

**Inverness Canoe Club
Constitution and Rules
2018**

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Type of Organisation

- 1.1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).
- 1.2 It will seek to be affiliated to the Scottish Canoe Association, which is paddlesport's national governing body in Scotland.

Scottish Principal Office

- 2 The principal office of the club will be in Scotland (and must remain in Scotland).

Name

- 3 The Club shall be known as "Inverness Canoe Club".

Purposes

4. The Club's Purposes are:
 - 4.1 To foster, develop and advance public participation in paddlesport
 - 4.2 To organise recreational activities to support 4.1
5. As a "Charitable body" the Club will solely pursue charitable objects and ensure its property and assets are solely used for charitable purposes.
 - 5.1 'Charitable body' shall mean a body in the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.
 - 5.2 'Charitable objects' 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.

Powers

6. The Club has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so within the confines of the law and its status as a SCIO.
7. The Club operates entirely as a not for profit organisation to further its charitable purposes. No portion of the income and property shall be paid or transferred directly or indirectly by way of dividend, distribution, bonus, honoraria or otherwise, howsoever by way of profit to the Members.

Liability of members

8. The Members of the organisation have no liability to pay any sums to help to meet 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.
9. The Members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; Paragraph 6 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General Structure

10. The structure of the organisation consists of:-
 - 10.1 the MEMBERS - who have the right to attend Members' Meetings (including any Annual General Meeting) and have responsibilities under the constitution, including appointing the Board of Trustees and taking decisions on changes to the constitution itself;
 - 10.2 the BOARD OF TRUSTEES - 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.
11. The people serving on the Board of Trustees are referred to in this constitution as TRUSTEES.

MEMBERS

Qualification for Membership

12. Membership shall be open to any individual by submission of the application form and payment of the annual fee.
13. Application for Club Membership shall be through the Club's advertised and open membership process (e.g. application through the website).
14. The Club is committed to extending maximum opportunity to all its members to access paddlesport in a way that reflects each individual's skills and abilities, personal safety, developmental and other needs. Securing this aspiration will need to reflect the voluntary nature of the Club and at times, the need to operate safely. However, the Club is committed to the principle of

equality of opportunity and inclusion across its range of activities. Equally, it is committed to recognising and upholding the right of every Member to attend general meetings, vote and hold office, and generally to encourage participation in Club activities according to this Constitution.

15. Specifically, the Club will seek to be inclusive regardless of age, disability, gender reassignment, marital and civil partnership status, pregnancy and maternity, race, religion or belief, sex, or sexual orientation.
16. Any employees of the organisation are not eligible for Membership.

Membership

17. The AGM shall fix membership categories (such as adult, junior, family and unwaged) and appropriate subscriptions as it sees fit. Note Paragraph 43 describes at what age Members may vote.
18. All existing Members of the Club, and those joining the Club in the future, shall be deemed to accept the terms and conditions of this Constitution and any other byelaws and policies published by the Club.
19. Membership of the Club is based on the express permission of the Member, that the Club operates and conducts its business principally by electronic means. Email shall constitute written communication. At its absolute discretion, the Club shall make reasonable effort to accommodate those who may not have access to such means of communication, and especially to accommodate those for whom such communication may provide a problem due to disability, technical difficulty or other legitimate reasons. However, it is under no obligation to provide alternative means of communication, and it is a condition of membership that a Member agrees to receiving communications from the Club in an electronic format. Membership records will be held electronically and may be operated through third-party membership services.

Register of Members

20. The Board of Trustees must keep a register of Members, setting out;
 - 20.1 For each current Member:
 - i his/her full name and address; and
 - ii the date on which he/she was registered as a Member of the organisation.
 - 20.2 For each former Member – for a period set out by the Club’s data retention policy:
 - i his/her name; and

ii the date on which he/she ceased to be a Member.

