

LANGSIDE SPORTS CLUB

(Scottish Charitable Incorporated Organisation: Registration Number SC 049764)

CONSTITUTION

adopted by the Membership in general meeting on 20th February 2022.

This Constitution replaces in its entirety any other constitution previously in force.

CONTENTS

Section	Clause(s)
PREAMBLE: THE CLUB'S PURPOSES	
DEFINITIONS	1
GENERAL	2
Name	2.1
Type of organisation	2.2
Principal Office	2.3
Powers	2.4
Income and assets	2.5
Liability of Members	2.6
STRUCTURE OF THE CLUB	3
MEMBERSHIP AND CATEGORIES	4
Qualification for Membership	4.1
Categories of Membership	4.2
Ordinary Membership	4.3
Life Membership	4.4
Honorary Membership	4.5
Junior Membership	4.6
Associate Membership	4.7
Social Membership	4.8
APPLICATION FOR MEMBERSHIP	5
Application procedure	5.1
Rejection of application	5.2

SUBSCRIPTIONS	6
REGISTER OF MEMBERS	7
WITHDRAWAL FROM MEMBERSHIP	8
RE-REGISTRATION OF MEMBERS	9
EXPULSION FROM MEMBERSHIP	10
TERMINATION ON DEATH	11
TRANSFER OF MEMBERSHIP	12
DECISION-MAKING BY MEMBERS	13
Meetings of Members	13.1
Annual general meeting	13.1.1
Special general meeting	13.1.2
Resolutions proposed by Members	13.2
Power to requisition a special general meeting of	
Ordinary Members	13.3
Notice of general meetings	13.4
Procedure at general meetings	13.5
Voting at general meetings	13.6
Proxy notices	13.7
Delivery of proxy notices	13.8
Requirements for certain resolutions	13.9
Written resolutions by Ordinary Members	13.10
Minutes	13.11
THE BOARD (THE CHARITY TRUSTEES)	14
ELIGIBILITY AS A BOARD MEMBER	15
Eligibility and appointment	15.1
Co-option, retiral and re-election of Charity Trustees	15.2
Appointment and re-appointment of External Trustees	15.3
Termination of tenure as a Charity Trustee	15.4
Register of Charity Trustees	15.5
OFFICE BEARERS	16
POWERS OF THE BOARD	17

CHARITY TRUSTEES	18
General duties	18.1
Disclosure, remuneration and reimbursement	18.2
Code of conduct for Charity Trustees	18.3
DECISION-MAKING BY THE BOARD	19
Notice of Board meetings	19.1
Quorum	19.2
Conduct of Board meetings	19.3
Minutes	19.4
Delegation to a committee of the Board	19.5
Delegation by the Chair	19.6
FINANCIAL ADMINISTRATION	
Financial control procedure	20.1
Signatories on accounts	20.2
Accounting records and annual accounts	20.3
THE SPORTS SECTIONS	21
THE AFFILIATED GROUPS	22
MISCELLANEOUS	23

PREAMBLE: THE CLUB'S PURPOSES

The Club's principal Purpose is to benefit the community of Langside, including the City of Glasgow areas of Pollokshields, Newlands/Auldhouse, Southside Central and Linn and the adjacent wards 1, 2 and 3 of East Renfrewshire Council all as generally comprised within the post-codes G41, G42, G43, G44, G45 and G46 and being within the "20 minute neighbourhood" as adopted within the Scottish Government's planning guidance; and in particular (by way of example and not as a limit) to:

- promote public participation in and enjoyment of sport and provide or improve opportunities for people primarily within the Catchment Area to nurture and enjoy physical and mental well-being as an integral part of all or any of the activities below regardless of socio-economic or other personal circumstances;
- take ownership of, restore and protect the natural and built environment of Albert Park; increase its biodiversity and sustainability as a wildlife corridor and a "*designated Site of Importance to Nature Conservation*" and a recognised Community Sports Hub;
- encourage community interest, participation and personal learning through volunteering; and
- hold in trust, provide, maintain and enhance the facilities and opportunities necessary for all Members, present and future, to enjoy and participate in sporting activity, recreation and community development at Albert Park within a culture of fairness, respect and transparency and according to the requirements of the Equality Act, 2010, with respect to the protected characteristics of age, race, religion or belief, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, sex and sexual orientation.

1 DEFINITIONS

- 1.1** "Affiliated Group" means a group as defined in clause 22.
- 1.2** "Board" means the Board of Trustees of the Club in place from time to time.
- 1.3** "Catchment Area" means the geographical area described as the Club's "principal Purpose" in the Preamble above.
- 1.4** "Charity Trustee" means a person carrying out the functions set out in section 66 of the Charities and Trustee Investment (Scotland) Act 2005 as a member of the Board.
- 1.5** "clear day" means a weekday not being the day of a bank or other public holiday or the date on which a notice is given or on which the date of the proposed meeting falls.
- 6.** "Club" means Langside Sports Club.
- 1.7** "Constitution" means this constitution, as amended by the Members in general meeting from time to time.
- 1.8** "Disciplinary Procedure" means the procedure attached as Appendix 1.
- 1.9** "Membership" means membership of the Club in any category provided for in this Constitution.

- 1.10** “Ordinary Member” means a Member as described in clause 4.3.1.
- 1.11** “Sports Section” means a sports section constituted as set out in clause 21.
- 1.12** “Subscription” means the amount agreed on (subject to clause 6.3) from time to time as the subscription payable for Ordinary Membership of the Club.

2 GENERAL

2.1 Name

The name of the organisation is Langside Sports Club.

2.2 Type of organisation

The Club is a Scottish Charitable Incorporated Organisation.

2.3 Principal Office

The Principal Office is at Albert Park, 34-36 Kintore Road, Glasgow G43 2HA.

2.4 Powers

The Club has the power to do anything lawful which it considers will further its Purposes or be conducive or incidental to doing so.

