



Constitution of Falkirk Camera Club

SCIO version 13th September 2022

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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 'Falkirk Camera Club (SCIO)', hereafter referred to as 'the Club'.

Purpose

4. The principle purpose of the Club is the advancement of the art, heritage, culture and science of photography.

Powers

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

Liability of members

7. 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 it is wound up; accordingly, if the Club is unable to meet its debts, the members will not be held responsible.
8. The members and charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and Clause 7 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

9. The structure of the Club consists of:
 - (a) 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 Committee and take decisions on changes to the constitution, and
- (b) the Committee, which holds regular meetings, and generally controls the activities of the Club; for example, the Committee is responsible for monitoring and controlling the financial position of the Club.
10. The people serving on the Committee are referred to in this constitution as Charity Trustees, and they are also members of the Club for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.

Members

Qualification for membership

- 11. Membership of the Club is open to any person in the area and community with an interest in the practice or, and instruction in, the art and science of photography.
- 12. Employees of the Club are not eligible for membership.

Application for membership

- 13. Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the Committee before or at the start of the next Committee meeting.
- 14. If a membership application is accepted, the member must pay the annual membership fee appropriate at that time, as well as paying a meeting levy per meeting attended, such fees and levies to be as agreed each year at the AGM.
- 15. Potential new members may attend any number of meetings of the Club before deciding to apply for membership, and will pay a visitor levy per meeting until they make such application.
- 16. Membership of the Club is open to all, but shall be at the absolute discretion of the Committee, whose consent to membership shall not be refused without good cause or reason.
- 17. The Committee will notify each applicant promptly (in writing or email) of its decision either to accept or not to accept the applicant to membership.
- 18. Only fully paid-up members are permitted to attend workshops, training or other events organised by the Club for its members.

19. The Committee may reduce or waive any meeting fees due from invited visitors or guests as deemed appropriate.
20. Membership of the Club may not be transferred by a member.

Withdrawal from membership

21. Members are deemed to have withdrawn their membership if the appropriate annual fee is not paid within 3 weeks of the start of the Club season.
22. Membership is deemed to be terminated within 3 weeks of receipt of a written resignation from the member.

Expulsion from membership

23. Any person may be expelled from membership by way of a resolution passed by not less than 2/3rd (to the nearest round number) of those present and voting at a Committee meeting, provided the following procedures have been followed:
 24. 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; and
 25. The member concerned will be entitled to be heard on the resolution at the Committee meeting at which the resolution is proposed.

Termination

26. Membership of the Club will terminate on death.

Register of members

27. The Committee will keep a register of members, setting out:
 - (a) for each current member, their full name and address, email and telephone contact details, and the date on which they were registered as a member of the Club
 - (b) for each former member, for at least three years from the date on which they ceased to be a member, their name and the date on which they ceased to be a member.
28. The Committee must ensure the register of members is updated within 28 days of any change that either arises from a resolution of the Committee or a members' resolution, or which is notified to the organisation.

Decision making by the members

Annual general meetings

29. The Committee must convene a meeting of the members in each calendar year; that meeting will be called an annual general meeting or 'AGM'.
30. The gap between one AGM and the next must not be longer than 15 months.
31. Notwithstanding Clause 30, an AGM does not need to be held during the calendar year in which the Club is formed; but the first AGM must still be held within 15 months of the date on which the Club is formed.
32. The business of each AGM must include:
 - (a) a report by the Chairperson (hereafter known as the President) on the activities of the Club;
 - (b) consideration of the annual accounts of the Club; and
 - (c) the election/re-election of charity Trustees, as referred to in Clauses 61 and 62.
33. The Committee may convene any other meeting of the members, including an extraordinary general meeting ('EGM'), of the Club at any time.

Power of the members to request the Committee to arrange a extraordinary general meeting

34. The Committee must call an EGM 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 ten or more members of the Club at the time, providing:
 - (a) the notice states the purposes for which the meeting is to be held; and
 - (b) those purposes are not inconsistent with the terms of this constitution, the Charities and Trustees (Investment) Scotland Act 2005 or any other statutory provision.
35. If the Committee receives a notice under Clause 34, 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

36. At least 14 clear days' notice must be given of any AGM or EGM or any other members' meeting.
37. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

- (a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s), or
 - (b) in the case of any other resolution falling within Clause 50 (requirement for 75% majority) must set out the exact terms of the resolution.
- 38. The reference to “clear days” in Clause 36 shall be taken to mean that, in calculating the period of notice:
 - (a) the day after the notices are posted (or sent by e-mail) should be excluded; and
 - (b) the day of the meeting itself should also be excluded.
- 39. Notice of every members' meeting must be given to all the members; but the accidental omission to give notice to one or more charity Trustees will not invalidate the proceedings at the meeting.
- 40. Any notice of a members' meeting which is required to be given to a member under this constitution must be:
 - (a) sent by post to the Member, at the address last notified by them to the Club; *or*
 - (b) sent by e-mail to the Member, at the e-mail address last notified by them to the Club.
- 41. A members' meeting may involve two or more members participating via attendance in person while other members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 42. If members are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s), the members must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) the members' attention should be drawn to the following options:
 - (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) where attendance in person is to be permitted, the ability to attend the meeting in person.

