SC494517

Articles of Association: Fife Athletic Club

PART 1: GENERAL

1. Defined Terms

In these articles, unless the context requires otherwise:

- "articles" means the club's articles of association;
- "charitable object" 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;
- "charity" means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;
- "committee" means the board of trustees;
- "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the club;
- "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
- "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
- "member" has the meaning given in article 4;
- "ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;
- "participate", in relation to a trustees' meeting, has the meaning given in article 14;
- "trustee" has the meaning given for "member" in section 112 of the Companies Act 2006;
- "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the club.

2. Title

(1) The club will be called *Fife Athletic Club* (hereinafter referred to as the club) and will be affiliated to Scottish Athletics Ltd.

SATURDAY
S4M495MB
SCT 12/12/2015 #111
COMPANIES HOUSE

3. Objects

(1) The objects of the club are:

(a) To foster the advancement of public participation in athletics as a sport (meaning sport which involves physical skill and exertion).

(b) To organize recreational activities with the object of improving the conditions of life for members of the public at large.

(2) In pursuit of these objects the club will:

(a) offer coaching and competitive opportunities in athletics;

(b) organize athletics events at local, district and national level;

(c) promote the club within the local community and Scotland;

(d) ensure a duty of care to all members of the club;

(e) ensure that all present and future members receive fair and equal treatment.

(3) For the avoidance of doubt the income and property of the club shall be applied solely towards promoting the club's charitable objects.

4. Powers

(1) In pursuit of the objects listed in article 3 the club shall have the powers listed in Appendix 1.

5. Membership

No application for membership will be refused on other than reasonable grounds. There is no discrimination on grounds of age, gender, disability, civil status, race, sexual orientation, religion, political views or any other belief.

(1) Membership is open to any person who has an interest in the club and the pursuance of its objects, provided:

(a) that person is aged nine years or older;

(b) that person has completed an application for membership in a form approved by the trustees, and paid the appropriate membership fee as set at the AGM;

(c) the trustees have approved the application.

(2) The categories of membership are:

(a) adult

(b) junior (age under twenty-one at time of application)

(c) family (two adults and two children)

(d) honorary life

(3) All members are subject to the regulations, policies and codes of conduct that the club has adopted, and are deemed to accept these by joining the club.

6. Termination of Membership

(1) A member may withdraw from membership of the club by giving seven days' notice to the club in writing.

(2) Membership is not transferable.

(3) A member whose subscription is unpaid ninety days after notification of this being due ceases to be a member.

(4) Any member whose conduct is considered of such a nature as to be injurious to the club is, at the sole discretion of the committee, liable to disciplinary action including expulsion from the club. The committee shall allow the member in question every reasonable opportunity to defend their conduct before a meeting of the committee.

(a) There will be a right of appeal following disciplinary action.

(b) An appeals sub-committee, consisting of three members appointed by the committee but who are not committee members, will hear and adjudicate on such an appeal. Written intimation of such an appeal must be made to the secretary within a period of one month from the date of disciplinary action. The appeals sub-committee may take evidence from the president or vice-president on behalf of the club, the member and anyone they wish to speak on their behalf.

(5) A person's membership terminates when that person dies.

(6) Membership fees are not refundable.

PART 2: TRUSTEES

7. Trustees' General Authority

(1) Subject to the articles, the trustees are responsible for the management of the club's business, for which purpose they may exercise all the powers of the club.

(2) The details of the club's powers are in Appendix 1.

8. Liability of Trustees

(1) The liability of the trustees is limited.

(2) Each trustee of the club undertakes to contribute such amount as may be required (not exceeding £1) to the property of the club if it should be wound up whilst he or she is a trustee or within one year after he or she ceases to be a trustee (for whatever reason), for payment of its debts and liabilities contracted before he or she ceases to be a trustee, and of the costs, charges and expenses of winding up.

9. Indemnity of Trustees

(1) Subject to paragraph (2), any trustee or former trustee of the club may be indemnified out of the club's assets against:

(a) any liability incurred by that trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the club;

(b) any other liability incurred by that trustee as a trustee of the club.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

10. Sub-Committees

(1) Sub-committees to which the trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by trustees.

