|  |
| --- |
|  |
| **Constitution of** **Sports Council for Glasgow****Scottish Charitable Organisation SC046373****March 2021 (Version 4)** |

**Constitution of**

**Sports Council for Glasgow**

|  |
| --- |
| **CONTENTS** |
| **GENERAL** | type of organisation, Scottish principal office, name, purposes, powers, liability, general structure | clauses 1 - 10 |
| **MEMBERS** | qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion | clauses 11 - 22 |
| **DECISION-MAKING BY THE MEMBERS**  |  members’ meetings, power to request members’ meeting, notice, procedure at members’ meetings, voting at members’ meetings, written resolutions, minutes | clauses 23 - 49 |
| **BOARD (CHARITY TRUSTEES)** | number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct | clauses 50 - 77 |
| **DECISION-MAKING BY THE CHARITY TRUSTEES** | notice, procedure at board meetings, minutes | clauses 78 - 93 |
| **ADMINISTRATION** | sub-committees, operation of accounts, accounting records and annual accounts | clauses 94 - 102 |
| **MISCELLANEOUS** | winding up, alterations to the constitution, interpretation | clauses 103 - 108 |

**DEFINITIONS**

In construing this Constitution of Sports Council for Glasgow, the following expressions shall have the following meanings, except where the context otherwise requires:

“**AGM**” means an annual general meeting of the Sports Council for Glasgow;

“**Annual Subscription Fee**” means the annual fee payable by each Member in order to attain or continue its membership of the Sports Council for Glasgow;

“**Board**” means the board of the Sports Council for Glasgow;

“**Chair**” means the individual appointed by the Charity Trustees to be chairperson of the Sports Council for Glasgow;

“**Charity Trustee**” means any individual holding a position on the Board of the Sports Council for Glasgow;

“**Constitution**” means this Constitution of the Sports Council for Glasgow;

“**Honorary Life Member**” means any individual appointed by the Board as an honorary life member in recognition of specific contribution to the running and organisation of the Sports Council for Glasgow;

“**Member**” means any constituted sports related club, organisation or individual to whom membership of the Sports Council for Glasgow is granted in accordance with the terms of this Constitution;

“**Office-Bearers**” means each of the Chair, Vice-Chair, Treasurer and Secretary, and any other position as may be appointed by the Charity Trustees in accordance with the terms of this Constitution;

“**Secretary**” means the individual appointed by the Charity Trustees to be secretary of the Sports Council for Glasgow;

“**Special Members’ Meeting**” means a special Members’ meeting of the Sports Council for Glasgow;

“**Sub-Committee**” means any one of the following sub-committees:

 (i) Communications Sub-Committee;

 (ii) Events Sub-Committee;

 (iii) Finance Sub-Committee;

 (iv) Governance Sub-Committee;

 (v) Membership Sub-Committee; and

 (vi) Personnel Sub-Committee;

“**Treasurer**” means the individual appointed by the Charity Trustees to be treasurer of the Sports Council for Glasgow; and

“**Vice-Chair**” means the individual appointed by the Charity Trustees to be vice-chairperson of the Sports Council for Glasgow.

Words importing the singular include the plural and vice versa where the context requires and words importing any gender shall include all other genders.

Any reference to a Clause is a reference to a Clause of this Constitution.

**GENERAL**

**Type of organisation**

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

**Scottish principal office**

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

**Name**

1. The name of the organisation is Sports Council for Glasgow.

**Purposes**

1. The organisation’s purposes are the advancement of public participation in sport through:
	1. Encouraging citizens of all ages, all communities and local organisations based or carrying out the majority of their activities within Glasgow, to participate in sport and related physical activities and through this to live healthy lifestyles;
	2. Providing a unified and independent voice for Member sports clubs and organisations to improve sport experiences across Glasgow; and
	3. Assisting Members to develop their clubs and organisations through facilitating programmes and services, including provision of specific grants that address their particular needs.

