

Inverness Trials Club
Club Constitution

1. General

Name

The name of the organisation shall be 'Inverness Trials Club', hereinafter referred to as the 'Club'.

Structure

The organisation will be a sporting club, owned and controlled by the Inverness & District Motor Cycle Club Limited. (A company limited by guarantee and registered in Scotland SC294182 – hereafter referred to as 'the company').

Objectives

The club is established to pursue the following objective:

- a) The advancement of public participation in sport and in particular the sport of motor cycle trials.

Powers

- a) The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- b) 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 by agreement of the directors of the Inverness & District Motor Cycle Club Ltd.

Affiliation

The Club shall be affiliated to the **Amateur Motor Cycle Association (AMCA Events Ltd)**, herein after referred to as the 'Governing Body'.

Liability of members

- a) 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

The structure of the organisation 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 individuals to serve on the board and take decisions on changes to the constitution itself.

- b) The Club Committee - who hold regular meetings, and generally control the activities of the organisation; for example, the board of directors of the company is responsible for monitoring and controlling the financial position of the organisation.

The people serving on the Club Committee are referred to in this constitution as committee members.

2. Membership

All members are subject to the Constitution of the Club and the regulations of the Governing Body.

- a) Membership is open to all and no application for membership will be refused on other than reasonable grounds. Membership of this club automatically entitles the member to be a bona fide member of the Inverness & District Motor Cycle Club for the same period of membership. Members may opt out of this arrangement at any time by given two weeks written notice to the club secretary.
- b) There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.
- c) All applications for membership shall be accompanied by the appropriate annual membership fee, which shall thereafter be payable on demand in annual payments. Membership of 'the club' also includes automatic bona fide 'parallel membership' of the Inverness & District Motor Cycle Club. (unless the member opts out as in point a) above.)
- d) Membership Categories:
 - i) Adult
 - ii) Youth
 - iii) Non riding member
- e) All club members, parents (one vote per youth member (Under 18)) shall be entitled to vote at General or Annual General Meetings
- f) All members will receive a copy / be given an electronic version / website link of the relevant Code of Conduct, a copy of the Club's Child Protection Policy, a copy of the Constitution and a copy of the club's rules.
- g) Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

Register of Members

- a) The Club Secretary will keep a register of members, setting out for each current member:
- his/her full name and address; telephone and e-mail address and
 - the date on which he/she was registered as a member of the organisation; or each former member - for at least two years from the date on he/she ceased to be a member:
 - his/her name; and
 - the date on which he/she ceased to be a member.
- All the above will comply with current GDPR regulations and the data will only be kept as long as it is deemed necessary.
- b) The Club Secretary will ensure that the register of members is updated within 28 days of any change:
- which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - which is notified to the organisation.

Suspension, Refusal or Termination of Membership

- a) The management committee shall be entitled to:
- i) Refuse any application for membership on the grounds that such membership would be prejudicial to the objectives of the club as set out in Rule 2 of this constitution.
 - ii) For good and sufficient reason to refuse renewal of any existing membership or terminate or suspend any membership provided that the member concerned shall have the right to be heard by the full management committee before a final decision is made.
 - iii) Any reason for refusal or termination must be communicated in writing to the individual and can be appealed to a body other than the committee/ individuals making the original decision e.g disciplinary committee or AGM
- b) Any member who fails to pay their fees by the date required shall forfeit their right to representation on the management committee and at general meetings, and shall be suspended from taking part in any event under the control of the club until such fees are paid.
- c) Any member under suspension by the governing body, shall be barred from taking part in any event under the control of the club.
- d) Notification of the termination of a membership will be forwarded to the Governing Body.

Transfer of membership

Membership of the organisation may not be transferred by a member to any other person. Membership of 'the club' also includes automatic bona fide 'parallel membership' of the Inverness & District Motor Cycle Club (unless opted out as in 2 a).)

3. Decision Making by the Committee

Annual General Meeting (AGM)

- a) The AGM shall be held each year at such time and place as determined by the club committee, at approximately twelve-monthly intervals, but no more than fourteen months after the date of the previous AGM. At each AGM, the following business shall be conducted:
 - Receive and confirm the minutes of the previous AGM.
 - Presentation of the clubs' financial accounts for the year to 31st November.
 - Presentation of clubs projected financial situation for the forthcoming year, and the setting of the membership fees.
 - Presentation of Chairpersons report.
 - Any other business brought before the meeting, which has been submitted, in writing to the secretary not less than seven days prior to the AGM, and any other business deemed relevant by the chairperson.
- b) Notice for an AGM shall be a minimum of 21 days.
- c) A quorum for an AGM shall be 50% of voting membership

Extraordinary General Meeting (EGM)

- a) An EGM may be called upon the written demand of:
 - i) 33% of the membership.
 - ii) The chairperson.
 - iii) 2/3 majority of the club committee.
- b) Notice for an EGM shall be of a minimum of fourteen days notice, and stating the business to be discussed.

