



CONSTITUTION
of
Pentland Canoe Club (the “Club”)

Issue 15

**This issue of The Constitution of the Pentland Canoe Club replaces Issue 14 dated
21 May 2024**

Issue	Date	Summary of Revision
1	March 1984	Original Issue
2	April 1995	Modifications to the Club Rules
3	April 1995	Modification to the Constitution. Changes in bold italics. Adopted at the Club meeting on 11 April 1995
4	November 2000	Modification to constitution to include Child Protection Policy and accident reporting. Changes in bold italics. Adopted at the Club meeting on 23 November 2000
5	February 2005	Modification to Constitution in Section 11 on Club income Adopted at the Club AGM on 25 November 2004
6	May 2005	Modification to the Child Protection Policy at Committee Meeting on 12 April 2005.
7	November 2009	Changes to the Committee Structure. Adopted at the Club AGM on 28 November 2009
8	January 2011	Clarification changes to the Constitution (Section 5e) following the AGM on 9 December 2010 and Committee meeting on 19 January 2011. Changes highlighted
9	November 2012	Changes to Sections 3, 4 & addition of a discipline section following recommendations from the SCA and Sportscotland. Additional minor amendments and a revision to Section 1 and 18 and the Rules. Adopted at the Club AGM on 24 November 2012
10	November 2014	Minor amendments to the Rules relating to Personal Floatation Devices. Adopted at the Club AGM on 29 November 2014
11	November 2015	Addition of a signed declaration; Changes to Section 5; insertion of Chair's Duties and the insertion of Minor corrections to Rules (Section 3)
12	November 2017	Changes to Section 18 following comments from the SCA
13	November 2022	Constitution: Changes to the Membership Categories; Change of Child Protection Officer to Wellbeing & Protection Officer; Revision to Child Protection Section insertion on sections for Equality and Data Protection. Rules: Renamed “General Operating Procedure”
14	February 2024	Major Revision of the Constitution to allow the Club to become a SCIO and to allow improved continuity within the club committee/board by electing board members for a three year term.



15	November 2024	Revision was to the Section "Grievance, discipline and appeals" following new requirements of Paddle Scotland. Minor change to Clause 126. Changes highlighted.
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Declaration

The Pentland Canoe Club hereby adopts and accepts this constitution (Issue 15) as the current Governance documents for the Club.

Signed: *Gary Youngson*

Date: 23 Nov 2024

Name: Gary Youngson

Position: Chair

**Original Signed and Filed
with the Club Secretary**





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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 "Pentland Canoe Club".

Purposes

4. The Club's purposes are to promote the advancement of public participation in paddlesport in the Thurso, West Caithness and North Sutherland area. The key aims and activities are:
 - (a) to provide training and coaching; and paddling trips
 - (b) to provide opportunities for Members to try different aspects of paddlesport activities;
 - (c) to support club Members to gain paddlesport awards, this may include applying for financial assistance to other organisations;
 - (d) to provide information about paddlesport.
 - (e) work with other organisations to promote paddlesports and other related activities such as environmental awareness; access and water safety;
 - (f) financially assisting Members to attend courses and / or purchase equipment
 - (g) to run competitions and events;



Powers

5. The Club has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
6. No 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 Club's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes.
7. Clause 6 does not prevent the Club making any payment which is permitted under clause 93 (remuneration and expenses).

Liability of members

8. 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.
9. The Members and Board Members have certain legal duties under the Scottish Charities Act; and clause 8 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

10. 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. The members elect people from the membership to serve on the Board and take decisions on changes to the constitution itself;
 - (b) the BOARD - who hold regular meetings, and generally control the activities of the Club; for example, the Board is responsible for monitoring and controlling the financial position of the Club.
11. The people serving on the Board are referred to in this Constitution as the BOARD MEMBERS. The Board Members are the charity trustees for the Club.



MEMBERS

Qualifications for membership

12. Membership shall be open to any person or Club who wishes to further the interests of the Club and to all interested in paddlesport, in accordance with the defined membership classes in clause 20.
13. For safety and insurance reasons minimum age requirements may be imposed.
14. Employees of the Club are not eligible for membership; and a person who becomes an employee of the Club after admission to membership will automatically cease to be a member.
15. The Board may appoint Honorary life members by majority vote at the Annual Members' Meeting in recognition for their major contribution or sponsorship of the club activities. Honorary life members do not have voting rights.

