

**CONSTITUTION OF  
CYCLISTS' TOURING CLUB SCOTLAND  
FIRST ADOPTED 3rd SEPTEMBER 1994  
Incorporating amendments adopted at  
General Meetings of 9.12.96, 15.3.97 & 12.9.00  
2004-09-18 and 2007-01-20**

**1 NAME**

The name of the organisation shall be Cyclists Touring Club Scotland or CTC Scotland (hereinafter referred to as 'CTC Scotland'.)

**2 OBJECTS**

The objects of CTC Scotland shall be:

- 1 to be the representative and campaigning body for CTC members in Scotland.
  - a) to promote cycling and, in particular, the Cyclists' Touring Club (hereinafter referred to as 'CTC') in Scotland.
  - b) to build a strong CTC membership base in Scotland.
  - c) to organise and encourage the organisation of a wide range of cycling events, and to publish a calendar of events in Scotland.
  - d) to hold at least one meeting open to all cyclists each year. This meeting will include a subject of interest to cyclists and invite comments on the work of the CTC and CTC Scotland.
- 2 CTC Scotland shall be non-party in politics and non-sectarian in religion.

**3 CONFLICT**

Nothing in this constitution shall conflict with or be inconsistent with the memorandum and articles or other constitutional documents of the CTC and where there shall be any such conflict or inconsistency the constitution of the CTC shall prevail.

**4 POWERS.**

In furtherance of the said objects, but not otherwise, CTC Scotland shall have power to:

- 1 bring together in conference Scottish representatives of CTC groups (including District Associations and Sections), other cycling organisations, environmental groups, Government departments, statutory bodies (including local authorities), companies and individuals.
- 2 arrange and provide for in Scotland, either alone or with others the holding of exhibitions, meetings, lectures, classes, seminars or training courses and all forms of recreational and leisure cycling.
- 3 collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in Scotland, the United Kingdom or elsewhere.
- 4 write, print or publish, in whatever form such papers, books, periodicals, pamphlets or other documents, including films and recorded material as shall further its objects and to issue or circulate the same whether for payment or otherwise.
- 5 make regulations for the proper supervision, control and management of any property and assets which may be acquired.
- 6 raise funds and invite or receive donations and contributions, whether by subscription or otherwise.
- 7 receive money on deposit or loan in such manner as the CTC Scotland may think fit, subject nevertheless to such consents or on conditions as may be required by law.
- 8 invest money not immediately required for its objects in or upon such investments, securities or property as CTC Scotland may think fit, subject nevertheless to such conditions (if any) as may for the time being be imposed by law or the CTC.
- 9 affiliate to appropriate bodies.
- 10 do all such other lawful things as shall further the objects of CTC Scotland.

## **5 MEMBERSHIP**

All members of the CTC resident in Scotland shall be members of CTC Scotland.

## **6 SUBSCRIPTIONS**

There shall be no individual or affiliated membership fees additional to those paid to the CTC but this shall not prevent CTC Scotland from seeking regular or single donations from individuals or organisations.

## **7 THE COMMITTEE**

- 1 Subject as hereinafter mentioned the policy and general management of the CTC Scotland shall be directed by a Committee which shall meet on not less than four times a year including the Annual General Meeting (as described in Clause 11). This does not preclude one Committee meeting being held on the same day as the AGM.
- 2 The Committee shall consist of:
  - a) Representatives appointed from
    - i) CTC District Associations in Scotland [CTC District Associations in Scotland. One representative for every three hundred CTC members or part thereof, as registered at CTC HQ on the 30th September preceding the Annual General Meeting, to a maximum of three representatives per DA i.e. 1-300 members - 1 representative; 301-600 members - two representatives; 601 members and above - three representatives.]
    - ii) CTC Sections in Scotland [One representative provided that the section and its secretary appears on the list of DAs and Sections regularly updated by CTC HQ. N.B. To prevent double representation, if a Section wishes to be separately represented, it should apply for approval to the parent DA. If approved, the DA entitlement will be reduced by one.]
    - iii) Other CTC Groups in Scotland [One representative provided the group's viability is recognised by CTC HQ. N.B To prevent double representation, if a Group wishes to be separately represented, it should apply for approval to the parent DA. If approved, the DA entitlement will be reduced by one.]
    - iv) Other Scottish organisations affiliated to the CTC. [A maximum of five representatives on the Committee of CTC Scotland. If there are more than 5 nominations then these shall be elected by ballot of those organisations whose affiliation fees have been paid to CTC HQ. No affiliated organisation shall have more than one representative.]
    - v) The membership of Scotland. [From the membership of Scotland up to three members may be co-opted as full Committee members. They shall have full Committee status except that they shall be re-appointed every AGM.]
    - vi) CTC Right-toRide in Scotland, for whom there will be seats for two members to be decided by Right to Ride members themselves.
  - b) The member(s) of the Council of the CTC elected to represent the Scottish Division(s) shall have full voting rights.
  - c) The Director of the Cyclists' Touring Club shall be an ex-officio non-voting member of the Committee who shall receive all agendas, minutes and reports relating to meetings of the Committee and any Sub-Committees or working groups it may establish from time to time. The Director may appoint a substitute, who may or may not be a member of HQ staff, to attend a particular meeting.
  - d) In addition to the members detailed above the Committee may co-opt individually further persons who shall serve on the Committee without the power to vote until the conclusion of the next Annual General Meeting provided that the number of co-opted members shall not exceed one quarter of the total number of full voting members.
  - e) All members of the Committee shall be members of the CTC.
  - f) In special circumstances a person may represent more than one organisation but no individual shall have more than one vote on the Committee except that the Chair may cast an additional vote in the event of a tie.
- 3 In September in each year before the Annual General Meeting the Secretary of CTC Scotland shall write to all eligible organisations inviting them to appoint representatives.
- 4 Representatives serve for three years from the AGM of CTC Scotland to which they were first appointed. Appointments for subsequent years must be notified in writing to the Secretary of CTC Scotland even if there is no change in representation.

