

Version 1.5

CONSTITUTION OF HAMILTON MODEL FLYING CLUB

**Scottish Charitable Incorporated Organisation
Charity Number SC046658**

CONSTITUTION

of

HAMILTON MODEL FLYING CLUB

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 0 - 12
MEMBERS	qualifications for membership, application, subscription, insurance, register of members, withdrawal, transfer, re-registration, conduct and behaviour, disciplinary action, expulsion and suspension, termination	clauses 0 - 41
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	Clauses 42 - 70
BOARD (CHARITY TRUSTEES)	number, eligibility, initial charity trustees, election/ retiral/re-election, appointment of co-opted trustees, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct trustees	clauses 71- 102
DECISION-MAKING BY THE CHARITY TRUSTEES	Notice of board meetings, procedure at board meetings, minutes	clauses 103 - 119
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 120 – 130
MISCELLANEOUS	Publications, winding up, alterations to the constitution, interpretation	clauses 131- 138

GENERAL

Type of organisation

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

- 3 The name of the organisation is “Hamilton Model Flying Club”.

Affiliation

- 4 The club shall be affiliated to the ‘Scottish Aeromodellers Association’ and flying members will be insured through S.A.A or B.M.F.A., insurance scheme.

Purposes

- 5 The organisation’s purposes are to provide social, educational, and recreational facilities for the members of the club and to promote interest in all model flying disciplines.

Powers

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

Liability of members

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

General structure

- 10** The structure of the organisation consists of:-
- 10.1 The MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - 10.2 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.
- 11** The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.
- 12** There shall be no employees of the organisation.

MEMBERS

Qualifications for membership

- 13** Membership is open to any individual who wishes to become involved in any aspect of model flying.

Application for membership

- 14** Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.
- 15** The board may, at its discretion, refuse to admit any person to membership.
- 16** The board must notify each applicant promptly (in writing or by e-mail) of its decision on admitting them to the membership.
- 17** Following admittance to the club's membership the new member will begin a probationary period of one calendar year which will begin on the date of membership acceptance. During this probationary period their membership may be terminated by a majority decision of the club's charity trustees.
- 18** Any membership approved by the board may be admitted to the club and having paid the subscription fee, shall have full voting rights. It is a condition of the membership that all the members shall sign their application form, acknowledging that they have read and agree to abide by the rules and safety regulations.

- 19** Members who are under 18 years of age on the 31st of December shall be deemed to be a junior member for the succeeding year. Such members will NOT have voting rights. Membership types containing more than one adult shall be entitled to one vote by an adult from within their membership.
- 20** Members who live more than 150 miles from the club's flying site may apply for a country membership. Country members will NOT have voting rights.
- 21** Nominations for honorary membership are to be voted on by the membership. Honorary Membership is only to be awarded when a minimum of 90% of the members voting are in favour. Nominations for honorary membership should be submitted to the board not less than 30 days before the AGM.
- 21.1 Visiting examiners, who have been requested by the club to attend the club's flying field for Testing and Training events are to be regarded as honorary club members for the duration of the Testing and Training events.
- 22** The club will not discriminate on grounds of age, ability, race, religion, or sexual preference.
- 23** Children (under 18 years age) must always be accompanied by a parent or guardian when visiting the club. Organised groups such as cadets must be accompanied by an adult member of that organisation with the authority to act as a guardian. (Be a PVG Disclosure Holder). Vulnerable adults e.g. those with learning difficulties, special needs, etc, must always be accompanied by a carer or responsible person when visiting the club.

Membership subscription

- 24** New members shall pay a joining fee. All members shall pay an annual subscription fee to renew membership.
- 25** All fees shall be decided at the AGM and members will be notified of the fees for the forthcoming year within 28 days of the AGM. Club fees run from the 1st of April to the 31st of March of each calendar year, payable within 30 days of the 1st of April. Anyone whose fees have not been paid by this date shall cease to be recognised as a member.

Insurance

- 26** Flyers must also pay an annual insurance fee with a recognised body as outlined in clause 0.
- 27** The treasurer shall arrange block insurance through the SAA.

- 28** Members who wish to take out some other recognised form of insurance must arrange their own insurance cover and produce proof of renewal before they will be allowed to fly.