21. The Board of Trustees must ensure that the register of Members is updated within 28 days of any change:
- 21.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 21.2 which is notified to the organisation.
22. If a Member or Trustee of the organisation requests a copy of the register of members, the Board of Trustees 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 Trustee), the Board shall normally only provide a complete list of names of Members. (The Club may also produce a fuller membership directory available to Members, which provides additional contact details of those listed. Inclusion will be voluntary and Members will actively opt in to this directory.

Withdrawal from Membership

23. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her, or submit a request by email from their registered email address; he/she will cease to be a Member as from the time when the notice is received by the organisation.
24. The Board of Trustees shall determine whether all, part or none of the annual subscription fee shall be returned to the former Member upon their withdrawal, and this decision may be delegated by the Board at its discretion.

Transfer of Membership

25. Membership of the organisation cannot be transferred between individuals.

Refusal of Membership or Expulsion

26. The Board of Trustees shall be empowered to refuse or terminate any individual membership in the interests of the Club. Grounds for refusal or expulsion include if the Board fears for the safety or wellbeing of Club Members or the general public, and/or where the applicant's conduct and/or actions are considered to bring the Club and/or sport into disrepute and/or depart from this Constitution, the objectives of the Club and/or any of the bye-

laws or policies published by the Club. The Committee must advise the Member in writing.

27. In the event of expulsion or planned refusal of membership, the following appeal procedures will apply;
 - 27.1 At least 21 days notice of the intention to propose the resolution must be given to the Member concerned, specifying the ground for the proposed expulsion.
 - 27.2 The individual concerned will be entitled to make a short presentation in his/her favour (no more than five minutes long) at the Board meeting at which the resolution is proposed and/or make his/her case in writing prior to a decision being taken by the Board.
28. The individual concerned may appeal in writing within seven days of the Board making the original decision, and any appeal will subsequently be heard by an appeals committee comprising of an appointee of the SCA (or other similar independent body identified by the Board), an SCA registered coach nominated by the appellant as the Members' representative, and two representatives appointed by the Board. Should the Member fail to nominate a representative in their appeal submission, then the appeals committee may determine the appeal in any case. There is no set timescale for the hearing of an appeal, but it should occur within a reasonable timescale.

DECISION-MAKING BY THE MEMBERS

Members' Meetings

29. The Board of Trustees must arrange a meeting of Members (an Annual General Meeting or "AGM") in each calendar year.
 - 29.1 The business of each AGM must include:
 - 29.2 a report by the Chairperson on the activities of the organisation;
 - 29.3 consideration of the annual accounts of the organisation;
 - 29.4 and the election of Trustees.
30. The Board of Trustees may arrange an Extraordinary Members' meeting at any time.

Power to Request Members' Meeting

31. The Board of Trustees must arrange a Members' meeting if they are requested to do so by 5% or more of the total current Membership of the organisation. This may take the form of two or more documents in the same

terms, each signed by one or more Members. The following provisions will apply:

- 31.1 the notice must state the purposes for which the meeting is to be held; and
 - 31.2 these purposes must not be inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 and any other statutory provision.
32. If the Board receives a notice under Paragraph 31, the meeting must be held within 45 days from the date on which it received the notice.
33. At least 14 clear days' notice must be given to Members of any AGM or any Members' Meeting. The reference to "clear days" shall be taken to mean that, in calculating the period of notice:
 - 33.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 33.2 the day of the meeting itself should also be excluded.
34. The notice calling a Members' Meeting must specify in general terms what business is to be dealt with at the meeting.
35. If the purpose of the meeting is wholly or in part to approve a proposal to alter the constitution or other resolution requiring a two thirds majority of those present (see Paragraph 45), then the notice must set out the exact terms of the proposed alteration(s) or resolution.
36. Notice of every Members' Meeting must be given to all the Members of the organisation and to all the Trustees; but the accidental omission to give notice to one or more Members will not invalidate such a Meeting providing reasonable steps have been taken to advise the Membership as a whole of a meeting.
37. Any notice required to be given to a Member under this constitution must be sent by e-mail to the Member, at the e-mail address last notified by him/her to the organisation.

