
ICE SKATE UK (SCOTLAND) LTD (TRADING AS "Sk8scotland")

RULES AND CONSTITUTION (As approved at EGM on 14th March 2004 at Murrayfield Ice Rink)

COMPANY NO: 5196395

1 NAME

1.1 The body shall be named "Ice Skate UK (Scotland) Ltd" trading as **SKATE SCOTLAND**

2 OFFICE

2.1 The registered office of **SKATE SCOTLAND** is situated at Greenhalgh & Co, Registered Auditors, 2A Peverill Drive, Nottingham NG7 1DE.

2.2 **SKATE SCOTLAND** will operate from a dedicated office in Scotland.

3 OBJECTS

3.1 To act as the "Home Country Association" for ice-skating in Scotland, as defined by the UK governing body, the National Ice Skating Association of UK (NISA).

3.2 To undertake such administrative and other procedures as may be required by NISA for **SKATE SCOTLAND** as a Home Country Association.

3.3 To liaise on behalf of skaters with **sportscotland** and such other national or regional bodies as may offer assistance or encouragement to the sport of ice-skating in Scotland.

3.4 The promotion and organisation of Figure Skating (singles, pairs, dance and synchronized) and Short Track skating in Scotland.

3.5 **SKATE SCOTLAND** is not established or run for profit and the funds shall be used only for the purposes and objects of **SKATE SCOTLAND** deemed to be in the best interests of ice skating and for the encouragement and development of skating in Scotland.

3.6 The organisation of Coaching Schemes for skaters and coaches under the auspices of NCCP.

3.7 The encouragement of **SKATE SCOTLAND** members to enrol in training courses organised by, "The National Ice Skating Association of United Kingdom Limited", hereinafter referred to as "NISA".

3.8 The organisation of events, and the selection and training of squads and teams to represent Scotland within any future/potential UK (only) competitions.

3.9 To promote, organise and assist in organising the holding of skating meetings, championships, "open" competitions, exhibitions, demonstrations and events, in Scotland.

3.10 The assistance and encouragement of new and existing ice skating clubs in Scotland.

3.11 To protect the interests of ice-skating and work for improved facilities within Scotland for ice-skating.

3.12 To operate and develop 'learn to skate' programmes within the Skate UK umbrella.

3.13 To develop recreational skating in Scotland.

3.14 To promote and encourage participation throughout Scotland in ice-skating by people of all ages, abilities and backgrounds.

4 AFFILIATION

4.1 **SKATE SCOTLAND** shall be affiliated to NISA under Paragraph 5 of the latter's Articles of Association including the approval of its Constitution, and observance by **SKATE SCOTLAND** of all NISA programmes, rules & regulations at any time in force.

5 MEMBERSHIP AND SUBSCRIPTIONS

5.1 The membership (hereinafter referred to as the members) of **SKATE SCOTLAND** shall consist of the following classifications, plus any additional classifications that the Board may from time to time deem appropriate.