2.5 Income and assets

The income and assets of the Club must be applied solely in furtherance of its Purposes and no part of the income or assets of the Club may be paid or transferred, directly or indirectly, by way of remuneration, dividend, distribution, bonus, honorarium or otherwise in any way to Members or others during the course of the Club’s existence or on dissolution unless in direct furtherance of the Club’s Purposes, and in accordance with the provisions of this Constitution. Any surplus of income or assets must, in the event of dissolution of the Club, be distributed as set out in clause 23.1.2.

2.6 Liability of Members

2.6.1 Save as provided in clause 2.6.2, Members have no liability to pay any sums to help meet the debts or other liabilities of the Club while it is in existence or after it has been wound up or otherwise ceased to exist.

2.6.2 Clause 2.6.1 will not act to exclude any personal liability a Member or Charity Trustee may incur as a result of a breach of the obligations of a Charity Trustee or of any other legal obligation or duty which may apply to them personally.

3 STRUCTURE OF THE CLUB

3.1 The structure of LSC will consist of:

3.1.1 the Board of Trustees;

3.1.2 the Membership;

3.1.3 the Sports Sections; and

3.1.4 the Affiliated Groups.

The rights, duties and restrictions relating to each element of the structure shown above are set out within this Constitution.

4 MEMBERSHIP AND CATEGORIES

4.1 Qualification for Membership

4.1.1 Membership is open to any person as provided in the Equality Act 2010 who supports the Purposes of the Club and who pays the appropriate Subscription.

4.1.2 The Board will seek to ensure that at all times at least 70% of the Membership will be from persons resident within the Catchment Area.

4.2 Categories of Membership

4.2.1 Other than as provided in clauses 4.5 to 4.8 (inclusive), the categories of Membership will be Ordinary and Associate. All Members other than Ordinary Members will be Associate Members.

4.2.2 External Trustees will be Ordinary Members *ex officio*.

4.2.3 An employee of the Club may participate in the activities of any Sports Section or Affiliated Group but will not be treated as an Ordinary Member for the purpose of voting and may not occupy any Board or committee position or be an Office Bearer and may not hold any other paid position (such as, but not limited to, a coach) within the Club. Any such employee may, if so decided by the Board, be a signatory as described in clause 20.2 and will be required annually to sign a declaration that no conflict of interest has occurred or appears likely to occur, in a form to be specified by the Board.

4.3 Ordinary Membership

4.3.1 An Ordinary Member will be a person whose application for Ordinary Membership has been accepted by the Board and who has paid the Subscription. Ordinary Members may attend, speak and vote at general meetings of the Club.

4.3.2 Only persons who have reached their 18th. birthday at the date of their admission may be admitted as Ordinary Members.

4.4 Life Membership

The Board and/or the Sports Sections may nominate certain Members for Life Membership in recognition of their particularly valuable contribution to the Club during their Membership. Life Members will be considered to be Ordinary Members for the purposes of attending, speaking and voting at general meetings.

4.5 Honorary Membership

The Board may recommend to the Members that non-members who have rendered valuable service to the Club be granted Honorary Membership. Honorary Members may attend and speak at general meetings but may not vote.

4.6 Junior Membership

Persons who have not reached the age specified in clause 4.3.2 at the date of their admission may be admitted as Junior Members.

4.7 Associate Membership

4.7.1 Any person who is not an Ordinary Member but is afforded the privilege of using the facilities provided by the Club will be an Associate Member.

4.7.2 Associate Members may attend and speak at general meetings of the Club but may not vote at such meetings.

4.8 Social Membership

4.8.1 Any person whose application for Membership has been approved by the Board but who does not choose to join any Sports Section will be a Social Member.

4.8.2 A Social Member who pays the Subscription will be an Ordinary Member for the purposes of attending, speaking and voting at general meetings.

4.8.3 Social Members may not form more than 10% of the total Membership of the Club.

5 APPLICATION FOR MEMBERSHIP

5.1 Application procedure

5.1.1 Any person wishing to become a Member must sign or otherwise acceptably authorise an application for Membership in such form or forms or medium as prescribed by the Board from time to time.

5.1.2 The Board will promptly consider all applications for Membership and will determine to which category of Membership the applicant should belong.

5.1.3 The Board will, at its next meeting, approve any valid application for Membership provided that the applicant meets the criteria in clause 4.1 and has not previously been expelled from and continues to be excluded from Membership of the Club in terms of clause 10.

5.1.4 The Board will notify each applicant promptly (in writing and/or by e-mail) of its decision as to whether or not to admit them to Membership.

5.2 Rejection of application

5.2.1 A person whose application for Membership is refused has a right to appeal to a panel convened by the Board for that purpose and thereafter may appeal to the Members in general meeting.

5.2.2 In notifying its decision to refuse an application for Membership, the Board will state clearly its reason(s) for doing so and will advise the applicant of the procedure for appeal.

6 SUBSCRIPTIONS

6.1 The Board will, in consultation with the Sports Sections and Affiliated Groups, and in accordance with the Bye Laws, from time to time set the amount which will be the

Subscription and any lesser amount which will be payable for categories of Membership other than Ordinary Membership.

6.2 The Board may permit payment of the Subscription by direct debit, the timing and frequency of which will be determined in consultation with each Sports Section and Affiliated Group. If payment of the direct debit is halted by a Member the Member will, from the date of cessation of payment and unless an alternative arrangement in respect has been reached, cease to be entitled to use the facilities of the Club and the Club's Treasurer will report the matter to the Chair of the relevant Sports Section or Affiliated Group.

6.3 The Board may, in consultation with the Sports Sections and Affiliated Groups but at its discretion, reduce, defer or dispense with the Subscription payable by any Member.

