

**Perth & Kinross Disability Sport**  
**Registered Scottish Charity No. SCO32262**

**CONSTITUTION**

**1. NAME**

The name of the organisation is Perth & Kinross Disability Sport (hereinafter referred to as PKDS).

**2. PURPOSES**

The overall purpose of PKDS is:

- 2.1 to advance the education, health and wellbeing of people with a physical, learning or sensory disability by developing quality sporting opportunities and promoting a range of initiatives that enhance pathways to participation

**3. OBJECTIVES**

The objectives of PKDS are:

- 3.1 to co-ordinate, develop and promote opportunities locally and nationally to participate in disability sport
- 3.2 to strengthen and extend the network of partners, clubs, coaches, volunteers and officials across Perth & Kinross
- 3.3 to raise the profile of sport for people with a disability in the Perth & Kinross area
- 3.4 to promote the social benefits of sport for athletes, their families and significant others in the Perth & Kinross area

**4. GENERAL STRUCTURE**

The structure of PKDS consists of:

**4.1 The Members**

Members have the right to attend members' meetings including any Annual General Meeting and can be appointed to serve on any sub-committees set up to co-ordinate specific projects

**4.2 The Board**

The people serving on the Board are referred to in this constitution as Charity Trustees. The Board hold regular meetings and generally control the activities of the organisation

**5. MEMBERS**

**Membership**

- 5.1 Full membership (voting rights) of PKDS is open to all individuals over the age of 18 and any voluntary group or club who support its purpose and objectives
- 5.2 Associate membership (non-voting rights) is open to any statutory agency, local government organisation, leisure trust or any other non-voluntary organisations who have an interest in disability sport
- 5.3 Employees/contractors of PKDS are not eligible for membership
- 5.4 Application for membership must be made on the Membership Application Form and submitted for consideration to the Board

- 5.5 All the members will be subject to the regulations of this constitution and by joining PKDS, will be deemed to accept these regulations and any codes of conduct that PKDS has adopted
- 5.6 The Board may, at its discretion, refuse to admit any person to membership
- 5.7 The Board must notify each applicant within 21 days in writing of its decision on whether or not to admit to membership
- 5.8 A membership subscription will be payable annually as detailed in the Membership Application Form
- 5.9 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:
  - 5.9.1 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
  - 5.9.2 The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed

### **Members' meetings**

- 5.10 The Board must arrange a meeting of members (an Annual General Meeting) in May of each calendar year
- 5.11 The business of each AGM must include:
  - 5.11.1 a report by the chair on the activities of PKDS
  - 5.11.2 consideration of the annual accounts of PKDS
  - 5.11.3 the election/re-election of Charity Trustees, as referred to in clauses 6.4 to 6.7
- 5.12 The Board may arrange a special members' meeting at any time

### **Power to request the Board to arrange a special members' meeting**

- 5.13 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 PKDS, providing:
  - 5.13.1 the notice states the purposes for which the meeting is to be held; and
  - 5.13.2 those purposes are not inconsistent with the terms of the constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision
- 5.14 If the Board receive a notice under clause 5.13, 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**

- 5.15 At least 14 clear days' notice must be given of any AGM or any special members' meeting and the notice must specify in general terms what business is to be dealt with at the meeting; and
  - 5.15.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 5.15.2 in the case of any other resolution falling within clause 5.27 (requirement for two-thirds majority) must set out the exact terms of the resolution
- 5.16 The reference to 'clear days' in paragraph 5.15 shall be taken to mean that, in calculating the period of notice,

- 5.16.1 the day after the notices are posted (or sent by email) should be excluded; and
- 5.16.2 the day of the meeting itself should also be excluded
- 5.17 Notice of every members' meeting must be given to all the members of PKDS, 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
- 5.18 Any notice which requires to be given to a member under this constitution must be sent by email to the member, at the address last notified in their Membership Application. If no email address is provided, notice will be sent by post, at the address last notified in their Membership Application

### **Procedure at members' meetings**

- 5.19 No valid decisions can be taken at any members' meeting unless a quorum is present
- 5.20 The quorum for a members' meeting shall not be less than a third of the membership or 5 members (whichever is less) and 3 Charity Trustees, present in person
- 5.21 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. A fresh notice of meeting will require to be sent out, to the deal with the business (or remaining business) which was intended to be conducted.
- 5.22 The chair of PKDS should act as chairperson of each members' meeting
- 5.23 If the chair of PKDS is not present within 15 minutes after the time at which the meeting was due to start, the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting

### **Voting at members' meetings**

- 5.24 Every individual member has one vote. Voluntary groups or clubs have one vote, regardless of how many representatives are present at the meeting. Votes must be given personally. Associate members have no voting entitlement.
- 5.25 Resolutions can only be voted on if the member proposing the resolution is present at the meeting
- 5.26 All decisions at members' meetings will be made by a majority vote – with the exception of the types of resolution listed in paragraph 5.27
- 5.27 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:
  - 5.27.1 a resolution amending the constitution
  - 5.27.2 a resolution expelling a member from membership under clause 5.9
  - 5.27.3 a resolution for winding up or dissolution of PKDS
- 5.28 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
- 5.29 A resolution put to the vote 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
- 5.30 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting

### **Minutes**

- 5.31 The Board must ensure that proper minutes are kept in relation to all members' meetings

- 5.32 The Board shall make available copies of the minutes referred to in clause 5.31 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 6.37

## **6. BOARD**

### **Number of Charity Trustees**

- 6.1 The maximum number of Charity Trustees is 12  
6.2 The minimum number of Charity Trustees is 3

### **Eligibility**

- 6.3 A person will not be eligible for election or appointment to the Board if he/she:  
6.3.1 is disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or  
6.3.2 is an employee/contractor of the organisation (but who can attend Board meetings to carry out their role of secretary)

