be eligible for election or appointment to the board if he/she is:
- 54.1 disqualified from being a charity trustee under the Charities and Trustees Investment (Scotland) Act 2005; or
  - 54.2 an employee of the organisation

#### Initial charity trustees

- 55 the individuals who sign the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation

#### Election, retiral, re-election

- 56 at each AGM the members may elect any member (unless he/she is debarred from membership under clause 53) to be a charity trustee

- 57 the board may At any time appoint any member (unless he/she is debarred from membership under clause 53) to be a charity trustee
- 58 at each AGM all the charity trustees must retire from office but may then be re-elected under clause 56
- 59 a charity trustee retiring at an AGM will be deemed to be re-elected unless:
- 59.1 he/she advises the board prior to the conclusion of the AGM that he/she does not want to be re-appointed as a charity trustee, or
- 59.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 59.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

#### Termination of office

- 60 a charity trustee will automatically cease to hold office if:
- 60.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005
- 60.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee – but only if that has continued (or is expected to continue) for a period of more than six months
- 60.3 he/she ceases to become a member of the organisation
- 60.4 he/she becomes an employee of the organisation
- 60.5 he/she gives the organisation notice of resignation signed by him/her
- 60.6 he/she is absent (without good reason in the opinion of the board) from more than three consecutive meetings of the board – but only if the board resolves to remove him/her from office
- 60.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 77)
- 60.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005 or
- 60.9 he/she is removed from office by a resolution of the members passed at a members' meeting
- 61 a resolution under clause 60.7, 60.8 or 60.9 shall be valid only if:



- 61.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed
- 61.2 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
- 61.3 (in the case of a resolution under clause 60.7 and 60.8) 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

- 62 the board must keep a register of charity trustees setting out:
  - 62.1 for each current charity trustee:
    - 62.1.1 his/her full name and address
    - 62.1.2 the date at which he/she was appointed as a charity trustee; and
    - 62.1.3 any office held by him/her in the organisation
  - 62.2 for each former charity trustee – for at least 6 years from the date on which he/she ceased to be a charity trustee
    - 62.2.1 the name of the charity trustee
    - 62.2.2 any office held by him/her in the organisation; and
    - 62.2.3 the date on which he/she ceased to be a charity trustee
- 63 the board must ensure that the register of charity trustees is updated within 28 days of any change:
  - 63.1 which arises from a resolution of the board or a resolution passed by the members of the organisation or
  - 63.2 which is notified to the organisation.
- 64 if any person requests a copy of the register of charity trustees the board must ensure that a copy is supplied to him/her within 28 days providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out – if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

#### Office bearers

- 65 the charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 66 In addition to the office-bearers required under clause 65, the charity trustees may elect (from among themselves) further office bearers if they consider that appropriate
- 67 All the office bearers will cease to hold office at the conclusion of each AGM but may be re-elected under clause 65 or 66
- 68 a person elected to any office will automatically cease to hold that office if:
  - 68.1 he/she ceases to be a charity trustee

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

#### Powers of the board

69 except where this constitution states otherwise the organisation (and its assets and operations) will be managed by the board and the board may exercise all the powers of the organisation.

70 a meeting of the board at which a quorum is present may exercise all powers exercisable by the board

71 the members may by way of resolution passed in compliance with clause 43 (requirement for two-thirds majority) direct the board to take any particular step or direct the board not to take any particular step and the board shall give effect to any such direction accordingly.

72 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:

72.1 seek in good faith to ensure that the organisation acts in such a manner which is in accordance with its purposes

72.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

72.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:

72.3.1 put the interests of any other party before that of the other party

72.3.2 where any other duty prevents him/her from doing so disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question

72.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charity and Trustee Investment (Scotland) Act 2005

73 in addition to the duties outlined in clause 72 all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:

73.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

73.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

74 provided that he/she has declared his/her interest – and has not voted on the question of whether or not the organisation should enter into the arrangement – a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest and subject to clause 75 and to the provisions relating to remuneration for services contained in the Charity and Trustee Investment (Scotland) Act 2005) he/she may retain any personal benefit which arises from the arrangement.

75 no charity trustee may serve as an employee (full time or part time) of the organisation and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.

76 the charity trustees may be paid all travelling expenses reasonably incurred by them in connection with carrying out their duties this may include expenses relating to attendance at meetings

#### Code of conduct for charity trustees

77 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed from the board from time to time.

78 the code of conduct referred to in clause 77 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

### DECISION-MAKING BY THE CHARITY TRUSTEES

#### Notice of board meetings

79 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board

80 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

81 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 (five) charity trustees present in person.

82 if at any time the number of charity trustees in office falls below the number stated as the quorum in clause 81 the remaining charity trustee(s) will have power to fill vacancies or call a members' meeting – but will not be able to take any other valid decisions.

83 the chair of the organisation should act as chairperson of each board meeting

84 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 amongst themselves) the person who will act as chairperson of that meeting.

85 every charity trustee has one vote which must be given personally

86 all decisions at board meetings will be made by majority vote

87 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

88 the board may at its discretion allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee – but on the basis that he/she must not participate in decision-making

89 a charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest of duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

90 For the purposes of clause 89:

90.1 an interest which 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.

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

#### Minutes

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

92 the minutes to be kept under clause 91 must include the names of those present and (so far as possible) should be signed by the chairperson of the committee

93 the board shall (subject to clause 94) make available copies of the minutes referred to in clause 91 to any member of the public requesting them

94 the board may exclude from any copy minutes made available to a member of the public under clause 93 any material which the board considers confidential – on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

### ADMINISTRATION

#### Delegation to sub-committees

95 the board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee but other members of a sub-committee need not be charity trustees

96 the board may also delegate to the chair of the organisation (or holder of any other post) such of their powers as they may consider appropriate

97 when delegating powers under clause 95 or 96 the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

98 any delegation under clause 95 and 96 may be revoked or altered by the board at any time.

99 the rules of procedure for each sub-committee and the provisions relating to membership of each sub-committee shall be set by the board.

#### Operation of accounts

100 subject to clause 101 the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than lodging of funds) on the bank and building

society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.

101 where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 100.

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

## MISCELLANEOUS

### Winding up

103 if the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

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

### Alteration to the constitution

105 the constitution may (subject to clause 106) be altered by resolution of the members passed at a members' meeting (subject to achieving the two-thirds majority referred to in clause 43) or by way of written resolution of the members.

106 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, alteration to the purposes, amalgamation, winding-up) without prior consent of the Office of the Scottish Charity Regulator (OSCR).

### Interpretation

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

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

107.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 107.1 above.

108 In this constitution:

108.1 "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.

108.2 "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 Act.

