



RYA Scotland
Council and Management Committee
Terms of Reference

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Date of last review: 24 February 2011

RYA Scotland: Terms of Reference for the Council and Management Committee

(a) Terms of Reference for the Council of RYA Scotland

1. Core Values

The Council of RYA Scotland, which is the National Governing Body for the sport of sailing in Scotland, must at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the management of RYA Scotland
- Be accountable to stakeholders for its activities

2. Standards, Code of Ethics and Conduct & Conflict of Interests

All members are expected to adhere to the Standards, Code of Ethics and Conduct and Conflicts of Interest policies as agreed by Council.

3. Responsibilities of Council

The Council is responsible for:

- Acting in accordance with the Memorandum and Articles of Association of the Royal Yachting Association Scotland Limited. These are provided at Appendix 1 for reference.
- Establishing vision, mission and values
- Setting strategy and structure
- Delegating authority to the Management Committee to implement policy and strategy
- Monitoring and evaluating the implementation of strategic and operational plans and policies

4. Role of Council Members

Members of the Council have collective responsibility for the direction of RYA Scotland. They must:

- Engage fully in collective consideration of the issues, taking account of the full range of relevant factors, including any guidance available
- Have a strong commitment to RYA Scotland, have relevant knowledge and experience and be constructive within the context of the agreed strategy and business plan
- Respond appropriately to complaints
- Ensure that the Management Committee, other sub-committees and the Council itself do not exceed their powers or functions

Council members are expected to regularly attend meetings of the Council and any committees to which they are appointed, as well as attend events at which it is reasonable for them to be present.

5. The Role of the Chairman of Council

The Chairman has particular responsibility for providing effective, strategic leadership on matters such as:

- Formulating the Council's strategy for discharging its duties
- Encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources throughout the organisation
- Ensuring that the Council, in reaching a decision, takes proper account of guidance provided and encouraging participation by all Council members
- Representing the views of the Council to stakeholders and the general public, where appropriate
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6. Council meetings and reports

The council will meet and report in accordance with the Articles of Association of Royal Yachting Association Scotland Limited.

(b) Terms of Reference for the Management Committee of RYA Scotland

1. Values, Ethics and Standards

The Management Committee of RYA Scotland should adhere at all times to the Values and Standards applicable to the Council of RYA Scotland, including the 'Conflicts of Interest' and Code of Ethics and Conduct policies.

2. Responsibilities of the Management Committee

The Management Committee is responsible for:

- Implementation of policy and strategy, as delegated by the Council
- Effective management of RYA Scotland Ltd
- Reporting to RYA Scotland Council and appropriate stakeholders

3. Obligations of the Management Committee

In as much as the Management Committee acts as the Board of Directors of RYA Scotland Ltd, the Management Committee is responsible for:

- Meeting the obligations of the Companies Act 1985
- Ensuring that accounts are prepared annually which give a true and fair view of the company's affairs, and of the surplus or deficit for that period
- Keeping proper accounting records which disclose with reasonable accuracy, at any time, the financial position of the company and to ensure that the accounts comply with the Companies Act 1985
- Safeguarding the assets of the company and taking reasonable steps to prevent and detect fraud and other irregularities
- Duties of good faith, skill and care in the governance of the company, and ensuring that this applies to all operations of the company

4. Committee Membership and Terms of Office

The Terms of Office and the membership of Management Committee will be in accordance with the Articles of Association of the Royal Yachting Association Scotland Ltd.

5. Committee Meetings and Reporting

The Management Committee will meet and report in accordance with the Articles of Association of Royal Yachting Association Scotland Limited.

Appendices:

- 1 Memorandum and Articles of Association of Royal Yachting Association Scotland.

Appendix 1 to Council and Management Committee Terms of Reference.

