

CLYDE AMATEUR ROWING CLUB

ESTABLISHED 1865

CONSTITUTION AND RULES

Type of Organisation

1. The organisation will, upon registration, be a Scottish Charitable incorporated Organisation (SCIO). The organisation shall be called CLYDE AMATEUR ROWING CLUB, originally founded in 1865.

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 "Clyde Amateur Rowing Club" (the "club").

Purposes

4. The purpose of the Club shall be

- 4.1 the encouragement of the sport of rowing ("the sport") and the provision of facilities to enable its members to participate in that sport.
- 4.2. to encourage community participation in rowing within Glasgow, and the surrounding area, and to provide facilities for community participation
- 4.3 to provide equal opportunities for successful participation by all sections of the community
- 4.4 to promote and maintain the highest standards of technical competency and safety in the sport
- 4.5 to be a member of the Governing Body (Scottish Rowing) and operate within their racing framework, and associated governing bodies such as GB Rowing & FISA, and to uphold the rules of the sport

Club Year

5. The Club year shall run from 1st October until 30th September.

Powers

6. The club has the power to do anything which is calculated to further its purposes, or is conducive or incidental to doing so.
7. No part of the income or property of the club may be paid or transferred (directly, or indirectly) to the members – either in the course of the club's existence, or on dissolution – except where this is done in the direct furtherance of the club's charitable purposes.

Liability of members

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

General Structure

10. The structure of the club consists of:

- 10.1 the MEMBERS – who have the right to attend members' meetings (including the Annual General Meeting) and have the power, under this constitution to appoint other members to serve on the board and take decisions on changes to the constitution itself.
- 10.2 the BOARD – who hold regular meetings, and generally run the activities of the club; for example, the board is responsible for monitoring and controlling the financial position of the club.

11. The members serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Membership

12. All members are subject to the Constitution of the Club and the regulations of the National Governing Body: "Scottish Rowing" (SR).

13.

13.1 Membership is open to any individual over the age of 18 interested in rowing.

13.2 People under the age of 18, may join the club as Junior members however Junior members do not have voting rights, and may not serve as Trustees of the Board.

13.3 There is no discrimination on grounds of ethnicity, nationality, sex, age, disability, sexual orientation, gender assignment, pregnancy, maternity, occupation, religion, political or other opinions & beliefs.

14. The Board may, at its discretion, refuse to admit any person to membership, on the grounds that such membership would be prejudicial to the objectives of the Club as set out in section 4 of this Constitution.

15. Individuals under the age of 18, may be permitted (on application) to use the facilities under schemes or on an individual basis approved by the Board and may be requested to make a financial contribution, but will not be club members.

16. Membership numbers may be limited by reference to availability of facilities.

17. Applications for Membership shall be printed or online forms as provided by the Secretary, proposed and seconded by two existing members of the Club and shall be voted on at the next Board meeting following the lodgement of the application with the Secretary, who shall make the application known to Board members at least 7 days in advance of the Board meeting.

18. Application for membership shall be accompanied by the appropriate annual membership fee, or the appropriate 1st instalment, for those paying monthly.

19. All ordinary members of Clyde Amateur Rowing Club (1865) shall be entitled but not obliged to be members of the club until the end of the club year after registration as a SCIO. For the club year after registration, application for membership will be required to continue as a member of the club.
20. Associate membership of the club may be granted by the Board to anyone interested in Club activities and may be requested to make a financial contribution, but will not be club members.
21. Associate members of Clyde ARC shall be entitled but not obliged to be members of the club until the end of the club year after registration as an SCIO.
22. Honorary membership may be granted on a motion laid before an Annual General Meeting providing two thirds of the members present vote in favour. The membership shall last for 3 years and may be renewed and does not confer entitlement to Rowing or Voting rights.
23. Life membership may be granted if deemed appropriate by the Board, and subject to an appropriate life membership subscription.
24. All Life members of Clyde ARC shall be entitled but not obliged to be Life members of the club. All Honorary members of Clyde ARC shall be entitled but not obliged to be honorary members of the club.
25. No-one shall be entitled to use the facilities, nor compete as a member of the Club until they have been formally admitted in accordance with the Constitution and have paid their subscription to the Treasurer, in accordance with Clause 18.
26. Members wishing to resign shall tender their resignation to the Secretary. The receipt of such resignation shall be acknowledged by the Secretary, and communicated to the Board.
27. Any member who persistently contravenes the Rules of the Club after he/she has been cautioned by the Board may be expelled or suspended from the Club by a majority of the Board.
28. Names of members who are in arrears will be reported to the Board by the Treasurer on a monthly basis.
29. The Board shall have the power to formally suspend any member whose subscription is more than 3 months in arrears; with notice that their membership is due to lapse, and that they are not entitled to the benefits of the club.
30. Members who have been suspended shall be barred from taking part in any event under the control of the Club, or the control of Scottish Rowing, until such fees are paid.
31. The Board shall have the power to expel any member who has made him or herself generally obnoxious provided fourteen days notice has been given and a majority of the Board members vote to agree to expulsion. This rule shall not be enforced except in extraordinary cases, nor until the member complained of shall have been requested to resign by the Board. The member concerned shall have the right to be heard by the full Board before a final decision is made.
32. The Board must notify applicants and members promptly (in writing or by email) of decisions relating to membership.
33. Notification of the termination of a membership will be forwarded to the Governing Body (Scottish Rowing).