Register of members

- 29** The board must keep a register of members, setting out for each current member:
- 29.1 their full name and address; and
 - 29.2 the date on which they were registered as a member of the organisation.
- 30** The board must ensure that the register of members is updated within 28 days of any change:
- 30.1 which arises from a resolution of the board, or a resolution passed by the members of the organisation; or
 - 30.2 which is notified to the organisation.
- 31** If a member or charity trustee of the organisation requests a copy of the register of members, 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 member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 32** 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.

Transfer of membership

- 33** Membership of the organisation may not be transferred by a member.

Re-registration of members

- 34** The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 35** If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 34, the board may expel them from membership.

- 36** A notice under clause 35 will not be valid unless it refers specifically to the consequences (under clause 35) of failing to provide confirmation within the 28-day period.

Expectation of Members Conduct and Behaviour.

- 37** The club aims to promote a supportive and inclusive environment where all feel welcome. Club members are expected to behave in a polite, courteous, friendly and respectful manner in all their dealings with other club members. Disagreements should be handled calmly, and problems should be discussed politely and respectfully.
- 38** Members are expected and obliged to promote and maintain a safe environment within the club. They should demonstrate this by their actions and play a constructive role in promoting safety and good behaviour through their engagements with others.

Disciplinary Action, Expulsion and Suspension of Membership.

- 39** The Committee shall have the authority to suspend or cancel a person's membership if their conduct is deemed to be a disciplinary issue. Any failure to comply with Club Rules or behave in a manner that is inconsistent with clauses 38 and 39 above should be regarded as a disciplinary issue. clauses 39.1 to 40.8 below outline what needs to be considered and what procedures need to be adhered to before a member can be expelled or suspended from the club.

39.1 if a member witnesses someone breaking the club's safety rules or acting in an otherwise unsafe manner, they should immediately bring it to the attention of the individual or individuals concerned. The correct, and only acceptable response to such an intervention is for the recipient of the intervention to cease the unsafe acts and then to thank the individual who raised the issue for the care and concern that they have shown. In the event the unsafe acts, or breach of the safety rules continue, then this should be reported to a committee member if one is on site. The committee member shall then take appropriate action, by asking the member(s) breaking the rules to desist. If this has no effect the member(s) shall be asked to leave the flying site and will not be permitted to return until the Committee has heard and deliberated the breach of the rules. If the Committee upholds the action taken by the committee member, then the offending member(s) shall remain banned for a period as decreed by the Committee. If no committee member is on site at the time of the incident further action should be undertaken as outlined in clause 39.2 below.

39.2 a complaint concerning any member must be made in writing and signed by the complainant(s). The written complaint must

then be forwarded to the Secretary so that the matter can be addressed at a committee meeting. This committee meeting to deal with the complaint shall be called within 10 days of receipt of the written complaint. The member facing the disciplinary action shall be requested to attend a committee meeting to discuss the matter. They may be accompanied by another member to act as a representative or witness. They may also make written representations to the Committee prior to the meeting to outline their response to the allegations made against them.

39.3 where an allegation of misconduct is made against a member, the member may be suspended from all club activities while an investigation is carried out.

39.4 the Committee may impose a suspension from club activities including attendance at the club flying site, not exceeding 30 days upon any member in the event of misconduct. Any suspension must be accompanied by a verbal and/or written warning as deemed appropriate by the Committee.

40 In the event of serious misconduct, any person may have their membership cancelled and be expelled from the club. Cancellation of their membership will be in accordance with the following procedure.

40.1 the member is to be given a verbal warning by an authorised committee member in which the member is made aware of their misdemeanour and what they are reasonably required to do to make amends.

40.2 if the member does not respond, they are to be given a written warning by an authorised committee member to advise them of the allegations made against them and what they are reasonably required to do to make amends.

40.3 if they still fail to respond the Committee should invite them, in writing, to meet with them at a previously agreed date and time to discuss the situation, advising they are considering withdrawal of their membership.

40.4 if they still fail to respond to reasoning or fails to attend without reasonable cause, the Committee can advise them in writing that their membership is withdrawn, stating the reasons why this decision was reached.

40.5 when the member is advised of withdrawal of their membership, they will be given the right of appeal. If they opt to appeal this will be to the club membership at either a Monthly Club Business meeting, the Annual General Meeting or a Special General Meeting which the Committee would call on their behalf at a previously agreed time and date.

40.6 In the event of gross misconduct, immediate dismissal without warning may be considered by the Committee. Should the Committee decide on this course of action then the member must still be accorded their rights to appeal to the club membership as given in clause 40.5 above.

