

**THE COMPANIES ACT 2006**

**ORGANISATION LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

*ARTICLES of ASSOCIATION*

**Of**

**Pitreavie Amateur Athletics Club**

**Constitution of organisation**

1 The Club shall be called Pitreavie Amateur Athletics Club (herein after referred to as the Club) established with the aim of providing an Athletics Sports Hub in Fife.

1.1 The Club colours will be: White, navy-blue and yellow.

1.2 The Club will operate as a non-profit distributing charity whose principal objective is the advancement of participation in Athletics as a sport. This will be achieved through the provision of coaching and facilities for participating in Athletics in accordance with the rules and regulations laid down by UK Athletics, the governing body within the sport of Athletics and its subsidiaries or such successor entity or entities as become(s) from time to time (and by so doing to become and remain registered as an associate of the Scottish Athletics), and the UK Athletics Rules and their Disciplinary Code and the rules and regulations of any governing body.

**Defined terms**

2 In these articles of association, unless the context requires otherwise:-

(a) "Act" means the Companies Act 2006;

(b) "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;

(c) "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;

(d) "electronic form" has the meaning given in section 1168 of the Act;

(e) "OSCR" means the Office of the Scottish Charity Regulator;

- (f) “property” means any property, heritable or moveable, real or personal, wherever situated; and
- (g) “subsidiary” has the meaning given in section 1159 of the Act.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

### **Objects**

- 4 The Objects of the Club are:
- (a) The aims and objectives of the Club are to foster the advancement of public participation in Athletics as a sport (and ‘sport’ means sport which involves physical skill and exertion).
  - (b) The provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended, and only in relation to recreational facilities or activities which are available to members of the public at large.

### **Powers**

- 5 In pursuance of the objects listed in article 4 (but not otherwise) and subject to article 6, the Club shall have the following powers:-
- (a) To represent and support the interests of members of the Club who act on a voluntary and amateur basis;
  - (b) That membership of the Club shall be confined to amateurs as defined by the laws of Scottish Athletics Limited.
  - (c) To determine the annual subscription and supporting member’s fees subject to agreement at each AGM.
  - (d) To maintain campaigns via the media, internet, information leaflets, advertisements etc. to promote the Club’s purpose;
  - (e) To provide relevant information, including information from statutory bodies and facilitate the exchange and sharing of resources, ideas and the planning of services;
  - (f) To facilitate according to identified need the formation of ad hoc groups and working parties and thus enable specific tasks which might be identified locally to be undertaken;

- (g) Facilitate the development of effective networks with the private/public sectors, individuals, organisations, and groups to enable the furtherance of the Club's purpose;
- (h) To ensure the provision of support and assistance to new and existing members within the community to meet the identified needs;
- (i) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Club in such manner and on such security as the Club may think fit;
- (j) To raise funds and to invite and receive contributions from any person or persons by way of subscription, donation or otherwise; however the Club shall have the right to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Club may think fit;
- (k) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Club's activities
- (l) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Club;
- (m) Subject to Article 4, to employ such staff as are considered appropriate for the proper conduct of the Club's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- (n) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies to further the Club's objects or similar charitable purposes;
- (o) To effect insurance of all kinds (which may include officers' liability insurance) with a view to minimising risk;
- (p) To subscribe to, become a member of, or co-operate with any other charitable organisation, institution, society or body not formed or established for the purposes of distributing whose objects are wholly or in part similar to those of the Club and which by its Constitution prohibits the distribution of its income and property amongst its members;
- (q) To establish and/or support any other charity, association or institution and to make donations for any charitable purpose falling within the Club's objects;
- (r) To do all or any of the things previously authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Organisation is authorised to co-operate;
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Club;
- (t) To do all such other lawful things as are necessary for the attainment of any of the above objects;

## **Restrictions on use of the Club's assets**

6.

- (a) The income and property of the Club shall be applied solely towards the furtherance of the Club's objects;
- (b) No part of the income or property of the Club shall be paid or transferred (directly or indirectly) to the members of the Club, whether by way of dividend, bonus or otherwise.
- (c) No director of the Club shall be appointed as a paid employee of the Club; no director shall hold any office under the Club for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the Club to any director except:
  - (i) repayment of out-of-pocket expenses; or
  - (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Club.