Membership Subscriptions:

34. The annual membership subscription payable by members, shall be proposed by the Board and agreed by the members at the AGM, subject to any adjustment (counter proposal) and by a vote of the majority present at the Annual General Meeting. There shall be 4 classes of Ordinary membership covering those whose application to join the club has been accepted, namely:

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| Group 1: | Senior Members – members who have attained the Rowing Age of 18 . |
| Group 2: | Students/Unemployed Seniors – members who have attained the Rowing Age of 18 , but who remain in full time education, or are unemployed. |
| Group 3: | Juniors (under 18) – members who have not attained the Rowing Age of 18 |
| Group 4: | Associate Members – non rowing members who wish to support the club, will be entitled to attend and speak at general meetings of the club, but not entitled to vote, nor hold office. Associate members will not have boating rights, nor boat storage rights. |

The annual subscription for any group shall not be less than the annual subscription in the previous year for that group, however if the Board proposal for membership fees is not agreed at the AGM, the previous year's fees will carry forward. All subscriptions must be voted on simultaneously rather than separately.

Rowing Age: Rowing Age is determined by Scottish Rowing, as the Governing Body of Rowing in Scotland. As at Sept 2020, SR defines Juniors are rowers who have not achieved their 18th birthday by 1st September in that year. The club will always align with the SR definition of Junior.

35. The Board may propose different rates of annual subscription for specified groups of members to encourage wider accessibility to the club facilities or for any other proper purpose.
36. The Board may reduce, or waive the annual subscription for individual members in such circumstances as the Board shall consider reasonable e.g. members going abroad for a sustained period during a club year.
37. Subscriptions become due at the Annual General Meeting and shall be paid by the 31st December.
38. Life members shall pay the life membership subscription and after that be entitled to remain members of the club, without paying the annual subscription.
39. Honorary members shall not be liable to pay the annual subscription.
40. All subscriptions are to be levied by the Treasurers and expended only as the Board may direct.

Transfer of membership

41. Membership of the club may not be transferred by a member to another individual. .
42. The Treasurer shall furnish a correct statement of the finances of the Club at the Annual General Meeting.

Register of Members

43. The Board must keep a register of members, setting out
 - 43.1 for each current member
 - 43.1.1 his/her full name and address, and
 - 43.1.2. the date on which he/she was registered as a member of the club
 - 43.2 for each former member – for at least 6 years from the date on which he/she ceased to be a member
 - 43.2.1 his/her name and
 - 43.2.2 the date on which he/she ceased to be a member
44. The Board must ensure that the register of members is updated within 28 days of any change:

- 44.1 which arises from a resolution of the Board or a resolution passed by the members of the club; or
- 44.2 which is notified to the club

45. If a member or charity trustee of the club requests a copy of the register of members, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable. If the request is made by a member (rather than a charity trustee), the board may provide a copy in which the addresses (and other personal data) are blanked out.

Decision Making by the Members

Members' meetings

46. The Board must arrange a meeting of members (an "Annual General Meeting" / "AGM") to take place before the end of each club year. The AGM will be held in October, on a suitable date determined by the Board. [21 days notice must be intimated to members](#). Any proposed change to the Rules of the Club shall be intimated to the members in the circular fourteen days prior to the date of the Annual General Meeting.

