

**CONSTITUTION
OF
CLYDESDALE AMATEUR ROWING CLUB SCIO**

Table of Contents

Name & Principal Office	3
Charitable Purposes.....	3
Powers	3
Liability of members	3
General Structure	3
MEMBERSHIP	4
Qualifications for membership	4
Equal Opportunities.....	5
Protection of Vulnerable Groups.....	5
Application for membership.....	5
Membership subscription	6
Register of members.....	6
Withdrawal from membership.....	7
Transfer of membership	7
Expulsion from membership	7
DECISION-MAKING BY THE MEMBERS.....	7
Members' meetings.....	7
Power to request the board to arrange a special members' meeting.....	8
Notice of members' meetings	8
Procedure at members' meetings	8
Voting at members' meetings	9
Minutes.....	10
BOARD OF TRUSTEES.....	10
Composition of Board	10
Eligibility	10
Initial charity trustees	10
Election, Re-election and Retiral.....	11
Termination of office.....	11
Register of charity trustees	12
Powers of board.....	13
Charity trustees - general duties	13
Code of conduct for charity trustees.....	14

DECISION-MAKING BY THE CHARITY TRUSTEES	14
Notice of board meetings	14
Procedure at trustee meetings	14
Minutes	15
ADMINISTRATION.....	15
Delegation to sub-committees	15
Operation of accounts.....	15
Accounting records and annual accounts.....	16
MISCELLANEOUS	16
Winding-up.....	16
Alterations to the constitution.....	16
Uniform and Colours	16
Interpretation	17

GENERAL

Name & Principal Office

- 1 The Club is called Clydesdale Amateur Rowing Club, hereafter referred to as The Club, and will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principal office will be, and remain, in Scotland.
- 2 The SCIO is an incorporation of the unincorporated association known as Clydesdale Amateur Rowing Club, established 1857, along with its members and values which comprise the encouragement and furtherance of rowing and the promotion of a friendly spirit of emulation and interest amongst its members.

Charitable Purposes

- 3 The Club will operate as a charitable organisation and its purposes are:
 - 3.1 to promote the advancement of public participation in the sport of rowing or the training for such regardless of level of skill or physical ability and to contribute to the improvement of physical health, fitness, social and mental wellbeing of the wider community;
 - 3.2 To promote the advancement of citizenship or community development by encouraging participation in healthy recreation and in other activities within the community to promote and support the club's activities.

Powers

- 4 The Club has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5 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 organisation's existence or on dissolution - except where this is done in direct furtherance of the Club's charitable purposes. No portion of the income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, honoria or otherwise howsoever by way of profit to the members.

Liability of members

- 6 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 the Club is unable to meet its debts, the members will not be held responsible.
- 7 The members and charity Trustees have certain legal duties under the Charities and Trustees Investment (Scotland) Act 2005; and clause 5 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties.

General Structure

- 8 The structure of the Club consists of:
 - 8.1 the MEMBERS - who have the right to attend and vote at members' meetings (including any annual general meeting) and have important powers under the constitution; in

particular, the members appoint persons to serve on the board and take decisions on changes to the constitution itself;

8.2 The BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.

9 The persons serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERSHIP

Qualifications for membership

10 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender identity or sex characteristics, marriage or civil partnership (with regard to employment); pregnancy and maternity, race, religion or belief, sex or sexual orientation:

10.1 Ordinary:

Persons who have attained the age of 18 by 1st September preceding the Annual General Meeting and shall be entitled to the full benefits and privileges offered by the club;

10.2 Student/Unemployed/Membership:

Members who have attained the age of 18 by 1st September preceding the Annual General Meeting, but are in full time education or unemployed and shall be entitled to the full benefits and privileges offered by the club.

10.3 Junior Membership:

Persons under the age of 18 by 1st September preceding the Annual General Meeting and shall be entitled to the benefits and privileges of ordinary members, with the exception that persons under the age of 16 by 1st September preceding the Annual General Meeting shall not serve on the Board and may participate at general meetings only in a non-voting capacity;

10.4 Coxswains & Coaches:

Coxswains & Coaches shall be entitled to the benefits and privileges of ordinary members, with the exception that their boating activities shall be confined to coxing. Junior Coxswains & Coaches may participate at general meetings only in a non-voting capacity.