Application for membership

16. Membership is open to all and no application for membership will be refused by the Board 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. The Board will ensure that an appropriate "Equality, diversity and inclusion" policy is adopted or produced (see clause 126 and 127).
17. Any person who wishes to become a Member will complete an application form for membership and submit this to the Club along with a remittance to meet the annual membership subscription. If the membership is declined, the Board shall return to the applicant the remittance lodged by them.
18. Parental consent is required for club membership if the prospective member is under 18.

Membership subscription

19. Members shall pay an annual membership subscription; Annual subscriptions (if any) shall be set by Members at the Annual Members Meeting. Different rates may be set for different membership classes as defined in clause 20



20. Membership classes are:
- (a) Adult: individuals aged over 18.
 - (b) Concession: individuals aged 65 and over (not in full time employment); full time students, individuals in receipt of state benefit).
 - (c) Young Person individuals aged 14 to 17.
 - (d) Junior individuals aged 12 to 14.
 - (e) Family Limited to 2 adults and 2 other individuals (under 18) living at same address.
 - (f) Associate Individuals living outside of the charity main catchment area as defined in the Operating Procedure.
 - (g) Constituted organisations, see Section 21
21. A constituted organisation membership shall be available to individual organisations. The benefits and conditions of the constituted organisation membership are defined in the Club Operating Procedure. The constituted organisation will have one voting right and shall be liable for any costs associated with an event arranged for their sole benefit.
22. The membership year is 1st January to 31st December. The annual membership subscriptions shall be payable on or before 1st January in each year.
23. If the membership subscription payable, by any member remains outstanding more than 6 weeks after the date on which it fell due - and providing they have been given at least one written reminder the membership will be terminated.
24. A person who ceases (for whatever reason) to be a member shall not normally be entitled to any refund of the membership subscription.

Register of members

25. The Board must keep a register of Members, setting out:
- (a) for each current Member:



- (25.a.i) their full name and address; and
- (25.a.ii) the date on which they were registered as a member of the Club;
- (b) for each former Member - for at least six years from the date on which they ceased to be a member:
 - (25.b.i) their name; and
 - (25.b.ii) the date on which they ceased to be a member.
- 26. The Board must ensure that the register of Members is updated within 28 days of any change:
 - (a) which arises from a resolution of the Board or a resolution passed by the members of the Club; or
 - (b) which is notified to the Club; or
 - (c) new members.
- 27. If a Member of the Club requests a copy of the register of members, the Board must ensure that a copy is supplied to them within 28 days. The request will be reviewed and executed in compliance with data privacy and charity laws.

Cancellation of membership

- 28. Any person who wants to cancel membership must submit a notice of withdrawal to the Club (either in writing or by email); they will cease to be a member as from the time when the notice is received by the Club.

Transfer of membership

- 29. Membership of the Club cannot be transferred by a member to another individual or organisation.

Expulsion from membership

- 30. Any person may be expelled from membership by way of a resolution passed in line with the Club Grievance, Discipline and Appeals Policy (see clause 136).



Termination of membership

31. Membership of the Club will terminate on death.





RESOLUTIONS BY THE MEMBERS

Members' meetings

32. The Board must arrange a meeting of members (an annual members' meeting) in each calendar year.
33. The gap between one Annual Members' Meeting and the next must not be longer than 15 months.
34. Notwithstanding clause 32, an Annual Members' Meeting does not need to be held during the calendar year in which the Club is registered as an SCIO; but the first Annual Members' Meeting must still be held within 15 months of the date on which the Club is formed.
35. The business of each Annual Members' Meeting must include:
 - (a) a report by the Chair on the activities of the Club;
 - (b) consideration of the annual accounts of the Club;
 - (c) the election/re-election of Board Members, as referred to in clauses 71 to 75.
36. The Board may arrange a special Members' meeting at any time.

Power to request the Board to arrange a special Members' meeting

37. The Board must arrange a special members' meeting if they are requested to do so by a notice (in writing or by email) by members who amount to 30% or more of the total membership of the Club at the time, providing:
 - (a) the notice states the purposes for which the meeting is to be held; and
 - (b) those purposes are not inconsistent with the terms of this constitution, the Scottish Charities Act or any other statutory provision.
38. A notice under clause 37 may take the form of:
 - (a) two or more documents in the same terms, each signed by one or more Members;



- (b) and/or a number of electronic communications, each issued by a Member;

and the Board will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 30% threshold referred to in clause 37.