- 5.2 **Full Ordinary Membership** Full members, who shall be eligible persons defined under the rules of NISA. To become a full member, he or she will be aged 18 or above and shall qualify under at least two of the following terms at the time that the subscription payment is due:
- 5.2.1 To be born in Scotland or being a natural or adopted child of parents who themselves were born in Scotland.
- 5.2.2 To be and to have been resident in Scotland for a minimum of one year.
- 5.2.3 To be a member of a Scottish club affiliated to **SKATE SCOTLAND**
- 5.2.4 Be a person who wishes to actively assist in the administration and/or development of ice skating in Scotland, who can demonstrate that they have particular talents, experience or qualifications (e.g. qualified NISA judge) and whom the Board formally consider would be an asset to **SKATE SCOTLAND**.
- 5.3 **Coaching Member** To be a registered NCCP coach, active in Scotland.
- 5.4 **Honorary Membership** Honorary membership of **SKATE SCOTLAND** may be conferred by the Board upon any person who has rendered special service to **SKATE SCOTLAND** with such rights and such privileges as the Board may, from time to time, determine, but without power of vote.
- 5.5 **Associate Membership** Associate members, who are non-voting members, shall be members who are under the age of 18 and shall qualify under at least two of the following terms at the time that the subscription payment is due:
- 5.5.1 To be born in Scotland or being a natural or adopted child of parents who themselves were born in Scotland.
- 5.5.2 To be and to have been resident in Scotland for a minimum of one year.
- 5.5.3 To be a member of a Scottish club affiliated to **SKATE SCOTLAND**
- 5.6 **Affiliated Club Membership** To be eligible for affiliation to **SKATE SCOTLAND** a club shall:
- 5.6.1 Be based and organise its activities in Scotland.
- 5.6.2 Ensure its Constitution is approved by the **SKATE SCOTLAND** Board
- 5.6.3 All elected club committee members must be registered members of **SKATE SCOTLAND** holding a Full, Associate or Affiliated Club Official membership.
- 5.7 **Affiliated Club Officials Membership** Open to elected officials of affiliated clubs.
- 5.8 **Corporate Membership** Societies, Business Houses, Companies and other public or private bodies may, subject to approval by the Board, become Corporate members at an annual subscription to be fixed by the Board with right of one vote by proxy.
- 5.9 **Recreational Membership** Members who are not covered by any of the membership categories detailed at 5.1 and who are involved in ice-skating as a leisure time pursuit.
- 5.10 Every member (other than Honorary members) shall pay an annual subscription towards the operations of **SKATE SCOTLAND**. The rates for all categories shall be set by the Board.
- 5.11 New members may be accepted at any time on payment of the current annual subscription.
- 5.12 Subscriptions and affiliations shall become due and payable on the anniversary of joining and are not returnable. Any member or affiliated club who has failed to pay the subscription or affiliation fee within three months of the due date for payment shall be deemed to have forfeited the rights and privileges of membership so long as the subscription or affiliation fee remains unpaid.
- 5.13 A list of members, and affiliated clubs shall be kept by **SKATE SCOTLAND** and be available for inspection by the **SKATE SCOTLAND** Board or any full member on request.
- 5.14 All fully paid up members of **SKATE SCOTLAND** will be granted automatic membership of NISA and benefits appropriate to their category.
- 5.15 A member or affiliated club may resign membership at any time by giving written notice of the intention to do so to **SKATE SCOTLAND**. Resignation will not relieve a member or affiliated club of liability to pay any subscription or affiliation fee that may be due up to the end of the calendar year during which resignation is given.

- 5.16 If in the opinion of the **SKATE SCOTLAND** Board it is desirable in the interests of **SKATE SCOTLAND** that any member or affiliated club thereof should cease to be a member, the **SKATE SCOTLAND** Board, after giving such a member the opportunity of being heard before them, may request such a member to resign. If the member shall not resign within 21 days after such a request (unless an appeal shall have been lodged by such member in accordance with the provisions of the following clause), the **SKATE SCOTLAND** Board shall have the power to expel such member from **SKATE SCOTLAND**.
- 5.17 A member or affiliated club requested to resign by the **SKATE SCOTLAND** Board or under threat of expulsion under paragraph 5.8 of this Constitution shall have the right to appeal in writing. At least seven days before the hearing of the appeal, notice of the time and place fixed for the hearing shall be sent to the person or club secretary of the club under notice of expulsion.
- 5.17.1 The appeal shall be heard by a committee appointed by the **SKATE SCOTLAND** Board and whose findings must be ratified by the **SKATE SCOTLAND** Board with procedure as per NISA General Rules 6 and 7.
- 5.17.2 A member or affiliated club resigning in pursuance of a request from the **SKATE SCOTLAND** Board or expelled under paragraph 5.8 of this constitution may, after a period of twelve months, apply in writing to **SKATE SCOTLAND** for reinstatement. Such reinstatement may be granted or withheld at the discretion of the **SKATE SCOTLAND** Board.

