

# THE COMPANIES ACT 1985

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### BYE-LAWS OF

### SCOTTISH ORIENTEERING ASSOCIATION

#### 1. Publication of SOA Memorandum and Articles, Bye-Laws, Policies and Rules

The Secretary shall ensure that at all times copies of the SOA's

- a. Memorandum and Articles
- b. Bye-Laws
- c. Policies which effect the general membership
- d. Rules

are made available on the SOA website, and are promptly updated following any change.

#### 2. Discipline

- a. The Board will at its first meeting after the Annual General Meeting ensure that a Disciplinary Sub-Committee of five appropriately qualified people is appointed from whom three people will form the Disciplinary Panel ("the Panel") to deal with any allegation of Misconduct which requires to be dealt with at a Hearing. The Sub-Committee may invite a further two appropriate experts to join them to assist them with specific cases.
- b. Any allegation or complaint lodged in writing to the President which may allege Misconduct (defined in point 13 of the SOA Articles of Association) shall be investigated by the President who will carry out the functions of the Disciplinary Officer of the SOA. In the event that the alleged Misconduct concerns the President, the complaint should be lodged with the Chief Executive of BOF, who shall act as the Disciplinary Officer. If the Disciplinary Officer thinks fit, he shall lay disciplinary charges for Misconduct before the Disciplinary Sub-Committee. In relation to proceedings before a Disciplinary Panel, the Disciplinary Officer shall discharge the formal role of prosecutor and shall be entitled with the prior consent of the Board to delegate such role to another suitably qualified person.
- c. Whether or not the Disciplinary Officer has set in motion the laying of charges as above in **b** he shall write to the person or body concerned directly seeking their views on the substance of the complaint or allegation. Having received these views or if such views are not forthcoming within a reasonable time, the Disciplinary Officer shall then consider whether or not to charge the person or body with Misconduct. Before reaching such a conclusion, the Disciplinary Officer shall be entitled to make all enquiries and to seek such advice including external legal advice as he deems appropriate.
- d. If the person or body admits the offence in writing then if the Disciplinary Officer is satisfied that the offence is a 'Summary Offence' as may from time to time be determined by the Board then he may deal with this by one or more of: (a) a censure; (b) a suspension for a period not exceeding 28 days; (c) a fine not exceeding £250; or (d) a combination of any of the above.

- e. If the person or body does not admit the offence, or if the Disciplinary Officer considers that the offence warrants a full Hearing then he shall set in motion arrangements for a hearing before the Disciplinary Panel following the principles set out in the Sports Council booklet 'Getting it Right'.
- f. The person or body shall be sent the charge setting out a summary of the alleged Misconduct together with a short factual summary of the evidence supporting the charge. The person or body against whom the charge has been made will have 28 days to answer the charge in writing. Failure to do so shall render the person or body concerned liable to suspension until a reply has been received, and in any event the Disciplinary Officer may ask the Disciplinary Panel to schedule a Hearing of the charge.
- g. After consideration of the response to the charge, or after 28 days if no response has been received, at least 14 days notice of the time and place of the Hearing will be given to the person or body who is the subject of the Hearing. All proceedings of the Panel will take place in private, except that the person or body appearing before the Panel shall have the right to be represented by a lawyer of his or its choice or may be accompanied by a person who may speak on his or its behalf. The Panel shall have the power to regulate its own procedure.
- h. At the Hearing the Disciplinary Officer shall present the evidence to the Panel. The standard of proof shall be that of comfortable satisfaction and in all cases the SOA shall bear the burden of proving that the charge has been made out. The person or body subject to the charge shall have the right to cross-examine any witnesses called by the SOA to prove the charge. However the fact that a person charged has been convicted of a criminal offence shall be deemed to be conclusive evidence of a conviction and the facts and circumstances surrounding it.
- i. Once the Disciplinary Officer has completed his presentation on behalf of the SOA the person or body subject to the charge shall have the right to present his or its case to the Panel. The person or body shall be entitled (subject to considerations of relevance) to call witnesses that he or it wishes to call, and the Disciplinary Officer shall have the right to cross-examine such witnesses.
- j. Once the presentation of witnesses has been completed by both parties, the Disciplinary Officer shall make his concluding remarks to the panel followed by the concluding remarks on behalf of the person or body subject to the charge. Upon the conclusion of these remarks the Panel shall retire to consider its verdict in private.
- k. If the Panel consider that the charge is proved, then the Panel shall inform the person or body of that and invite the person or body to raise any matters in mitigation. Having heard such plea in mitigation the Panel shall retire to consider the appropriate sanction. In reaching its decision there is no need for the Panel to be unanimous – a simple majority in favour of a particular conclusion will suffice. No indication will be given by the Panel to any party that its decision was other than unanimous.
- l. The Panel shall have the power to censure, suspend, fine, or expel the person or body from the SOA or any combination of these sanctions. In all cases the Panel shall produce a written decision setting out the reasons for its decision, and such decision shall be communicated to the parties by the SOA as soon as possible and in any event within 14 days of the date of the hearing. The period for lodging an appeal shall run from the date of the receipt of the written decision by the person or body involved.
- m. An appeal against a decision of the Panel shall require to be made within 28 days of the decision being received by the person or body involved to a Tribunal of Arbitrators appointed in accordance with Rules (as amended from time to time) of the Sports Dispute Resolution Panel Limited (Company No 3351039) currently of 4<sup>th</sup> Floor, Burwood House, 14-16 Caxton Street London SW1H 0QT, and the decision of those arbitrators shall be final and binding on all concerned.