- 5 The proceedings of the Committee shall not be invalidated by any failure to elect or defect in the election, appointment, co-option or qualification of any member.
- 6 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.
- 7 The Chair, Vice-Chair, Secretary and Treasurer together with Scotland's member(s) of CTC Council shall be constituted as an Executive Committee which shall act as a standing committee in accordance with Clause 7(c) above.
- 8 The Committee shall have the discretion to request an organisation to appoint a new representative, in accordance with its rules, if the existing representative misses three consecutive meetings.
- 9 Corresponding Members. Where a DA has not been able to find an attending representative, the DA Secretary shall have the status of Corresponding Member, and receive all CTCS Committee papers.

## **8 TERMINATION OF COMMITTEE MEMBERSHIP**

Provided two weeks notice in writing has been given to all Committee members and the person or group concerned the Committee of CTC Scotland may, by resolution passed at a meeting thereof, terminate or suspend Committee membership of any person or group if, in its opinion, such person or group has been guilty of conduct prejudicial to CTC Scotland or its objects, provided that the person or individual representing the group shall have the right to be heard by the Committee before the final decision is made. There shall be a right of appeal to the Council of the Cyclists' Touring Club.

## **9 HONORARY OFFICERS**

- 1 Only full voting members of the Committee shall be eligible to serve as Honorary Officers.
- 2 At the Annual General Meeting, hereinafter mentioned (Clause 11) CTC Scotland shall elect a Chair, Vice-Chair, Treasurer and Secretary and such other officers as the Committee shall from time to time decide.
- 3 The Chair, Vice-Chair, Secretary and Treasurer of the Committee are the Chair, Vice-Chair, Secretary and Treasurer of CTC Scotland. The HONORARY officers may be appointed members of such special or standing committees as are appointed in accordance with Clause 7.6 above.
- 4 If a vacancy occurs among the HONORARY officers the Committee have the power to fill it from among its members. Any person so appointed shall hold office until the next Annual General Meeting and shall be eligible for election at that meeting.
- 5 No member shall hold the same Honorary Office for more than five consecutive years with effect from 1st January 1995.

## **10 PAID OFFICERS**

In the event of CTC Scotland employing staff:

- 1 The Committee may appoint and dismiss such staff as it may from time to time determine, and shall fix the amount of any remuneration to be paid and the terms and conditions of employment.
- 2 A member of staff employed by CTC Scotland shall not be eligible to be a member of any committee of CTC Scotland but may be invited to attend as a non-voting adviser.

## **11 GENERAL MEETINGS OF CTC SCOTLAND**

### **1 ANNUAL GENERAL MEETING**

- a) Once in each year during the month of December, January or February an Annual General Meeting of the Committee of CTC Scotland shall be held at such time and place as the Committee shall determine.
- b) At least 21 days notice in writing shall be given by the Secretary of CTC Scotland to all representatives and to all Secretaries of organisations represented on CTC Scotland. In the event that names of new representatives have not been notified to the Secretary at that time, the notice will be sent to the existing representative and while the Secretary will

endeavour to circulate any representatives subsequently notified it will be the organisation's responsibility to ensure any new representative/s receive the notice as soon as possible.