MEMORANDUM AND ARTICLES
OF ASSOCIATION

of

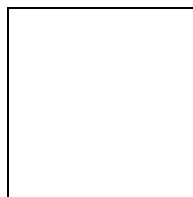
THE ROYAL YACHTING
ASSOCIATION SCOTLAND

(Company Number SC219439)

Incorporated 22 May 2001

Amended by Special Resolution
passed on 29 March 2008

2011
AEB



FAS4958AB

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE ROYAL YACHTING ASSOCIATION SCOTLAND (“the Association”)

- 1 The name of the Association is THE ROYAL YACHTING ASSOCIATION SCOTLAND.
- 2 The registered office of the Association will be situate in Scotland.
- 3 The objects for which the Association is established are:-
 - 3.1 to promote, develop and defend the sports of sailing, windsurfing and motor boating and other aquatic sports in Scotland;
 - 3.2 to provide a channel of communication between clubs and associations in Scotland affiliated to the Royal Yachting Association incorporated under the Companies Acts in England and Wales (number 00878357) and having its registered office at RYA House, Romsey Road, Eastleigh, Hampshire SO50 9YA (hereinafter called “**the RYA**”) and all Scottish teaching establishments recognised by the RYA (said clubs, associations and teaching establishments being hereinafter referred to as “**Organisations**”) and all personal members of the RYA domiciled in Scotland (“**Personal Members**”) and between those Organisations and Personal Members and the RYA;
 - 3.3 to represent the Organisations and Personal Members in Scotland when advising or collaborating with other organisations on matters affecting the interests of sailing, windsurfing and motor boating in Scotland;
 - 3.4 to consult with and advise Sportscotland and other appropriate organisations on matters affecting sailing, windsurfing and motor boating;
 - 3.5 to organise yachting, windsurfing and motor boating events in Scotland;
 - 3.6 to facilitate the selection, training and participation of individual competitors and teams for such events as the Association may deem appropriate;
 - 3.7 to act as the RYA Scottish Council; and
 - 3.8 to acquire the assets and undertaking of the unincorporated association known as The Royal Yachting Association Scotland and with a view thereto to enter into any agreement or agreements for that purpose.
- 4 The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-
 - 4.1 to carry on business as a general commercial trading company;
 - 4.2 to establish, subsidise, promote and co-operate, associate and affiliate with, become a member of, act as or appoint agents or delegates for, control, manage, superintend or otherwise assist in-clubs, associations and institutions, incorporated

or not incorporated with objects altogether or in part similar to those of the Association, not being a Trade Union;

- 4.3 to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of employees or ex-employees or any of their dependants or connections;
- 4.4 to purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which may be necessary or convenient for the promotion of the objects of the Association and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
- 4.5 to form, establish and bring out or assist in bringing out any other company having objects similar or partly similar to those of the Association and to subscribe for and take shares or debentures, bonds or obligations of any such company;
- 4.6 to, sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects;
- 4.7 to undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects;
- 4.8 to borrow or raise money from both public funding and private sources for the purpose of the Association on such terms and on such security as may be thought fit;
- 4.9 to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- 4.10 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Association or calculated to further its objects;
- 4.11 to draw, make, accept, endorse, issue and negotiate bills of exchange, promissory notes and other negotiable instruments;
- 4.12 to apply for and obtain any legislative, municipal or other Acts or authorisations for the purpose of enabling the Association to carry any of its objects into effect or of effecting any modification of the Association's constitution, or for any other purpose which may be considered expedient and to oppose any proceedings or actions which may be considered, calculated directly or indirectly to prejudice the Association's interests;
- 4.13 to procure the registration or incorporation of the Association in or under the laws of any place outside Scotland and to procure any Act of Parliament, provisional order, enactment, decree or other legislative or executive act of any government, state, colony, province, dominion, sovereign or authority, supreme, municipal, local or other for the purpose of enabling the Association to carry any of its objects into effect;
- 4.14 to pay all expense of and incidental to the incorporation and establishment of the Association; and

- 4.15 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them in any part of the world,
- 4.16 to record for implementation in business and management plans of the Association the details of the commitment of the Association to ethical practices, including equity, child protection and anti-doping,¹

PROVIDED ALWAYS THAT the Association shall, in doing any of the foregoing, act in accordance with the aims and objects of the RYA, adopting any Business or Development Plan from time to time of the RYA so far as applicable to the Association and generally observing and applying all rules and regulations promulgated by the RYA applicable to the activities of the Association.