11. Collective Decision Making (1)

(1) Any decision of the trustees must be either a majority decision at a meeting or a decision taken in accordance with article 12.

12. Collective Decision Making (2)

(1) A decision of the trustees is taken in accordance with this article when all eligible trustees indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing or electronically, copies of which have been signed by each eligible trustee or to which each eligible trustee has otherwise indicated agreement in writing or electronically.

(3) References in this article to eligible trustees are to trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a trustees' meeting.

(4) A decision may not be taken in accordance with this article if the eligible trustees would not have formed a quorum at such a meeting as outlined in article 15.

13. Calling a Trustees' Meeting

(1) Any trustee may call a trustees' meeting by giving notice of the meeting to the trustees or by authorising the club secretary to give such notice.

(2) Notice of any trustees' meeting must indicate:

(a) its proposed date and time,

(b) where it is to take place, and

(c) if it is anticipated that trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a trustees' meeting must be given to each trustee, but need not be in writing.

(4) Notice of a trustees' meeting need not be given to trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the club not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

(5) A meeting must normally be held every three calendar months.

(6) The treasurer or an alternative specifically delegated for the duty should give a financial report at each meeting.

14. Participation in Trustees' Meetings

(1) Subject to the articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when:

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other.

(3) If all the trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Quorum for Trustees' Meetings

(1) At a trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for trustees' meetings comprises the president or vice-president and at least four other trustees, or alternatively any six trustees.

(3) If the total number of trustees for the time being is less than the quorum required, the trustees must not take any decision other than:

(a) to appoint further trustees, or

(b) to call a general meeting so as to enable the members to appoint further trustees.

16. Chairing of Trustees' Meetings

(1) The chairman will be the president or if absent the vice-president.

(2) If the chairman is not participating in a trustees' meeting within ten minutes of the time at which it was to start, the participating trustees must appoint one of themselves to chair it.

17. Casting Vote

(1) If the numbers of votes for and against a proposal are equal, the chairman or other trustee chairing the meeting has a casting vote unless, in accordance with the articles, the chairman or other trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. Conflicts of Interest

(1) If a proposed decision of the trustees is concerned with an actual or proposed transaction or arrangement with the club in which a trustee is interested, that trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a trustee who is interested in an actual or proposed transaction or arrangement with the club is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when:

(a) the club by ordinary resolution disapplies the provision of the articles which would otherwise prevent a trustee from being counted as participating in the decision-making process;

(b) the trustee's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the trustee's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes:

(a) a guarantee given, or to be given, by or to a trustee in respect of an obligation incurred by or on behalf of the club or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the club or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities;

(c) arrangements pursuant to which benefits are made available to employees and trustees or former employees and trustees of the club or any of its subsidiaries which do not provide special benefits for trustees or former trustees.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any trustees' meeting or part of a trustees' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of trustees or of a committee of trustees as to the right of a trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any trustee other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the trustees at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19. Records of Decisions

(1) The trustees must ensure that the club keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the trustees.

(2) Minutes shall be recorded by the secretary, or if absent some other suitable person present at the meeting shall be appointed to take and record minutes.

(3) These minutes shall be made available to the membership within four weeks of the meeting.

20. Appointment of Trustees

(1) Any person who is willing to act as a trustee, and is permitted by law to do so, and is a member of the club, may be appointed to be a trustee at an AGM or EGM.

(2) The trustees of the club comprise:

(a) president

(b) vice-president

(c) secretary

(d) treasurer

(e) at least three but no more than five other members

(3) Trustees may be re-elected at the AGM but the position of president may not be held for more than two years without a break of at least one year.

(4) Any casual vacancy in the Board of Trustees may be filled by the committee at its discretion.