47. An AGM must be held in each calendar year.

48. The gap between one AGM and another must not be longer than 14 months.

49. An AGM does not need to be held during the calendar year in which the club becomes a SCIO, as long as an AGM had already been held. The next AGM must be held within the following October as per normal.

50. Each AGM must cover:

- 50.1 the receipt and confirmation of the minutes from the last AGM.
- 50.2 a financial report from the Treasurer (or delegate) on the annual accounts for the club
- 50.3 presentation of the Club's projected financial situation for the forthcoming year, and the setting and approval of the annual subscriptions, and conditions for the next club year
- 50.4 a report by the chair on the activities of the club
- 50.5 the election / re-election of the Charity Trustees
- 50.6 any other business brought before the meeting, subject to having been submitted in writing to the Secretary, not less than seven days prior to the AGM, and any other business deemed relevant by the Chair of the Board.

51. Any proposed change to the Club Constitution shall be intimated to the members in the circular twenty one days prior to the date of the Annual General Meeting, not counting the day of notification.

52. An Extraordinary General Meeting may be arranged following written request from any of:

- 52.1 The President
- 52.2 Two thirds majority of the Board
- 52.3 33% of the Club Members

53. Extraordinary General Meeting of the members may be held on the receipt by the Secretary of a requisition signed by five members setting forth to the Board the intention of such a meeting, whereupon the Board shall be bound to convene a meeting within 21 days of the receipt of the requisition, and shall be specifically intimated to each member [fourteen days prior to the meeting](#).

54. Any proposed change to the Club Constitution shall be intimated to the members in the circular [fourteen days prior to the date of the Extraordinary General Meeting, not counting the day of notification](#).

55. Notice calling an EGM must specify what business is to be dealt with at the meeting, and

- 55.1 in the case, where changes to the Constitution are proposed, the exact terms of the proposed alteration
- 55.2 in the case of any other resolution, the exact terms of the proposed resolution to be voted on.

56. Notice of any AGM or EGM must be given to all members and to all the charity trustees, but the accidental omission to give notice to one or more individual members will not invalidate the meeting.

- 56.1 Notice shall be given by email to the email address last notified by him/her to the club
- 56.2 Notice shall be given via another medium, on request for communications to use said medium, from an individual member.

Procedure at members' meetings:

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

58. [The quorum is one quarter of those eligible to vote, or fourteen voting members \(whichever is smaller\) for an Annual General Meeting or Extraordinary General Meeting](#)

59. If a quorum is not present within 15 mins after the time at which the members meeting was due to start, or if a quorum ceases to be present during a members meeting, the meeting cannot proceed. Fresh notices will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.

60. The President of the Club should act as chairperson of each members' meeting. If the President not present (within the aforementioned 15 mins) and no delegate has been preselected, 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

61. Only Ordinary members in Groups 1, 2, and 3, in addition to Life members shall be entitled to vote at any meeting of the Club a matter to be decided by a simple majority of those voting, will in the event of a tie, be decided by the President exercising an additional casting vote.

62. Each member has one vote, which will be given personally or by a signed mandate to the Secretary. Proxy voting is not permitted.

Members shall register with the Secretary prior to the start of the meeting.

63. All decisions at members' meetings will be made by majority vote, with the exception of the types of resolutions listed here:

- 63.1 a resolution amending the Constitution
- 63.2 a resolution adopting a disciplinary procedure
- 63.3 a resolution directing the board to take (or not take) any particular step
- 63.4 a resolution approving the amalgamation of the club with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation)
- 63.5 a resolution to the effect that the club's property, rights and liabilities should be transferred to another SCIO, CASC, or member club of Scottish Rowing (or agreeing to the transfer from another SCIO, CASC or member club of Scottish Rowing of all of its property, rights and liabilities).
- 63.6 a resolution for winding up or dissolution of the club

For these resolutions, a majority of two thirds those present at the members' meeting.

64. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a second (casting) vote.

65. Resolutions will be voted on, by a show of hands, unless the chairperson, or at least 2 members present at the meeting request a secret ballot.

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

Written resolutions

67. A resolution agreed to in writing (or by email) 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

68. The Board must ensure that proper minutes are kept in relation to all members' meetings (recording proceedings & resolutions).

69. 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.