**Powers**

1. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
2. 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**

1. 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.
2. 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**

1. The structure of the organisation consists of: -
	1. the Members - each of whom have the right to attend Members' meetings (including any AGM) and have important powers under the constitution; in particular, the Members appoint people to serve on the Board and take decisions on changes to the constitution itself; and
	2. the Board - which holds regular meetings and generally controls the activities of the organisation; for example, the Board is responsible for monitoring and controlling the financial position of the organisation.
2. The people serving on the Board are referred to in this constitution as Charity Trustees.

**MEMBERS**

**Qualifications for membership**

1. Membership is open to all constituted sports related clubs and organisations and individuals directly concerned with sport and related physical activities within the functional area of the Sports Council for Glasgow.
	1. Prospective members may apply for affiliation to the Sports Council for Glasgow subject to agreeing to abide by any rules which may be made by the Sports Council for Glasgow.
	2. The Board shall retain the right to reject or defer any application for membership or affiliation on any grounds which the Board, exercising its sole discretion, deems reasonable.
	3. The Board may appoint a maximum of ten (10) Honorary Life Members at any one time in recognition of specific contribution to the running and organisation of the Sports Council for Glasgow. No Annual Subscription Fee will be payable by such individuals and these individuals shall have no voting rights at AGMs or Special Members’ Meetings.
2. Employees of the Sports Council for Glasgow are not eligible for membership.

**Application for membership**

1. Any constituted sports related club or organisation or individuals who wish(es) to become a Member must: (a) complete a written or digital application for membership, which must be submitted by mail, e-mail or through other appropriate media; and (b) pay the Annual Subscription Fee.
	1. The application will then be considered by the Membership Sub-Committee, who will propose those applicants to be accepted into membership to the Board via the chairperson of the Membership Sub-Committee.
	2. The proposal will be considered at the next scheduled Board meeting.
2. The Board may, at its discretion, decline to admit any club or organisation or individual to membership.
3. The Board must notify each applicant promptly (in writing, by e-mail, or by any other suitable media) subsequent to a Board meeting, should a decision be made to exclude an applicant from membership. If the decision was to refuse membership, the Board shall return to the applicant the Annual Subscription Fee paid by the applicant under Clause 13.

**Membership subscription**

1. The level of Annual Subscription Fees for membership shall be defined at the AGM or at a Special Members’ Meeting and such Annual Subscription Fees shall come into effect for the next financial/membership year as soon as these have been sanctioned through a vote of Members at the AGM or at a Special Members’ Meeting.
	1. Members shall be required to pay the Annual Subscription Fee unless and until otherwise determined by the Members.
	2. The Annual Subscription Fee is due for payment by each Member on the 1st April in each year.
	3. The Members may vary the amount of the Annual Subscription Fee and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM or at a Special Member’s Meeting.
	4. If the Annual Subscription Fee payable by any Member remains outstanding more than eight (8) weeks after the date on which it fell due - and providing they have been given at least one (1) written reminder – the Board may, by resolution to that effect, remove that Member from membership.
	5. If an existing Member fails to confirm details in relation to renewal of its membership in any given year, but that Member has made full payment of the Annual Subscription Fee within eight (8) weeks of 1st April, then renewal of that Member's membership shall be accepted. All information held by the Sports Council for Glasgow in relation to that Member’s existing membership shall be deemed to be unchanged, unless notice is received from the said Member.
	6. A constituted sports related club or organisation or individual who ceases (for whatever reason) to be a Member shall not be entitled to any refund, in whole or in part, of the Annual Subscription Fee.
	7. The Board may at any time, exercising its sole discretion, offer a reduced Annual Subscription Fee for members.