40.7 Withdrawal of club membership under clauses 40.5 or 40.6 above is by way of a resolution passed by not less than a two thirds majority of those present and voting at the meeting.

40.8 If the members membership is cancelled their subscription shall not be refundable.

Termination,

41 Membership of the organisation will terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

42 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

43 The gap between one AGM and the next must not be longer than 15 months.

44 Notwithstanding clause 42, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.

45 The business of each AGM must include: -

45.1 a report by the chair on the activities of the organisation.

45.2 consideration of the annual accounts of the organisation.

45.3 the election/re-election of charity trustees, as referred to in clauses 77 to 79.

46 The board may arrange a special members' meeting at any time.

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

- 47** The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- 47.1 the notice states the purposes for which the meeting is to be held; and
 - 47.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 48** If the board receive a notice under clause 47, 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

- 49** At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 50** The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 50.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 50.2 in the case of any other resolutions falling within clause 63 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 51** The reference to "clear days" in clause 49 shall be taken to mean that, in calculating the period of notice,
- 51.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 51.2 the day of the meeting itself should also be excluded.
- 52** Notice of every member's 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 one or more members will not invalidate the proceedings at the meeting.
- 53** Any notice which requires to be given to a member under this constitution must be: -
- 53.1 sent by post to the member, at the address last notified by them to the organisation; *or*

53.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

- 54 A general business meeting shall take place once per month. Should circumstances prevent any club meetings being held in a physical venue then any club meetings may be held remotely via video conferencing.

Procedure at members' meetings

- 55 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 56 The quorum for a members' meeting is four members all of whom are members of the club's committee.
- 57 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.
- 58 The chair of the organisation should act as chairperson of each members' meeting.
- 59 If the chair of the organisation 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.
- 60 Movers of motions or amendments shall be allowed ten (10) minutes to speak to the motion or amendment, all others five (5) minutes. Amendments to the original motion or amendment may be taken from the floor if seconded and accepted for discussion. Any amendments to any original motion shall be disposed of before any other amendment is accepted for discussion. If any such amendment is carried, it shall become the substantive motion, to which further amendments may be moved.

Voting at members' meetings

- 61 Every member has one vote, which must be given personally (subject to the restrictions in clauses 0,19 and 20 above) with the exception of the chairperson of the meeting.
- 62 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 63.

- 63 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 (or if passed by way of a written resolution under clause 67):
- 63.1 a resolution amending the constitution;
 - 63.2 a resolution expelling a person from membership under clause 40.7.
 - 63.3 a resolution directing the board to take any step (or directing the board not to take any step).
 - 63.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation).
 - 63.5 a resolution to the effect that all 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).
 - 63.6 a resolution for the winding up or dissolution of the organisation.
- 64 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a casting vote.
- 65 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) ask for a secret ballot.
- 66 The chairperson will decide how any secret ballot is to be conducted. The chairperson will declare the result of the ballot at the meeting.

Written resolutions by members

- 67 A resolution agreed to in writing (or by e-mail) by the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

- 68 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 69 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

- 70** The board shall make available copies of the minutes referred to in clause 68 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 119.

BOARD

Number of charity trustees

- 71** The maximum number of charity trustees is eight; out of that:
- 71.1 no more than six shall be charity trustees who were elected/appointed under clauses 77 and 78 (or deemed to have been appointed under clause 76); and
 - 71.2 no more than two shall be charity trustees who were co-opted under the provisions of clauses 81 and 82.

- 72** The minimum number of charity trustees is five.

Eligibility

- 73** A person shall not be eligible for election/appointment to the board under clauses 61 to 62 unless they are a member of the organisation; a person appointed to the board under clause 82 need not, however, be a member of the organisation.
- 74** A person will not be eligible for election or appointment to the board if they are: -
- 74.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
 - 74.2 a probationary club member who has not completed the one-year probationary club membership period.

Initial charity trustees

- 75** The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

Election, retiral, re-election

- 76** At each AGM, the members may elect any member (unless they are debarred from membership under clauses 74 and 75) to be a charity trustee.
- 77** The board may at any time appoint any member (unless he/she is debarred from membership under clause 75) to be a charity trustee.