BOARD

Charity Trustees (formerly Office Bearers of the Committee)

70. Individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the club shall be deemed to have been appointed by the club as charity trustees with effect from the date of registration of the club as a SCIO until the conclusion of the first AGM thereafter.

71. The Charity Trustees of the Club (the Board) after the first AGM of the new SCIO, and thereafter shall be the following office holders and co-opted trustees as follows:

71.1. The Club President – (who is Chairperson of the Board)

71.2 The Club Captain, two Vice Captains (with responsibilities for designated squads, schemes or groups), Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and Boatman.

71.3. The Charity Trustees, within the roles specified in 71.2 will also take ownership of supporting roles, such as, but not limited to, "Water Safety Officer", Officer for Children and Vulnerable Adults. Where there is no suitable Charity Trustee (member of the Board) to take ownership of these supporting roles, a non Board Member may be appointed – this will not confer Board voting rights on the non Board Member appointed.

71.4 The Board may, at any time, appoint any eligible member to be a charity trustee to fill a vacancy, providing the number of co-optees does not exceed one third of the total number of persons serving on the Board at that time.

71.5 All Board members are entitled to one vote at Board meetings, with the President (Chairperson of the Board) entitled to a casting vote, if required.

71.6 The Annual General Meeting may also elect an Honorary President and Honorary Vice-President who shall be entitled to attend any meeting in a non voting capacity.

71.7 The Board may appoint any sub-committees required, to deal with matters of the club, until the conclusion of the following AGM. The proceedings of all such sub committees shall report to the Board, via a representative of the sub-committee.

Eligibility

72. A person will not be eligible for election or appointment to the Board, if he/she is:

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

72.2 an employee of the club

73. All Board members are appointed for 1 year, and are eligible to stand down, or to stand for reselection in the following year.

74. At each AGM, the members may elect any member to become a charity trustee whose term of office has ended, or to fill a vacancy (noting that retiring trustees may seek re-election as per 73).

75. A retiring additional board member may be re-appointed by the Board after the conclusion of the AGM, or subsequently.

Termination of Office

76. A charity trustee will automatically cease to hold office if:

76.1 he/she becomes disqualified from being a charity trustee, under the Charities and Trustee Investment (Scotland) Act 2005.

76.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee – but only if that has continued (or is expected to continue) for a period of more than six months.

76.3 he/she ceases to be a member of the club

76.4 he/she becomes an employee of the club

76.5 he/she gives the club a notice of resignation, signed by him/her

76.6 he/she is absent (without good reason, in the opinion of the Board) from more than 3 consecutive meetings of the Board – but only if the Board resolves to remove him/her from office.

76.7 he/she is removed from office by resolution of the Board, on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 88)

76.8 he/she is removed from office by resolution of the Board, on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66 (1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005 or

76.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

77. A resolution under paragraph 72.7, 72.8 or 72.9 shall only be valid if:

77.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is proposed.

77.2 the charity trustee concerned is given the opportunity to address the meeting to which the resolution is proposed, prior to the resolution being put to the vote, and

77.3 (in the case of a resolution under paragraph 72.7 or 72.8) at least two thirds (to the nearest round number) of the charity trustees vote in favour of the resolution.

Register of the Charity Trustees

78. The Board must keep a register of charity trustees, setting out:

78.1 for each current charity trustee

78.1.1 his/her full name and address

78.1.2 the date on which he/she was appointed as a charity trustee, and

78.1.3 any office held by him/her in the club

78.2 for each former charity trustee, for at least 6 years from the date on which he/she ceased to be a charity trustee

78.2.1 the name of the charity trustee

78.2.2 any office held by him/her in the club, and

78.2.3 the date on which he/she ceased to be a charity trustee

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

79.1 which arises from a resolution of the Board or a resolution assed by the members of the club, or

79.2 which is notified to the club

80. If any person requests a copy of the register of charity trustees, the Board must ensure that a copy is supplied within 28 days, providing the request is reasonable. If the request is made by a person who is not a charity trustee of the club, the board may provide a copy which has the addresses blanked out – if the Board are satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office Bearers

Powers of Board

81. Except where this Constitution states otherwise, the club (and its assets and operations) will be managed by the Board, and the Board may exercise all the powers of the club. The Board may decide to appoint further club officers to carry out any function in the club, under the supervision of the Board. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

82. The members may, by way of a resolution passed in compliance with a two thirds majority, direct the board to take (or not take) any particular step, and the Board shall give effect to any such direction accordingly.