- 39. The Board may also call a special members' meeting for any business it considers appropriate to involve the membership or if the decision is outwith the permission delegated to the Board.
- 40. If the Board receive a notice under clause 37, 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

- 41. At least 14 clear days' notice must be given of any Annual Members' Meeting or any special Members' meeting.
- 42. The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting; and
 - (a) in the case of any resolution falling within clause 56 (requirement for two-thirds majority) must set out the exact terms of the resolution; and
 - (b) in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s).
- 43. The reference to "clear days" in clause 41 shall be taken to mean that, in calculating the period of notice:
 - (a) the day after the notices are posted (or sent by email) should be excluded; and
 - (b) the day of the meeting itself should also be excluded.
- 44. Notice of every members' meeting must be sent to all the Members of the Club using the contact details in the Register of Members. The Board is not responsible for members failing to receive a notice by virtue of not advising a change. Such omission to give notice to one or more Members or Board Members will not invalidate the proceedings at the meeting.



45. Any notice which requires to be given to a Member under this constitution must be:
 - (a) sent by email to the Member, at the email address last notified by them to the Club; or
 - (b) or any other appropriate communication methods deemed acceptable by the Members.
46. If Members and Board Members are to be permitted to participate in a Members' meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include all of the details of how to join the meeting, any restrictions or constraints and how to submit questions and / or comments in advance of the meeting to ensure the democratic participation and inclusion of all Members.
47. Any questions or comments submitted by Members which contain material which is defamatory, racist or otherwise offensive will not be read.
48. If any questions or comments are unduly lengthy the Chair may close the meeting without conclusion and reschedule the meeting to allow further preparation for the debate. A Members' meeting may involve two or more Members participating face-to-face while other Members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
49. The quorum for a Members' meeting is 4 members present in person, unless prevented by Government restrictions.
50. An individual participating in a Members' meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member, will be deemed to be in attendance) at the meeting.
51. If a quorum is not present within 15 minutes (or longer at the discretion of the Chair) 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.
52. The Chair of the Club should act as Chairperson of each members' meeting.



53. If the Chair 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 as Chairperson), the Board Members present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

Voting at members' meetings

54. With the exception of Honorary members, every Member that has attained at least the age of 18 at the beginning of the calendar year has one vote, which must be given personally (subject to clause 59).
55. All decisions at members' Meetings will be made by majority vote - with the exception of the types of resolution listed in clause 56.
56. 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 62):
- (a) a resolution amending the Constitution;
 - (b) a resolution removing a person from office as a Board Member under paragraph (i) of clause 76;
 - (c) a resolution directing the Board to take any particular step (or directing the Board not to take any particular step) under clause 87;
 - (d) 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);
 - (e) a resolution to the effect that all of the Club'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);
 - (f) a resolution for the winding up or dissolution of the Club.
57. 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.
58. 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 ballot. Members may be allowed to submit a vote ahead of a members' meeting if they are unable to attend.

59. Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
60. The Chairperson will decide how any ballot is to be conducted, and they will declare the result of the ballot at the meeting.
61. Where Members are participating in a meeting via audio and/or audio-visual links, the Chairperson's directions regarding how a ballot is to be conducted may allow those members to cast their votes on the ballot via any or all of the methods referred to in clause 59, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

Written resolutions by Members

62. A resolution agreed to in writing (or by email) by all the Members, eligible to vote, 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 of members' meetings

63. The Board must ensure that minutes are kept in relation to all Members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 62.
64. Minutes of Members' meetings must include the names of those present; and should be approved by at least 2 members who were present or a simple majority or (if that is not possible) the Chair.
65. The records of resolutions kept under clause 63 must include confirmation that all members agreed to the resolution.



BOARD

Number of Board Members

66. The maximum number of Board Members is 15 who were elected/appointed under clauses 71 to 75 (or deemed to have been appointed by the Members under clause 70);
67. The minimum number of Board Members is 3.

Eligibility

68. A person shall not be eligible for election/appointment to the Board under clauses 71 to 75 unless they are a Member of the Club.
69. A person will not be eligible for election or appointment to the Board if they are:
- (a) disqualified from being a Charity Trustee under the Scottish Charities Act; or
 - (b) an employee of the Club; or
 - (c) under 18 years old.