- 5 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association in return for any services actually rendered to the Association. No member of the Scottish Council shall be appointed to any salaried office of the Association and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Scottish Council, except repayment of out-of-pocket expenses.
- 6 The liability of the members is limited.
- 7 Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up while they are a member or within one year after he/they cease to be a member for payment of the debts and liabilities of the Association contracted before he/they cease to be a member, and of the costs, charges and expenses of winding-up and or the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.00 (one pound).
- 8 Accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association. At least once in every year the accounts of the Association shall be independently examined by a suitably qualified professional accountant.

¹ Inserted by Special Resolution passed on 29 March 2008.

9 If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to the RYA.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Dated: 8 May 2001

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ROYAL YACHTING ASSOCIATION SCOTLAND (“the Association”)

1 Preliminary

Regulations 2 to 38 inclusive, 40, 54, 55, 57, 59 to 63 inclusive, 73 to 80 inclusive, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A in the schedule to The Companies (Tables A - F) Regulations 1985 (“**Table A**”), shall not apply to the Association, but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Association.

2 Interpretation

In regulation 1 of Table A, the definition of "the holder" shall be omitted.

3 Members

3.1 The number of members with which the Association proposes to be registered is unlimited.

3.2 The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with the articles shall be members of the Association.

3.3 The members of the Association (hereinafter referred to as "**the Members**") shall consist of all clubs and associations in Scotland, affiliated to the Royal Yachting Association (“**RYA**”) and all Scottish teaching establishments recognised by the RYA (such clubs, associations and teaching establishments being hereinafter referred to “**Organisations**”) and all personal members of the RYA domiciled in Scotland (“**Personal Members**”). Members shall be entitled to exercise all rights (including the right to send representatives to all general meetings) and shall be subject to all liabilities conferred by statute or by these presents or the Memorandum of Association of the Association or specified in a resolution made by the Scottish Council.

3.4 Any person having been accepted as a member of the Association shall be deemed to have agreed to be bound by these presents, the Memorandum of Association of the Association and the regulations of the Association referred to herein whether or not he shall have signed a written statement to that effect.

3.5 The first members of the Association shall be:-

3.5.1 the subscribers to the Memorandum of Association; and

3.5.2 every person or body who at the date of incorporation of the Association was a member of the unincorporated association known as “The Royal Yachting Association Scotland”.

4 Officers, the Scottish Council and the Management Committee

Directors

- 4.1 Subject to 4.2 below, the Directors of the Association for the purposes of the Companies Act 1985 shall be the Members of the Management Committee referred to in 4.15 hereof.
- 4.2 The Directors of the Association immediately following the adoption of these Articles (“the First Directors”) shall be the persons holding the offices of Chairman, Vice Chairman, Honorary Secretary and Honorary Treasurer of the unincorporated association known as “The Royal Yachting Association Scotland” immediately prior to the dissolution of that unincorporated association.
- 4.3 The First Directors shall hold office from the date when they become directors in accordance with 4.2 above, until the AGM of the Association immediately succeeding the Inaugural General Meeting of the Association referred to in 6.1 below. At such AGM, all the First Directors shall retire, to be replaced by the Management Committee referred to in 4.15 below.

Officers

- 4.4 The Officers, all of whom shall be elected annually at the AGM shall consist of:-
- 4.4.1 a Chairman;
 - 4.4.2 a Vice Chairman; and
 - 4.4.3 an Honorary Secretary; and
 - 4.4.4 an Honorary Treasurer.
- 4.5 Candidates for the office of Chairman and Vice Chairman must be Personal Members and members of the Scottish Council when proposed and elected. The Chairman and Vice Chairman shall be eligible for re-election for up to three consecutive years.
- 4.6 Candidates for election to all offices must have consented to their nomination and must be proposed and seconded by Organisations or Personal Members and their names, together with the names of the proposer and seconder, must be submitted to the Honorary Secretary at least six weeks prior to the AGM at which they are seeking election. In the event of there being two or more nominations for a vacancy, a vote shall be held at the Annual General Meeting in accordance with Article 7.

