



Dundee Sailing and Rowing Club (SCIO) Constitution

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Amendments

Version	Date	Change
Draft v1.0	7 th October 2025	Creation of a draft constitution to align with SCIO status
Draft v1.1	12 th October 2025	Changes applied based on feedback from committee members.
Draft v1.2	15 th October 2025	Additional changes based on feedback from committee members
Draft v1.3	24 th October 2025	Additional changes based on feedback from committee members
v1.3	27 th March 2026	DRSC SCO055019 - removed draft watermark



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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 is Dundee Sailing and Rowing Club, Grassy Beach, Broughty Ferry, Dundee, DD5 1LU.

Name

3. The name of the organisation is “Dundee Sailing and Rowing Club (SCIO)”, hereafter referred to as the ‘Organisation’

Purpose

4. The aims and objectives of the organisation are to provide sailing, rowing and other water-based activities and recreational facilities to improve the physical health and mental wellbeing of the people of Dundee and the surrounding area.

Powers

5. The organisation has the power to do anything calculated to further its purposes or is conducive or incidental to doing so.
6. 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 dissolution – except where this is done in direct furtherance of the organisation’s charitable purposes.

Liability of members/trustees

7. The members of the organisation have no liability to pay any sums to help 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 trustees will not be held responsible.
8. The members and trustees have certain legal duties under the Scottish Charities 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 organisation consists of:
 - a. The **MEMBERS** - who have the right to attend meetings, including any annual general (AGM) and extraordinary general (EGM) meetings, and have significant powers under the constitution; in particular, the members elect up



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to 9 members to serve as trustees on the committee and make decisions on changes to the constitution itself.

- b. The **TRUSTEES** – who hold regular meetings and generally control the organisation's activities and are responsible for monitoring and controlling the organisation's financial position. **The members serving on the Committee are the Trustees, comprising 5 office bearers and 4 ordinary trustees.**

Members

Qualifications for membership

10. Membership is open to all. Members aged 16 or over shall be entitled to vote at AGMs and EGMs. To avoid doubt, each family member, 16 years and over, shall have an individual vote.
11. In addition, the trustees may occasionally create categories of non-voting membership, including visitor memberships, who will not be entitled to vote at AGMs or EGMs or to use the club's boats and equipment other than under the supervision of the club.
12. Honorary membership may be given to any person who is thought worthy by the organisation. Proposals for honorary membership must be given at the annual general meeting (AGM) and be approved by a 2/3 majority vote of those present and eligible to vote. Honorary membership will run from AGM to AGM. Honorary members will not have voting rights but will be kept informed of club decisions and activities.

Application for Membership

13. Any person or group wishing to become a member must sign a written application (in writing or online), identifying the membership category for which they are applying.
14. Membership is open to all, and no application for membership will be refused on anything other than reasonable grounds.
15. There will be no discrimination based on race, age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, religion or belief, sex, sexual orientation, political or other opinion.
16. The trustees may, at their discretion, refuse to admit any person to membership where they have reasonable grounds to believe that they might, if admitted to membership, act in a manner which would damage the reputation of the organisation.
17. Where a trustee refuses admission to membership, the applicant has the right to appeal to the trustees, and the outcome would be decided by majority vote.

Membership Subscription

18. Admission to membership will be conditional upon the applicant paying a monthly or full annual membership subscription (which will be kept at levels that should not pose a significant obstacle to people participating). Members choosing to pay monthly agree to a 12-month membership commitment



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19. Any member who has not paid their subscription or is not up to date on their monthly payments by the due date may not use any rights or privileges of membership until all annual subscriptions and arrears (if any) are fully paid.

Register of Members

20. The trustees must keep a register of members, setting out:
- a. for each member:
 - i. their full name and address
 - ii. the date on which they were registered as a member of the organisation
 - b. for each former member, for at least six years from the date on which they ceased to be a member:
 - i. their name and
 - ii. the date on which they ceased to be a member.
21. The trustees must ensure that the register of members is updated within 28 days of any change:
- a. which arises from a resolution of the trustees or a resolution passed by the members of the organisation; or
 - b. which is notified to the organisation.
22. If a member or trustee requests a copy of the register of members, 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 member (rather than a trustee), the trustees will provide a copy which has the addresses blanked out and should be protected if in electronic form.