**Register of members**

1. The Board must keep a register of Members, whether they be clubs, organisations or individuals, setting out:
	1. for each current Member:
		1. the club, organisation or individual’s full name and address;
		2. appropriate contact details for information distribution (e.g. e-mail or postal addresses).To facilitate this, where the Member is a constituted club or organisation, they will be requested to provide the name of a representative from that club who will act as the main point of contact for such Member; and
		3. the date on which the club, organisation or individual was registered as a Member of the Sports Council for Glasgow;
	2. for each former Member - for at least six years from the date on which they ceased to be a Member:
		1. the club, organisation or individual’s full name; and
		2. the date on which the club, organisation or individual ceased to be a Member of the Sports Council for Glasgow.
2. The Board must ensure that the register of Members is updated within twenty-eight (28) days of any change:
	1. which arises from a resolution of the Board or a resolution passed by the Members; or
	2. which is notified to the Sports Council for Glasgow.
3. If a Member or Charity Trustee requests a copy of the register of Members, the Board must ensure that a copy is supplied to them within twenty-eight (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 of the register of Members which has the addresses and contact information blanked out.

**Withdrawal from membership**

1. Any Member who wishes to withdraw from membership must give a written notice of withdrawal to the Sports Council for Glasgow, signed on behalf of the club or organisation as appropriate or by the individual where they are registered as an individual Member. The club, organisation or individual will cease to be a Member as from the time when the notice is received by the Sports Council for Glasgow.

**Transfer of membership**

1. Membership of the Sports Council for Glasgow may not be transferred by any Member to any other club, organisation or individual.

**Expulsion from membership**

1. As provided for in Clause 42 (Voting at Members’ meetings), any club, organisation or individual Member 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:-
	1. at least twenty-one (21) days’ notice of the intention to propose the resolution must be given to the Member concerned, specifying the grounds for the proposed expulsion; and
	2. the Member concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

**DECISION-MAKING BY THE MEMBERS**

**Members’ meetings**

1. The Board must arrange an AGM in each calendar year. Such AGM must be held before the end of June in each calendar year.
2. The gap between one AGM and the next AGM must not be longer than fifteen (15) months.
3. Notwithstanding Clause 23, 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 fifteen (15) months of the date on which the organisation is formed.
4. The business of each AGM must include:
	1. a report by the Chair on the activities of the Sports Council for Glasgow;
	2. consideration of the annual accounts of the Sports Council for Glasgow;
	3. the election and/or re-election of Charity Trustees, in accordance with Clauses 55 to 58; and
	4. setting of the Annual Subscription Fee for the next membership year.
5. The Board may arrange a Special Members' Meeting at any time.

**Power to request the Board to arrange a Special Members’ Meeting**

1. 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 Sports Council of Glasgow at the time, providing:
	1. the notice states the purposes for which the meeting is to be held; and
	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.
2. If the Board receives a valid notice under Clause 28, the date for the Special Members’ Meeting which they arrange in accordance with the notice must not be later than twenty-eight (28) days from the date on which the Board received the notice.

**Notice of members’ meetings**

1. At least fourteen (14) clear days’ (as more particularly described in Clause 32) notice must be provided to Members in advance of any AGM or any Special Members' Meeting.
2. The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting, and:
	1. in the case of any resolution falling within Clause 42 (requirement for two-thirds majority) or Clause 105 (by way of a written resolution of the members defined by Clause 46), the notice must set out the exact terms of the proposed resolution; and
	2. in the case of any other business decisions to be taken, the notice must specify the terms of each decision and also state that each decision may only be passed by a majority vote in accordance with Clause 41.
3. The reference to “clear days” in Clause 30 shall be taken to mean that, in calculating the period of notice:
	1. the day after the notices are posted (or sent by e-mail) should be excluded; and
	2. the day of the meeting itself should also be excluded.
4. Notice of every Members' meeting must be given to all Members, and to all the Charity Trustees, provided always that the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
5. Any notice which requires to be given to a Member under this Constitution must be: -
	1. sent by post to the Member at the address last notified by them to the Sports Council for Glasgow; or
	2. sent by e-mail or other appropriate media to the Member at the e-mail address or other appropriate media destination last notified by them to the organisation.