6 MEETINGS

- 6.1 General Meetings
- 6.1.1 An Annual General Meeting of the Association shall be held in September, or in special circumstances may be fixed in some other month by the Board.
- 6.1.2 An Extraordinary General Meeting of the Association may be convened at any time by the Board. If an Extraordinary General Meeting is not convened by the Board within four weeks after a requisition for that purpose specifying in writing the object of the meeting has been sent to the Secretary of the Association as specified in the Companies Act Section 368, an Extraordinary General Meeting may be convened by the Full Members making such requisition.
- 6.1.3 A General Meeting shall be convened by posting notice thereof specifying the time and place of the meeting and the business to be transacted thereat twenty one clear days at least before the meeting to every Full Member, Coaching Member, and Corporate Member, Affiliated Club and Associate Member, who is over the age of eighteen years where the rights and privileges of such Members are neither restricted nor terminated under this Constitution.
- 6.1.4 At a General Meeting of the Association the following shall be entitled to participate to the following extent:
- 6.1.4.1 Full members and Coaching Members whose rights and privileges are neither restricted nor terminated under this Constitution shall be entitled to attend and vote.
- 6.1.4.2 Associate Members who are eighteen years of age or over and whose rights and privileges are neither restricted nor terminated under this Constitution shall be entitled to attend but without power to vote.
- 6.1.4.3 One representative from each Affiliated Club/Corporate member may attend and participate and is entitled to one vote by proxy.
- 6.1.5 At any General Meeting a Resolution put to the vote of the meeting shall be decided by a show of hands, and every person present and entitled to vote in person shall have one personal vote, unless prior to such vote being taken, or immediately thereafter, a ballot is:
- 6.1.5.1 Directed by the Chairman, or
- 6.1.5.2 Demanded by not less than 5 persons present and entitled to vote. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 6.1.6 Proxy votes are admissible at General Meetings, in which a person entitled to vote directs the proxy for or against the resolution, or permits the proxy to exercise his discretion. The proxy may be the Chairman of the Meeting or a named person. The proxy must vote on each proposal in the manner indicated by the person so entitled, unless this has been left open to the discretion of the proxy. All instruments appointing a proxy must be delivered to the designated place not less than 48 hours before the commencement of the meeting. A person who has voted by proxy may still attend the

meeting but not vote. If he/she so wishes he/she may exercise his vote at the meeting by revoking his proxy by notice in writing to the Association not less than 24 hours before the meeting commences. Two or more scrutineers shall be appointed by the Board of the Association to count the instruments appointing a proxy and votes given at the Meeting. At elections, every third year, the Board shall appoint the company's auditors or solicitors to conduct the counting of votes and to prepare the results of the various ballots by post, those being handed to the Chairman of the Meeting in a sealed envelope to be opened in the presence of the AGM and announced immediately.

- 6.1.7 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any such person shall not invalidate any resolution passed, or proceeding, at any meeting.
- 6.1.8 Each approved proposal shall become effective from the time it was approved by General Meeting, except where otherwise stated on the agenda or determined by resolution of the General Meeting.
- 6.1.9 The Chairman of the Board of the Association shall preside over all General meetings, and in his /her absence a Director appointed by the Board.
- 6.1.10 The Constitution shall not be repealed or altered save by a Special Resolution at an Extraordinary General Meeting with the approval of a 75% majority of votes cast by members entitled to vote, either by proxy or attendance at meeting but not both.
- 6.1.11 Any proposal to repeal or alter the Constitution must be submitted to the Board in writing and in the proper format not less than 60 days before the General Meeting concerned.
- 6.1.12 No Resolution if used in such a way as to contravene the Constitution, or which may create a conflict with the constitutional requirements of NISA, shall be valid. No Resolution shall be valid unless set out at length in the Notice convening the General Meeting at which the Resolution is proposed.
- 6.1.13 Notwithstanding the provisions of the preceding paragraph if it is apparent that there is a clerical or other error or omission in any proposal comprised in the Agenda of a General Meeting, such error or omission may be corrected at the meeting without previous notice.