83. The Board is entitled to enter into ordinary credit transactions related to the ordinary purchase of goods and/or services for the club. The Board shall not enter into any extraordinary credit transactions (wherein credit means borrowing money, counting both secured OR unsecured lending) related to the purchase of goods and/or services for the club, or otherwise borrow without the approval of the members by resolution, under resolution passed in compliance with two thirds majority vote at an AGM or EGM.

Charity Trustees - general duties

84. Each of the charity trustees has a duty in exercising functions as a charity trustee, to act in the interests of the club, and in particular, must:

84.1 seek, in good faith, to ensure that the club act s in a manner which is in accordance with its purpose

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

84.3 in circumstances giving rise to the possibility of a conflict of interest between the club and any other party

84.3.1 put the interests of the club before that of the other party

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

84.4 ensure that the club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

85. In addition to the duties outlined, in Clause 80, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

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

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

86. Provided that he/she has declared his/her interest – any has not voted on the question of whether or not the club should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the club in which he/she has a personal interest, and subject to clause 83, and t 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.

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

Code of Conduct for Charity Trustees

88. 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.

89. The code of conduct referred to in clause 84, shall be supplemental to the provisions relating to the conduct charity trustees contained in this constitution and the duties imposed n charity trustees under the Charities and Trustee Investments (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

90. Board meetings will be held monthly, on a mutually agreed, regular day, and additional Board Meetings as such time and place as may be selected by the Board.

91. Any charity trustee may call a meeting of the Board, or ask the Secretary to call a meeting of the Board.

92. 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

93. No valid decisions can be taken at a Board meeting unless a quorum is present, the quorum for Board meetings is five charity trustees, present in person or via video conference (or equivalent).

94. If at any time, the number of charity trustees in office, falls below the number stated as the quorum in Clause 93, the remaining charity trustees will have the power to fill the vacancies or call a members' meeting- but will not be able to take any other valid decisions.

95. The President of the club should act as the Chairperson of each Board meeting.
96. If the President not present (within 15 mins), or is not willing to act as Chairperson, and no delegate has been preselected, the charity trustees present at the meeting, must elect (from among themselves) the person who will act as chairperson of that meeting.
97. Each charity trustee (Board member) has one vote that must be given personally.
98. All decisions at Board meetings will be made by majority vote.
99. 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).
100. The Board may, at its discretion, allow *any person* to attend and speak at a Board meeting, notwithstanding that he/she is not a charity trustee – but on the basis that he/she must not participate in decision making.
101. Board meetings are open to all members of the club, who may speak, but are not eligible to participate in decision making, nor voting.
102. A charity trustee must not vote at a Board meeting (or 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 club, he/she must withdraw from the meeting while an item of that nature is being dealt with.
103. For the purpose of clause 97:
- 103.1 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.
- 103.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a post in relation to which he/she is an employee, director, member of the management committee, officer, or elected representative has an interest in that matter.
104. Members may appeal against the decision of any office bearer, first by attending and putting his/her case to the Board and finally, if desired, to a General Meeting for formal consideration.

Minutes:

105. The Secretary shall be held as Convenor of Board, and Minute its proceeding in books kept for that purpose, and record progress of the Club as reported at its various meetings.
106. The Board must ensure that proper minutes are kept in relation to all Board Meetings and the meeting of sub committees.
107. Minutes of Committee meetings will be documented by the Secretary and available for review by both the Committee and any ordinary member of the club, as requested.
108. At the end of a Committee year, the minutes for each Committee Meeting held during the year, will be collated, printed and secured together by the Secretary for presentation at the Annual General Meeting and storage.
109. Minutes of club meetings will be held by the President for safe keeping for the duration of his or her term of office, after which they will be passed to the incumbent President. The Minutes will remain the property of Clyde ARC.
110. The minutes to be kept under clause 108 and 109, must include the names of those present, and (so far as possible) should be signed by the Chairperson of the meeting.