Procedure at Members' Meetings

38. No valid decisions can be taken at any Members' Meeting unless a quorum is present.
39. The quorum for a Members' Meeting is 10% of Members with paid subscriptions, and these members must be physically present.
40. 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 to a vote; and 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.

41. The Chairperson of the Board should normally act as Chairperson of each Members' Meeting.
42. If the Chairperson 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 Trustees present at the meeting must appoint a person who will act as Chairperson of that meeting.

Voting at Members' Meetings

43. Every Member over the age of twelve has one vote, which must be given personally.
44. All decisions at Members' Meetings will be made by majority vote - with the exception of the types of resolution listed in Paragraph 45.
45. The following resolutions will be valid only if passed by not less than two thirds of those voting in favour of the resolution at a Members' Meeting (or if passed by way of a ballot, as set out in Paragraph 49):
 - 45.1 a resolution amending the constitution;
 - 45.2 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);
 - 45.3 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities); or
 - 45.4 a resolution for the winding up or dissolution of the organisation.
46. 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.
47. The Chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Ballot of Members

48. Should the Trustees determine it to be appropriate: new Trustees, changes in Constitution and motions may be determined by a ballot of the Members as opposed to decision at a Meeting of the Members. This ballot must be conducted using a transparent and secure voting mechanism and all eligible

Members shall have a period of at least three weeks in which to register any vote. Using electronic voting mechanisms is acceptable. Regardless, an Annual General Meeting must still be convened as prescribed in Paragraph 29.

49. Any change of constitution will require a clear two thirds majority of those voting in the ballot. For appointment of Trustees and motions, including direction to the Board, by ballot a simple majority of those voting will be required. In all cases, a minimum of 20% of the Membership must have voted in any ballot for any decision to be binding.

Minutes of Members' Meetings

50. The Board of Trustees must ensure that proper minutes are kept in relation to all Members' Meetings.
51. Minutes of Members' Meetings must include the names of those present; and should be agreed by the following AGM or next Members' Meeting.

BOARD OF TRUSTEES

Procedure at Board of Trustees meetings

52. The maximum number of Trustees is 12.
53. The minimum number of Trustees is 3.

Eligibility

54. A person will not be eligible for election or appointment to the Board of Trustees unless he/she is a Member of the organisation.
55. A person will not be eligible for election or appointment to the Board of Trustees if he/she is:
 - 55.1 disqualified from being a Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 55.2 an employee of the organisation.

Initial Trustees

56. The individuals who signed the Trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the Members as Trustees with effect from the date of incorporation of the organisation.

Election, retiral, re-election

57. At each AGM, the Members may elect any Member (unless he/she is debarred from membership under Paragraphs 55) to be a Trustee.
58. The Board of Trustees may at any time appoint any Member (unless he/she is debarred from membership under Paragraphs 55) to be a Trustee.
59. At each AGM, all of the Trustees must retire from office - but may then be immediately re-elected under Paragraph 57.
60. For the avoidance of doubt, all Trustees must be Members of the Club
61. A Trustee will automatically cease to hold office if:
 - 61.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 61.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 61.3 he/she ceases to be a Member of the organisation;
 - 61.4 he/she becomes an employee of the organisation;
 - 61.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 61.6 he/she is absent (without good reason, in the opinion of the Board of Trustees) from more than three consecutive meetings of the Board of Trustees - but only if the Board of Trustees resolves to remove him/her from office;
 - 61.7 he/she is removed from office by resolution of the Board of Trustees on the grounds that he/she is considered to have committed a material breach of the Code of Conduct for Trustees (as referred to in Paragraph 88);
 - 61.8 he/she is removed from office by resolution of the Board of Trustees 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
 - 61.9 he/she is removed from office by a resolution of the Members passed at a Members' Meeting.
62. A resolution under Paragraphs 61.7, 61.8 or 61.9 shall be valid only if: -
 - 62.1 the 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;

- 62.2 the 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
- 62.3 (in the case of a resolution under Paragraph 61.7 or 61.8) at least two thirds of the Trustees present vote in favour of the resolution.