The Scottish Council

- 4.7 The Scottish Council will be responsible for creating and implementing the policies and managing the resources of the Association.
- 4.8 The Scottish Council shall consist of Nominated, Elected, Ex-Officio and Co-opted Members appointed as follows:-
- 4.8.1 **Nominated Members (9)** - The Clyde Yacht Clubs Association, The Forth Yacht Clubs Association, The South West Scotland Sailing Association, The Tay Yacht Clubs Association, The North of Scotland Yachting Association, The West Highlands and Islands Sailing Association, The Scottish Schools Sailing Association and the Royal Scottish Motor Yacht Club, all being affiliated associations of the RYA, and RYA Sailability Scotland, shall each be entitled to nominate one

person to serve on the Scottish Council for three years. The names of those nominated for vacancies occurring shall be communicated to the Honorary Secretary at least six weeks prior to the next AGM of the Association and shall be announced at such AGM.

- 4.8.2 **Elected Members** (6) - Organisations (other than those entitled to nominate a Scottish Council member in accordance with 4.6.1 above) and Personal Members of the Association shall collectively be entitled to elect up to six Personal Members of the Association to the Scottish Council to serve for three years. Candidates for election as Elected Members of the Scottish Council must have consented to their nomination and must be proposed and seconded by Organisations (other than those entitled to nominate a Scottish Council member in accordance with 4.6.1 above) or Personal Members of the RYA and their names, together with the names of the proposer and seconder, must be submitted to the Honorary Secretary at least six weeks prior to the AGM at which they are seeking election.
- 4.8.3 **Ex-Officio Members** (6) - The Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer and the Scottish Regional Representatives on the RYA Council shall be ex-officio members of the Scottish Council. In addition, on completion of his period of office, the immediate past Chairman of the Scottish Council shall continue to be a member of the Scottish Council for one further year.
- 4.8.4 **Co-opted Members** (up to 3) - The Scottish Council may co-opt not more than three additional members of the Scottish Council, who shall be Personal Members of the Association, for specific purposes. Such co-options shall be reviewed at each AGM.
- 4.9 The initial members of the Scottish Council shall be the members of the Scottish Council of the unincorporated association known as "The Royal Yachting Association Scotland" as at the date of incorporation of the Association. Such members shall retire from the Scottish Council of the Association at the same time as they would have done as members of the Scottish Council of the said unincorporated association and their period of membership of the Scottish Council of the said unincorporated association shall count as part of their membership of the Scottish Council of the Association.
- 4.10 Meetings of the Scottish Council shall be called according to the amount and urgency of the business to be transacted. There shall be at least four meetings each year.
- 4.11 Voting at meetings of the Scottish Council will be by a simple majority and voting at any meeting shall be by show of hands, each member of the Scottish Council present having one vote. The Chairman shall have a second and casting vote.
- 4.12 Seven members of the Scottish Council will form a quorum at a Scottish Council meeting.
- 4.13 The Honorary Secretary shall ensure that the proceedings of the Scottish Council shall be recorded and copies of the minutes shall be circulated to members of the Scottish Council and will be available to Organisations and Personal Members upon request from the Scottish office of the Association.
- 4.14 The Scottish Council shall be empowered to set up such sub-committees as may be required.

Management Committee

- 4.15 Notwithstanding the terms of Article 4.14 there will be a Management Committee (which shall be a sub-committee of the Scottish Council) which shall consist of the Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer and one other member of the Scottish Council nominated by the Scottish Council at its first meeting following an AGM. This nominated member shall initially serve for one year and shall be eligible for re-nomination annually by the Scottish Council at each first meeting following an AGM.²
- 4.16 The Management Committee will meet as often as required. The quorum for meetings of the Management Committee shall be three. The procedures adopted by the Scottish Council with regard to meetings shall also apply to the Management Committee.
- 4.17 The Management Committee will be responsible for the management of salaried staff, the preparation of budgets and the maintaining of good administration and financial practice, and must submit all proposals involving matters of policy for approval by the Scottish Council.