7 ELECTION AND ROLE OF SKATE SCOTLAND BOARD OF DIRECTORS

- 7.1 The Board of Directors shall comprise of seven members, which shall include a Chairman, who shall be elected from their number at the first meeting of the elected Board.
- 7.2 Each position on the Board of Directors, including the Chairman, shall be responsible for a portfolio, which reflects an aspect of the core business of the Association.
- 7.3 Each position on the Board of Directors shall have a job description, and a personal specification, reflecting the demands and required competencies associated with that position/portfolio.
- 7.4 Candidates for these positions should be Full or Coaching members of the Association, and should demonstrate their capacity to fulfill the specified requirements of the position for which they offer themselves based on their experience and expertise. Members must additionally indicate the discipline(s) in which they hold an interest. (Figure, Dance, Synchronized or Short Track)
- 7.5 Voting members of the Association shall directly elect members of the Board of Directors, to their respective portfolio positions, by a simple majority of votes balloted at the relevant General Meeting.
 - 7.5.1 At the elections, in the event of a tie, or if there is no candidate for a portfolio position, a casual vacancy is deemed to exist. In this event, acting reasonably and in the best interests of the association, the Board of Directors shall make an appointment to fill such casual vacancy.
 - 7.5.2 Every eligible voting member of the Association will be allocated up to seven votes in total for the election of board directors. Members may place one vote only in each of the contested individual portfolio positions.
- 7.6 Members of the Board of Directors shall be accountable to each meeting of the Board for progress within the activity areas of their portfolio, against an annual operational plan that will be compiled for each portfolio. Each member of the Board of Directors shall also be accountable under the provisions of Company Law at any time in force.
- 7.7 Members of the Board are responsible to ensure the terms of affiliation (Article 4) are observed.

- 7.8 There shall be no provision for Alternate Directors, and no proxy votes shall be allowed within Board meetings.
- 7.9 Members of the Board of Directors may require one of their number to resign in the event that he/she proves to be disinterested, derelict of duty or incompetent, or loses the special skills, which originally recommended him/her to the position. In this event, acting reasonably and in the best interests of the association, the existing members of the Board of Directors shall make an appointment to fill such vacancy for the remaining period of that Director's term of office, prior to and may then stand for his/her re-election.
- 7.9.1 Members of the Board of Directors shall normally serve for a three-year period, before either offering themselves for re-election or standing aside.
- 7.9.2 In election year a notification shall be dispatched at least forty nine (49) days before the date of the Annual General Meeting to all Voting Members of the Association inviting nominations for the elective candidates to the Board of Directors in accordance with Article 7.4 above. Nominations may be made by voting members of the Association but not the nominee him/herself. Each nomination for the specified Board position must be seconded by a Voting Member of the Association, and received by the Association not less than 35 days before the Annual General Meeting. To be effective, each nomination must be accompanied by: (i) a written declaration by the nominee that he/she is prepared to serve if elected: and (ii) a summary of the nominee's expertise, in accordance with Article 7.4 above. Ballot papers must be dispatched by the Association not less than 21 days before the Annual General Meeting to voting members of the Association and to be effective, completed ballot papers must be received by the Association not less than 7 days prior to the date of the Annual General Meeting at which the election is to be held. The result of the ballot shall be announced at the Annual General Meeting.
- 7.9.3 Following the Board elections, if all the skating disciplines (Figure, Dance, Synchronized and Short track) do not have a presence on the board, additional representatives from the relevant discipline will be asked to join the board to ensure that all four disciplines have a presence. Appointment will either be the board candidate representing that discipline with the highest number of votes not elected to a portfolio position.or in the event there is no such candidate, appointed by the Board. At the discretion of the Board and elected directors, those appointed Board members will normally be attached to a skating portfolio.