10.5 Associate:

Persons (inclusive of parents of a junior member) who are interested in the Club are considered to be eligible. Associate members will not be entitled to use the club boats. They shall not serve on the Board and may participate at general meetings only in a non-voting capacity;

10.6 Ordinary Life:

Members who have paid 10 consecutive annual subscriptions (not including junior memberships) may be elected by the Annual General Meeting as Life Members, to take effect from the first subscription date following the AGM. They shall be entitled to the same benefits and privileges as Associate Members. To avoid doubt, members who have been elected as Life Members may continue to pay the membership subscription

of another membership category and be entitled to the benefits and privileges of that membership category.

10.7 Honorary Life Members:

On a notice of a resolution at an Annual General Meeting, the members may elect any person as an Honorary Life Member. They shall be entitled to the same benefits and privileges as Associate Members.

10.8 Temporary Members:

Temporary Membership, at the discretion of the committee, may be granted for a period of up to three months on payment pro-rata basis. Temporary members shall be entitled to the full benefits and privileges of ordinary members, excepting that they shall not serve on the Board and may participate at general meetings only in a non-voting capacity.

10.9 Honorary President And Past Presidents

The Honorary President and Past Presidents of Clydesdale Amateur Rowing Club, instituted 1857, shall be entitled to the full benefits and privileges offered by the club and may attend Board Meetings in a non-voting capacity only. All Presidents on retiring to be elected Honorary Vice-President "ex-officio".

10.10 Affiliate Members:

Persons who are members of an Affiliate Organisation may be permitted to use the club facilities in accordance with the terms of any Affiliation Agreement in place from time to time. Such persons shall not serve on the Board and may participate at general meetings only in a non-voting capacity. For the purposes of this Article 10.10:

"Affiliate Organisation" means any organisation with which the Club has entered into an Affiliation Agreement; and

"Affiliation Agreement" shall mean any agreement approved by the Board, the primary purpose of which is to engage an Affiliate Organisation's members in rowing activity.

Equal Opportunities

- 11 The Club is fully committed to the principles of equality of opportunity and is responsible for ensuring that no member, volunteer, employee or job applicant receives less favourable treatment on the grounds of age, disability, gender identity or sex characteristics, marriage or civil partnership (with regard to employment); pregnancy and maternity, race, religion or belief, sex; or sexual orientation.

Protection of Vulnerable Groups

- 12 The Club accepts the policy and procedures relating to Child Protection and the Protection of Vulnerable Adults as set out by Scottish Rowing, and requires all members to accept them as a condition of membership. This is reflected in The Club's policy and procedure statement relating to children and vulnerable adults.

Application for membership

- 13 Any person who wishes to become a member must submit to the club an application for membership along with a remittance to meet any membership subscription.

- 14 The Board may not, unless there are reasonable grounds to do so, refuse to admit any person to Membership.
- 15 The Board shall confirm each application for membership at the first board meeting which is held after receipt of the application and payment.
- 16 If an application has been refused by the Board, an appeal may be made in writing. This appeal will be heard at a members meeting, A refusal to admit to membership must be confirmed by not less than two thirds of those present and voting at a members' meeting. g. The decision of the members' meeting on such appeals is final.

Membership subscription

- 17 Members shall be required to pay any membership subscription which shall be approved by the members at a general meeting.
- 18 If the membership subscription payable by any member remains outstanding more than 4 weeks after a written reminder - and providing they have been given at least one written reminder - the board may, by resolution to that effect, expel them from membership.
- 19 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.
- 20 Members joining through the year shall pay the full annual subscription on pro rata basis.
- 21 Where three or more members of an immediate family (ie parent/guardians and children) are members, those members may pay their subscriptions at 80% of the normal rate.

Register of members

- 22 The board must keep a register of members, setting out:
 - 22.1 for each current member:
 - 22.1.1 their full name and address; and
 - 22.1.2 the date on which they were registered as a member of the organisation;
 - 22.2 for each former member - for at least one year from the date on which they ceased to be a member:
 - 22.2.1 their name; and
 - 22.2.2 The date on which they ceased to be a member.
- 23 The board must ensure that the register of members is updated within 28 days of any change:
 - 23.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 23.2 Which is notified to the organisation.