Initial Board Members

70. 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 Board Members with effect from the date of incorporation of the Club.

Election, Retiral, Re-election

71. At each Annual Members' Meeting , the Members may elect any Member (subject to clause 66, and providing they are not debarred under clause 69) to be a Board Member. Each Board Member is elected for a period of 3 years.
72. The Board may at any time appoint any Member (subject to clause 66, and providing they are not debarred under clause 69) to be a Board Member.



73. At each Annual Members' Meeting, all of the Board Members elected/appointed under clauses 71 and 72 whose 3 year term is coming to an end (and, in the case of the first Annual Members' Meeting, those deemed to have been appointed by the members under clause 70) shall retire from office – but shall then be eligible for re-election under clause 71.
74. A Board Member retiring at an Annual Members' Meeting will be deemed to have been re-elected unless:
- (a) they advise the Board prior to the conclusion of the Annual Members' Meeting that they do not wish to be re-appointed as a Board Member; or
 - (b) an election process was held at the Annual Members' Meeting and they were not among those elected/re-elected through that process.
75. A Board Member may retire before the conclusion of their 3 years term by declaring their intention at the Annual Members' Meeting or by notifying the Board in writing.

Termination of office

76. A Board Member will automatically cease to hold office if:
- (a) they become disqualified from being a charity trustee under the Scottish Charities Act;
 - (b) they stop being a member of the Club;
 - (c) they become incapable for medical reasons of carrying out their duties as a Board Member - but only if that has continued (or is expected to continue) for a period of more than six months;
 - (d) they become an employee of the Club;
 - (e) they give the Club a notice of resignation (either in writing or by email);
 - (f) they are absent (without good reason, in the opinion of the Board) from more than three consecutive Board meetings - but only if the Board resolve to remove them from office;



- (g) they are removed from office by resolution of the Board on the grounds that they are considered to have committed a serious breach of the code of conduct for Board Members (as referred to in clause 130);
 - (h) 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 Scottish Charities Act; or
 - (i) they are removed from office by a resolution of the Members passed at a members' meeting.
77. A resolution under paragraph (g), (h) or (i) of clause 76 shall be valid only if:
- (a) the Board Member concerned is given reasonable prior notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed;
 - (b) the Board Member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote;
 - (c) (in the case of a resolution under paragraph (g) or (h)) at least two thirds (to the nearest round number) of the Board Members then in office vote in favour of the resolution; and
 - (d) (in the case of a resolution under paragraph (i)) at least two thirds (to the nearest round number) of the votes cast in relation to the resolution were in favour of the resolution.

Register of Board Members

78. The Board must keep a register of Board Members, setting out:
- (a) for each current Board Member:
 - (78.a.i) their full name and address;
 - (78.a.ii) the date on which they were appointed as a Board Member; and
 - (78.a.iii) any office held by them in the Club;



- (b) for each former Board Member - for at least 6 years from the date on which they ceased to be a charity trustee:
 - (78.b.i) the name of the Board Member;
 - (78.b.ii) any office held by them in the Club; and
 - (78.b.iii) the date on which they ceased to be a Board Member.

79. The Board must ensure that the register of Board Members is updated within 28 days of any change:

- (a) which arises from a resolution of the Board or a resolution passed by the members of the Club; or
- (b) which is notified to the Club by a Board Member.

80. If any person requests a copy of the register of Board 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 person who is not a Board Member of the Club, the Board may provide a copy, subject to any legislation of data privacy and charity law.

Office-bearers

81. The Members must elect at a Members' Meeting a Chair, a Treasurer and a Secretary.

82. The Board may assign specific operational tasks to any Member or Board Member.

83. All of the office-bearers will continue to hold office whilst they remain a Board Member. The assignment of specific offices and responsibilities may be reviewed at each Annual Members' Meeting if:

- (a) New Board Members are elected, or
- (b) An existing office-bearers requests to be relieved from their office, or
- (c) The duties of an existing office bearer are apportioned differently to others



Powers of the Board

84. The Board is empowered to manage the assets and business of the club. All financial accounts and title deeds shall be in the name of The Pentland Canoe Club.
85. Except where this constitution states otherwise the Board may exercise all the powers of the Club.
86. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board. The quorum for Board meetings detailed in Clause 97.
87. The members may, by way of a resolution passed in compliance with clause 56 (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.
88. The Board may appoint non-member of the Club as Board Advisor(s) either on the basis that they have been nominated by a body with which the Club has close contact in the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the Board. Board Advisor(s) are not charity trustees and have no voting rights at Board meetings.

