

CONSTITUTION

of

British Riding Clubs in Scotland Area 1 Liaison Committee

adopted on 28th May 2014

Clauses 15 (D) and 28A added and 28 amended at AGM held on 7th February 2016

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Name

1. The name of the organisation is "British Riding Clubs in Scotland Area 1 Liaison Committee".

Objects

2. The organisation's objects are:
 - (a) To promote closer co-operation and communication between affiliated clubs within the area;
 - (b) To maintain and promote links between the clubs and British Riding Clubs National Executive Committee;
 - (c) To ensure that BRC Area Qualifiers are organised and run in accordance with BRC rules;
 - (d) To promote and provide training opportunities within Area 1

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the organisation shall have the following powers:-
 - (a) To promote co-operation and communication between affiliated riding clubs; maintain and promote links between the Clubs and BRC NEC; facilitate BRC Area qualifiers and provide training; within Area 1.
 - (b) To carry on any other activities which further any of the above objects.
 - (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the organisation's activities.
 - (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the organisation.
 - (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the organisation.
 - (h) To engage such consultants and advisers as are considered appropriate from time to time.
 - (i) To effect insurance of all kinds (which may include officers' liability insurance).
 - (j) To invest any funds which are not immediately required for the organisation's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the organisation's objects.
 - (l) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the organisation's objects.
 - (m) To form any company which is a charity with similar objects to those of the organisation, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the organisation's assets and undertaking.
 - (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the organisation's activities.
 - (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - (p) To do anything which may be incidental or conducive to the furtherance of any of the organisation's objects.

General structure

4. The structure of the organisation shall consist of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself.
 - (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the organisation; in particular, the management committee is responsible for monitoring the financial position of the organisation.

Qualifications for membership

5. Membership shall be open to up to two Senior members from each affiliated Riding Club within BRC Area 1 that has paid their annual liaison fee.
6. An employee of the organisation shall not be eligible for membership; a person who becomes an employee of the organisation after admission to membership shall automatically cease to be a member.

Application for membership

7. Members will be selected by their Club.
8. Members will be current senior members of British Riding Clubs.
9. The management committee may, at its discretion, refuse to admit any person to membership.

Membership subscription

10. No individual membership subscription shall be payable.
- 10A. Clubs within BRC Area 1 shall be required to pay an annual liaison fee; unless and until otherwise determined by the members, the amount payable per member in the preceding year shall be £2.00.
- 10B. The area liaison fee shall be payable on or before 1st January in each year.
- 10C. If the liaison fee payable by any Club remains outstanding more than 8 weeks after the date on which it fell due (and providing that the Club has been given at least one written reminder) the management committee may, by resolution to that effect, expel them from membership.
- 10D. A Club that fails to pay their liaison fee (for whatever reason) shall not be entitled to any refund.

Register of members

11. The management committee shall maintain a register of Club officials, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

12. Any club that wishes to withdraw from membership shall sign, and lodge with the organisation, a written notice to that effect; on receipt of the notice by the organisation; that club shall cease to be a member.

Expulsion from membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-

- (a) 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
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

14. The management committee shall convene an annual general meeting in each year; not more than 15 months shall elapse between one annual general meeting and the next.
 15. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the organisation
 - (b) consideration of the annual accounts of the organisation
 - (c) the election/re-election of members of the management committee, as referred to in clause 30.
 - (d) **appointment of Area Representative (three year term). If the appointed Area Representative is unable to continue in the role or wishes to stand down the appointment of a new Area Representative should take place before the three year period has elapsed.**
 16. The management committee may convene a special general meeting at any time.
 - 16A. If a notice signed by ten or more members requesting a special general meeting is received by the organisation, the management committee must convene a special general meeting - and on the basis that it must be held within six weeks from the date on which the notice was received; a notice under the preceding provision must set out the business which is to be considered at the special general meeting.
- ## Notice of general meetings
17. At least 14 clear days' notice must be given (in accordance with clause 63) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
 18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
 19. Notice of every general meeting shall be given (in accordance with clause 63) to all the members of the organisation, and to all the members of the management committee.
- ## Procedure at general meetings
20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be members from 6 affiliated Clubs, present in person.
 21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.
 22. The chair of the organisation shall (if present and willing to act as chairman) preside as chairman of each general meeting; if the chair is not present and willing to act as chairman within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairman of that meeting.
 23. The chairman of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairman may determine.

24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
25. If there are an equal number of votes for and against any resolution, the chairman of the meeting shall be entitled to a casting vote.
26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairman (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
27. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairman may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of management committee members

28. The maximum number of members of the management committee shall be eight, including the Area Representative.

28(A) Up to eight clubs may be represented on the management committee with no duplication resulting from committee members multiple memberships.