8 SUB-COMMITTEES (WORKING PARTIES)

- 8.1 Each Director shall be charged with producing at the start of each calendar year, in liaison with the executive officer assigned to his/her portfolio and with the relevant NISA Board Director, an operational plan for the management and delivery of the activity areas included within that portfolio for the duration of the Association's forthcoming financial year.
- 8.2 Each Director shall have the authority to convene such sub-committees and working groups as they see fit for the delivery of their portfolios, and each of these sub-committees and working groups shall have a membership and frequency of meetings that is appropriate to their purpose.
- 8.3 Membership of such sub-committees and working groups shall be ratified by the Board of Directors.
- 8.4 Within portfolios whose activity areas are principally concerned with skating, the membership of such sub-committees and working groups shall necessarily represent the interests of each ice skating discipline where it is appropriate to do so, and also include athletes' representatives where it is appropriate to do so.
- 8.5 Within portfolios whose activity areas are principally concerned with corporate affairs and development, the membership of such sub-committees and working groups shall necessarily represent the interests of all relevant and major stakeholder groups within the sport of ice-skating.

9 CONDUCT OF THE BOARD

- 9.1 The affairs of the Association shall be managed by the Board which shall, subject to these Articles, have full power to take such steps and to apply the funds of the Association in such manner as they may deem expedient for the promotion of its objects; and the provisions in these Articles conferring specified powers on the Board shall not be read as limiting in any way the powers conferred by this paragraph on the Board, provided that no such powers shall have validity if used in such a way to contravene any part of this Constitution.
- 9.2 The quorum of the Board shall be fixed at its first meeting in each year and unless so fixed shall be four (4).

- 9.3 A meeting of the Board may be convened at any time by the Chairman of the Board. If a meeting of the Board is not convened by the Chairman within fourteen days after a requisition for that purpose has been sent to him by any 4 members of the Board, a meeting of the Board may be convened by persons making such requisition.
- 9.4 A meeting of the Board shall be convened by posting notice thereof at least seven days before such meeting, specifying the time and place of the meeting and so far as is practicable the business to be transacted, to every member of the Board.
- 9.5 Business other than Special Business may, with consent of at least four of the members of the Board present, be transacted at a meeting of the Board notwithstanding that such business may not have been mentioned in the notice convening the meeting. Special business shall be:
- 9.5.1 Proceedings in respect of Suspension and Determination.
- 9.5.2 Dealing with the Capital Funds of the Association.
- 9.5.3 Proceedings with reference to Conduct and Complaints.
- 9.6 No proposal to rescind a resolution previously passed by the Board shall be considered at any meeting, unless notice thereof has been given in the notice convening the meeting and the text of the resolution proposed to be rescinded is set out in the said notice. Subject to these Articles all questions arising at a meeting of the Board shall be decided by a majority of those present and voting on the question, provided that in the event of an equality of votes the Chairman shall have a second or Casting vote.
- 9.7 Proxy votes are inadmissible.
- 9.8 The Board may, subject to the provisions of the Constitution delegate any of their powers to Committee consisting of such member or members of the Board and/or such other persons (being Members of the Association) as the Board shall think fit.
- 9.9 The meetings and proceedings of any Committee of the Board shall be governed by the provisions prescribed by or pursuant to the Constitution for regulating the meeting and proceedings of the Board so far as the same are applicable thereto and are not superseded by any Regulations made by the Board laid down in the Constitution.
- 9.10 All acts done at any meeting of the Board or of any Committees appointed by the Board or by any person acting as a member of the Board or of such Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such member of the Board or Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or of the Committee.
- 9.11 A resolution in writing signed by all the members of the Board shall be as valid and as effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the like form each signed by one or more directors.
- 10 UNITED KINGDOM STRUCTURE**
- Two representatives of **SKATE SCOTLAND** will be required to attend each year the UK Consultative Forum as defined under NISA article 19.
- 11 COMPANY SECRETARY**
- The Company Secretary shall be appointed by the Board and upon such conditions as it may think fit and any Secretary so appointed may be removed by it. The provisions of the Act (Companies Act) in respect of the Company Secretary shall apply and be observed by him/her.
- 12 FUND RAISING**
- 12.1 Any Member or Affiliated Club wishing to raise funds for **SKATE SCOTLAND** or in the name of **SKATE SCOTLAND** shall first obtain the approval of the **SKATE SCOTLAND** Board.
- 12.2 **SKATE SCOTLAND** may enter into agreements to accept sponsorship from any source, provided that no major use is made of such sponsorship by the sponsors other than a simple statement or announcement of the fact and also provided that eligibility is in no way infringed. All sponsorship agreements or arrangements for media coverage of an event organised by, or on behalf of **SKATE SCOTLAND** shall be subject to the prior approval of the **SKATE SCOTLAND** Board and, where appropriate, NISA.

