

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

BYE-LAWS OF

SCOTTISH ORIENTEERING ASSOCIATION

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 23rd September 2017)

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

The Company 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 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 (in terms of Article 19) which requires to be dealt with at a Hearing.
- b. Any allegation or complaint lodged in writing to the President which may allege misconduct 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 an independent person recommended by sportscotland, 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 14 days to answer the charge. 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. At least 14 days notice of the time and place of the Hearing will be given to the person or body 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 4th 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. British Orienteering shall be the body responsible for regulating, maintaining and enforcing doping control through its adoption of the World Anti-Doping Code (2015).

The SOA shall abide with the anti-doping rules and procedures of BO, and shall co-operate with BO in enforcing these anti-doping rules and procedures. The BO 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 COO shall ensure that BO's anti-doping rules and procedures are made available via the SOA website.

4. **Anti-Doping Education**

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

The COO shall ensure that BOs anti-doping information is made available via the SOA website and to Scottish performance squad managers

5. **Areas**

To create a framework for occasional collaboration between clubs in Scotland, three Areas will be as recognised:

- **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 aged 20 or younger on the 31st 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 aged 20 or younger on the 31st 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. election to SOA Board, event Controller; members will become eligible to undertake the role from their 18th birthday.

7. Election of President, Secretary, Finance Director and Directors

Where, in terms of Articles 11.6, and 11.7, there is a requirement imposed on a meeting to elect a President, Secretary, Finance Director 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 at least six weeks before the AGM.

Each nominee must be an Individual 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 Articles 11.3 and 11.4, unless there is only one candidate for that particular post, when only the nomination shall be circulated.

8. Election of Independent Director(s)

The Board shall have the power to appoint one or more Independent Directors in terms of Article 12.2. This shall be done by a process of open advertising for the position, selection by a panel comprising two Board members, the Chief Operating Officer and an external reviewer, which in turn will make a recommendation to the Board.

9 Membership, Subscriptions and Voting Rights

Membership shall be open to individuals, clubs or groups 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 Article 8:

- Individual Senior Members,
- Individual Junior Members
- Honorary Members,
- Patrons
- Clubs and

(ii) as specified by this Bye-Law

Other categories, such as Groups, as defined from time-to-time by the Board and approved at a General Meeting.

Specific Conditions

Individual Senior Membership is available to persons who are aged 21 or older on 31

December of the membership year.

Individual Junior Membership is available to persons who are aged 20 or younger on 31 December of the membership year.

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

Clubs who have applied to be affiliated to the SOA, and have been recognized as so affiliated by the Board. Clubs shall affiliate on an annual basis.

Group membership is available to groups of young people under the age of 21 years of age, such as youth groups or schools.

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 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.

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 are classified as either Seniors or Juniors for the payment of subscriptions.

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 Articles

- Individual Senior Members shall each have one vote,
- Individual Junior Members 16 years of age or older shall each have one vote,
- Honorary members shall have no voting rights, and
- (ii) as specified in this Bye-Law Clubs shall have no voting rights.
- Groups shall have no voting rights.