7 REGISTER OF MEMBERS

Subject to the General Data Protection Regulations ("GDPR") the Board will keep a register of Members, setting out:

7.1 for each current Member:

7.1.1 their full name and residential address and contact details such as e-mail address and telephone number;

7.1.2 the date on which they were registered as a Member of the Club; and

7.2 for each former Member for at least 6 years from the date when they ceased to be a Member:

7.2.1 their name; and

7.2.2 the date on which they ceased to be a Member.

7.3 The Board will ensure that the Register of Members is updated within 28 days of any change:

7.3.1 which arises from a resolution of the Board or a resolution passed by Members of the Club; or

7.3.2 which is notified to the Club.

7.4 If an Ordinary Member or a Charity Trustee of the Club requests a copy of the Register of Members, the Board will comply with that request within 28 days, provided that the request is reasonable.

7.5 If such request is made by an Ordinary Member, the Board will supply a copy from which residential addresses and all other personal details have been redacted.

8 WITHDRAWAL FROM MEMBERSHIP

8.1 Any person wishing to withdraw from Membership of the Club must give written notice, signed by them, of their intention to withdraw to the Club Secretary and will cease to be a Member from the date on which such notice is received by the Club Secretary.

8.2 On withdrawal, no part of any Subscription will be refundable.

9 RE-REGISTRATION OF MEMBERS

9.1 The Board may, at any time, issue notice to Members requiring them to confirm in writing or by e-mail that they wish to remain as Members of the Club and allowing them a period of 28 days (commencing with the date of the notice) to provide such confirmation to the Board.

9.2 If a Member fails to provide such confirmation within the notice period the Board may remove them from Membership.

9.3 A notice issued under clause 9.1 will not be valid unless it refers specifically to the consequence under clause 9.2 of failure to provide the required confirmation.

10 EXPULSION FROM MEMBERSHIP

10.1 Subject to the provisions of the Equality Act 2010 a Member may be expelled from Membership;

10.1.1 by order of the Board, and in accordance with the Disciplinary Procedure; or

10.1.2 following a resolution put to Members in general meeting, provided that:

10.1.2.1 at least 21 clear days' notice of the intention to propose the resolution has been given to the Member concerned;

10.1.2.2 such notice specifies the grounds for the proposed expulsion and informs the Member of their right to be present and to speak at the meeting at which the matter is to be considered and of their right of appeal; and

10.1.2.3 such resolution is passed by majority of at least two thirds of Ordinary Members voting in person or by proxy.

11 TERMINATION ON DEATH

Membership will terminate on the death of that Member.

12 TRANSFER OF MEMBERSHIP

Membership is personal to each Member and may not be transferred.

13 DECISION-MAKING BY MEMBERS

13.1 Meetings of Members

13.1.1 Annual general meeting

13.1.1.1 The Board will arrange a general meeting of Members in each calendar year to be known as the annual general meeting.

13.1.1.2 The interval between one annual general meeting and the next will not be greater than 15 months.

13.1.1.3 The business of each annual general meeting will include:

13.1.1.3.1 a report by the Chair on the activities of the Club;

13.1.1.3.2 presentation and consideration of the accounts of the Club; and

13.1.1.3.3 the appointment of Charity Trustees, as provided in clause 15.

13.1.2 Special general meeting

The Board may arrange a special general meeting of Ordinary Members at any time.

13.2 Resolutions proposed by Members

13.2.1 Ordinary Members may, subject to the requirements of clause 13.9, propose an ordinary or special resolution for consideration at the annual general meeting. An ordinary resolution must be signed by at least 10 Ordinary Members and a special resolution by at least 25 Ordinary Members. Each must specify the matter to be considered and each must be delivered to the Secretary not less than 30 clear days before the meeting. In the case of a special resolution it must, for the purposes of clause 13.9, state that it is a special resolution.

13.3 Power to requisition a special general meeting of Ordinary Members.

13.3.1 The Board will arrange a special general meeting of Ordinary Members if requested to do so by a requisition bearing the names and signatures of two Ordinary Members and bearing the names and signatures of at least 10% of the total of Ordinary and Life Members.

13.3.2 The requisition must state the purpose for which the meeting is to be held, in the form of a written resolution to be put to the meeting. No other matter will be considered at the meeting and the terms of the resolution may not be amended.

13.3.3 The purpose of any such resolution must not be inconsistent with the terms of this Constitution, the Charity and Trustee Investment (Scotland) Act 2005 or any other applicable statutory provision.

13.3.4 The date for such meeting must be not later than 28 days from the date when the Board received the requisition.

13.4 Notice of general meetings

13.4.1 At least 14 clear days' notice must be given of any general meeting.

13.4.2 The notice calling the meeting must set out in general terms what business is to be dealt with at the meeting and:

13.4.2.1 in the case of a resolution to amend the Constitution, must set out the exact terms of the proposed amendment;

13.4.2.2 in the case of any other resolution falling within clause 13.9 where a majority of two thirds is required, must set out the exact terms of such resolution; or

13.4.2.3 in the case of a meeting requisitioned by Members in terms of clause 13.3, must set out the exact purpose of the meeting, the reason(s) for

calling it, the exact terms of any resolution to be proposed and whether it is an ordinary or special resolution.

13.4.3 Notice of every general meeting must be given to all Members and to all Charity Trustees; but the accidental omission to give notice to one or more Members or others entitled to attend will not invalidate proceedings at the meeting.

13.4.4 Any notice which requires to be given to a Member under this Constitution must be:

13.4.4.1 sent by post to the member at the last address notified by them to the Club; or

13.4.4.2 sent by e-mail to the Member at the e-mail address last notified by them to the Club.

13.5 Procedure at general meetings

13.5.1 No valid decision may be taken at any general meeting unless a quorum is present.

13.5.2 A quorum will be 10% of Ordinary Members, present in person.

13.5.3 If a quorum is not present within 15 minutes after the time at which the meeting was due to start, or if a quorum ceases to be present during the meeting, the meeting cannot proceed and a fresh notice must be sent out calling a meeting to deal with the business or remaining business for which the original meeting was called.