(5) A person ceases to be a trustee as soon as:

(a) the AGM subsequent to their appointment;

(b) they are prohibited from being a trustee by law;

(c) a bankruptcy order is made against them;

(d) a composition is made with their creditors generally in satisfaction of their debts;

(e) a registered medical practitioner who is treating them gives a written opinion to the club stating that they have become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(f) notification is received by the club from the trustee that the trustee is resigning from office, and such resignation has taken effect in accordance with its terms.

21. Trustees' Remuneration

(1) Trustees receive no remuneration from the club.

(2) Any profits must be used to further the objects of the club, and may not be paid to the trustees.

22. Trustees' Expenses

(1) Trustees may receive pre-approved out-of-pocket expenses.

PART 3: GENERAL MEETINGS

23. Attendance and Speaking at General Meetings

(1) A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.

(2) A member is able to exercise the right to vote at a general meeting when:

(a) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.

(3) The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) Only members who are aged sixteen years and over on the date of the meeting are entitled to vote.

(5) The chairman of the meeting may permit other persons who are not members of the club to attend and speak at a general meeting.

24. Quorum for General Meetings

(1) No business may be transacted at a general meeting if the members attending it do not constitute a quorum.

(2) A quorum is deemed to be twenty voting members of the club excluding the chairman of the meeting.

25. Chairing General Meetings

(1) The president, or if absent the vice-president, will chair general meetings. If neither is present:

(a) the trustees present, or

(b) (if no trustees are present), the meeting,

must appoint a trustee or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(2) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

26. Adjournment

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must:

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the trustees, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

(a) to the same persons to whom notice of the club's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

27. Voting at General Meetings

(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with article 29.

(2) Voting is decided by a simple majority with the exceptions of (3) below and article 38.

(3) No alteration to the articles may be passed unless it is supported by two-thirds of those voting providing that the number of votes cast in favour constitutes at least one half of the members present.

28. Errors and Disputes

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

29. Poll Votes

(1) A poll on a resolution may be demanded:

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by:

(a) the chairman of the meeting;

(b) the trustees;

(c) two or more persons having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if:

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

30. Proxy Voting

(1) Proxies are not allowed.

31. Notice of Meetings

(1) Notice of all meetings shall be posted on the club website and in the local Free Press four weeks prior to the meeting.

32. Resolutions

(1) Resolutions and amendments to the articles to be proposed at an AGM must be given in writing to the club secretary within two weeks of notice of the meeting being given.

(2) A resolution to be proposed at an AGM may be amended if notice of the proposed amendment is given to the club secretary in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than one week before the meeting is to take place.

(3) A resolution to be proposed at a general meeting may be amended if the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

33. Annual General Meeting (AGM)

(1) The Annual General Meeting (AGM) of the club shall be held not later than the first day of November in each year. The conditions for other general meetings shall also apply to this one.

(2) The members have the power to appoint any person to be honorary president of the club at the AGM. Once appointed, such person shall remain in office until notice of retirement or removal by the trustees. The powers and duties (if any) of an honorary president shall be determined by the trustees from time to time.

(3) The committee may nominate to the AGM up to five members to serve as elected members on the ensuing committee. Any other member willing to serve must be duly proposed by one member and seconded by another member of the club, and the nomination conveyed to the secretary at least seven days prior to the AGM.

(4) The AGM shall:

(a) receive and adopt the annual report;

(b) receive and adopt the accounts and auditors report;

(c) elect trustees as listed in article 20;

(d) appoint auditors to audit the books of the club;

(e) consider and decide upon all resolutions and proposed amendments to the articles;

(f) decide the annual membership fees;

(g) consider any other competent business.

(5) Prior to the meeting, members will receive:

(a) a copy of the annual report, accounts and auditors' report;

(b) a list of all nominations for the trustees;

(c) a note of the proposed auditors;

(d) any proposed changes to membership fees;

(e) any proposed amendments to the articles;

(f) details of any other business.

34. Extraordinary General Meeting (EGM)

(1) An Extraordinary General Meeting (EGM) shall be held where the secretary has received written application of at least ten voting members of the club calling for a meeting and stating their grounds for the same. The conditions for other general meetings shall also apply to this one and the notice of the meeting shall contain details of the grounds on which the meeting is requested.