Register of Trustees

- 63. The Board of Trustees must keep a register of Trustees:
 - 63.1 setting out for each current Trustee:
 - i his/her full name and address;
 - ii the date on which he/she was appointed as a Trustee; and
 - iii any office held by him/her in the organisation.
 - 63.2 for each former Trustee – retain a historical record of when and for what period each Trustee served for a period in keeping with Club's Data Retention Policy. This should include:
 - i the name of the Trustee;
 - ii any office held by him/her in the organisation; and
 - iii the date on which he/she ceased to be a Trustee.
- 64. The Board of Trustees must ensure that the register of Trustees is updated within 28 days of any change:
 - 64.1 which arises from a resolution of the Board of Trustees or a resolution passed by the members of the organisation; or
 - 64.2 which is notified to the organisation.
- 65. If anyone requests a copy of the register of Trustees, the Board must ensure that a copy is supplied to him/her within 28 days.

Office-bearers

- 66. All of the office-bearers and other Trustees will cease to hold office from the conclusion of each AGM the year following their election, but may be re-elected for a further year's office at the same AGM under Paragraphs 57.
- 67. A person elected to any office will automatically cease to hold that office:

- 67.1 if he/she ceases to be a Trustee; or
- 67.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of Board of Trustees

- 68. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Board of Trustees (the Board); and the Board may exercise all the powers of the organisation.
- 69. A meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.
- 70. The Members may, by way of a resolution passed by simple majority, (subject to the exceptions set out in Paragraph 45), direct the Board to take any particular step; and the Board shall give effect to any such direction accordingly. Nominations for the Board of Trustees shall be made before the AGM in writing or declared at the AGM by Members eligible to vote, including prospective candidates, the Board of Trustees as a whole or individually.
- 71. The AGM shall identify elect three Trustees with specific roles:
 - 71.1 Chairperson;
 - 71.2 Secretary;
 - 71.3 Treasurer.
- 72. In addition, prior to the AGM, the Board may and usually will identify a range of other responsibilities, which will be allocated to specific Trustee vacancies on the Board. The Board will retain the right to change and create additional responsibilities for individual Board Members. It may also co-opt Members, with their agreement, to assist in its work, but this confers no voting rights.
- 73. The Board of Trustees shall ensure that a Trustee or other individual has responsibility for Child Protection and Event Safety. It is desirable that these individuals are identified at the AGM.
- 74. The Board of Trustees shall be the Trustees of Inverness Canoe Club.
- 75. The Board of Trustees will manage all aspects of the Club. They will have the power to appoint replacements to the Board should any vacancies arise prior to an AGM.
- 76. The Board of Trustees shall have the executive powers necessary to operate the Club and promote its Purpose as set out in Paragraph 4. The Board of Trustees should provide leadership and direction for the Club and ensure sound governance. Its powers include to:
 - 76.1 draw up, rescind or amend Club Rules;

- 76.2 Co-opt Board members to fill vacancies or serve in other capacities etc. Such co-opted members will have no voting rights on the Board; Appoint sub-committees;
 - 76.3 Admit members and affiliated organisations; and
 - 76.4 Set fees for Club equipment hire, personal equipment storage and trips.
77. Normal decision making will take place when the Board meets routinely, but when circumstances require a vote outwith a Board meeting, voting may be conducted in writing by Officers of the Club and shall comply with the provisions of Paragraphs 93 and 94. For the purposes of this section, the definition of 'in writing' may include email communication. Following such a vote, full details of the vote (including its purpose, extent and outcome) shall be reported at the next available Board meeting and shall be properly minuted.
78. The Board will normally be open to all Members to attend as observers. Members, other than the Trustees, may only speak at the invitation of the Chairperson. The Board may determine to meet in closed session to consider any sensitive matter.

Financial Arrangements

79. The Treasurer shall keep adequate account of all the Club finances and shall prepare a report of the same for the AGM.
80. The Club's financial year shall run from the 1st January to the 31st December each year.
81. The Club may establish an internet-based merchant account and direct debit arrangements in order to facilitate internet-related financial transactions required as part of furthering the objects of the Club.