Procedure at members' meetings

- 43. Valid decisions can be taken at a members' meeting provided at least one member is present in person.

44. An individual participating in a members' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a member, will be deemed to be in attendance) at the meeting.
45. The President of the Club should act as chairperson of each Committee meeting.
46. 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.
47. The Committee may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Committee meeting notwithstanding that they are not a member - but on the basis that they must not participate in decision-making.

Voting at members' meetings

48. Every member shall have one vote, which must be given personally (subject to Clause 44).
49. Unless otherwise stated in this constitution, all decisions at members' meetings will be made by majority vote.
50. 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.
51. The following resolutions will be valid only if passed by not less than 75% of those voting on the resolution at a members' meeting:
 - (a) a resolution amending the constitution;
 - (b) a resolution directing the Committee to take any particular step (or directing the Committee not to take any particular step);
 - (c) 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);
 - (d) a resolution to the effect that all of the Club's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - (e) a resolution for the winding up or dissolution of the Club.
52. Where a member is participating in a meeting via an audio or audio-visual link, they may cast their vote on a given resolution orally, or by

way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

53. Where a member is participating in a meeting in person, they will cast their vote by a show of hands.

Minutes

54. The Committee must ensure that proper minutes are kept in relation to all members' meetings.
55. 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.

Charity Trustees – the Committee

Number of charity Trustees

56. The maximum number of charity Trustees is 3.
57. The minimum number of charity Trustees is 3.

Eligibility

58. A person will not be eligible for election or appointment to the Committee if they are:
- (a) not a member of the Club;
 - (b) disqualified from being a charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - (c) an employee of the Club.

Initial charity Trustees

59. 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 Club.

Appointment/retirement

60. At each AGM, the members may elect any member (unless he/she is debarred from membership under Clause 58) to be a Committee member and charity Trustee.
61. At each AGM, each of the charity Trustees shall retire, to be immediately replaced by the members by way of a resolution passed by majority vote of members present at the AGM.

62. A charity Trustee who retires from office under Clause 61 shall be immediately eligible for re-appointment under Clause 60.
63. If a charity Trustee is no longer able to perform their duties due to termination of office under Clause 64 and the number of remaining Trustees thereby falls below the minimum number in Clause 57, the Committee shall call an EGM of members to appoint a replacement.

Termination of office

64. A charity Trustee will automatically cease to hold office if:
 - (a) they become disqualified from being a charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) they cease to be a member of the Club;
 - (c) 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;
 - (d) they become an employee of the Club;
 - (e) they give the Club a notice of resignation, signed by them;
 - (f) they are absent (without good reason, in the opinion of the Committee) from more than three consecutive meetings of the Trustees - but only if the Committee resolves to remove them from office;
 - (g) they are removed from office by resolution of the Committee 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 Clause 81); or
 - (h) they are removed from office by resolution of the Committee 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.
65. A resolution under paragraph (g) or (h) shall be valid only if:
 - (a) 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;
 - (b) 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

- (c) at least 66% (to the nearest round number) of the Committee members then in office vote in favour of the resolution.

Register of charity Trustees

- 66. The Committee must keep a register of charity Trustees, setting out:
 - (a) for each current charity Trustee:
 - (i) their full name and address;
 - (ii) the date on which they were appointed as a charity Trustee; and
 - (iii) any office held by them in the Club;
 - (b) for each former charity Trustee - for at least 6 years from the date on which they ceased to be a charity Trustee:
 - (i) the name of the charity Trustee;
 - (ii) any office held by them in the Club; and
 - (iii) the date on which they ceased to be a charity Trustee.
- 67. The Committee must ensure that the register of charity Trustees is updated within 28 days of any change:
 - (a) which arises from a resolution of the Committee; or
 - (b) which is notified to the Club.
- 68. If any person requests a copy of the register of charity Trustees, the Committee 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 Committee member of the Club, the Committee 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

- 69. The charity Members must elect (from among themselves) a President, a Treasurer and a Secretary (hereafter known as General Secretary).
- 70. In addition to the office-bearers required under Clause 69, the charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 71. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under Clause 60 or 61.

72. A person elected to any office will automatically cease to hold that office:
- (a) if they cease to be a charity Trustee;
 - (b) if they cease to be a member of the Club, or
 - (c) if they give to the Club a notice of resignation from that office, signed by them.

Powers of Committee

73. Except where this constitution states otherwise, the Club (and its assets and operations) will be managed by the Committee; and the Committee may exercise all the powers of the Club.
74. A meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.
75. The members may, by way of a resolution passed in compliance with Clause 50, direct the Committee to take any particular step or direct the Committee not to take any particular step and the Committee shall give effect to any such direction accordingly.