### **Election, retiral, re-election**

- 6.4 At each AGM, the members may elect any member (unless he/she is debarred under clause 6.3) to be a Charity Trustee  
6.5 The Board may at any time appoint any member or non-member (unless he/she is debarred under clause 6.3) to be a Charity Trustee  
6.6 At each AGM, all of the Charity Trustees must retire from office but may then be re-elected  
6.7 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless:  
6.7.1 he/she advises the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Charity Trustee; or  
6.7.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or  
6.7.3 a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried

### **Termination of office**

- 6.8 A Charity Trustee will automatically cease to hold office if:  
6.8.1 he/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005  
6.8.2 he/she 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  
6.8.3 he/she becomes an employee/contractor of PKDS  
6.8.4 he/she gives PKDS notice of resignation  
6.8.5 he/she is absent from more than three consecutive meetings of the Board, but only if the Board resolves to remove him/her from office  
6.8.6 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the Code of Conduct for Charity Trustees as referred to in clause 6.20  
6.8.7 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005

- 6.8.8 a resolution under 6.8.6 or 6.8.7 shall be valid only if the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed and is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote

### **Office-bearers**

- 6.9 The Charity Trustees must elect (from among themselves) a chair, a treasurer and a secretary (unless an employee/contractor has this duty)
- 6.10 In addition to the office-bearers required under clause 6.9, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate
- 6.11 All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 6.9 or 6.10
- 6.12 A person elected to any office will automatically cease to hold that office if:
- 6.12.1 he/she ceases to be a Charity Trustee; or
- 6.12.2 he/she gives to PKDS a notice of resignation from that office

### **Powers of the Board**

- 6.13 Except where this constitution states otherwise, PKDS will be managed by the Board and the Board may exercise all the powers of the organisation
- 6.14 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board

### **Charity Trustees – general duties**

- 6.15 Each of the Charity Trustees has a duty in exercising functions as a Charity Trustee, to act in the interests of PKDS and in particular must:
- 6.15.1 seek, in good faith, to ensure that PKDS acts in a manner which is in accordance with its purposes
- 6.15.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- 6.15.3 in circumstances giving rise to the possibility of a conflict of interest between PKDS and any other party:
- 6.15.3.1 put the interests of PKDS before that of any other party
- 6.15.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to PKDS and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question
- 6.15.4 ensure that PKDS complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005
- 6.16 In addition to the duties outlined in clause 6.15, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 6.16.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- 6.16.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee
- 6.17 No Charity Trustee may serve as an employee/contractor (full-time or part-time) of PKDS
- 6.18 No Charity Trustee may be given any remuneration by PKDS for carrying out his/her duties as a Charity Trustee

- 6.19 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in conjunction with carrying out their duties

### **Code of Conduct for Charity Trustees**

- 6.20 Each of the Charity Trustees shall comply with the Code of Conduct prescribed by the Board from time to time
- 6.21 The Code of Conduct referred to in clause 6.20 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

### **Notice of Board meetings**

- 6.22 Any Charity Trustee may call a meeting of the board or ask the secretary to call a meeting of the Board in addition to the minimum of 6 meetings per year as per the Minimum Operating Requirements
- 6.23 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**

- 6.24 No valid decisions can be taken at a Board meeting unless a quorum is present
- 6.25 The quorum for Board meetings is 3 Charity Trustees, present in person
- 6.26 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 6.25, 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
- 6.27 The chair of the organisation should act as chairperson of each Board meeting
- 6.28 If the chair is not present within 15 minutes after the time at which the meeting was due to start, the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting
- 6.29 Every Charity Trustee has one vote, which must be given personally
- 6.30 All decisions at Board meetings will be made by majority vote
- 6.31 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
- 6.32 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
- 6.33 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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of PKDS; he/she must withdraw from the meeting while an item of that nature is being dealt with
- 6.34 For the purposes of clause 6.33:
- 6.34.1 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, chld, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee
- 6.34.2 A Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee,

director, member of the management committee, officer or elected representative has an interest in that matter

### **Minutes**

- 6.35 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees
- 6.36 The Board shall, subject to clause 6.37, make available copies of the minutes referred to in clause 6.35 to any member of the public requesting them
- 6.37 The Board may exclude from any copy minutes made available to a member of the public under clause 6.36 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 PKDS or on the basis that the material contains reference to an employee/contractor or other matters which it would be inappropriate to divulge

### **Administration**

- 6.38 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
- 6.39 The Board may also delegate to the chair of PKDS (or the holder of any other post) such of their powers as they consider appropriate
- 6.40 When delegating powers under clause 6.38 or 6.39, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board). Any delegation of powers may be revoked or altered by the Board at any time.
- 6.41 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board

### **Finance**

- 6.42 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 PKDS; at least one of the signatories must be the signature of a Charity Trustee
- 6.43 The Board must ensure that proper accounting records are kept by the treasurer, in accordance with all applicable statutory requirements
- 6.44 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
- 6.45 The financial year of PKDS runs from 1 April to 31 March each year

## **7. MISCELLANEOUS**

### **Winding-up**

- 7.1 In the event of PKDS being 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
- 7.2 Any surplus assets available to PKDS immediately preceding its winding up or dissolution must be used for purposes which are the same as, or which closely resemble, the purposes of PKDS as set out in this constitution

### **Alterations to the constitution**

- 7.3 This constitution may (subject to clause 7.4) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 5.27) or by way of a written resolution of the members
- 7.4 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)

This Constitution was adopted as the Constitution of Perth & Kinross Disability Sport at an EGM held on 29 September 2016 at the Dewars Centre, Glover Street, Perth

<b>Post</b>	<b>Signature</b>
Chairperson (Acting)	
Treasurer	