SPORTING
CHANCES

SCVO Model SCIO Constitution (two tier)

CONSTITUTION

of

Sporting Chances Alba - SCIO

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GENERAL

Type of organisation

1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

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

Name

3 The name of the organisation is "*Sporting Chances Alba*".

Purposes

4 The organisation's aim is to 'Improve the lives of the people of Scotland through lifelong participation in activity and sport. It's purposes are:

4.1 Encourage involvement in activity and sport through education, outreach programmes and signposting

4.2 Provide affordable and accessible routes into activity and sport for all sectors of the community

4.3 Provide support for the development of sporting excellence in the form of coaching, strength and conditioning and competitive participation in a range of sporting disciplines

4.4 Create opportunities for lifelong participation and learning in activity and sport

4.5 Develop programmes of research and intervention in order to continually improve the impact that activity and sport has on the people of Scotland

Powers

5 The organisation 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 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 purposes.

Liability of members

7 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.

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 - which are divided into Club Members and Voting Members. Only the Voting Members have important powers under the constitution, in particular, the election of charity trustees and approval of changes to the constitution. All members have the right to attend members' meetings (including any annual general meetings) ;

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.

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

MEMBERSHIP

Qualifications for membership

11 Membership is devided into two classes

11.1 Club Members – open to all participants, parents/guardians, coaches, volunteers. They may attend meetings but do not have voting rights.

11.2 Voting Members – individuals with legal voting rights under this constitution.

12 Voting Membership is open to any individual aged 18 or over who is:

12.1 A current charity trustee of the organisation; OR

12.2 An individual who holds a key volunteer role formally appointed by the Board (such as a Club Welfare Officer, Club Secretary, or a member of an official sub-committee) and has served in that capacity for a continuous

period of at least 12 months; OR

12.3 An individual who, in the opinion of the Board, has made a significant and sustained voluntary contribution to the charity over a period of not less than two years.

Application for membership

12A All charity trustees shall automatically become Voting Members upon their appointment and shall cease to be Voting Members upon termination of their office as a trustee.

13 Other eligible individuals who wish to become Voting Members must submit a written application to the Board, which the Board will then be considered by the board at its next board meeting.

14 The board may, at its discretion, refuse to admit any person to membership.

15 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

Membership subscription

16 No membership subscription will be payable.

Register of members

17 The board must keep a register of members, setting out

17.1 for each current member:

17.1.1 their full name and address; and

17.1.2 the date on which they were registered as a member of the organisation;

17.2 for each former member - for at least six years from the date on which they ceased to be a member:

17.2.1 their name; and

17.2.2 the date on which they ceased to be a member.

18 The board must ensure that the register of members is updated within 28 days of any change:

18.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

18.2 which is notified to the organisation.

19 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 them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership

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

Transfer of membership

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

Re-registration of members

22 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 the date of issue of the notice) to provide that confirmation to the board.

23 If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 22, the board may expel them from membership.

24 A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28-day period.

Expulsion from membership

25 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-

25.1 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;

25.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

26 Membership of the organisation will terminate on death.

26A Cease to meet the qualifications for voting membership set out in clause 12.

DECISION-MAKING BY THE MEMBERS

Members' meetings

27 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. All members (both Club and Voting) are entitled to attend, but only Voting Members may vote.

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

29 Notwithstanding clause 27, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.

30 The business of each AGM must include:-

30.1 a report by the chair on the activities of the organisation;

30.2 consideration of the annual accounts of the organisation;

30.3 the election/re-election of charity trustees, as referred to in clauses 59 to 62.

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

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

32 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 by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:

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

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

33 If the board receive a notice under clause 32, 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

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

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

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

35.2 in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.

36 The reference to “clear days” in clause 34 shall be taken to mean that, in calculating the period of notice,

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

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

37 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

38 Any notice which requires to be given to a member under this constitution must be: -

38.1 sent by post to the member, at the address last notified by them to the organisation; *or*

38.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members’ meetings

39 No valid decisions can be taken at any members' meeting unless a quorum is present.

40 The quorum for a members' meeting is 3 voting members, present in person.

41 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.

42 The chair of the organisation should act as chairperson of each members' meeting.

43 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 among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

44 Every voting member has one vote, which must be given personally.

45 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 46.

46 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 50):

46.1 a resolution amending the constitution;

46.2 a resolution expelling a person from membership under clause 25;

46.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

46.4 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);

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

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

47 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.

48 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.

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

Written resolutions by members

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

Minutes

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

52 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.

53 [The board shall make available copies of the minutes referred to in clause 51 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 99.]

BOARD

Number of charity trustees

54 The maximum number of charity trustees is 9; out of that:

55 The minimum number of charity trustees is 3 [*must not be less than 3*].

Eligibility

56 A person shall not be eligible for election/appointment to the board under clauses 58 to 61 unless they are a member of the organisation; a person appointed to the board under clause 63 need not, however, be a member of the organisation.