- 78 At each AGM, all the charity trustees elected/appointed under clauses 77 and 78 (and, in the case of the first AGM, those deemed to have been appointed under clause 76) shall retire from office – but shall then be eligible for re-election under clause 77.
- 79 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 79.1 they advises the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
 - 79.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - 79.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.
- 80 The board may co-opt any member of the club to fill any vacancy arising in the board. Any such appointment will only be until the next AGM.

Appointment/re-appointment of co-opted charity trustees

- 81 In addition to their powers under clause 78, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 71, and providing they are not debarred from membership under clause 75) either on the basis that they have been nominated by a body with which the organisation has close contact in the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 82 At each AGM, all the charity trustees appointed under clause 81 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 83 A charity trustee will automatically cease to hold office if: -
- 83.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 83.2 they becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

- 83.3 in the case of a charity trustee elected/appointed under clauses 61 to 83) if they cease to be a member of the organisation;
 - 83.4 they gives the organisation a notice of resignation, signed by themselves;
 - 83.5 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;
 - 83.6 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 code of conduct for charity trustees (as referred to in clauses 101 and 102);
 - 83.7 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 their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 83.8 they are removed from office by a resolution of the members passed at a members' meeting.
- 84 A resolution under paragraph 84.5, 84.6, 84.7 or 84.8 shall be valid only if: -
- 85.1 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.
 - 85.2 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
 - 85.3 in the case of a resolution under paragraphs 84.5, 84.6 or 84.7 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

- 85** The board must keep a register of charity trustees, setting out for each current charity trustee:
- 86.1 their full name and address;
 - 86.2 the date on which they were appointed as a charity trustee and any office held by them in the organisation:

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

85.3.1 the name of the charity trustee;

85.3.2 any office held by them in the organisation;

85.3.3 the date on which they ceased to be charity trustee.

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

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

87.2 which is notified to the organisation.

87 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 - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

88 The charity trustees must elect (from among themselves) a chair, a vice-chair, a secretary a treasurer and a safety officer.

89 In addition to the office-bearers required under clause 89, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

90 All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 89 or 90.

91 A person elected to any office will automatically cease to hold that office: -

91.1 if they ceases to be a charity trustee; *or*

91.2 if they give to the organisation a notice of resignation from that office, signed by themselves.

Powers of board

92 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.

- 93** A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 94** The members may, by way of a resolution passed in compliance with clause 63 (requirement for two-thirds majority), direct the board to take any step or direct the board not to take any step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

- 95** 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:-
- 95.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes.
 - 95.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
 - 95.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 96.3.1 put the interests of the organisation before that of the other party;
 - 96.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees regarding the matter in question.
 - 95.4 ensure that the organisation complies with any direction, requirement, notice, or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 96** In addition to the duties outlined in clause 96, all the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 96.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 96.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 97** Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into

an arrangement with the organisation in which they have a personal interest; and (subject to clause 99 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment Scotland Act 2005), they may retain any personal benefit which arises from that arrangement.

- 98** 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 organisation for carrying out his/her duties as a charity trustee.
- 99** The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

- 100** 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.
- 101** The code of conduct referred to in clause 101 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

- 102** Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 103** At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at board meetings

- 104** No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is four charity trustees, present in person.
- 105** If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 105, 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.

- 106** The chair of the organisation should act as chairperson of each board meeting.
- 107** If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 108** Every charity trustee has one vote, which must be given personally.
- 109** All decisions at board meetings will be made by majority vote.
- 110** If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 111** The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee but, on the basis that he/she must not participate in decision-making.
- 112** The board shall have the power to introduce any rules as may be considered necessary to maintain proper conduct within the club and members shall be made fully aware of any additions to the rules of the club at a club general business meeting.
- 113** 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.
- 114** For the purposes of clause 113: -
 - 115.1 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;
 - 115.2 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

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

- 116** The minutes to be kept under clause 116 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 117** The board shall (subject to clause 119) make available copies of the minutes referred to in clause 116 to any member of the public requesting them.
- 118** The board may exclude from any copy minutes made available to a member of the public under clause 116 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 119** 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.
- 120** The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 121** When delegating powers under clause 119 or 120, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 122** Any delegation of powers under clause 119 or 120 may be revoked or altered by the board at any time.
- 123** 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

- 124** Subject to clause 125, 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.
- 125** Where the organisation 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 124.