Withdrawal from membership

23. Any person who wants to withdraw from membership should notify the membership secretary.

Expulsion from membership

24. Every member undertakes to comply with the organisation's rules and regulations. Any breach of these rules and regulations or conduct which is against the interest of the organisation shall render a member liable to disciplinary action.
25. The following procedures must be observed: 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.
- a. The member concerned will be entitled to be heard on the resolution at the Extraordinary General Meeting (EGM) at which the resolution is proposed.
 - b. The trustees must arrange an EGM if they are requested to do so by a member who has been suspended or expelled from the organisation under the club's disciplinary procedures and who wishes to appeal that decision. The suspended or expelled member must submit a request to appeal in writing to the trustees within 14 days of the decision taken to suspend or expel them.



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Decision making by Members

Members Meetings

26. At least 21 days' clear notice of an Annual General Meeting (AGM) in each calendar year must be given.
27. The gap between one AGM and the next must not be longer than 15 months.
28. Notwithstanding clause 27, 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.
29. The business of the AGM must include:
 - a. A report by the Commodore on the activities of the organisation
 - b. Consideration of the annual accounts of the organisation
 - c. Fixing of the annual subscription
 - d. The appointment of the auditors
 - e. The election/re-election of trustees as referred to in clauses 63 and 65

Power to request the trustees to arrange an Extraordinary General Meeting (EGM)

30. The trustees must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a notice (in writing or by email) by members who amount to 5% or more of the total membership of the organisation 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 Scottish Charities Act or any other statutory provision.
31. A notice under clause 30 may take the form of:
 - a. two or more documents in the same terms, each signed by one or more members; and/or
 - b. a number of emails, each issued by a member;
 - c. and the trustees will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 5% threshold referred to in clause 30.
32. If the trustees receive a notice under clause 30, 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 meetings

33. At least 21 clear days must be given for any AGM or EGM.
34. The notice calling a 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, it must set out the exact terms of the proposed alteration(s); or
 - b. in the case of any other resolution falling within clause 46 (requirement for two-thirds majority), the resolution must set out the exact terms of the resolution.



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35. The reference to “clear days” in clause 33 shall be taken to mean that, in calculating the period of notice,
 - a. the day after the notices are sent by electronic means or (posted) should be excluded; and
 - b. the day of the meeting itself should also be excluded.
36. Notice of every AGM or EGM must be given to all the members of the organisation, but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
37. Any notice that 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 organisation; or
 - b. sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Voting at AGMs and EGMs

38. No valid decisions can be taken at any AGM or EGM unless a quorum is present. This requirement includes attendance by remote means.
39. The quorum for a members' meeting is 20% of the members eligible to vote.
40. The Commodore or acting chair will have a deliberative and casting vote at all meetings. The chair will be the Commodore, Vice Commodore or another member of the committee appointed in their absence.
41. If a quorum is not present within 15 minutes after the time at which a meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
42. The Commodore of the organisation should act as chairperson at each AGM and EGM.
43. If the Commodore 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 trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
44. Every voting member has one vote, which must be given personally.
45. All decisions at AGMs and EGMs will be made by majority vote except for the types of resolution listed in clause 46.
46. 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 50):
 - a. a resolution amending the constitution
 - b. a resolution directing the trustees to take any step (or directing the trustees not to take any step)
 - c. 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)
 - d. 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 its property, rights and liabilities)
 - e. a resolution for the winding up or dissolution of the organisation.



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47. If there is an equal number of votes for and against any resolution, the Commodore (or chair appointed in the absence of the Commodore) will be entitled to a second (casting) vote.
48. A resolution put to the vote at an AGM or EGM will be decided on a show of hands, unless the Commodore (or at least two other members present at the meeting) ask for a secret ballot.
49. The Commodore (or chair appointed in the absence of the Commodore) will decide how any secret ballot will be conducted, and they will declare the result at the meeting.

Written resolutions by members

50. A resolution agreed to in writing (or by email) by all members will be 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

51. The trustees must ensure that proper minutes are kept in relation to meetings.
52. Minutes of AGMs and EGMs must include the names of those present, and (so far as possible) should be signed by the Commodore.

Trustees

Number of trustees

53. The maximum number of trustees is 9.
54. The minimum number of trustees is 5.

Eligibility

55. A person will not be eligible for election or appointment as a trustee if they are:
 - a. disqualified from being a trustee under the Scottish Charities Act; or
 - b. an employee of the organisation.

Initial trustees

56. The members who signed the trustee declaration forms, which accompanied the application for incorporation of the club, will be the serving committee members and shall be deemed to have been appointed by the members as trustees with effect from the date of incorporation of the organisation.