**Procedure at members’ meetings**

1. No valid decisions can be taken at any Members' meeting unless a quorum is present.
2. The quorum for a Members' meeting is not less than 10% of the registered Members, present in person, or joining remotely via telephone or video conference.
3. If a quorum is not present within fifteen (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 a new meeting will require to be sent out in order to deal with the business (or remaining business) which was intended to be conducted.
4. The Chair should act as chairperson of each Members' meeting.
5. If the Chair is not present within fifteen (15) minutes after the time at which a Members’ 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 Members’ meeting.

**Voting at members’ meetings**

1. Every Member has one vote, which must be given personally. In the case of Member clubs and organisations, notification must be provided at the start of the meeting of who will be representing such Member club or organisation for voting purposes.
2. All decisions at Members' meetings will be made by majority vote, with the exception of the types of resolution listed in Clause 42.
3. 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 46):
	1. a resolution amending the Constitution;
	2. a resolution expelling any club, organisation or individual Member from membership in accordance with Clause 22;
	3. a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
	4. a resolution approving the amalgamation of the Sports Council for Glasgow with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
	5. a resolution to the effect that all of the Sports Council for Glasgow'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 to the Sports Council for Glasgow);
	6. a resolution for the winding up or dissolution of the Sports Council for Glasgow.
4. 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.
5. 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 (2) other Members present at the meeting ask for a secret ballot.
6. The chairperson will decide how any secret ballot is to be conducted, and the chairperson will declare the result of the ballot at the Members’ meeting.

**Written resolutions by members**

1. A resolution agreed to in writing (or by e-mail) by all of 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**

1. The Board must ensure that proper minutes are kept in relation to all Members' meetings.
2. Minutes of Members' meetings must include the names of those present and (so far as possible) should be signed, either manually or electronically, by the chairperson of the meeting.
3. The Board shall make available copies of the minutes referred to in Clause 47 to any member of the public requesting them, but always on the basis that the Board may exclude or redact confidential material to the extent permitted under Clause 93.

**BOARD**

**Number of Charity Trustees**

1. The maximum number of Charity Trustees is twelve (**12**).
2. The minimum number of Charity Trustees is four (**4**).
	1. If fewer than four (4) Charity Trustees remain on the Board, then the only decision which can be taken is to hold a Special Members' Meeting to elect additional Charity Trustees under Clause 55.

**Eligibility**

1. A person will not be eligible for election or appointment to the Board unless they are a Member or the club which they are representing is registered as a Member.
2. A person will not be eligible for election or appointment to the Board if they are: -
	1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
	2. an employee of the Sports Council for Glasgow.

**Term**

1. (a) Each Charity Trustee elected or appointed under Clause 55 or Clause 56 shall hold the position for a term of four (4) years.

(b) The remaining term for each Charity Trustee is shown in Schedule 1 to this Constitution.

(c) The Board shall ensure that the information in Schedule 1 is updated promptly with any changes, and that the information is also reviewed and updated following each AGM.

**Election, retiral, re-election**

1. At each AGM or Special Members’ Meeting, the Members may elect any Member (unless they are ineligible under Clause 53) to be a Charity Trustee.
2. The Board may at any time appoint any Member (unless they are ineligible under Clause 53) to be a Charity Trustee.
3. At each AGM, elected or appointed Charity Trustees must retire from office, but may then be re-elected under Clause 55.
4. A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless: -
	1. they advise the Board prior to the conclusion of the AGM that they do not wish to be re-appointed as a Charity Trustee; or
	2. an election process was held at the AGM and they were not among those elected/re-elected through that process; or
	3. a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