Trustees General Duties

82. Each of the Trustees has a duty, in exercising functions as a Trustee, to act in the interests of the organisation and, in particular, must:
- 82.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 82.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 82.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party; put the interests of the organisation before that of the other party;

- 82.4 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 Trustees with regard to the matter in question; and
- 82.5 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
83. In addition to the duties outlined in Paragraph 82, all of the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 83.1 that any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
- 83.2 that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.
84. Provided 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 Trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to Paragraph 95 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
85. No Trustee may serve as an employee (full time or part time) of the organisation; and no Trustee may be given any remuneration by the organisation for carrying out his/her duties as a Trustee.
86. The Trustees are entitled to be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings. They will be expected to produce receipts for any expenditure, and the Board will determine any rates of reimbursement such as mileage, and has the final decision on whether any costs are reasonable.

Code of Conduct for Trustees

87. Each of the Trustees shall comply with the rules of the Club, including any relating to conduct of Trustees that the Board may adopt.

DECISION-MAKING BY THE TRUSTEES

Notice of Board of Trustees meetings

88. Any Trustee may call a meeting of the Board of Trustees or ask the Secretary to call a meeting of the Board.

89. 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 of Trustees Meetings

90. No valid decisions can be taken at a Board of Trustees meeting unless a quorum is present; the quorum for board meetings is at least half the Trustees plus one individual. Trustees may be present or may attend by phone or videolink.
91. The Chairperson of the organisation should normally chair each Board meeting. If the Chairperson is not present within 15 minutes after the time at which the meeting was due to start (or he/she does not wish to act as Chairperson), the Trustees present at the meeting must agree or failing this elect (from among themselves) a Trustee who will act as Chairperson of that meeting.
92. Every Trustee has one vote, which must be given personally (or via telephone or videolink).
93. If there is not consensus over any action, all decisions at Board of Trustees meetings will be made by majority vote.
94. 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.
95. A Trustee must not vote at a Board of Trustees 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 or 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.
96. For the purposes of Paragraph 95 –
- 96.1 an interest held by an individual who is “connected” with the Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, sibling, etc) shall be deemed to be held by that Trustee;
 - 96.2 a Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the Board of Trustees, officer or elected representative has an interest in that matter.

Minutes

97. The Board of Trustees must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

98. The minutes to be kept under Paragraph 97 must include the names of those present.
99. Minutes of both the Board and any general meetings should be made available to all Members within a reasonable time, for example, by publication on the Club's website.

BOARD ADMINISTRATION

Delegation to sub-committees

100. The Board of Trustees may delegate any of their powers to sub-committees; a sub-committee must include at least one Trustee, but other members of a sub-committee need not be Trustees.
101. The Board of Trustees may also delegate to the Chairperson of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
102. When delegating powers under Paragraph 100 or 101, the Board of Trustees must set out appropriate conditions (which must include an obligation to report regularly to the Board of Trustees).
103. Any delegation of powers under Paragraph 100 or 101 may be revoked or altered by the Board of Trustees at any time.
104. 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

105. Any money to be withdrawn from a Club account shall be authorised by any two of the Treasurer, Secretary and the Chairperson (or by the previous agreement of the Board another named Trustee).
106. Electronic payments should equally require approval by the persons specified in Paragraph 105.
107. The income of the Club shall be solely used for furthering the objects of the Club and for no other purpose.

Accounting records and annual accounts

108. The accounts shall be examined in accordance with current legislation. Unless current legislation requires otherwise, the accounts shall be independently examined by one of the following:

- 108.1 a full or associate member of the Association of Charity Independent Examiners;
 - 108.2 a qualified Accountant or Auditor currently in employment;
 - 108.3 a retired accountant;
 - 108.4 a bank manager or senior bank employee; or
 - 108.5 a suitable individual with professional financial experience.
109. Annual accounts will be submitted annually to OSCR.

MISCELLANEOUS

Winding-up

- 110. 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.
- 111. 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 which closely resemble – the purposes of the organisation as set out in this constitution.