## **Liability of members**

7. Each member undertakes that if the Club is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 to the assets of the Club, to be applied towards:
- (a) payment of the Club's debts and liabilities contracted before he/she ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

## **Members**

8. The members of the Club shall consist of the subscribers to the articles of association and such other persons as are admitted to membership [under articles 12 to 15].
9. Membership shall be open to anyone who supports the aims of the Club, with voting rights to all except in relation to the Election of the Executive where only those aged 16 years and over shall be eligible to vote, with a single vote from a Youth Representative on behalf of members aged under 16, whose vote can be determined by their own democratic process.

- 9.1 Membership of the club is only open to all individuals providing they comply with the Articles of Association and its conditions of membership and all members are subject to the constitution of the club and the regulations of the National Governing Body:
- 9.2 Each member agrees as a condition of membership:
- (a) To be bound by and subject to these club rules (as in force from time to time)
  - (b) To be bound by and subject to the Rules and the Disciplinary code of UK Athletics.
10. Employees of the Club shall not be eligible for membership; a person who becomes an employee of the Club after admission to membership shall automatically cease to be a member.
11. Groups and organisations can apply for affiliate membership, which will include membership benefit but will not include individual voting rights.

#### **Application for membership**

12. Any person who wishes to become a member must lodge with the Club a Membership Registration.
13. The Executive may, at their discretion, refuse to admit any person to membership.
14. The Executive shall consider each application for membership at the first members meeting which is held after receipt of the application; the Executive shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
15. Nominations for Hon Life Membership may be made by or via the Executive and voted at an AGM as per a special resolution.

#### **Register of members**

16. The Executive shall maintain a Register of Members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

#### **Withdrawal from membership**

17. Any person who wishes to withdraw from membership shall provide the Club at least seven days clear notice; on receipt of the notice by the Club, s/he shall cease to be a member unless indebted to the club financially.

### **Expulsion from membership**

18. A member may be expelled from the Club as a consequence of failing to adhere to the Codes of Conduct for athletes, coaches, officers, officials and volunteers which are published on the Club website. Any expulsion will be notified in writing by the Executive Committee following the conclusion of the grievance/disciplinary processes as defined by the Club and published on the Club website.

### **Termination/transfer**

19. Membership shall cease on death.
20. A Member may not transfer his/her membership to any other person.

### **General meetings (meetings of members)**

21. All general meetings other than ordinary general meetings and annual general meetings shall be called extraordinary general meetings.
22. The quorum for an A.G.M shall be 10% of the current membership or a minimum of 25 members (whichever is the lesser).
23. Upon request of at least 50% of the membership or 50 members of the club (whichever is the lesser) the Executive must convene and Extraordinary General Meeting.
24. The Executive shall convene an annual general meeting in each year (but excluding the year in which the Club is formed); the first annual general meeting shall be held not later than thirteen (13) months after the date of incorporation of the Club.
25. Not more than thirteen (13) months shall elapse between one annual general meeting and the next.
26. The business of each annual general meeting shall include:-
  - (a) A report by the Chair on the activities of the Club;
  - (b) Consideration of the annual accounts of the Club;
  - (c) Alterations to the Articles of Association;
  - (d) The election/re-election of Executive, as referred to in articles [45 to 51];

- (e) Receipt and consideration of business or proposals which may benefit the Club and its members.
- 27. The Executive may convene an extraordinary general meeting at any time.
- 28. The Executive must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

- 29. At least twenty-one (21) clear days' notice must be given of an annual general meeting or extraordinary general meeting called for the passing of a special resolution.
- 30. The reference to "clear days" in article 29 shall be taken to mean that, for the notice period, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 31. A notice calling a meeting shall specify the time and place of the meeting and (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 34, or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 32. A notice convening an Annual General Meeting shall specify that the meeting is to be an annual general meeting.
- 33. Notice of every General Meeting shall be given to all the members, Executive and Auditors or Independent Checkers (if appointed).