Office-bearers

57. The office-bearers of the organisation will serve on the committee and shall consist of:
 - a. Commodore
 - b. Vice Commodore
 - c. Treasurer



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- d. Club Secretary
 - e. Membership Secretary
58. All office bearers are eligible for re-election at the AGM.
59. The office bearers have the power to co-opt members to fill any vacancy which may occur and to set up sub-committees as required.
60. A person elected to any office will automatically cease to hold that office if they cease to be a trustee; or if they give to the club a notice of resignation from that office, signed by them.

General Trustees

61. Up to 4 members can be elected to the committee as non-office-bearing general trustees. The trustees can appoint general trustees to specific roles for the management of club activities.

Election, retirement, re-election

62. At each AGM, the members may elect any member (unless they are debarred from being a trustee under clause 55) to the committee. Office-bearers will be elected directly to the post by members.
63. In the event of a vacancy arising in an officer-bearer post, for whatever reason, or when there is a vacancy among the general trustees, the trustees may co-opt a member to fill the vacancy until the next AGM (unless they are debarred from membership under clause 55).
64. At each AGM, all of the trustees elected/appointed under clause 63 and 64 (and, in the case of the first AGM, those deemed to have been appointed under clause 57) shall retire from office – but shall then be eligible for re-election under clause 63.
65. A trustee who retires from office under clause 65 at the conclusion of an AGM shall be eligible for re-appointment under clause 63.
66. A trustee vacating office at the conclusion of an AGM will be deemed to have been re-appointed at the trustees' meeting which next follows, unless:
- a. they advise the trustees that they do not wish to be re-appointed; or
 - b. a resolution for the re-appointment of that trustee was put to the committee meeting and was not carried.

Termination of office

67. A trustee will automatically cease to hold office if:
- a. They become disqualified from being a trustee under the Scottish Charities Act 2005;
 - b. They become incapable for medical reasons of carrying out their duties as a trustee - but only if that has continued (or is expected to continue) for a period of more than six months.
 - c. They become an employee of the organisation.
 - d. They give the organisation a notice of resignation (either in writing or by email)
 - e. They are absent (without good reason, in the opinion of the trustees) from more than three consecutive trustees meetings - but only if the trustees resolve to remove them from office.



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- f. They are removed from office by resolution of the trustees on the grounds that they are considered to have committed a serious breach of the code of conduct for trustees (as referred to in clause 80); or
 - g. They are removed from office by resolution of the trustee 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 Scottish Charities Act.
 - h. They are removed from office by a resolution of the members passed at a members' meeting.
68. A resolution under paragraph 68f, 68g or 68h shall be valid only if:
- a. the trustee concerned is given reasonable prior notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed.
 - b. the 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 two-thirds (to the nearest round number) of the trustees then in office vote in favour of the resolution.

Register of trustees

69. The committee must keep a register of trustees, setting out
- a. For each current trustee:
 - i. Their full name and address.
 - ii. The date on which they were registered as a member of the organisation.
 - b. For each former trustee, for at least 6 years from the date on which they ceased to be a trustee:
 - i. The name of the trustee.
 - ii. any office held by them in the organisation; and
 - iii. the date on which they ceased to be a trustee.
70. The committee must ensure that the register of trustees is updated within 28 days of any change:
- a. which arises from a resolution of the trustee or a resolution passed by the members of the organisation; or
 - b. which is notified to the organisation.
71. If any person requests a copy of the register of 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 trustee of the organisation, the trustees will provide a copy which has the addresses blanked out and should be protected if in electronic form.

Powers of the Committee

72. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the committee, and may exercise all the powers of the organisation.
73. A committee meeting at which a quorum is present may exercise all powers the trustee can exercise.
74. The members may, by way of a resolution passed in compliance with clause 46 (requirement for two-thirds), direct the committee to take any particular step or direct



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the committee not to take any particular step; and the committee shall give effect to any such direction accordingly.

Trustees - general duties

75. Each of the trustees, including general trustees, has a duty, in exercising functions as a trustee, to act in the interests of the organisation; and must:
- a. Seek, in good faith, to ensure that the organisation 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 organisation and any other party:
 - i. Put the interests of the organisation before those of the other party; or
 - ii. 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 trustees with regard to the matter in question;
 - d. Ensure that the organisation complies with any direction, requirements, notice or duty imposed under or by virtue of the Scottish Charities Act 2005.
76. In addition to the duties outlined in clause 75, all the 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 trustee is corrected by the 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.
77. No trustee may serve as an employee of the organisation, and no trustee may be given any remuneration by the organisation for carrying out their duties as a trustee.
78. The trustees can be offered reimbursement to be paid for 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 trustees

79. Each trustee shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the committee.
80. The code of conduct referred to in clause 79 shall be supplemental to the provisions relating to the conduct of trustees contained in this constitution and the duties imposed on trustees under the Scottish Charities 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 Trustees