12.3 Individual financial benefits (e.g. direct grant assistance, or indirect assistance through subsidised individual coaching arranged through **SKATE SCOTLAND**) may be paid only to Members whose subscriptions are not in arrears.

12.4 The **SKATE SCOTLAND** Board reserves the right to apply different rates of charge based on age/membership category to any group coaching schemes, seminars, etc., which it may organise or support.

13 COMPETITIONS AND CHAMPIONSHIPS

13.1 Any person who intends to participate in Scottish Championships, Open Competitions or any other competition organised by **SKATE SCOTLAND**, must either be a member of **SKATE SCOTLAND** or a member of his or her UK national governing body.

13.2 Any person, in order to receive any benefit from **SKATE SCOTLAND**, shall be required to be a Member of **SKATE SCOTLAND**

13.3 Affiliated Clubs shall operate and organise their competitions within the rules and regulations adopted by **SKATE SCOTLAND**. (All rules and regulations relating to competitors and officials shall be those generally adopted and guided by NISA/ISU regulations).

13.4 All Open Competitions held in Scotland organised by Affiliated Clubs will require a permit issued by the **SKATE SCOTLAND** Board in accordance with the national requirements.

14 OFFICIALS CODE OF CONDUCT

14.1 All judges and officials operating on behalf of **SKATE SCOTLAND** will adhere to the NISA officials Code of Conduct. All volunteers will be required to sign and agree to abide by NISA rules and regulations at all times in matters that are the responsibility of the UK Governing Body.

15 DRUG ABUSE

15.1 Doping is strictly forbidden.

16 CHILD PROTECTION POLICY

16.1 In accordance with the Scottish Law, **SKATE SCOTLAND** has a Child Protection Policy in place.

16.2 Each Affiliated Club shall implement an effective Child Protection Policy.

16.3 In keeping with the aims of **SKATE SCOTLAND**, each Club with junior members shall appoint at least one member (preferably two, one of each gender) who will have a remit for Child Protection.

17 ELIGIBILITY

17.1 **SKATE SCOTLAND** shall adopt the eligibility regulations as defined by NISA in its General Rules 1, 2, 3 and 4

18 AMENDMENTS TO THE CONSTITUTION

18.1 Amendments to this Constitution may only be made at a General meeting, prior notice having been given in the notice convening the General Meeting. A 75% vote of those present and voting in favour of any amendment is required for its acceptance.

18.2 60 days notice of any proposed amendments must be given to the **SKATE SCOTLAND** Board and to include them in the notice calling the General meeting.

19 DISSOLUTION

19.1 Prior notice having been given in the notice convening the General Meeting at which the matter is to be discussed, **SKATE SCOTLAND** may be dissolved by a 75% majority of those present and/or eligible to vote at the meeting. In the event of any funds remaining after the financial affairs of **SKATE SCOTLAND** having been settled, such funds will be given to an organisation having objects similar to those of **SKATE SCOTLAND**.

20 GENERAL

Any rules or regulations not covered in this Constitution or determined by the **SKATE SCOTLAND** Board shall be as per the Memorandum, Articles of Association and Rules of NISA.