5 Membership certificates

Regulation 6 of Table A shall be amended by the insertion of the words “or signed by any two Members of the Scottish Council or any one Member of the Council and the Honorary Secretary” after the words “Every certificate shall be sealed with the seal.....”

6 General meetings

- 6.1 The Association shall hold an inaugural general meeting on ♦ 2002, at which the assumption as the First Directors of those individuals referred to in 4.2 above shall be ratified.
- 6.2 The annual general meeting (“AGM”) of the Association will normally be held not later than the last Saturday of March in each year.
- 6.3 An extraordinary general meeting:-
- 6.3.1 may be called by the Scottish Council; and
- 6.3.2 shall be called by the Scottish Council within six weeks of a requisition from at least five Organisations or ten Personal Members. Any such requisition must state the terms of a resolution or resolutions capable of being voted upon at the meeting and must be accompanied by evidence of the qualification of the requisitionists to make the requisition.
- 6.4 Each Organisation shall be entitled to send two representatives to the AGM or general meeting and all Personal Members shall be entitled to attend and vote at a general meeting.
- 6.5 Notice of any general meeting together with an agenda, specifying in reasonable detail the business to be dealt with at the meeting and the terms of any resolution to be voted upon, will be sent to all Organisations at least 21 days before the date of any general meeting. Notice will not be sent to Personal Members, but for their benefit notice of any general meeting will be advertised in such of the press as the

² Altered by Special Resolution passed on 29 March 2008.

Chairman deems appropriate and in the RYA News, and copies of the notice and agenda will be made available to Personal Members at the registered office.

- 6.6 Any resolution for inclusion in the notice of the AGM must be submitted in writing to the Honorary Secretary not later than six weeks prior to the meeting.
- 6.7 Fifteen persons present and entitled to vote shall form a quorum at any general meeting.

7 Proceedings at general meetings

- 7.1 The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
- 7.2 Paragraph (d) of regulation 46 of Table A shall be omitted.
- 7.3 The Chairman of the Scottish Council, whom failing the Vice Chairman of the Scottish Council, shall be the Chairman of any general meeting. If neither the Chairman nor the Vice Chairman of the Scottish Council is present at the meeting those persons present shall elect a chairman from among their number by simple majority on a show of hands. There shall be no ballot on any resolution to appoint a chairman.
- 7.4 Voting at any general meeting shall (subject always to the terms of the Companies Act 1985) be by simple majority and shall, unless a ballot is requested, be by show of hands, each person present and entitled to vote having one vote. If a ballot is requested ballot papers, denoting the number of votes allocated to each person entitled to vote (on the basis of one vote for each one pound sterling of the subscription paid to the RYA during the previous year by the member in question), shall be issued at the meeting. For this purpose Life Members producing evidence of such membership, shall be deemed to have paid a Personal Member's subscription. Organisations which do not pay a subscription shall have one vote only at general meetings. In the event of an equality of votes the Chairman shall have a second and casting vote.
- 7.5 Any Organisation or Personal Member entitled to vote at a general meeting may, upon giving the Honorary Secretary at least five days' written notification, appoint the representative of another Organisation or another Personal Member to attend the general meeting and exercise all voting rights on its or his behalf.
- 7.6 Representatives of Organisations must be able to produce written authorisation to vote at a general meeting on behalf of the Organisation in question and Personal Members must be able to produce evidence of current membership.

8 Directors' expenses

The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

9 Proceedings of directors

In paragraph (c) of regulation 94 of Table A, the word "debentures" shall be substituted for the words "shares, debentures and other securities" in both places where they occur.

10 Minutes

The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

11 Notices

11.1 The second sentence of regulation 112 of Table A shall be omitted.

11.2 The words "or of the holders of any class of shares in the company" shall be omitted from of Table A.

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