Withdrawal from membership

- 24 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them, they will cease to be a member as from the time when the notice is received by the organisation.
- 25 Such resignations must be in the hands of the Club Secretary by the date of the Annual General Meeting or such member will be held liable for the subscription for the ensuing season.

Transfer of membership

- 26 Membership of the Club may not be transferred.

Expulsion from membership

- 27 Any person or body may be expelled from membership by way of a resolution passed by the board. Any expulsion will require subsequent confirmation by not less than two thirds of those present and voting at a members' meeting. The person or body will remain expelled from membership pending the members' meeting. The following procedures must have been observed:-

27.1 at least 21 days' notice of the board's intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;

27.2 The member concerned will be entitled to be heard on the resolution at the relevant board and members' meeting

27.3 The members' meeting will be held within 21 days of the board meeting at which the resolution was passed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 28 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. An Annual General Meeting will be held on the last Thursday of October or alternatively the first Thursday in November.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 The business of each AGM must include:-
- 30.1 a report by the chair on the activities of the organisation;
- 30.2 consideration of the audited annual accounts of the organisation;
- 30.3 The election/re-election of charity trustees;
- 30.4 the annual subscriptions for the forthcoming year shall be fixed and take effect from the first day of July following the Annual General Meeting.

31 The board may arrange a special members' meeting at any time providing 14 days' notice.

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

32 The board must arrange a special members' meeting if they are requested to do so by a notice signed by members who amount to 10% or more of the total membership of the Club at the time, providing:

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

32.2 Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or as amended.

33 If the board receive a notice under clause 32, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

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

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

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

35.2 In the case of any other resolution requiring a two-thirds majority must set out the exact terms of the resolution.

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

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

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

37 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to members who may not have updated contact details will not invalidate the proceedings at the meeting.

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

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

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

Procedure at members' meetings

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

- 40 The quorum for a members' meeting is 15 members eligible to vote, present in person.
- 41 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 42 The president of the Club should act as chairperson of each members' meeting.
- 43 If the president of the Club is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 44 Every Ordinary member has one vote, which must be given personally.
- 45 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 46.
- 46 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting:
- 46.1 a resolution amending the constitution;
 - 46.2 a resolution expelling a person from membership;
 - 46.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 46.4 a resolution approving the amalgamation of the Club with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 46.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 46.6 A resolution for the winding up or dissolution of the organisation.
- 47 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 48 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting and entitled to vote) ask for a ballot.
- 49 The chairperson will decide how any ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Minutes

- 50 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 51 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by two nominated persons who were present at the members' meeting.

BOARD OF TRUSTEES

Composition of Board

- 52 The Club is managed by a Board of Trustees which shall consist of:
- 52.1 President;
 - 52.2 Vice-President;
 - 52.3 Treasurer;
 - 52.4 Secretary;
 - 52.5 Membership Secretary;
 - 52.6 Captain;
 - 52.7 Flag Captain;
 - 52.8 Clubmaster;
 - 52.9 Safety Officer;
 - 52.10 Club Welfare Officer;
 - 52.11 And five additional trustees chosen from the membership at AGM or co-opted in accordance with clause 56;
 - 52.12 the Honorary President and Honorary Vice-Presidents may attend board meetings in a non-voting capacity only.

Eligibility

- 53 A person will not be eligible for election or appointment to the board unless they are a member of the Club and such a person will not be eligible for election or if they are: -
- 53.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 53.2 An employee of the organisation.

Initial charity trustees

- 54 The 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 members as charity trustees with effect from the date of incorporation of the organisation (SCIO was registered on 27 March 2015).

Election, Re-election and Retiral

- 55 At each AGM, the members may elect any eligible member to be a charity trustee.
- 56 The board may at any time appoint any member to be a charity trustee.
- 57 At each AGM, all of the charity trustees must retire from office - but may then be re-elected under clause 58.
- 58 A charity trustee retiring at an AGM will be re-elected unless: -
- 58.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
 - 58.2 an election process was held at the AGM and they were not among those elected/re-elected through that process for that role; or
 - 58.3 A resolution for the re-election of that charity trustee was put to the AGM and was not carried.
- 59 In order to benefit the club, the President should only serve for a period of three (3) consecutive years. Their right to re-election will then revert to that outlined in clause 57.