### **Special resolutions and ordinary resolutions**

- 34. For the purposes of these articles, a "special resolution" means a resolution passed by two thirds (2/3) or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles [29 to 33]. For the avoidance of doubt, the reference to a two thirds (2/3) majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

35. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Club, by special resolution,
- (a) to alter its name; or
  - (b) to alter any provision of these articles or adopt new articles of association.
36. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an Annual General Meeting or Extraordinary General Meeting, providing proper notice of the meeting has been given in accordance with articles [29 to 33].

#### **Procedure at general meetings**

37. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be twenty-five (25) individuals entitled to vote (each being a member).
38. If a quorum is not present within fifteen (15) minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
39. The Chair of the Club shall (if present and willing to act as Chairperson) preside as chairperson of each general meeting; if the Chair is not present and willing to act as Chairperson within fifteen (15) minutes after the time at which the meeting was due to commence, the Executive members present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting.
40. The Chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
41. Every fully paid up member and Life Member shall have one vote, which (whether on a show of hands or on a secret ballot) should be given personally.
42. If there are an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.
43. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson (or by at least twenty-five (25) members present in person at the meeting and entitled to



vote); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

44. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Executive Committee**

45. The maximum number of members on the Executive Committee shall be six (6) and the minimum shall be four (4) and will be elected at the AGM from members aged 16 or over, and will consist of:

- President
- Vice President
- Secretary
- Treasurer
- Coaching Secretary
- Sub Group Liaison

- 45.1 At the AGM the following sub group leads will be elected from members of the Club aged 16 or over:

- Athlete and Youth
- Awards
- Clubhouse
- Communication and Promotions
- Competition
- Events
- Membership
- Endurance
- Race Runners
- Social and Fundraising
- Welfare

- 45.2 Team Managers for the following are the responsibility of the Competition Sub Group to appoint prior to the start of the summer season each year.

- Men's Track & Field
- Women's' Track & Field
- U13 and U15 Youth Development League (Boys) Track & Field
- U13 and U15 Youth Development League (Girls) Track & Field
- Forth Valley League (Boys) Track & Field
- Forth Valley League (Girls) Track & Field
- Men's Cross Country
- Women's Cross Country
- PAAC Endurance (formerly Road Running)
- U17 and U20 Youth Development League

45.3 Team captains can be elected at any time during the year.

45.4 PAAC Endurance team captains – Women and Men- are the responsibility of the PAAC Endurance Sub Group to appoint prior to the start of their season each year.

### **Appointment and Retirement of Executive**

46. A person shall not be eligible for election/appointment as a director unless he/she is a member of the Club.
47. The Executive will seek to ensure those seeking election to the Executive are not disqualified from acting as a Charity Trustee or Organisation Director by law, and meets the skills requirements necessary in the furtherance of the Clubs objects or as set out in the Trustee Information Pack and Trustee Recruitment Pack.
48. At each annual general meeting, the members aged 16 and over may (subject to articles 46, 47, 49, 50 and 51) elect any member aged 16 or over (providing he/she is willing to act) to be a Executive member.
49. The Executive may at any time appoint any member (providing he/she is willing to act) to be a member of the Executive (subject to articles 46, 47, 48, 50 & 51).
50. At each AGM two thirds (2/3) of the Executive will stand down, although each member of the Executive will be appointed to serve for one year, they will be eligible for re-appointment for a further two terms of one year. Each term is voted for at each years AGM.
51. A member of the Executive who has served for two further one year terms (i.e. 3 years) will not normally be eligible for re-election until a break period of at least 1 year has been observed, unless the circumstances are deemed to be exceptional.

### **Termination of office**

52. A member of the Executive shall automatically vacate office if:-
  - (a) he/she ceases to be a director through any provision of the Act or becomes prohibited by law from being a company director;
  - (b) he/she becomes debarred under any statutory provision from being a charity trustee;
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than nine months;

- (d) he/she ceases to be a member of the Club;
- (e) he/she becomes an employee of the Club;
- (f) he/she resigns office by notice to the Club;
- (g) he/she is absent (without an apologies, or for medical reasons) from more than three consecutive meetings of the Executive, and the Executive resolve to remove him/her from office;
- (h) he/she is removed from office by ordinary resolution (special notice having been given) as in section 168 of the Act.