**Termination of office**

1. A Charity Trustee will automatically cease to hold office if: -
	1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
	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 (6) months;
	3. they cease to be a Member;
	4. they become an employee of the Sports Council for Glasgow;
	5. they give the Sports Council for Glasgow a notice of resignation, signed by that person;
	6. they are absent (without good reason, in the opinion of the Board) from more than three (3) consecutive meetings of the Board, but only if the Board resolves to remove themfrom office;
	7. 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 76);
	8. 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
	9. they are removed from office by a resolution of the Members passed at an AGM or Special Members’ Meeting.
2. A resolution under paragraph 59.7, 59.8 or 59.9 shall be valid only if: -
	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;
	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
	3. (in the case of a resolution under paragraph 59.7 or 59.8) 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**

1. The Board must keep a register of Charity Trustees, setting out:
	1. for each current Charity Trustee:
		1. their full name and address;
		2. the date on which they were appointed as a Charity Trustee; and
		3. any office held by them in the Sports Council for Glasgow;
	2. for each former Charity Trustee for at least six (6) years from the date on which they ceased to be a Charity Trustee:
		1. the name of the Charity Trustee;
		2. any office held by them in the Sports Council for Glasgow; and
		3. the date on which they ceased to be a Charity Trustee.
2. The Board must ensure that the register of Charity Trustees is updated within twenty-eight (28) days of any change:
	1. which arises from a resolution of the Board or a resolution passed by the Members; or
	2. which is notified to the Sports Council for Glasgow.
3. If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them within twenty-eight (28) days, providing the request is reasonable. If the request is made by a person who is not a Charity Trustee and the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises, then the Board may provide a copy of the register of Charity Trustees which has the addresses redacted.

**Office-Bearers**

1. The Charity Trustees must elect (from among themselves) the Office-Bearers (a Chair, a Vice-Chair, a Treasurer and a Secretary).
2. In addition to the Office-Bearers required under Clause 64, the Charity Trustees may elect (from among themselves) further Office-Bearers if they consider that appropriate.
3. All of the Office-Bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under Clause 64 or 65.
4. A Charity Trustee elected to any Office-Bearer position will automatically cease to hold that position: -
	1. if they cease to be a Charity Trustee; or
	2. if they give to the Sports Council for Glasgow a notice of resignation from that office, signed by that person.

**Powers of Board**

1. Except where this Constitution states otherwise, the Sports Council for Glasgow (and its assets and operations) will be managed by the Board, and the Board may exercise all the powers of the Sports Council for Glasgow.
2. A meeting of the Board at which a quorum (minimum of four (4) Charity Trustees, as detailed in clause 80) is present may exercise all powers exercisable by the Board.
3. The Members may, by way of a resolution passed in compliance with Clause 42 (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**

1. Each of the Charity Trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Sports Council for Glasgow, and, in particular, must: -
	1. seek, in good faith, to ensure that the Sports Council for Glasgow acts in a manner which is in accordance with its purposes;
	2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
	3. in circumstances giving rise to the possibility of a conflict of interest between the Sports Council for Glasgow and any other party:
		1. put the interests of the Sports Council for Glasgow before that of the other party; and
		2. where any other duty prevents them from acting in accordance with Clause 71.3.1, disclose the conflicting interest to the Sports Council for Glasgow and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question; and
	4. ensure that the Sports Council for Glasgow complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
2. In addition to the duties outlined in Clause 71, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
	1. that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
	2. that any Charity Trustee who has been in serious and/or persistent breach of those duties is removed as a Charity Trustee.
3. A Charity Trustee will not be debarred from entering into an arrangement with the Sports Council for Glasgow in which that person has a personal interest provided that they have declared their interest and that they have not voted on the question of whether or not the Sports Council for Glasgow should enter into the arrangement, and (subject to Clause 74 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), that person may retain any personal benefit which arises from that arrangement.
4. No Charity Trustee may serve as an employee (full time or part time) of the Sports Council for Glasgow, and no Charity Trustee may be given any remuneration by the Sports Council for Glasgow for carrying out their duties as a charity trustee.
5. 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**