13.5.4 The Chair of the Board will act as chairperson of any Members' meeting.

13.5.5 If the Chair is not present within 15 minutes after the time when the meeting was due to start, or if that person is not willing to act as chairperson of that meeting, the Charity Trustees present at the meeting will elect from among themselves a chairperson for that meeting.

13.6 Voting at general meetings

13.6.1 Each Ordinary Member has one vote, which may be cast personally or by proxy as provided by clause 13.7.

13.6.2 All decisions at general meetings will be made by simple majority of those present and voting (including proxy votes) except in the case of resolutions specified in clause 13.9.1.

13.7 Proxy notices

13.7.1 Proxies may only validly be appointed by a proxy notice in writing which:

13.7.1.1 states the name and address of the Member appointing the proxy;

13.7.1.2 identifies the person (being an Ordinary Member) appointed to be that Member's proxy and the meeting in relation to which that Member is appointed;

13.7.1.3 is signed by the Member appointing the proxy or is otherwise authenticated in a manner acceptable to the Board; and

13.7.1.4 is delivered to the Board in accordance with clause 13.8.2 and/or any instructions in the notice calling the meeting to which they refer.

13.7.2 Proxy notices may specify how the proxy appointed under them is to vote or may give the appointed proxy discretion as to how to vote or may specify that the proxy is required to abstain on one or more resolutions.

13.7.3 Unless a proxy notice specifies otherwise, it must be treated as:

- 13.7.3.1** giving the proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 13.7.3.2** appointing the proxy in relation to any adjournment of the original meeting.

13.8 Delivery of proxy notices

13.8.1 A Member who is entitled to speak or vote at a general meeting remains so entitled in respect of that meeting or an adjournment of it even though a valid proxy notice has been delivered to the Board by or on behalf of that Member.

13.8.2 A proxy notice must be delivered to the Board before the commencement of the meeting to which it refers and may be revoked by delivering to the Board, before the commencement of the meeting to which it refers, a notice in writing given by or on behalf of the Member on whose behalf the proxy notice was given and will be deemed to have been revoked if the Member on whose behalf it was given attends and participates in person at the meeting.

13.9 Requirements for certain resolutions

13.9.1 The following resolutions will be valid only if passed by a majority of two thirds of those present and voting (including proxy votes) or if passed by a written resolution in terms of clause 13.10:

- 13.9.1.1** a resolution to amend this Constitution;
- 13.9.1.2** a resolution expelling a person from Membership in terms of clause 10.1.2.3;
- 13.9.1.3** a resolution directing the Board to take any particular step or directing the Board not to take any particular step;
- 13.9.1.4** a resolution to approve the merging of the Club with another SCIO or approving the constitution of a new SCIO to be constituted as the successor pursuant to that amalgamation;
- 13.9.1.5** a resolution to the effect that all of the Club's property, rights and liabilities should be transferred to another SCIO or agreeing to the transfer from another SCIO of all its property, rights and liabilities; or
- 13.9.1.6** a resolution for the winding up or dissolution of the Club.

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

13.9.3 A resolution put to the vote at a general meeting will be decided on a show of hands unless the chairperson or at least two other Ordinary Members present at the meeting request a secret ballot.

13.9.4 The chairperson will decide how any secret ballot is to be conducted and will count or supervise the counting of the ballots and announce the result at the meeting.

13.10 Written resolutions by Ordinary Members

In exceptional circumstances, a resolution may be put to the Ordinary Members in writing by post or by e-mail and will, subject to the intent of clauses 13.4 to 13.9.4 (inclusive), be as valid as if it had been passed by the appropriate majority by Ordinary Members in general meeting. The date of such resolution will be the date on which the last Ordinary Member agreed to it.

13.11 Minutes

13.11.1 The Board will ensure that proper minutes are kept of all general meetings.

13.11.2 Such minutes must include the names of those present and should, so far as possible, be signed by the chairperson of that meeting.

13.11.3 The Board will make copies of such minutes available to Members requesting them, except for confidential material as specified in clause 19.4.4.

14 THE BOARD (THE CHARITY TRUSTEES)

14.1 The minimum number of Charity Trustees will be 5 and the maximum number will be 9, subject to the following provisions:

14.1.1 no more than 6 will be Charity Trustees nominated or appointed from among the Membership under clauses 14.1.1, 14.1.3 and 14.1.4 (“the Internal Trustees”);

14.1.2 no more than 4 of the Internal Trustees will be Charity Trustees appointed to the Board under clause 14.1.3 unless this number is amended under clause 14.1.5;

14.1.3 for as long as there are only 4 or fewer Sports Sections, each may, by vote among its members, select 1 member of such Section (provided that such person is an Ordinary Member) to act as a Charity Trustee, subject to the approval of the remaining Trustees;

14.1.4 after the Charity Trustees appointed under clauses 14.1.2, 14.1.3 and 14.1.6 are in post and the Club’s officers have been appointed, the remaining Charity Trustees provided for under clause 14.1.1 will be appointed by the Board from among suitable nominees or volunteers from among the Ordinary Membership in response to notice of the Board’s requirements;

14.1.5 should the number of Sports Sections change, the Board will determine the new allocation of appointments to the Board;

14.1.6 should a Sports Section choose not to appoint a Charity Trustee under clause 14.1.3, the vacant position may not be taken by an appointee from another Sports Section but will be filled in accordance with clause 14.1.4 or 14.1.8;

14.1.7 up to 4 Charity Trustees may be “External Trustees” as defined in clause 15.4.1.