### **Register of Executive**

- 53. The Executive shall maintain a register of Executive, setting out full details of each director, including the date on which he/she became a Director, and also specifying the date on which any person ceased to hold office as a member of the Executive.

### **Office Bearers**

- 54. All of the office bearers shall cease to hold office at the conclusion of each Annual General Meeting, but shall be eligible for re-election (subject to articles 50 & 51) during the AGM.
- 55. A member elected to any office shall cease to hold that office if he/she ceases to be a Executive member, or if he/she resigns from that office by written notice to that effect.

### **Powers of Executive**

- 56. Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the Club and its assets and undertaking shall be managed by the Executive, who may exercise all the powers of the Club.

### **Procedure at Executive meetings**

- 57. Any Executive member may call a meeting of the Executive or request the secretary to call a meeting of the Executive.
- 58. Questions arising at a meeting of the Executive shall be decided by a simple majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 59. No business shall be dealt with at a meeting of the Executive unless a quorum is present; the quorum for meetings of the Executive shall be six (6) or two

thirds (whichever is the lesser).

60. If at any time the number of Executive in office falls below the number fixed as the quorum, the remaining member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
61. Unless he/she is unwilling to do so, the chair of the Club shall preside as chairperson at every Executive' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within fifteen (15) minutes after the time when the meeting was due to commence, the Executive present shall elect from among themselves the person who will act as chairperson of the meeting.
62. A member shall not vote at an Executive Committee meeting on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Club; he/she must withdraw from the meeting while an item of that nature is being dealt with.
63. For the purposes of article 62, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited organisation of which he/she is a substantial shareholder or director, has a personal interest in that matter.

### **Sub-Groups**

64. The majority of Sub Groups are detailed in 45.1. In addition to these sub groups there are the additional three as follows:
  - Coaching
    - Lead is the Coaching secretary from the executive
  - Administration
    - Lead is the Secretary from the executive
  - Finance
    - Lead is the Treasurer from the executive

The responsibility for each sub group is detailed in the Sub Group Definition documents. These documents are held by the Executive and are available on the club website.

### **Delegation to Sub-Groups**

65. The Executive may delegate any of their powers to any sub-group consisting of one or more Executive members and such other persons (if any) as the Executive may determine; they 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.
66. Any delegation of powers under article 65 is subject to such conditions as the

Executive may impose and may be revoked or altered.

67. The rules of procedure for any Sub-Group shall be as prescribed by the Executive. Final decision-making shall always rest with the full Executive Committee.

### **Operation of bank accounts**

68. Any bank account in which any part of the assets of the Club is deposited shall be operated by the Executive and shall indicate the name of the Club. All cheques and orders for the payment of money from such an account shall be signed by two signatories (one of which should always be the Treasurer) authorised for this purpose by the Executive in accordance with the financial regulations of the Club and the terms of any mandates with the Club's bankers.

### **Minutes**

69. The Executive shall ensure that minutes are made of all proceedings at general meetings, Executive' meetings and meetings of committees; a minute of any meeting shall include the names of those present.
70. The Executive reserve the right to share minutes or extracts of minutes with third parties if it is believed to be in
  - a) the public interest; or
  - b) in furtherance of the Clubs objects.

### **Accounts**

71. The Executive shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
72. The Executive shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an independent examination of accounts is carried out by an approved body such being recognised by the Office of the Scottish Charities Regulator.
73. Members shall have a right to inspect any accounting or other records, or any document of the Club, except as conferred by statute. Such requests should be made in writing with seven (7) days given for response.

### **Notices**

74. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the

Club or (in the case of a member who has notified the Club of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

75. Any notice, if sent by post, shall be deemed to have been given at the expiry of seventy-two (72) hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
76. Any notice sent by electronic means shall be deemed to have been given at the expiry of seventy-two (72) hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### **Winding-up**

77. If on the winding-up of the Club any property remains after satisfaction of all the Club's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the Club at or before the time of dissolution, to be used solely for a similar charitable purpose or charitable purposes.

### **Indemnity**

78. Every director or other officer or auditor of the Club shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Club against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Club.
79. The Club shall be entitled to purchase and maintain for any *Charity Trustee's Indemnity* insurance against any loss or liability which any Executive member or other officer of the Club may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).