

CONSTITUTION  
OF  
FYC SOCIAL CLUB

# CONSTITUTION

of

FYC Social Club

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## GENERAL

### Type of organisation

1. The organisation is a not for profit organisation.

### Principal office

2. It is based in the premises of Fisherrow Yacht Club SCIO (FYC SCIO)

### Name

3. The name of the organisation is “*FYC Social Club* ” (FYC Social)

### Purposes

5. The purposes of the organisation are to support the purposes of FYC SCIO through providing social and other fund raising activities including trading on behalf of FYC SCIO.

### Powers

6. The organisation has power to do anything that 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 in the course of the organisation’s existence or on dissolution - except where this is done in direct furtherance of FYC SCIO’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.

### General structure

9. The structure of the organisation consists of:-
  - 9.1. The MEMBERS – who have the right to attend members' meetings (including any annual general meeting). Ordinary Members have important powers under the constitution; in particular, the Ordinary Members appoint people to serve on the board and take decisions on changes to the constitution itself;
  - 9.2. 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.

## MEMBERSHIP

### Composition

10. The Membership shall be the membership of FYC SCIO and shall have the same rights and obligations under this constitution as provided for under the Constitution of FYC SCIO.

### Members' meetings

11. The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. This may be held immediately preceding or after that of FYC SCIO.
12. The AGM and any special meeting shall be subject to the same rules as those provided under the Constitution of FYC SCIO.

## THE BOARD

### Composition

13. The Board shall be the same as that of FYC SCIO and shall be chaired by the Commodore.

### Duties of the Office Bearers

14. The duties of the office bearers shall be:

Commodore - The Commodore shall preside at all General Meetings or Meetings of the Board at which he or she is present, and shall sign the Minutes of the previous Meeting(s) when approved. At all meetings the Commodore shall have a deliberation and also (in the event of parity) a casting vote. In the absence of the Commodore, a Member of Board appointed to preside, shall have the powers of the Commodore for the time being.

General Secretary - The General Secretary shall:-

- (a) Convene and attend all General and Board Meetings or make suitable alternative arrangements.
- (b) Arrange for Minutes of the proceedings to be taken. Perform such other duties in relation to the Organisation as the Board may require.

Treasurer - The Treasurer shall:-

- (a) Have charge of all moneys belonging to the Organisation.
- (b) Keep correct accounts and books showing the financial affairs of the Organisation.

(c) Attend all General and Board Meetings of the Organisation or make suitable alternative arrangements and give such information as may be required concerning the finances of the Organisation.

(d) Shall prepare after the close of each financial year a Balance Sheet showing the income and expenditure of the Organisation and shall have the same independently examined or audited in accordance with this constitution. The accounts shall be kept separate from those of any other organisation.

(e) Open one or more Bank Accounts in the name of the Organisation. All cheques and documents relative to such account(s) shall be signed by any TWO of the office bearers.

The Membership Secretary - The Membership Secretary shall

(a) Perform the same functions as under the Constitution of FYC SCIO.

#### Powers of board

15. 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.
16. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
17. The members may, by way of a resolution passed by two-thirds of those voting, direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

#### Board Meetings

18. Board meetings shall follow the same procedures as those for FYC SCIO and Board members shall conduct themselves in accordance with the principles set out in the Constitution for FYC SCIO. Board meetings may be held at the same time as those of FYC SCIO.

### **ADMINISTRATION**

#### Delegation of Powers

19. 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.
20. The board may also delegate to the holder of any post such of their powers as they may consider appropriate for the performance of the duties of the post-holder, e.g. the bar convener shall have the necessary powers to fulfil his duties.
21. When delegating powers, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

22. Any delegation of powers may be revoked or altered by the board at any time.
23. 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

24. The authorisation 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.
25. 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 of the preceding clause, for example the signatory performing the operation shall obtain written authorisation from a second signatory for any payment from club funds and keep such record for the purposes of any subsequent inspection or audit.

#### Accounting records and annual accounts

26. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
27. The board must prepare annual accounts, complying with all relevant statutory requirements. These accounts shall be independently examined, however 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.

#### MISCELLANEOUS

##### Winding-up

28. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be subject to the same procedures as the annual accounts and any surplus assets shall be donated to FYC SCIO.

##### Alterations to the constitution

29. This constitution may be altered by resolution of the members passed by two thirds of those voting at a members' meeting or by way of a written resolution of the members passed by two thirds of the Ordinary membership.
30. As FYC Social acts as the trading arm of FYC SCIO its conduct and any changes to the Constitution must not prevent FYC SCIO from fulfilling its obligations under The Charities and Trustee Investment (Scotland) Act 2005 and any subsequent statutory provision or instrument that modifies the Act.

##### Limitation of liability of the Organisation

31. Members, their guests and visitors, may use the premises and any other facilities provided by the Organisation, entirely at their own risk and implicitly accept that:

(a) The Organisation will not accept any liability for any damage to, or loss of, property belonging to members, their guests or visitors to the Organisation.

(b) The Organisation will not accept any liability for any personal injury arising out of use of the premises, any other facilities or out of participation in any organised activity of the Organisation, whether sustained by members, guests or visitors, whether or not such damage or injury could have been attributed to, or was occasioned by, the neglect, default or negligence of any of the Officers, Board or servants of the Organisation.

(c) Before inviting any guests or visitors onto the premises or to participate in events organised by the Organisation, members will draw their attention to this rule.

### Trading and exciseable liquor

32. No member and no manager or servant employed by the Organisation shall make any gain from trading or from the sale of exciseable liquor on club premises or in the profits arising therefrom. Further all such sales shall not be subsidised and the profits from them shall be accrued to the benefit of the Organisation. The Board shall ensure that such sales are conducted in accordance with government and tax regulations.

33. A visitor shall not be supplied with exciseable liquor in the premises of the Organisation unless on the invitation and in the company of a Member and that Member shall, upon admission of such a visitor to the premises of the Organisation or immediately upon being supplied with such liquor, enter his own name and the name and address of the visitor in a book which shall show the date of each visit. Except as expressly authorised by the Board for a specific purpose and occasion any member is limited to signing in no more than 4 guests.

34. No exciseable liquor shall be sold or supplied in the premises of the Organisation for consumption off the premises except to a Member of the Organisation in person for consumption by him or to a person holding an excise licence for the sale of such liquor.

35. No exciseable liquor shall be sold or supplied in the premises of the Organisation to any person under eighteen years of age.

### EQUAL OPPORTUNITIES

36. The organisation is unreservedly opposed to any form of discrimination. Therefore it is the policy of the Organisation to treat members in the same way regardless of their gender, race, religion, skin colour, sexual orientation, marital status, ethnic origin, age or disability, except that discounted membership fees may be made available on the basis of age or disability. The Organisation is committed to promoting and ensuring an environment free from unlawful discrimination or harassment.