Responsibility of Board Members

89. Each of the Board Members has a duty, in exercising 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 or themselves:
 - (89.c.i) put the interests of the Club before that of the other party; or
 - (89.c.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 Board 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 or any other relevant legislation.
90. In addition to the duties outlined in clause 89, all of the Board 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 Board Member is corrected by the Board Member concerned and not repeated; and
 - (b) that any Board Member who has been in serious or persistent breach of those duties is removed as Board Member and a Charity Trustee.

Conflicts of interest involving Board Members - general

91. The Board must use every effort to ensure that conflicts of interest involving Board Members (including those which relate to individuals or bodies connected with Board Members) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:
- (a) clauses 92 require Board Members to declare any personal interest which they may have in any transaction or other arrangement with the Club;
 - (b) clause 107 prohibits a Board Member with a personal interest in a proposed arrangement from voting on the question of whether the Club should enter into that arrangement;

Any Board Member whose other interests may be considered by others to be relevant or in conflict should declare such interest to the Board who may make the decision.

92. In addition to complying with the provisions referred to in clause 91:
- (a) the Board must maintain a register of Board Members' interests;



- (b) the Chair (or deputy) of each Board meeting must invite declarations of interest, shortly after the start of the meeting;
- (c) the minutes of each Board 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

- 93. The club may reimburse reasonable out of pocket expenses incurred directly on Club business. The Club may manage grant contributions in support of Members' activities from funds raised only for that purpose. No other remuneration is permitted.

BOARD MEETINGS

Notice of Board meetings

- 94. Any Board Member may call a meeting of the Board or may ask the Secretary to call a meeting of the Board.
- 95. Normally, 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.
- 96. If Board Members are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Board Members must be provided all the necessary details on how to join the meeting, any restrictions or constraints and how to submit questions and / or comments in advance of the meeting.

Procedure

- 97. The quorum is 3 board members, present in person or by video conference.
- 98. If at any time the number of Board Members in office falls below the number stated as the quorum in clause 97, the remaining Board Member(s) will have power to fill the vacancies or call a Members' meeting - but will not be able to make any other valid decisions.
- 99. The Chair of the Club should act as Chairperson of each Board meeting.



100. 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) or has submitted an apology of absence for the meeting, the Board Members present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.
101. Every Board Member has one vote, which must be given personally. Board Members may be allowed to submit a vote ahead of a meeting if they are unable to attend.
102. All decisions at Board meetings will be made by majority vote.
103. 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.
104. The Board may, if they consider appropriate (and must, if this is required under clause 105), allow Board Members to participate in Board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting. The Club will make provisions to ensure the full participations in meetings which are fully or partially conducted via audio-visual link.
105. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed Board meeting would not be possible or advisable for one or more of the Board Members, the Board must make suitable arrangements for Board Members to participate in that Board meeting by other means.
106. The Board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Board meeting notwithstanding that they are not a Board Member - but on the basis that they are not entitled to vote.
107. A Board Member 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 Club; they must withdraw from the meeting while an item of that nature is being dealt with.
108. For the purposes of clause 107:
 - (a) an interest held by an individual who is “connected” with the Board Member under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Board Member;



- (b) a Board 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 management 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.

Board resolutions agreed in writing or by email

- 109. A resolution agreed to in writing (or by email or other electronic written communication) by a majority of the Board Members then in office shall (subject to clauses 110 and 111) be as valid as if duly passed at a Board meeting.
- 110. A resolution under clause 109 shall not be valid unless a copy of the resolution was circulated to all of the Board Members, along with a deadline (which must be reasonable in the circumstances) for notifications under clause 111.
- 111. If a resolution is circulated to the Board Members under clause 110, any one or more Board Members may, following receipt of a copy of the resolution, notify the Secretary that they consider that a Board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the Secretary prior to the deadline:
 - (a) the Secretary must convene a Board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 - (b) the resolution cannot be treated as valid under clause 109 unless and until that Board meeting has taken place;
 - (c) the Board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the Board Members then in office.