Charity Trustees - general duties

76. Each of the charity Trustees has a duty, in exercising functions as a charity Trustee, to act in the interests of the Club; and, in particular, must:
- (a) seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party: -
 - (i) put the interests of the Club before that of the other party; or
 - (ii) 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;

- (d) 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.
77. In addition to the duties outlined in Clause 76, all of the charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- (a) that any breach of any of those duties by a charity Trustee is corrected by the charity Trustee concerned and not repeated; and
 - (b) that any Trustee who has been in serious or persistent breach of those duties is removed as a Trustee.
78. Provided they have declared their interest - and have 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 (subject to Clause 76 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.
79. No charity Trustee may serve as an employee (full time or part time) of the Club; and no charity Trustee may be given any remuneration by the Club for carrying out their duties as a charity Trustee.
80. 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

81. Each of the charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Committee from time to time.
82. The code of conduct referred to in Clause 81 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 Committee meetings

83. The Committee shall meet once a month during the Club season, which is from September to May each year or as may be required. Any charity Trustee may call a meeting of the Committee or ask the General Secretary to call a meeting of the Committee.
84. At least 7 days' notice must be given of each Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
85. If charity Trustees are to be permitted to participate in a Committee meeting by way of audio and/or audio-visual link(s), the charity Trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those charity Trustees who may have difficulties in using a computer or laptop for this purpose) the charity Trustees' attention should be drawn to the following options:
 - (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) where attendance in person is to be permitted, the ability to attend the meeting in person.

Procedure at Committee meetings

86. No valid decisions can be taken at a Committee meeting unless a quorum is present; the quorum for Committee meetings is 2/3rds of the Committee members (to the nearest round number).
87. An individual participating in a Committee meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a charity Trustee, will be deemed to be in attendance) at the meeting.
88. The President of the Club should act as Chairperson of each Committee meeting.
89. 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.
90. Every charity Trustee has one vote, which must be given personally (subject to Clause 87).

91. Except where stated otherwise in this constitution, all decisions at Committee meetings will be made by majority vote.
92. 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.
93. A Committee meeting may involve two or more charity Trustees participating via attendance in person while other charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
94. Where a charity Trustee is participating in a Committee meeting via an audio or audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
95. The Committee may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Committee meeting notwithstanding that they are not a charity Trustee - but on the basis that they must not participate in decision-making.
96. A charity Trustee must not vote at a Committee 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 Club; they must withdraw from the meeting while an item of that nature is being dealt with.
97. For the purposes of Clause 96:
 - (a) 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;
 - (b) 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.

Resolutions agreed by the Committee in writing or by e-mail

98. A resolution agreed to in writing (or by e-mail) by a majority of the charity Trustees then in office shall (subject to Clauses 99 and 100) be as valid as if duly passed at a Committee meeting.
99. A resolution under Clause 98 shall not be valid unless a copy of the resolution was circulated to all of the charity Trustees, along with a cut-

off time (which must be reasonable in the circumstances) for notifications under Clause 100.

100. If a resolution is circulated to the charity Trustees under Clause 99, any one or more charity Trustees may, following receipt of a copy of the resolution, notify the General Secretary that they consider that a Committee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the General Secretary prior to the cut-off time:
 - (a) the General Secretary must convene a Committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 - (b) the resolution cannot be treated as valid under Clause 98 unless and until that Committee meeting has taken place;
 - (c) the Committee may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Committee meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the charity Trustees then in office.

Minutes

101. The Committee must ensure that proper minutes are kept in relation to all Committee meetings and meetings of sub-Committees.
102. The minutes to be kept under Clause 101 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting. In addition, they must subsequently be ratified by two other persons who were present at the meeting (known as a 'Proposer' and 'Seconder') – the details of the Proposer and Seconder must be recorded on the minutes of the subsequent Committee meeting.

Administration

Delegation to sub-Committees

103. The Committee 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.
104. The Committee may also delegate to the President of the Club (or the holder of any other post) such of their powers as they may consider appropriate.

105. When delegating powers under Clause 103 or 104, the Committee must set out appropriate conditions (which must include an obligation to report regularly to the Committee).
106. Any delegation of powers under Clause 103 or 104 may be revoked or altered by the Committee at any time.
107. The rules of procedure for each sub-Committee, and the provisions relating to membership of each sub-Committee, shall be set by the Committee.

Operation of accounts

108. Subject to Clause 109, the signatures of two out of three signatories appointed by the Committee will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Club; at least one out of the two signatures must be the signature of a charity Trustee.
109. 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 108.

Accounting records and annual accounts

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

Miscellaneous

Winding-up

112. 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.
113. 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. To this end, such surplus assets will be distributed to another non-profit making group with similar aims to the Club and any unspent Lottery funding will be returned to source.

Alterations to the constitution

114. This constitution may (subject to Clause 115) be altered by resolution of the members passed at a members' meeting (subject to achieving the 75% majority referred to in Clause 50).
115. 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).

Interpretation

116. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
 - (a) any statutory provision which adds to, modifies or replaces that Act; and
 - (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
117. In this constitution:
 - (a) "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;
 - (b) "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.