Rules for General Meetings

- a) A minimum of twenty-one days notice in writing shall be given to all members, except in the event of an EGM where the notice shall be a minimum of fourteen days.
- b) The Chairperson, or in his/her absence a member selected by the meeting, will take the chair.

- c) All members shall register with the Secretary prior to the start of the meeting.
- d) Each member shall have one vote.
- e) All votes shall be determined by a simple majority. In the event of a tied vote, the Chair may exercise a casting vote.
- f) The quorum shall be 50% of those eligible to vote.
- g) The Secretary shall keep the minutes of the meetings and record all proceedings and resolutions.

Procedure at Members' Meetings

- a) No valid decisions can be taken at any members' meeting unless a quorum is present.
- b) The quorum for a members' meeting is 5 members, present in person.
- c) 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; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- d) The chair of the organisation should act as chairperson of each members' meeting.
- e) If the chair of the organisation 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.

Minutes

- a) The board must ensure that proper minutes are kept in relation to all members' meetings.
- b) 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.

4. The Management Committee

Election of committee members

- a) The members of the club committee shall be drawn from the membership.
- b) Candidates shall be elected by a show of hands at the AGM and shall be members of the committee from the conclusion of that AGM until the conclusion of the following AGM.

- c) All nominations of candidates proposed for election must: have the consent of the nominee; be seconded; be received by the secretary at the AGM.
- d) Uncontested posts may be filled by nomination(s) and election at the AGM.
- e) The Secretary or Chairman will confirm all members of the committee during the AGM.

Office-bearers

The members must elect a Chair, Vice-Chair, Competition Secretary, a General Secretary, and/or a Treasurer.

- a) In addition to the office-bearers, the committee may elect (from among themselves) further office-bearers if they consider that appropriate.
- b) Board members of the company will be elected from the committee in accordance with the memorandum and articles of association of the Inverness & District Motor Cycle Club Limited.
- c) All the office-bearers will cease to hold office at the commencement of each AGM but may then be re-elected to serve during the AGM.
- d) A person elected to any office will automatically cease to hold that office:
 - I. if he/she submits his/her resignation to the Secretary; *or*
 - II. if he/she gives to the Chairman a notice of resignation from that office, signed by him/her.

Conflict of Interest

In circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:

- a) The member must declare a conflict of interest to the committee and then must put the interests of the organisation before that of the other party.
- b) must refrain from participating in any deliberation or decision where the conflict exists with regard to the matter in question
- c) ensure that the organisation complies with any direction, requirement, notice, or duty imposed under or by virtue of the Companies Acts.

5. Administration

Delegation to Sub-Committees

- a) The Club committee may delegate any of their powers to sub-committees; a sub-committee must include at least one committee member.

Finance

- a) The income and property of the club, however derived, shall be applied solely towards the objectives of the club, the ownership will be held by the Inverness & District Motor Cycle Club Limited (the company). The financial year of the club will be from 1st December to the 31st November of the following calendar year.
- b) The club shall have the power to raise money by means of yearly membership fees as determined at the Annual General Meeting.
- c) No portion of the income and property shall be paid or transferred directly or indirectly by way of dividend, distribution, bonus, honoraria or otherwise howsoever by way of profit to the members.
- d) All monies shall be lodged in a bank account in the name of the company.
- e) All expenditure must be made through the bank account of the company.
- f) The Secretary shall be the authorised signatory to sign cheques on behalf of the club, of which one signatory shall be needed. This also applies to electronic payments. The Secretary is accountable to the board of directors of the company for all expenditure made on behalf of the club.

Amendments to the Constitution

This Constitution may only be amended by a proposal passed by a majority of members present and entitled to vote at an Annual or Extraordinary General Meeting.

The Dissolution of The Club

- a) Any resolution to dissolve the club may be passed at any General Meeting provided that:
 - i) The terms of the proposed resolution are received by the Secretary at least twenty-one days before the meeting at which the resolution is to be brought forward.
 - ii) The secretary shall inform the members of the proposed resolution at least ten days prior to the meeting.
 - iii) Such a resolution shall receive the assent of two thirds of those present and entitled to vote.
- b) If, upon, the winding up or dissolution of the club there remains after the satisfaction of all the club's debts and liabilities any property whatsoever, the same shall be given or transferred to some other organisation or organisations having objects (that is, aims and activities) similar to the objects of the club by resolution passed at a general meeting at or before the time of dissolution

Accounting Records and Annual Accounts

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

6. Declaration

Declaration:

It is hereby certified that this document represents a true and most up to date version of the Constitution of the Inverness Trials Club.

SIGNATURES

Club Chairperson Grant Coward

Date 3rd August 2020

Club Secretary John Moffat

Date 3rd August 2020