- n. Without prejudice to the right of the Panel or the SDRP to regulate their own procedure, where at any time in the course of any disciplinary proceedings carried out under SOA Rules or this Bye-law there has been a breach of procedure or failure to follow any direction given, this shall not invalidate the proceedings unless such breaches have been such as to seriously and irremediably prejudice the position of the person or body against whom an allegation of Misconduct is made.

### 3. **Anti-Doping**

The SOA is committed to promoting ethically fair and drug-free sport, with the aim of producing sportsmen and women who are competing and winning fairly. The British Orienteering Federation (BOF) shall be the body responsible for regulating, maintaining and enforcing doping control.

The SOA shall abide with the anti-doping rules and procedures of BOF, and shall co-operate with BOF in enforcing these anti-doping rules and procedures. The BOF anti-doping rules and procedures shall apply as if they were anti-doping rules and procedures of the SOA to:

- all members of the SOA or affiliate organisations or licensees of the SOA, and
- all persons participating in any capacity in events, competitions and other activities organised, convened or authorised by SOA or any of its member or affiliate organisations or licensees, wherever held; whether or not such member or other person is a citizen or resident in the United Kingdom.

The secretary shall ensure that BOF's anti-doping rules and procedures are made available via the SOA website.

### 4. **Anti-Doping Education**

The SOA shall support the BOF anti-doping education policy.

The secretary shall ensure that BOF's anti-doping information is made available via the SOA website.

### 5. **Areas**

The three Areas will be as follows:

- **NORTH:** Aberdeen, Aberdeenshire, Highland, Moray, Orkney, Shetland, Western Isles.
- **WEST:** Argyll & Bute, East Ayrshire, North Ayrshire, South Ayrshire, Dumfries & Galloway, East Dunbartonshire, West Dunbartonshire, Glasgow, Inverclyde, North Lanarkshire, South Lanarkshire, Renfrewshire, East Renfrewshire, Clackmannanshire, Falkirk, Stirling.
- **EAST:** Scottish Borders, Edinburgh, East Lothian, Midlothian, West Lothian, Dundee, Perth & Kinross, Angus, Fife.

### 6. **Definition of Juniors and Seniors**

For the purposes of competition only all members are classified as either seniors or juniors. Persons under the age of 21 on the 31<sup>st</sup> December of the year of membership, are classified as juniors, all other members are classified as seniors.

For the purposes of membership subscriptions only Persons under the age of 22 on the 31<sup>st</sup> December of the year of membership, are classified as juniors.

For the purposes of undertaking a role which may involve a position of responsibility within SOA, e.g. SOA Board, event Controller; a Junior member will become a Senior member on their 18<sup>th</sup> birthday.

## **7. Election of President, Secretary, Treasurer and Directors**

Where, in terms of Articles 5.6, and 5.7, there is a requirement imposed on a meeting to elect a President, Secretary, Treasurer or Directors, the arrangements for such elections shall be as set out in this Bye-law.