Notice of trustee meetings

81. Any trustee may call a committee meeting or may ask the secretary to call a committee meeting.



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82. At least 7 days' notice must be given of each trustee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at committee meetings

83. No valid decisions can be taken at a committee meeting unless a quorum is present; the quorum for committee meetings is 50% of trustees, including 2 office bearers.
84. If at any time the number of trustees in office falls below the number stated as the quorum in clause 83, the remaining 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.
85. The Commodore should act as chair or delegate to another trustee for each trustee meeting.
86. If the Commodore 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 trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
87. Every trustee has one vote, which must be given personally.
88. All decisions at trustee meetings will be made by majority vote.
89. If there is an equal number of votes for and against any resolution, the Commodore will be entitled to a second (casting) vote.
90. The committee may, at its discretion, allow any person to attend and speak at a committee meeting, notwithstanding that they are not a trustee, but on the basis that they must not participate in decision-making.
91. A 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 organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
92. For the purposes of clause 91:
- an interest held by an individual who is "connected" to a trustee under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that trustee
 - a trustee will (subject to clause 94) 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 (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.
93. Trustees shall produce and maintain written procedures for the governance of and management of the organisation. In the event that public health guidelines necessitate it, meetings will be held online.

Trustee resolutions agreed in writing or by email

94. A resolution agreed to in writing (or by email) by a majority of the trustees then in office shall (subject to clauses 92 and 93) be as valid as if duly passed at a trustee meeting.
95. A resolution under clause 94 shall not be valid unless a copy of the resolution was circulated to all of the trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 97.



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96. If a resolution is circulated to the trustees under clause 95, any one or more trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a trustee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time.
97. The secretary must convene a committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible.
 - a. the resolution cannot be treated as valid under clause 95 unless and until that trustee meeting has taken place
 - b. the trustee 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 email) by a majority of the trustees then in office

Minutes

98. The trustees must ensure that proper minutes are kept in relation to all trustee meetings and meetings of sub-committees.
99. The minutes to be kept under clause 98 must include the names of those present; and (so far as possible) should be signed by the Commodore.
100. The committee shall make available a copy of the minutes referred to in clause 99 to any member requesting them.

Administration

Delegation to sub-committees

101. The trustees may delegate any of their powers to sub-committees; a sub-committee must include at least one trustee, but other members of a sub-committee need not be trustees.
102. The trustees may also delegate to the Commodore (or the holder of any other post) such of their powers as they may consider appropriate.
103. When delegating powers under clause 102 or 103, the trustees must set out appropriate conditions (which must include an obligation to report regularly to the committee).
104. Any delegation of powers under clause 102 or 103 may be revoked or altered by the trustees at any time.
105. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the trustees.

Operation of accounts

106. The trustees must ensure that the systems of financial control adopted by the organisation in relation to the operation of the organisation's bank accounts (including online banking) reflect the recommendations made from time to time by the organisation's auditors (or independent examiners) or other external accountants.



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Accounting records and annual accounts

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

Miscellaneous

Loans

109. The Executive Committee shall have the power to negotiate and enter into loan agreements on the Club's behalf as follows:
 - a. Short Term Bridging Loans
 - b. Long Term Bridging Loans secure over the Club's property or otherwise, the amount of which is to be limited by the following formula:
 - Loan limit to be four times the annual membership subscription received in the Club's most recent full accounting year.
110. Where the Executive have agreed to enter into a loan agreement, those authorised to sign the agreement on the Club's behalf shall be any two of the following office-bearing trustees:
 - a. Commodore
 - b. Vice Commodore
 - c. Secretary
 - d. Treasurer
111. Liability in respect of any such loan agreement shall at all times lie with Dundee Sailing & Rowing Club (SCIO) and not with any individual member or members of the Executive Committee.

Winding-up

112. 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.
113. 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; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the organisation must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of SCIOs.



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Alterations to this Constitution

114. This constitution may be altered by resolution of the members' meeting (subject to achieving the two-thirds majority referred to in clause 46) or by way of a written resolution of the members.
115. The Scottish Charities 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. Subject to the provisions of the Charities and Trustees Investment (Scotland) Act, and without limiting any other indemnity, the trustees, office bearers, or members of any sub-committee shall be indemnified from the funds of the organisation against any loss or liability they may incur or sustain while acting on behalf of the organisation. This includes the costs of successfully defending any court proceedings related to their duties.
117. References in this constitution to the Scottish Charities Act 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.
118. 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 Scottish Charities Act 2005, which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.