1. 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.
2. The code of conduct referred to in Clause 76 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**

1. Any Charity Trustee may call a meeting of the Board or ask the Secretary to call a meeting of the Board.
2. At least seven (7) days' notice must be given in advance 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**

1. No valid decisions can be taken at a Board meeting unless a quorum is present. The quorum for Board meetings is four (4) Charity Trustees, present in person or joining remotely via telephone or video conference.
2. If at any time the number of Charity Trustees in office falls below the number stated as the quorum in Clause 80, the remaining Charity Trustee(s) will have the power to appoint additional Charity Trustees or call a Special Members' Meeting in order for additional Charity Trustees to be elected, but will not be able to take any other valid decisions.
3. The Chair should act as chairperson of each Board meeting.
4. If the Chair is not present within fifteen (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.
5. Every Charity Trustee has one vote, which must be given personally.
6. All decisions at Board meetings will be made by majority vote.
7. 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.
8. 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.
9. 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 Sports Council for Glasgow, and any such person must withdraw from the meeting while an item of that nature is being dealt with.
10. For the purposes of Clause 88: -
	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; and
	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**

1. The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of Sub-Committees.
2. The minutes to be kept under Clause 90 must include the names of those present and (so far as possible) should be signed by the chairperson, either in writing or electronically, of the meeting.
3. The Board shall (subject to Clause 93) make available copies of the minutes referred to in Clause 90 to any member of the public requesting them.
4. The Board may exclude from any copy minutes made available to a member of the public under Clause 92 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 Sports Council for Glasgow or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

**ADMINISTRATION**

**Delegation to Sub-Committees**

1. The Board may delegate any of their powers to Sub-Committees. A Sub-Committee must include at least one Charity Trustee,.

Members are entitled to participate in as many Sub-Committees as they may chose to do so. However, a Member may only exercise voting rights in relation to three (3) Sub-Committees in any given year, unless the Board, exercising its sole discretion, permits a Member to exercise voting rights in relation to any additional Sub-Committees.
2. The Board may also delegate to the Chair or any other Office-Bearer such of their powers as they may consider appropriate.
3. When delegating powers under Clause 94 or 95, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
4. Any delegation of powers under Clause 94 or 95 may be revoked or altered by the Board at any time.
5. 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**

1. Subject to Clause 100, 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 Sports Council for Glasgow, and at least one out of the two signatures must be the signature of a Charity Trustee.
2. Where the Sports Council for Glasgow 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 99.

**Accounting records and annual accounts**

1. The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
2. 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, otherwise the accounts may be inspected and approved by an external person.

**MISCELLANEOUS**

**Winding-up**

1. If the Sports Council for Glasgow 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.
2. Any surplus assets available to the Sports Council for Glasgow 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 Sports Council for Glasgow as set out in this constitution.

**Alterations to the constitution**

1. This constitution may (subject to Clause 106) be altered by resolution of the Members passed at an AGM or Special Members’ Meeting (subject to achieving the two thirds majority referred to in Clause 42) or by way of a written resolution of the Members.
2. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

**Interpretation**

1. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
	1. any statutory provision which adds to, modifies or replaces that Act; and
	2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 107.1 above.
2. In this constitution: -
	1. “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
	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.

**SCHEDULE ONE**

**CHARITY TRUSTEE TERMS**

| **CHARITY TRUSTEE** | **NAME** | **TERM REMAINING** |
| --- | --- | --- |
| 1 |  | 4 years |
| 2 |  | 4 years |
| 3 |  | 4 years |
| 4 |  | 3 years |
| 5 |  | 3 years |
| 6 |  | 3 years |
| 7 |  | 2 years |
| 8 |  | 2 years |
| 9 |  | 2 years |
| 10 |  | 1 year |
| 11 |  | 1 year |
| 12 |  | 1 year |