- c) The business of each Annual General Meeting shall be:
  - i) to note and confirm the appointment of representatives to the Committee.
  - ii) to consider the Annual Report of the Officers on the work of CTC Scotland and its activities during the preceding year.
  - iii) to approve the audited accounts of CTC Scotland
  - iv) to elect the officers in accordance with Clause 9 of this constitution.
  - v) to appoint an auditor.
  - vi) to consider and vote on proposals to alter this constitution in accordance with Clause 16; or alterations to standing orders in accordance with Clause 13
  - vii) to consider any other business which appears in the written notice of meeting.

## 2 SPECIAL GENERAL MEETINGS

The Chair may at any time at his/her discretion call a Special General Meeting provided that all representatives are given 21 days notice in writing.

One third in number of Committee members can require a Special General Meeting by giving written notice thereof to the Secretary. The Secretary must convene such a meeting to take place within 6 weeks of such requirement and give 21 days written notice to all representatives.

Special General Meetings can only consider the business specified on the notice of meeting.

## 12 RULES OF PROCEDURE AT ALL MEETINGS

### 1 VOTING

Apart from the provisions of Clauses 13 (Standing Orders), 15 (Dissolution) and 16 (Alterations) all questions arising at any meeting shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests but in the case of an equality of votes the Chair shall have a second or casting vote.

### 2 QUORUM

- a) One third of the members of the Committee shall form a Quorum provided that at least half of those present represent CTC District Associations, CTC Sections or are CTC Councillor(s).
- b) Standing or Sub-Committees. One half of the members of a committee shall form a quorum provided that at least half those present represent CTC District Associations, CTC Sections or are CTC Councillor(s).

In the event that no quorum is present within thirty minutes after the advertised start of an Annual General Meeting, the Meeting shall stand adjourned and be reconvened within two months, and those members present at the later meeting shall be deemed to form a quorum.

### 3 MINUTES

Minutes shall be kept by the Committee, all Standing or Sub-Committees and working groups by the appropriate Secretary and copies shall be sent to all representatives and the Director of the CTC within three weeks.

## 13 STANDING ORDERS

There shall be standing orders to facilitate the conduct of meetings. Such standing orders shall not be inconsistent with the provisions of this constitution. Standing orders shall be amended by a two thirds majority of those present and voting at a Committee Meeting.

## 14 FINANCE

- 1 All money raised by or on behalf of CTC Scotland shall be applied to further the objects of CTC Scotland and for no other purpose, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of CTC Scotland or the repayment of reasonable out of pocket expenses.

- 2 The Honorary Treasurer shall keep proper accounts of the finance of CTC Scotland.
- 3 The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- 4 An audited statement of accounts shall be submitted by the Treasurer to the Annual General Meeting.
- 5 An account in the name of CTC Scotland must be opened with a bank, building society or such other financial institution as the Committee shall from time to time decide.
- 6 The Committee shall authorise in writing the Treasurer, the Secretary and two members of the Committee to sign cheques on behalf of CTC Scotland. All cheques must be signed by not less than two of the four authorised signatories.

## **15 DISSOLUTION**

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary to or advisable to dissolve CTC Scotland it shall call a Special General Meeting of all representatives giving at least 21 days notice to those representatives, the Director of the CTC and the Chair of CTC Council. The notice shall state the terms of the resolution to be proposed. Such a resolution must be carried by a two-thirds majority of those present and voting.

In the event that CTC Scotland fails to hold a quorate meeting of its Committee for a year or more the Council of the CTC may dissolve CTC Scotland.

In the event of dissolution any assets remaining after the satisfaction of any proper debts and liabilities shall pass to the CTC.

## **16 ALTERATIONS TO THE CONSTITUTION**

Any proposal to alter this constitution must be delivered in writing to the Secretary of CTC Scotland not less than 28 days before the AGM or Special General Meeting at which it is to be first considered. An alteration will require the approval of a two thirds majority of those present and voting.

Notice of the meeting must have been given in accordance with the normal procedure but not less than 14 clear days prior to the meeting in question all representatives should have received the wording of the proposed alteration.

No alteration to Clause 2 (Objects), Clause 3 (Conflict), Clause 15 (Dissolution) or to this Clause shall take effect until the approval in writing of CTC Council has been obtained.

## **17 DISPUTES**

In the event that a dispute cannot be resolved it shall be referred to the Council of the CTC whose decision shall be final.

## **18 ADOPTION**

This constitution was adopted as the Constitution of CTC Scotland at its General Meeting held in Glasgow on Saturday 3rd September 1994.

Signed

John Taylor (Chair)

Robert Mason (Secretary)

Revised constitution adopted at the Annual General Meeting held in Edinburgh on 2007-01-20.

Signed

Chair

Secretary