- 126** The board should ensure that the club maintains a minimum reserve of £3,000 in its bank account to cater for unforeseen events that endanger the facilities and/or operation of the club. Access to these reserve funds should only by the approval of the club members at the AGM or at a Special General Meeting of the club

Accounting records and annual accounts

- 127** The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 128** 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.
- 129** Members auditing the accounts are to be unpaid, however any expenses incurred whilst carrying out this function will be reimbursed from the club funds.
- 130** The club's financial year end shall be the end of the month preceding the AGM.

MISCELLANEOUS

Publications

- 131** Any publication being put into the public domain portraying the policy, viewpoints, or activities of Hamilton Model Flying Club in any format must be approved by the board before submission to the media. The board reserve the right to request alteration or removal from that domain if this is deemed not to be in the interests of the club. If a club member is named directly in the publication, the club member must first give permission for their name to be used.

Winding-up

- 132** If the organisation 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.
- 133** Current members will be reimbursed their membership fee for that year.
- 134** Any surplus assets available to the organisation 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 organisation as set out in this constitution.

Alterations to the constitution

- 135** This constitution may (subject to clause 136) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 63) or by way of a written resolution of the members.
- 136** The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

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

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

137.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 0 above.

- 138** In this constitution: -

138.1 "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 2011, providing (in either case) that its objects are limited to charitable purposes.

138.2 "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.

Summary of Amendments to the Constitution.

The original version adopted at the SGM on 11th November 2015 and amended as follows:-

1. At the AGM held 11th March 2020

- a) Addition of Clause 19 introducing country membership.
- b) Removal of Clause 28.2 from the original constitution which required the club to maintain historical records of former members for 6 years from the date he/she ceased to be a member.
- c) Addition of Clause 122 stipulating the need to maintain a minimum reserve of £3,000.

2. Under clauses 59 and 63 of this constitution the following change was made to Clause 52 of the constitution by a written resolution passed by the club members effective July 15th 2022.

From:-

52. The quorum for a members' meeting is ten members, present in person.

To:-

52. A quorum for a members meeting is five members all of whom are members of the club's committee.

At the AGM held on 13th March 2024 this was further amended to:-

53. The quorum for a members' meeting is four members all of whom are members of the club's committee.

NB; Clause 52 became clause 53 after addition of new clause 17 in 3 below.

3. At the AGM held on 13th March 2024

Introduction of Clauses 17 and amendments to clause 70 (becomes clause 71 after the addition of Clause 17) dealing with a probationary period of club membership.

17. Following admittance to the club's membership the new member will begin a probationary period of one calendar year which will begin on the date of membership acceptance. During this probationary period his/her membership may be terminated by a majority decision of the club's trustees.

71. A person will not be eligible for election or appointment to the board if he/she is: -

71.1 Disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

71.2 A probationary club member who has not completed the one-year probationary club membership period.

4. At the AGM held on 12th March 2025

Clause 4

4. The club shall be affiliated to the 'Scottish Aeromodellers Association' and flying members will be insured through S.A.A., B.M.F.A., or L.M.A insurance scheme.

Amended to.

4. The club shall be affiliated to the 'Scottish Aeromodellers Association' and flying members will be insured through S.A.A. or B.M.F.A., insurance schemes.

Clause 21

21. Nominations for honorary membership are to be voted on by the membership. Honorary Membership is only to be awarded when a minimum of 90% of the members voting are in favour. Nominations for honorary membership should be submitted to the board not less than 30 days before the AGM.

Amended to.

21. Nominations for honorary membership are to be voted on by the membership. Honorary Membership is only to be awarded when a minimum of 90% of the members voting are in favour. Nominations for honorary membership should be submitted to the board not less than 30 days before the AGM.

- 21.1 Visiting examiners, who have been requested by the club to attend the club's flying field for Testing and Training events are to be regarded as honorary club members for the duration of the Testing and Training events.

Clause 23

23. The Club has adopted the SAA policy, procedures, and guidelines for the promotion of welfare and care of children and vulnerable adults in model flying.

Amended to.

23. Children (under 18 years age) must always be accompanied by a parent or guardian when visiting the club. Organised groups such as cadets must be accompanied by an adult member of that organisation with the authority to act as a guardian. (Be a PVG Disclosure Holder). Vulnerable adults e.g. those with learning difficulties, special needs, etc, must always be accompanied by a carer or responsible person when visiting the club.

Clause 51

51. A general business meeting shall take place once per month.

Amended to.