57 A person will not be eligible for election or appointment to the board if they are: -

57.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

Initial charity trustees

58 The individuals who signed 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.

59 Election, retiral, re-electionAt each AGM, the voting member may elect any eligible member (unless they are debarred from membership under clause 57) to be a charity trustee.

60 The board may at any time appoint any eligible member (unless they are debarred from membership under clause 57) to be a charity trustee.

61 At each AGM, all serving charity trustees shall be deemed to be re-elected and will continue in office, unless

61.1 they give notice in writing of their wish to resign prior to the meeting; or

61.2 a resolution for the removal of that charity trustee is proposed and passed by the Voting Members at the AGM.

61.3

Appointment/re-appointment of co-opted charity trustees

63 In addition to their powers under clause 60, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 54, and providing they are not debarred from membership under clause 57) either on the basis that they have been nominated by a body with which the organisation 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.

Termination of office

65 A charity trustee will automatically cease to hold office if: -

65.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

65.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

65.3 (in the case of a charity trustee elected/appointed under clauses 58 to 62) they cease to be a member of the organisation;

65.4 they give the organisation a notice of resignation, signed by them;

65.5 they are 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 them from office;

65.6 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 82);

65.7 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

65.8 they are removed from office by a resolution of the members passed at a members' meeting.

66 A resolution under paragraph 65.7, 65.8 or 65.9 shall be valid only if: -

66.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;

66.2 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

66.3 (in the case of a resolution under paragraph 65.7 or 65.8) 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

67 The board must keep a register of charity trustees, setting out

67.1 for each current charity trustee:

67.1.1 their full name and address;

67.1.2 the date on which they were appointed as a charity trustee; and

67.1.3 any office held by them in the organisation;

67.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:

67.2.1 the name of the charity trustee;

67.2.2 any office held by them in the organisation; and

67.2.3 the date on which they ceased to be a charity trustee.

68 The board must ensure that the register of charity trustees is updated within 28 days of any change:

68.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

68.2 which is notified to the organisation.

69 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee 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

70 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.

71 In addition to the office-bearers required under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

72 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 70 or 71.

73 A person elected to any office will automatically cease to hold that office: -

73.1 if they cease to be a charity trustee; *or*

73.2 if they give to the organisation a notice of resignation from that office, signed by them.

Powers of board

74 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.

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

76 The members may, by way of a resolution passed in compliance with clause 46 (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.

Charity trustees - general duties

77 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:-

77.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;

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

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

77.3.1 put the interests of the organisation before that of the other party;

77.3.2 where any other duty prevents them 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;

77.4 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.

78 In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

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

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

79 Provided they have declared their interest - and have 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 they have a personal interest; and (subject to clause 80 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

80 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 their duties as a charity trustee.

81 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

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

83 The code of conduct referred to in clause 82 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

84 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.

85 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

86 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 charity trustees, present in person.

87 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 86, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.

88 The chair of the organisation should act as chairperson of each board meeting.

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

90 Every charity trustee has one vote, which must be given personally.

91 All decisions at board meetings will be made by majority vote.

92 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.

93 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.

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

95 For the purposes of clause 94: -

95.1 an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child,

parent, brother/sister etc) shall be deemed to be held by that charity trustee;

95.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

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

97 The minutes to be kept under clause 96 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

98 The board shall (subject to clause 99) make available copies of the minutes referred to in clause 96 to any member of the public requesting them.

99 The board may exclude from any copy minutes made available to a member of the public under clause 98 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Remuneration and Expenses of Charity Trustees

99A. A charity trustee is entitled to be reimbursed from the funds of the organisation for any expenses properly incurred by them when acting on behalf of the organisation.

99B. A charity trustee may be paid for providing services to the organisation under a contract for services, provided that all the following conditions are met:

99B.1 The decision is taken by a majority of the charity trustees who do not have a personal interest in the matter.

99B.2 The services provided are in direct furtherance of the organisation's charitable purposes and the rate of payment is reasonable for the services provided.

99B.3 The total number of charity trustees receiving payment under this clause at any one time shall constitute a minority of the total number of serving charity trustees.

99B.4 The charity trustee receiving payment shall not participate in any part of the decision-making process, in accordance with Clause 94.

99B.5 A written contract must be put in place between the organisation

and the charity trustee being paid, which outlines the specific services, terms, and rate of payment.

Delegation to sub-committees

100 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.

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

102 When delegating powers under clause 100 or 101, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

103 Any delegation of powers under clause 100 or 101 may be revoked or altered by the board 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 Subject to clause 106, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the 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.

106 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 105.

Accounting records and annual accounts

107 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

108 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

109 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.

110 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.

Alterations to the constitution

111 This constitution may (subject to clause 112) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46) or by way of a written resolution of the members.

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

Interpretation

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

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

113.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.

114 In this constitution: -

114.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;

114.2 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.