Eligibility

29. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the organisation.

Election, retirement, re-election

30. At each annual general meeting, the members may (subject to clause 28) elect any member to be a member of the management committee.
31. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 28).
32. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

Termination of office

33. A member of the management committee shall automatically vacate office if:-
 - (a) he/she becomes debarred under any statutory provision from being a charity trustee
 - (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (c) he/she ceases to be a member of the organisation
 - (d) he/she becomes an employee of the organisation
 - (e) he/she resigns office by notice to the organisation
 - (f) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolves to remove him/her from office.

Register of management committee members

34. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Office Bearers

35. At each annual general meeting the members will elect a Chairman, Treasurer and Secretary from the current members, and such other office bearers (if any) as they consider appropriate.
36. Office Bearers shall hold post until the following annual general meeting.
37. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

38. Except as otherwise provided in this constitution, the organisation and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the organisation.
39. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal interests

40. A member of the management committee who has a personal interest in any transaction or other arrangement which the organisation is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 52) from voting on the question of whether or not the organisation should enter into that arrangement.
41. For the purposes of clause 40, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
42. Provided
 - (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the organisation should enter into the relevant arrangement and
 - (c) the requirements of clause 44 are complied with,
 a member of the management committee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
43. No member of the management committee may serve as an employee (full time or part time) of the organisation, and no member of the management committee may be given any remuneration by the organisation for carrying out his/her duties as a member of the management committee.
44. Where a management committee member provides services to the organisation or might benefit from any remuneration paid to a connected party for such services, then
 - (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the management committee members must be satisfied that it would be in the interests of the organisation to enter into the arrangement (taking account of that maximum amount)
 - (c) less than half of the management committee members must be receiving remuneration from the organisation (or benefit from remuneration of that nature).
45. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at management committee meetings

46. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
47. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairman of the meeting shall have a casting vote.
48. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be four.
49. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
50. Unless he/she is unwilling to do so, the chair of the organisation shall preside as chairman at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairman or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairman of the meeting.
51. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
52. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
53. For the purposes of clause 52, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

54. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the organisation, act in the interests of the organisation; and, in particular, must
 - (a) seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its objects (as set out in this constitution)
 - (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 of interest between the organisation and any other party
 - (i) put the interests of the organisation before that of the other party, in taking decisions as a member of the management committee
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
 - (d) ensure that the organisation complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

55. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
56. Any delegation of powers under clause 55 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
57. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

58. There should be a minimum of two authorised signatories who are not connected, as per the definition of "connected" in the Charities and Trustees Investment (Scotland) Act 2005 appointed by the management committee in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the organisation. At least one out of the two signatories must be a member of the management committee.
59. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the organisation (and their successors in office) or in name of a nominee company holding such property in trust for the organisation; any person or body in whose name the organisation's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

60. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairman of the meeting.

Accounting records and annual accounts

61. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
62. The management committee shall prepare annual accounts, complying with all relevant statutory requirements, which shall be checked by a suitable qualified person, who shall not be a member of the organisation. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

63. Any notice which requires to be given to a member under this constitution shall be sent via e-mail to registered Club contacts and by official Area 1 website.

Dissolution

64. If the management committee determines that it is necessary or appropriate that the organisation be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

65. If a proposal by the management committee to dissolve the organisation is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 64, the management committee shall have power to dispose of any assets held by or on behalf of the organisation - and any assets remaining after satisfaction of the debts and liabilities of the organisation shall be transferred to some other charity or charities having objects similar to those of the organisation; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the organisation at, or prior to, the time of dissolution.
66. For the avoidance of doubt, no part of the income or property of the organisation shall (otherwise than in pursuance of the organisation's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the organisation's existence or on dissolution.

Alterations to the constitution

67. Subject to clause 68, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.
68. No amendment to clauses 3, 43, 65 or 66 of the constitution may be made if the effect would be that the organisation would cease to be a charity.

Interpretation

69. For the purposes of this constitution,
- (a) the expression "charity" shall mean 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 96 of the Charities Act 1993
- (b) the expression "charitable purpose" shall mean 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;
70. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial members of the management committee

71. The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on 28th May 2014.

[Clause 15 \(D\) amended and 28 \(A\) added at AGM on 7th February 2016.](#)

Signature	Name	Position
	Anne Millar	Chairman
	Jane McDowall	Secretary
	Isabel Forsyth	Treasurer

Updated Constitution signed March 2016.