51. A general business meeting shall take place once per month. Should circumstances prevent any club meetings being held in a physical venue then any club meetings may be held remotely via video conferencing.

5. At the club Business Meeting held on 14th October 2026

Clause 37

37. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed: -

37.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.

37.1 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Removed and Replaced by Clauses 37, 38, 39 and 40 below.

Expectation of Members Conduct and Behaviour.

37. The club aims to promote a supportive and inclusive environment where all feel welcome. Club members are expected to behave in a polite, courteous, friendly and respectful manner in all their dealings with other club members. Disagreements should be handled calmly, and problems should be discussed politely and respectfully.
38. Members are expected and obliged to promote and maintain a safe environment within the club. They should demonstrate this by their actions and play a constructive role in promoting safety and good behaviour through their engagements with others.

Disciplinary Action, Expulsion and Suspension of Membership.

39. The Committee shall have the authority to suspend or cancel a person's membership if their conduct is deemed to be a disciplinary issue. Any failure to comply with Club Rules or behave in a manner that is inconsistent with clauses 38 and 39 above should be regarded as a disciplinary issue. clauses 39.1 to 40.8 below outline what needs to be considered and what procedures need to be adhered to before a member can be expelled or suspended from the club.

39.1 if a member witnesses someone breaking the club's safety rules or acting in an otherwise unsafe manner, they should immediately bring it to the attention of the individual or individuals concerned. The correct, and only acceptable response to such an intervention is for the recipient of the intervention to cease the unsafe acts and then to thank the individual who raised the issue for the care and concern that they have shown. In the event the unsafe acts, or breach of the safety rules continue, then this should be reported to a committee member if one is on site. The committee member shall then take appropriate action, by asking the member(s) breaking the rules to desist. If this has no effect the member(s) shall be asked to leave the flying site and will not be permitted to return until the Committee has heard and deliberated the breach of the rules. If the Committee upholds the action taken by the committee member, then the offending member(s) shall remain banned for a period as decreed by the Committee. If no committee member is on site at the time of the incident further action should be undertaken as outlined in clause 39.2 below.

39.2 a complaint concerning any member must be made in writing and signed by the complainant(s). The written complaint must then be forwarded to the Secretary so that the matter can be addressed at a committee meeting. This committee meeting to deal with the complaint shall be called within 10 days of receipt of the written complaint. The member facing the disciplinary action shall be requested to attend a committee meeting to discuss the matter. They may be accompanied by another member to act as a representative or witness. They may also make written representations to the Committee prior to the meeting to outline their response to the allegations made against them.

39.3 where an allegation of misconduct is made against a member, the member may be suspended from all club activities while an investigation is carried out.

39.4 the Committee may impose a suspension from club activities including attendance at the club flying site, not exceeding 30

days upon any member in the event of misconduct. Any suspension must be accompanied by a verbal and/or written warning as deemed appropriate by the Committee.

40 In the event of serious misconduct, any person may have their membership cancelled and be expelled from the club. Cancellation of their membership will be in accordance with the following procedure.

40.1 the member is to be given a verbal warning by an authorised committee member in which the member is made aware of their misdemeanour and what they are reasonably required to do to make amends.

40.2 if the member does not respond, they are to be given a written warning by an authorised committee member to advise them of the allegations made against them and what they are reasonably required to do to make amends.

40.3 if they still fail to respond the Committee should invite them, in writing, to meet with them at a previously agreed date and time to discuss the situation, advising they are considering withdrawal of their membership.

40.4 if they still fail to respond to reasoning or fails to attend without reasonable cause, the Committee can advise them in writing that their membership is withdrawn, stating the reasons why this decision was reached.

40.5 when the member is advised of withdrawal of their membership, they will be given the right of appeal. If they opt to appeal this will be to the club membership at either a Monthly Club Business meeting, the Annual General Meeting or a Special General Meeting which the Committee would call on their behalf at a previously agreed time and date.

40.6 In the event of gross misconduct, immediate dismissal without warning may be considered by the Committee. Should the Committee decide on this course of action then the member must still be accorded their rights to appeal to the club membership as given in clause 40.5 above.

40.7 Withdrawal of club membership under clauses 40.5 or 40.6 above is by way of a resolution passed by not less than a two thirds majority of those present and voting at the meeting.

40.8 If the members membership is cancelled their subscription shall not be refundable.