14.1.8 The Board will seek to ensure that at least 70% of Trustees at any time are resident within the Catchment Area.

15 ELIGIBILITY AS A BOARD MEMBER (CHARITY TRUSTEE)

15.1 Eligibility and appointment

15.1.1 Except for External Trustees, a person will not be eligible for appointment to the Board unless they are an Ordinary Member.

15.1.2 A person will not be eligible for appointment to the Board if that person is:

- 15.1.2.1 disqualified from being a Charity Trustee; or
- 15.1.2.2 an employee of the Club.

15.2 Co-option, retirement and re-election of Charity Trustees

15.2.1 The Board may, subject to the provisions on numbers in clause 14.1, co-opt any Ordinary Member (unless disqualified under clause 15.1.2) to be a Charity Trustee.

15.2.2 A Charity Trustee will retire automatically after a term of 3 years but will be eligible for re-election as provided in clause 15.2.3.

15.2.3 At each annual general meeting any of the Charity Trustees appointed under clauses 14.1.3 or 15.3 whose term of office has expired will be eligible for re-appointment and will be deemed to have been re-appointed unless:

- 15.2.3.1 that Charity Trustee advises the Board otherwise prior to conclusion of the meeting; or
- 15.2.3.2 an election process was held at the annual general meeting of that Charity Trustee's Sports Section and that Charity Trustee was not selected during that process; or
- 15.2.3.3 a resolution not to re-appoint that Charity Trustee was put to the annual general meeting of the Club and was carried.

15.3 Appointment and re-appointment of External Trustees

15.3.1 In addition to their powers under clause 17, the Board may at any time appoint a non-member of the Club, on the basis of that person's special experience and/or skills, to serve as a Charity Trustee (an "External Trustee") subject to clause 14.1.7 and provided that such person is not disqualified in terms of clause 15.1.2.

15.3.2 Such appointment will be for a period of not less than 1 and not more than 3 years.

15.3.3 Persons so appointed will, at the end of their tenure, be eligible for re-appointment.

15.3.4 An External Trustee who joins the Club as an Ordinary Member during their tenure as an External Trustee may, at the discretion of the Board, remain as a Charity Trustee until that term expires but will not be eligible for re-appointment as an External Trustee.

15.4 Termination of tenure as a Charity Trustee

15.4.1 A Charity Trustee will automatically cease to hold office if:

- 15.4.1.1 that person is disqualified from being a Charity Trustee under the Charities and Investment (Scotland) Act 2005; or
- 15.4.1.2 that person becomes incapable for medical reasons of carrying out their duties as a Charity Trustee, but only if that medical reason has continued or is likely to continue for a period of more than 6 months; or
- 15.4.1.3 in the case of a Charity Trustee appointed under clauses 15.2 to 15.3 (inclusive), if that person ceased to be an Ordinary Member; or
- 15.4.1.4 that person becomes an employee of the Club; or
- 15.4.1.5 that person gives the Club a signed notice of resignation; or

15.4.1.6 that Trustee is absent without reason acceptable to the Board from more than 3 consecutive meetings of the Board (but only if the Board resolves to remove that person); or

15.4.1.6 that person is removed from office by resolution of the Board on the grounds of a material breach of the code of conduct for Charity Trustees as referred to in clause 18 or for a serious or persistent breach of duties under section 66(1) or 66(2) of the Trustee and Investment (Scotland) Act 2005; or

15.4.1.7 that person is removed from office by a resolution of the Ordinary Members passed in general meeting; or

15.4.1.8 at the expiration of tenure as provided in clause 15.2.2, subject to the provisions of clauses 15.2 and 15.3.

15.4.2 A resolution under clause 15.4.1.6 or 15.4.1.7 will only be valid if:

15.5.2.1 the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds on which the resolution is to be proposed; and

15.5.2.2 the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is to be proposed, before any vote is taken; and

15.5.2.3 in the case of a resolution under clauses 15.4.1.6 or 15.4.1.7, at least two thirds to the nearest round number of the Charity Trustees then in office vote in favour of the resolution.

15.5 Register of Charity Trustees

15.5.1 The Board must keep a Register of Charity Trustees, setting out, for each Charity Trustee:

15.5.1.1 that person's full name, postal and e-mail addresses and telephone number;

15.5.1.2 the date on which that person became a Charity Trustee; and

15.5.1.3 any other office held in the Club;

15.5.2 and for each former Charity Trustee, for at least 6 years from the date on which that person ceased to be a Charity Trustee:

15.5.2.1 the name of the Charity Trustee;

15.5.2.2 any other office held in the Club; and

15.5.2.3 the date on which that person ceased to be a Charity Trustee.

15.5.3 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change which:

15.5.3.1 arises from a resolution of the Board or a resolution passed by the Ordinary Members; or

15.5.3.2 is notified to the Club.

15.5.4 If any person requests a copy of the Register of Charity Trustees the Board must, provided that the request is reasonable, ensure that a copy is supplied to that person within 28 days. If the request is made by a person who is not a Charity Trustee of the Club, the

Board may supply a copy in which addresses and other contact details have been redacted if the Board believes that providing such information is likely to jeopardise the safety or security of any person or property.

16 OFFICE BEARERS

16.1 The Charity Trustees will elect from among themselves a Chair, a Secretary and Treasurer, unless they elect a Director of Finance and Administration under clause 17.6, in which case the duties of Treasurer may be subsumed in that Directorship. A Treasurer then may, but need not, be appointed from outwith the Board.

16.2 In addition to the office bearers required or permitted under clause 16.1, the Board may elect from among the Charity Trustees further office bearers as they deem appropriate.

16.3 All of the office bearers will cease to hold office at the conclusion of each annual general meeting but may then be re-elected under clause 16.1 or 16.2.

16.4 Persons elected as office bearers will automatically cease to hold that office if;

16.4.1 they cease to be a Charity Trustee; or

16.4.2 they give to the Board a signed resignation of that office.