(2) The secretary shall within two weeks of receipt of such request give notice of the date and venue of such a meeting, provided that the date shall be not more than six weeks from the date of receipt of such request.

PART 4: ADMINISTRATIVE ARRANGEMENTS

35. Means of Communication

(1) Subject to the articles, anything sent or supplied by or to the club under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the club.

(2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

(3) A trustee may agree with the club that notices or documents sent to that trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight hours.

36. Finance

(1) Finance is wholly controlled by the trustees, particularly the treasurer, who is accountable for all monies due to or by the club.

(2) All monies are banked in the name of the club.

(3) A statement of annual accounts will be presented by the treasurer at the AGM. The accounts will be subject to external scrutiny in line with the relevant requirements of legislation.

(4) Any cheques drawn against club funds must hold the signatures of two (unrelated) signatories.

(5) Any expenditure of more than one thousand pounds must be approved by the trustees.

(6) All expenditure must be within the stated aims of the club and in pursuance of its objects.

(7) The trustees shall have power to borrow whatever money may be required for the purposes of the club up to a maximum of one half of the audited value of the fixed assets of the club, and that by either bank overdraft or otherwise as may be considered suitable, provided always that it is in the best interests of the club.

(8) Any member may inspect the accounts on application to the treasurer.

37. Complaints

(1) Any complaint should be passed in writing or electronically to the secretary without delay, who will acknowledge this in writing within fourteen days to both the complainant and the member against whom the complaint is made.

(2) If there is any possibility of criminal action the police will be informed immediately.

(3) If appropriate the club welfare officer will be contacted.

(4) The secretary will arrange a meeting of trustees and if necessary a formal disciplinary meeting.

38. Dissolution

(1) The club shall only be dissolved at a general meeting called specifically for that purpose. Dissolution is regarded as a change to the articles and voting procedures are outlined in article 27.

(2) In the event of the dissolution or winding up of the club from any cause the whole funds and assets remaining after payment of all lawful debts shall be distributed to other charities with similar objects.

(3) Details of distribution or donation shall be determined by voting members of the club at the general meeting called for the dissolution.

APPENDIX 1: Powers of the Club

(1) Facilitate access to a range of services for members and encourage their involvement in planning and developing services.

(2) Develop services relevant to the needs of its members.

(3) Work with other groups and organizations to develop services.

(4) Employ and pay staff whether paid or self-employed to supervise, to organize and carry on the work of the organization, and dismiss such persons as appropriate.

(5) Engage the services of professional advisers and consultants to assist in the work of the organization and to provide payment where appropriate.

(6) Engage the services of volunteers to assist in the work of the club and reimburse approved out-of-pocket expenses.

(7) Collaborate with statutory and voluntary agencies in pursuit of the club's objects and promote the organization to the public.

(8) Arrange and hold events and training courses.

(9) With due regard to confidentiality, collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects.

(10) Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and maintain and alter any buildings necessary for the work of the club, and to make regulations for the management of any property.

(11) Receive contributions by way of subscription or donation and to raise funds to further the objects of the club.

(12) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the club.

(13) Hold a bank account(s) in the name of the club and make and receive payments in furtherance of the objects of the club.

(14) Enter into contracts or agreements with any person or organization to further the objects of the club.

(15) Take any gift, bequest or property whether subject to any Trust or not in furtherance of the objects of the club.

(16) Make application for and secure grant from public bodies, charitable institutions, voluntary organizations, the lottery commission and other means to fund the objects of the club.

(17) Appoint and convene such advisory sub-committees, persons or undertake such consultation as is considered appropriate.

(18) Make such rules and procedures as considered necessary for the day-to-day management of the club.

(19) Subject to such consents as may be required by law, borrow and raise money for the furtherance of the objects of the club in such manner and on such security as the club may see fit.

(20) Confer Honorary Life Membership of the club to any athlete, official or committee member in recognition of outstanding athletic achievement or services to the club.

(21) Do any other lawful things as are necessary for the attainment of the objects of the club.