Administration

Delegation to sub-committees

111. 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.
112. The Board may also delegate to the President (or the holder of any other post) such of their powers as they may consider appropriate.
113. When delegating power under clause 111 or 112, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
114. Any delegation of power under clause 106 or 107 may be revoked or altered by the Board at any time.
115. 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

116. The Club shall lodge all monies, in a bank account (s) in the name of the Club.
117. The income and property of the Club, however derived, shall be applied towards the objectives of the Club, as per section 4.
118. Subject to clause 119, 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 club. Unless the Board agrees alternative signatories, the three signatories will be the President, Secretary and Treasurer. At least one of the signatories must always be a charity trustee.
119. Where the club uses electronic facilities for the operation of any Bank or Building Society, the authorisations should be in accordance with Clause 118, with a procedure laid down by the Board, considering the capability of the specific electronic service, and whether lower value payments (Limits to be specified by the Board) could adopt a less strict process.
120. The financial year of the Club shall run from 1st October to 30th September

Accounting records and annual accounts

121. The Board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.
122. 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 accounts is carried out by a qualified auditor.

General

123. Notices of Regattas, Intimations of Club Meetings, nominations of new members, notices of motions and other important matters affecting the Club shall be posted and correctly maintained by the Secretary in a prominent place in the Clubhouse.
124. The Captain shall superintend the management of the Boathouse and make all necessary arrangements for the keeping of property of the Club in a thorough state of repair and cleanliness.
125. The Board shall have the power to issue any additional rules relating to the conduct or day to day running of the Clubhouse. These rules shall be posted in the Clubhouse.
126. Boats which are the property of the Club shall be under the control of the Captain and shall be subject to such rules as he or she may issue with the sanction of the Committee. All decisions relating to crew selection, training

and regatta entries shall be made by the Captain, whom failing, one of the two Vice Captains, or any other person appointed by the Captain.

127. Any damage occasioned to the boats or property of the Club must be reported at once to the Captain, the Boatman or a Charity Trustee member (of the Board) present by the member or the crew with whom it occurred.

128. Members shall be held responsible, individually and as crews, for any damage they may wilfully or by gross negligence occasion to the boats or property of the Club, and shall be required to pay the amount of such damage to the Treasurer, presenting his or her account as invoiced to the Club. The question of the damage being or not being accidental shall be determined by the Board from such evidence as they may be able to gather.

129. Boats which are the property of the Club shall not be used during the hours of darkness.

130. Boats which are the property of members may be stored free of charge subject to the sanction (discretion) of the Board, or for the fee, agreed by members within the annual AGM (or an EGM).

131. Any member using a private boat without the consent of the owner shall thereby render himself liable to a vote of censure, and if need be, expulsion.

132. Property of the club, stored by Board members for safe keeping (including Minute books, Silver Rudder, Golden Oar) will remain the property of Clyde ARC. The President is charged each year with safe storage of such items, and the availability of these items at key events, as requested by the Board.

133. No member shall compete at a regatta as representing the Club without the previous sanction of the Club.

134. The Club flag shall be white with Royal Blue Star.

135. The Club rowing uniform shall be Royal Blue with a white strip on either side.

Members competing in a regatta shall be in the uniform of the Club.

136. A copy of the Constitution and Rules shall be posted in the Clubhouse and distributed to each member.

137. All surplus income or profits are re-invested in the club. No surpluses or assets will be distributed to members or third parties

MISCELLANEOUS

Winding Up

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

138. Any resolution to dissolve the Club may be passed at any General Meeting, provided that

138.1 the terms of the proposed resolution are received by the Secretary at least forty-two days before the meeting at which the resolution is to be brought forward.

138.2 at least twenty-eight days notice of the proposed resolution shall be given in writing (incl email) by the Secretary to all members

139. Any surplus assets available to the club immediately preceding its winding-up or dissolutions must be used for purposes which are the same as – or which closely resemble - the purposes of the club as set out in this Constitution.

140. In the event of the winding up of the Club, any boats purchased with the aid of Lottery funding will revert to another registered SCIO, a registered CASC, or the sport's governing body (Scottish Rowing) or another member club of Scottish Rowing, as determined by the Board.

141. Upon dissolution of the club, any remaining assets shall be given or transferred to another registered SCIO, a registered CASC, or the sport's governing body (Scottish Rowing) or another member club of Scottish Rowing, as determined by the Board.

Alterations to the Constitution

142. This constitution may (subject to clause 63.1) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority) or by way of a written resolutions of the members.

143. 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

144. References in this Constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include

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

144.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling und paragraph 135.1 above.

145. In this Constitution

145.1 charity means the boat 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.

145.2 "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.