17 POWERS OF THE BOARD

17.1 Except where this Constitution states otherwise, the Club and its assets and operations will be governed by the Board.

17.2 A meeting of the Board at which a quorum is present may exercise all the powers of the Club.

17.3 The Board may, by a majority of its members voting in person or by proxy, pass such Bye Laws and other regulations as it deems necessary for:

17.3.1 the good governance of the Club;

17.3.2 defining categories of Membership;

17.3.3 the setting of the amount of any Subscription;

17.3.4 regulating the behaviour of Members and Charity Trustees;

17.3.5 maintaining and enhancing the appearance and value of the Club's real property and other assets;

17.3.6 maintaining or enhancing the reputation and public perception of the Club; and

17.3.7 facilitating the operation of the Club.

17.4 Such Bye Law or regulation will have effect as soon as it is communicated to the Membership and unless and until a resolution to amend or repeal it is carried at a general meeting.

17.5 The Ordinary Members may, by way of a resolution passed in compliance with clause 13.9.1, direct the Board to take any particular step or not to take any particular step, and the Board will put any such direction into effect.

17.6 Apart from the committees of the Sports Sections, the Board may constitute such other committees or sub-committees or make such appointments as it deems necessary for the good order and management of the Club.

18 CHARITY TRUSTEES:

18.1 General duties

18.1.1 Each Charity Trustee has a duty, in exercising that function, to act in the best interests of the Club as a whole and, in particular, must:

18.1.1.1 strive in good faith to ensure that the Club acts in a manner which is in accordance with its Purposes;

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

18.1.1.3 in circumstances giving rise to the possibility of a conflict of interest between the Club, the Charity Trustee and any other person:

18.1.1.3.1 put the interests of the Club before their own or those of the other party;

18.1.1.3.2 unless any other duty prevents them from doing so, disclose the possibility of the conflicting interest to the

Club and refrain from acting in any deliberation or decision

of the other Charity Trustees with regard to the matter in

question;

18.1.1.4 ensure that the Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Investment

(Scotland) Act 2005.

18.1.1.5 In addition to the duties set out in clause 18.1, the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

18.1.1.5.1 that any breach of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and is not repeated; and

18.1.1.5.2 that any Charity Trustee who is in serious or persistent breach of those duties is removed from office as a Charity

Trustee.

18.2 Disclosure, remuneration and reimbursement

18.2.1 Provided that a Charity Trustee has declared an interest and has not voted on a question of whether or not the Club should enter into an arrangement with a third party, a Charity trustee will not be debarred from entering into an arrangement with another organisation in which they have a personal interest and, subject to clause 18.2.2 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005, may retain any personal benefit which arises from that arrangement.

18.2.2 No Charity Trustee may serve as an employee of the Club, whether full or part time, and no Charity Trustee may receive any remuneration from the Club for carrying out the duties of a Charity Trustee.

18.2.3 Clause 18.2.2 notwithstanding, Charity Trustees may be reimbursed for all travel and other expenses reasonably and necessarily incurred by them in connection with carrying out their duties, including expenses relating to attendance at meetings relevant to the business or welfare of the Club, provided that such attendance is approved in advance by the Board.

18.3 Code of conduct for Charity Trustees

18.3.1 Each Charity Trustee will comply with any Code of Conduct, including rules on conflict of interest, prescribed by the Board from time to time.

18.3.2 Any such Code of Conduct will be supplemental to the provisions relating to the conduct of Charity Trustees contained in this Constitution and the duties imposed on Charity Trustees in general under the Charities and Investment (Scotland) Act 2005; and all relevant provisions of this Constitution will be interpreted and applied in accordance with the provisions of any Code of Conduct in force under clause 18.3.1 from time to time.

19 DECISION- MAKING BY THE BOARD

19.1 Notice of Board meetings

19.1.1 Any Charity Trustee may call a meeting of the Board or request the Secretary to do so.

19.1.2 At least 7 clear days' notice must be given of a Board meeting unless, in the opinion of the person calling the meeting, the degree of urgency makes such notice inappropriate.

19.2 Quorum

19.2.1 A quorum is required for any valid business to be transacted at a Board meeting. The quorum will be 60% or 4 of the Charity Trustees, whichever number is greater.

19.2.2 If at any time the number of Charity Trustees elected or co-opted falls below the number required as a quorum, the remaining Charity Trustees may seek to fill the vacancies or may call a general meeting, but may not make any other decisions.

19.3 Conduct of Board meetings

19.3.1 The Chair of the Board will act as chairperson of any Board meeting.

19.3.2 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, those Charity Trustees present will elect from among themselves a person who will chair the meeting.

19.3.3 The Chair may not delegate his or her function at Board meetings without first seeking the approval of the remaining Board members.

19.3.4 Each Charity Trustee has one vote, which must be cast personally.

19.3.5 All decisions at Board meetings will be made by simple majority vote.

19.3.6 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will have a second (casting) vote.

19.3.7 The Board may, at its discretion allow any person to attend and speak at a Board meeting, whether or not that person is a Charity Trustee or a Member, on the basis that such person may give advice but may not participate in decision-making.

19.3.8 A Charity Trustee must not vote at a Board meeting or at a meeting of any Sports Section, committee or sub-committee on any resolution which relates to a matter in which they have, or suspect that they may have, a personal interest or duty which conflicts, or may conflict, with the interests of the Club as a whole and they must withdraw from any such meeting while item of that nature is being discussed.

19.3.9 For the purposes of clause 19.3.8:

19.3.9.1 an interest held by an individual who is “connected” with a Charity Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (that is, a husband or wife, partner, child, parent brother or sister of the Charity Trustee) will be deemed to be held by that Charity Trustee; and

19.3.9.2 a Charity Trustee is deemed to have a personal interest in relation to a particular matter in which he or she is an owner, employee, director, member of the management committee, officer or elected representative has an interest in that matter.