Minutes of Board meetings

- 112. The Board must ensure that minutes are kept in relation to all Board meetings and meetings of sub-committees; and that a record is kept of all resolutions affecting the governance and finances of the Club agreed to (in writing or by email or other electronic written



communication) by the Board Members under clause 109. What constitutes a resolutions affecting the governance and finances of the Club will be defined in the club operating procedure.

113. The minutes to be kept under clause 112 must include the names of those present; and (so far as possible) should be approved by the Chairperson of the meeting or at least 2 Board Members who attended the meeting.
114. The records of resolutions affecting the governance and finances of the Club kept under clause 112 must include the names of those Board Members who agreed to the resolution (as well as the names of any Board Members who stated that they disagreed with the resolution); and should be signed by the Chair of the Club.

ADMINISTRATION

Delegation to sub-committees

115. The Board may delegate any of their tasks to sub-committees; a sub-committee must include at least one Board Member, but other members of a sub-committee need not be Board Member(s).
116. The Board may also delegate to the Chair of the Club (or the holder of any other post) such of their tasks as they may consider appropriate.
117. When delegating tasks under clause 115 or 116, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
118. Any delegation of tasks under clause 115 or 116 may be revoked or altered by the Board at any time.
119. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.
120. Any serious matter that concerns paddlesport safety of the members must be considered by a sub-committee comprising of members who are qualified coaches and / or leaders. The special sub-committee shall have the power to invite members or outsiders with special knowledge and/or experience to join in their discussions. The decisions of this sub-committee shall be final on all matters of safety. The Board are expected to accept the findings of the sub-committee or must have robust reasons for presenting alternative conclusions.



Operation of accounts

121. The Board should ensure that the systems of financial control adopted by the Club in relation to the operation of the Club's bank accounts (including online banking) reflect the recommendations made from time to time by the Club's auditors (or independent examiners) or other external accountants.
122. Any income is to be accrued in the Club accounts and used only for the primary purposes of the club, stated in clause 4.

Accounting records and annual accounts

123. The Board must ensure that proper accounting records are kept, in line with all applicable statutory requirements.
124. The board must prepare Annual Accounts, complying with all relevant statutory requirements on a receipts & payments basis. These accounts and the associated working papers used to prepare the annual statements must be examined by an independent examiner, said examiner to be appointed at each year's Annual Members' Meeting or if required appointed by a quorum of the board during the financial year. The board may if it is felt necessary consider having a separate audit undertaken by a qualified auditor, accountant or other professional financial individual.

MISCELLANEOUS

Data Protection

125. The Board will ensure that an appropriate Data Policy is adopted or produced.

Equality, Diversity and Inclusion policy (EDI)

126. The Club endorses the principle of sports equality and will strive to ensure **the inclusion of** everyone who wishes to be involved in Club activities and events .
127. The Club will normally adopt the relevant policies, procedures and guidelines of the paddle sport regulatory body to meet this requirement.



Wellbeing and child protection

128. The Club is fully committed to safeguarding the wellbeing and protection of all children and vulnerable adults in its care. The Club recognises the responsibility to promote wellbeing and safe practice and to protect individuals from harm, abuse and exploitation.
129. The Club will normally adopt the relevant to the National Governing Body for the sport governing body policies, procedures and guidelines to meet this requirement.

Code of conduct for Board Members

130. Each of the Board Members shall comply with the Code of Conduct and the conflict of interest policy prescribed by the Board from time to time.
131. The Code of Conduct referred to in clause 130 shall be supplemental to the provisions relating to the conduct of Board Members contained in this constitution and the duties imposed on charity trustees under the Scottish Charities Act; 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.

Code of Conduct for Members

132. Each Member shall comply with the code of conduct of the National Governing Body for the sport or a code of conduct prepared by the Board Members.

Membership to other organisations

133. As a minimum, the Club will be a member of the National Governing Body for paddlesport in Scotland.
134. The Board may decide that it is advantageous to be a member of other organisations.
135. The Treasurer and Secretary will ensure that memberships are renewed annually.



Grievance, discipline and appeals

136. The Club will have a policy/procedure for dealing with complaints regarding the behaviour and conduct of members, volunteer or employees.

Dissolution

137. 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 Scottish Charities Act.
138. 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; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the Club must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of SCIOs.

Alterations to the constitution

139. This Constitution may (subject to clause 140) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 56) or by way of a written resolution of the members.
140. The Scottish Charities Act 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

141. 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.



142. In this constitution:

- (a) “Scottish Charities Act” means (subject to clause 141) 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.