In each case, nominations for all of these posts shall be lodged with the Company Secretary before at least six weeks before the AGM.

Each nominee must be either an Individual Member or a Family Member, and must be designated a Senior (see Bye-law 6.).

There must be lodged by or on behalf of each nominee:  
a completed nomination form signed by the proposer and seconder or by the secretary of the club making said nomination and including a statement to confirm the nominee's willingness to act in the relevant post if successful; and a curriculum vitae asserting the nominee's experience, skills and fitness for the post nominated; and

All of the nominations together with the curriculum vitae of the nominees shall be circulated with the intimation of the Agenda in terms of Article 5.3, unless there is only one candidate for that particular post, when only the nomination shall be circulated.

## **8. Membership, Subscriptions and Voting Rights**

Membership shall be open to individuals, families, groups or clubs actively interested in promoting and developing orienteering as a sport subject to the conditions in the Memorandum and Articles and this Bye-Law.

### General Conditions

Members shall:

- comply with the Memorandum and Articles, the Bye-Laws, the Rules and policies of the Scottish Orienteering Association (SOA), and
- shall pay the annual membership fee prescribed by the (SOA)

### Categories of Membership

The categories of membership are

(i) as defined in the Memorandum and Articles

- Individual Members,
- Youth Members
- Family Members,
- Honorary Members,
- Patrons and

(ii) as specified by this Bye-Law

- Groups, and
- Clubs

### Specific Conditions

Individual Membership is available to persons who have attained their sixteenth birthday, are a member of a Club affiliated to the SOA, and are a member of the British Orienteering Federation (BOF).

Youth Membership is available to persons under the age of sixteen, are a member of a Club affiliated to the SOA, and are a member of the BOF

Family Membership is available to members of a family all residing at the same address, and comprising up to two adults living together with any children up to the age of 25 for whom either of the first two adults are parents or guardians, who are a member of a Club affiliated to the SOA, and are a member of the BOF

Honorary Membership may be accorded to persons who have given outstanding achievement in the Sport as shall have Honorary Membership conferred on them by a General Meeting of the SOA on the recommendation of the Board

Patrons: It shall be up to the Board to appoint Patrons to the SOA on such terms as it may determine

Group membership: Group membership is available to young people under 21 years of age who are at school or university or belong to a youth group.

Clubs who have applied to be affiliated to the SOA, and have been recognized as so affiliated by the Board

#### Honorary Presidents and Vice Presidents

An Honorary President and Vice-presidents of the Association may be elected at the Annual General Meeting from among the Individual and Family Members. For the avoidance of doubt,

- such Honorary Presidents and Vice-presidents do not form a new category of members
- such Honorary Presidents and Vice-presidents do not have any role in governing the SOA by virtue of their office.

Honorary Presidents and Vice-presidents will remain in post unless a change in their status is recommended by the Board at an Annual General Meeting.

#### Subscriptions

Subscriptions are due on a calendar year basis.

The subscriptions to be paid shall be agreed at each AGM for the following calendar year (though may be modified by a subsequent General Meeting) and shall be published in the Statement of Charges.

Individual Members and Youth Members are classified as either Seniors or Juniors for the payment of subscriptions.

Juniors for the purpose of membership subscription (as defined in bye-law 6), or bona-fide students in a full time course of further education are classified as Juniors for the payment of subscriptions. Other persons are classified as Seniors.

Notwithstanding any decision on subscriptions at the AGM or a subsequent General Meeting, the Board is authorised to offer discounts to classes of members on a non-discriminatory basis to encourage new membership including any discounts given to those joining part way through a calendar year.

#### Voting

The voting rights are

- (i) as defined in the Memorandum and Articles
- Individual Members shall each have one vote,
- Youth members shall have no voting rights,

- Families shall have one vote for each member of the family over the age of sixteen and present at any Meeting,
- Honorary members shall have no voting rights, and
- (ii) as specified in this Bye-law
- Groups are allowed up to two votes. However the number of votes cannot be greater than the number of members of the group present at any Meeting who are over the age of sixteen years.
- Clubs shall have no voting rights.

No proxy votes are allowed.