19.4 Minutes

19.4.1 The Board must ensure that proper minutes are kept of its meetings and that suitable records or minutes are kept of committee and sub-committee meetings.

19.4.2 The minutes to be kept under clause 19.4.1 must include the names of those present (or participating remotely) and, as far as possible, should be signed by the chairperson of the meeting.

19.4.3 The Board will ensure that the constitutions of each Sports Section and Affiliated Group obliges the governing body of that Section or Group to keep minutes of the meetings of that body and to provide the Board with a copy of such minutes.

19.4.4 The Board may make available a copy of the minutes to a Member requesting them but may exclude any material the Board considers ought properly to be kept confidential on the basis that disclosure of such material might cause significant prejudice to the interests of the Club, the Section or Group concerned or that the material contains reference to a Member or any other matters which it would be inappropriate to divulge.

19.5 Delegation to a committee of the Board

19.5.1 The Board may delegate any of its powers to a committee.

19.5.2 Any such committee must include at least 1 Charity Trustee but other members need not be Charity Trustees.

19.5.3 The Board may also delegate to its Chair or to the holder of any other office such of its powers as it may deem appropriate.

19.5.4 When delegating powers under clauses 19.5.1 or 19.5.3, the Board must set out appropriate protocols which will include an obligation to report regularly to the Board on any discussion or action taken.

19.5.5 Any delegation of powers under clauses 19.5.1 or 19.5.3 may be revoked or amended by the Board at any time.

19.5.6 The rules of procedure for any committee and the provisions regulating its membership will be set by the Board and recorded in Bye Laws or other regulations established under clause 17.3.

19.6 Delegation by the Chair

19.6.1 Subject to clause 19.5.4, the Chair may delegate *ex officio* powers to another Charity Trustee.

20 FINANCIAL ADMINISTRATION

20.1 Financial control procedure

The Board will procure that a financial control procedure is established and that any person granted authority to handle funds on behalf of the Club acknowledges familiarity with such procedure. No commitment to expenditure may be made by any person other than in accordance such procedure.

20.2 Signatories on accounts

20.2.1 Subject to clause 20.2.2, the signatures of 2 out of 3 signatories authorised by the Board will be required in relation to financial operations on bank or building society accounts held by the Club other than the lodging of funds.

20.2.2 At least 1 such signatory must be a Charity Trustee.

20.2.3 Where the Club uses electronic facilities for the operation of any bank or building society account, the authorisations required for operation of such facilities must be consistent with the approach required by clauses 20.1.1 and 20.2.1.

20.3 Accounting records and annual accounts

20.3.1 The Board must ensure that proper records are kept of all financial operations, in accordance with all applicable statutory and prudential requirements.

20.3.2 The Board must prepare and present to the Members and to any body with statutory authority in terms of the Charities and Investments (Scotland) Act 2005 annual accounts.

20.3.3 If an audit or other inspection is required under any statutory requirement, or if the Board considers that such audit or inspection would be prudent, the Board will ensure that such audit or inspection is carried out by a suitably qualified person.

20.3.4 Other than as presented to a general meeting no Member will be entitled to inspect the financial records of the Club.

21 THE SPORTS SECTIONS

21.1 Members will be permitted to form or maintain Sports Sections within the membership for the purpose of providing Members who wish to do so with an opportunity to participate in that particular sport, provided that:

21.1.1 the rules of any such Sport Section are set out in a proper constitution which has been approved by the Board and is made available to members of that Sports Section;

21.1.2 such constitution is not inconsistent with this Constitution; and

21.1.3 the criteria for entry to such Section are lawful and have been approved by the Board as consistent with the Purposes of the Club.

21.2 No person may become a member of a Sports Section without first becoming a Member of the Club and paying the appropriate amount of Subscription.

21.3 Each Sports Section will act as a semi-autonomous administrative unit of the Club and will derive its authority from the Board.

21.4 Each Sports Section will be managed by a committee consisting of, at least, a chairperson, a Secretary, a Treasurer and, where activities may include persons under the age of 16, a Child Welfare Officer.

21.5 The duties of Secretary, Treasurer and Child Welfare Officer may be combined under 1 person.

21.6 Each Sport Section may propose an annual subscription over and above the Club's Subscription and may establish classes of membership to suit the particular requirements of that sports and the likely participants.

21.7 Each Sports Section will open and operate a bank account and will allow scrutiny of such account and that Section's financial procedures by the Board on demand.

21.8 The committee of each Sports Section may, with good cause and subject to the provisions of the Equality Act 2005 and of this Constitution, refuse entry or suspend membership or expel a member whose conduct it deems to be inimical to the good order, operation or reputation of such Section. A member so affected will have the right to appeal as set out in Section 13.

21.9 No Sports Section committee will have the right to deny an application for Membership of the Club or to suspend or expel any member of that Section, but the chairperson of the Section may report the circumstances to the Board and make recommendations as to the Board's actions.

21.10 Where any Sports Section itself fails to discharge its obligations under this Constitution or any Bye Law or other regulation established by the Board relevant to the operation of the Sports Sections, or where the actions of members of that Section are likely to bring the Club into disrepute or interfere with the rights of other Members to enjoyment of the Club's facilities, the Board will have the right to suspend or terminate that Section's right to the grounds and premises of the Club, subject to the terms of the Equality Act 2010 and to that Section's right of appeal to a process of arbitration or dispute resolution. Any such action by the Board will be without prejudice to the Board's right to apply the general disciplinary processes as set out in this Constitution in respect of individual Section members.

21.11 Each Sports Section will hold an annual general meeting in co-ordination with the Club's annual general meeting in order to elect its office bearers, nominate its representative(s) to the Board (if any), report to its members on its financial position and activities, put forward its future plans and generally conduct such business as it deems necessary,

22 THE AFFILIATED GROUPS

22.1 The Board recognises the value of, and the need to encourage, groups who can demonstrate qualities that benefit their own participants, the Club as a whole and its surroundings, but which may not have a direct connection with sporting activities or the interests of any particular Sports Section. Such groups will be designated as "Affiliated Groups".