Termination of office

- 60 A charity trustee will automatically cease to hold office if: -
- 60.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 60.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 60.3 they cease to be a member of the Club;
 - 60.4 they become an employee of the organisation;
 - 60.5 they give the Club a notice of resignation, signed by them;
 - 60.6 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
 - 60.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the Club rules or any code of conduct for charity trustees;

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

60.9 They are removed from office by a resolution of the members passed at a members' meeting.

61 A resolution under paragraph 60.6, 60.7, 60.8 or 60.9 shall be valid only if: -

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

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

61.3 (In the case of a resolution under paragraph 60.7 or 60.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

62 The board must keep a register of charity trustees, setting out:-

62.1 for each current charity trustee:

62.1.1 their full name and address;

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

62.1.3 any office held by them in the organisation;

62.1.4 The name of the member which nominated each charity trustee.

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

62.2.1 the name of the charity trustee;

62.2.2 any office held by them in the organisation; and

62.2.3 The date on which they ceased to be a charity trustee.

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

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

63.2 Which is notified to the organisation.

64 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request

is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out.

Powers of board

- 65 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 organisation.
- 66 A meeting of the board at which a quorum of 5 persons is present may exercise all powers exercisable by the board.
- 67 The members may, by way of a resolution passed in compliance with clause 46 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

- 68 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-
- 68.1 seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
- 68.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 68.3 in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
- 68.3.1 put the interests of the Club before that of the other party;
- 68.3.2 where any other duty prevents them 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;
- 68.4 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.
- 69 In addition to the duties outlined in clause 68, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 69.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 69.2 That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 70 Provided they have declared their interest - and 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 they have a personal interest and they may retain any personal benefit which arises from that arrangement.

- 71 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the Club for carrying out their duties as a charity trustee.

Code of conduct for charity trustees

- 72 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.
- 73 The code of conduct referred to in clause 72 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

- 74 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 75 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 trustee meetings

- 76 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person.
- 77 If at any time the number of charity trustees in office falls below the number stated, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 78 The President of the Club should act as Chairperson of each board meeting.
- 79 If the President is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as President), the Vice-President shall nominate or delegate chair to another charity trustee.
- 80 Every charity trustee has one vote, which must be given personally.
- 81 All decisions at trustee meetings will be made by majority vote
- 82 If there are an equal number of votes for and against any resolution, the President of the meeting will be entitled to a second (casting) vote.
- 83 The board may 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.

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

85 For the purposes of clause 84: -

85.1 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;

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

Minutes

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

87 The minutes to be kept under clause 86 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.

88 The board shall make available copies of the minutes referred to in clause 86 to any member of the public requesting them.

ADMINISTRATION

Delegation to sub-committees

89 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.

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

91 When delegating powers under clause 89 or 90, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

92 Any delegation of powers under clause 89 or 90 may be revoked or altered by the board at any time.

93 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

94 Subject to clause 96, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.

- 95 Where the Club uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 94.

Accounting records and annual accounts

- 96 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 97 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor if required.

MISCELLANEOUS

Winding-up

- 98 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.
- 99 Any surplus 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 of the Club as set out in this constitution.

Alterations to the constitution

- 100 This constitution may be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46).
- 101 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).

Uniform and Colours

- 102 Flag: The flag shall be a white Saint George's cross on an Oxford Blue ground.
- 103 Racing Uniform: The vest (sleeveless) shall be blue with white stripes running down each side, with a motif on the left breast consisting of crossed oars overprinted with the words "Clydesdale A.R.C." below the date "1857". An under vest, if worn, shall be white. The shorts shall be blue with white stripes down each side.
- 104 Members competing in a regatta as Clydesdale A.R.C. shall be in the uniform of the club.
- 105 The uniform may be altered by the board to include such details of sponsorship and advertising as they deem necessary at the time.
- 106 Dress Apparel: The blazer will be navy blue with badge. The badge shall consist of a shield enclosing, at the top, the initials "C.A.R.C.", in the middle the flag above the date "1857" and at the bottom, crossed oars, the characters and outline to be done in gold. The tie shall be Oxford blue with diagonal stripes of royal blue and white at regular intervals and with crossed

oars in gold between the stripes. The scarf shall be two double bands of royal blue and white lengthwise on an Oxford blue base.

107 The blades shall be a white Saint George's cross on an Oxford blue ground.

Interpretation

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

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

108.2 Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 108.1 above.

109 In this constitution: -

109.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

109.2 "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.