22.2 Unless members of such groups are already or intend to become Ordinary Members, they will be considered to be Associate Members and will pay the appropriate Subscription.

22.3 Associated Groups will be subject to the terms of this Constitution as if they were Sports Sections.

23 MISCELLANEOUS

23.1 Winding up

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

23.1.2 Any surplus of income or other assets available to the Club immediately preceding its winding up or dissolution must be used for purposes which are the same as or which closely resemble the Purposes as set out in the Preamble.

23.2 Authority of the Office of the Scottish Charity Regulator

23.2.1 Notwithstanding any provision of this Constitution which is apparently to the contrary the consent of this Office will be required for any action such as (by way of illustration and not of limitation) a change of name, alteration to the Purposes, amalgamation or winding up) in respect of which the Office exerts authority.

23.3 Alterations to this Constitution

23.3.1 This Constitution may, subject to clauses 13.1 to 13.10 (inclusive), be altered by resolution of the Ordinary Members passed at a meeting of Ordinary Members by a majority of at least two thirds of those voting in person or by proxy or by way of a written resolution of Members as set out in clause 13.10.

23.4 Interpretation

23.4.1 Reference to the Charities and Investment (Scotland) Act 2005 should be taken to include reference to any statutory provision which:

23.4.1.1 adds to, modifies or replaces that Act; or

23.4.1.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory instrument as described in clause 23.4.1.1.

23.4.2 Reference to a “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011 provided, in either case, that the objects of such a body are limited to charitable purposes.

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

APPENDIX: DISCIPLINARY PROCEDURES

LANGSIDE SPORTS CLUB (“the Club”)

STANDARDS OF CONDUCT: POLICIES AND PROCEDURES: STATEMENT OF PRINCIPLE

1 Purpose and aims

The purpose of the Club’s policy on Standards of Conduct is to ensure that all members are reminded of the need to act within all applicable laws and sporting and other regulations, and in a courteous and thoughtful manner towards each other. The reason for the Club’s adoption of the disciplinary procedures set out here, which are intended to be corrective rather than punitive, is to provide a basis for action where the Board considers that these requirements of conduct may have been breached.

With that in mind, the Club will aim to ensure that all disciplinary procedures are:

- fair to all parties and in accordance with the principles of natural justice;
- transparent;
- as speedy as circumstances allow;
- compliant with the Constitution and Bye Laws of the Club in force from time to time;
- compliant with the rules of the Office of the Scottish Charity Regulator applicable from time to time; and
- applied with the best interests of the membership and the Club as a whole.

2 Mediation and conciliation

The Club will, wherever practicable, aim to resolve differences by way of mediation and conciliation and will only invoke a formal disciplinary procedure where these approaches fail, where a formal procedure appears unavoidable or where a party insists on it.

3 Complaints process

3.1 A complaint may be made by:

- the Board against the conduct of a member;
- a member against the Board;
- the Board against the conduct of a Board member; or
- one member against the conduct of another member.

A complaint by an individual Board member seeking to act in that capacity and not as an individual member must be adopted by the Board as a whole before being considered as being a complaint by the Board.

The Board may consider a complaint made by a non-member against a member or a complaint made against a non-member but in that case these principles will not be considered binding on the non-member

3.2 The Secretary will be responsible for record keeping and other administration. If the Secretary is the complainer or is otherwise directly involved in the complaint the board will appoint a substitute administrator

3.3 Complaints must be made in writing through the Secretary and must be signed by the complainer and dated.

3.4 Complaints must be made within 7 days of the alleged event unless the Board permits an extension of time.

3.5 On receipt of a complaint the Board will appoint a Disciplinary Panel of at least two persons. The Panel members need not be members of the Board or of the Club and, in the case of a complaint against the Board as a whole rather than against an individual Board member), must not be Board members.

3.6 The Panel will:

- observe an obligation of impartiality and confidentiality at all times;
- obtain an initial statement from the person complained against if none is immediately available;
- request statements from any persons named as witnesses by the complainer or the person complained against;
- review such statements to consider whether further action is justified and, if so, whether a possible outcome is suspension or expulsion from membership;
- request further information from any of the parties; and/or
- make an initial recommendation to the Board as to further action which may be permitted under the Constitution and/or Bye Laws.

3.7 Parties must be advised that:

- their statement of complaint, statement in response and/or statement as a witness will be made available to the complainer and/or the person complained against, as appropriate; and

- cannot be added to or amended after submission except with the consent of the Panel.

3.8 Potential witnesses must be advised that their statement may only contain information of which they have direct, personal knowledge relating only to the matter complained of.

3.9 The Panel may, if they consider it appropriate, and in exceptional circumstances only, allow a witness to withhold his or her name (but not from the Panel or the Secretary).

3.10 The Panel may impose a time limit for submission of statements.

3.11 The Panel may not:

- introduce any other material for consideration except for any expert witness statement;
or
- allow a statement to be added to or amended unless satisfied that this would allow relevant additional material to be considered.

3.12 On receipt of the Panel's recommendation, the Board will or may, as appropriate:

- consider what further action, if any, is appropriate;
- request that the Panel obtain further information from any of the parties;
- advise the parties of that decision;
- advise the person complained against of their right of appeal (as provided for in the Constitution and/or Bye Laws); and/or
- if appropriate, convene an Appeals Panel.

3.13 The Board will not issue any statement as to the acceptability or otherwise of any member's conduct without having made a proper investigation of the circumstances. However, the Board, or any Board member present at the time, will be entitled to take immediate action, including temporary suspension of membership while an investigation is conducted, where it is considered that a member's conduct represents a threat to safety and/or good order.