



REVISED CONSTITUTION FOR FRISKIS&SVETTIS ABERDEEN
A NON-PROFIT-MAKING SPORTS ASSOCIATION FORMED IN 2005

RATIFIED AT F&S ABERDEEN AGM 28TH APRIL 2013

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1 GENERAL RULES

1.1 Mission and Objectives of Friskis&Svettis

The mission of the association is to offer everyone a variety of enjoyable and easily accessible physical fitness programmes of the highest quality. This mission forms the foundation of the entire organisation of Friskis&Svettis.

The objectives of the association are to operate in accordance with the mission of Friskis&Svettis and to:

- Attract as many people as possible to its physical fitness programmes and to experience the enjoyment of physical movement.
- Offer a variety of physical fitness programmes based on the values and quality assurance of Friskis&Svettis.
- Raise people's awareness of the importance of physical exercise for their general wellbeing and health.

The association shall throughout its organisation actively promote and show commitment to drug-free sports and athletics.

1.2 Association Structure

The association consists of members who have paid the appropriate membership fee.

1.3 Affiliation

The association is a member of Friskis&Svettis Riks and as such, has the same rights and obligations applicable to all member associations as stipulated in the constitution of the non-profit organisation Friskis&Svettis Riks and other collective rules and regulations. The constitution of the association abides by the constitution of the sports association Friskis&Svettis.

1.4 Decision-making Levels

The Annual General Meeting or when applicable, the Extraordinary Annual General Meeting, is the highest decision-making body of the association for the period between Annual General Meetings. The Committee may, on an annual basis, delegate its decision-making powers on ongoing matters to non-members of the Committee.

1.5 The Name of the Association

The name of the association is Friskis&Svettis Aberdeen.

1.6 Authorised Signatories

The Committee appoints either 2 named committee members or 1 committee member plus another designated person to act as signatories.

1.7 The Financial Year

The Financial Year of the association is from 1st January to 31st December.

1.8 Eligibility for Election to Committees

Any Member entitled to vote under item 5.3 below is eligible for election to the Committees.

1.9 Interpretation of the Constitution

If in doubt as to the interpretation of the Constitution or if an unforeseen issue or situation arises that is not of a fundamental, strategic or major financial significance,

the Committee may in urgent cases make a decision on the issue or situation. Otherwise, the matter shall be raised and a decision made at the next Annual General Meeting.

1.10 Amendments to the Constitution

Any amendment to the Constitution requires the decision and approval of the Annual General Meeting. The decision must be supported by at least 2/3 of the votes cast. The Constitution may be revised if the amendments or additions proposed are consistent with the Standard Constitution for all associations affiliated to Friskis&Svettis and do not require that the Constitution must first be revised by Friskis&Svettis Riks' Annual General Meeting.

1.11 Dissolution of the Association

The decision to dissolve the association must be made at the AGM and supported by at least 2/3 of the number of votes cast. In addition, the decision must state on which sports promotion purpose the assets of the association shall be expended and that all documentation relating to the association shall be archived at Friskis&Svettis Riks. All documents including the decision-making document itself and the most recent Minutes of the Annual General Meeting shall immediately upon closing of the Annual General Meeting be submitted to Friskis&Svettis Riks and the special sports federations concerned.

2 TERMS AND CONDITIONS FOR MEMBERS

2.1 Membership

All prospective members must agree with the concept and values of the association and accept the terms and conditions applicable to all members. Successful membership applicants are entered into the association's register of members. Personal data is handled in accordance with Data Protection regulations.

The Committee may reject an application for a membership if it is assumed that the applicant in question will resist or intentionally damage the objectives and interests of the association. The decision issued by the Committee shall state on what grounds the membership is denied and how the decision may be appealed. The applicant shall be notified of the decision in writing within three days from the date of the decision being issued together with information on how and when the decision can be appealed.

The Annual General Meeting may decide to give a member the status of honorary member of the association. Honorary members are exempt from paying membership fee.

In the event that the association dissolves, its members will not be entitled to any of its proceeds or property.

2.2 Members' Rights

Members have the right to:

- Participate in all member activities organised by the association.
- Submit motions and proposals and have their concerns and matters dealt with at the Annual General Meeting.
- Attend and vote at the Annual General Meeting subject to the membership fee having been duly paid.
- Participate in sports activities organised by the association in a manner that is generally accepted in sports and under the conditions applicable to other participating members.
- Participate in activities organised by other member associations of Friskis&Svettis on the terms and conditions mutually agreed.

- Represent the association at external sports or competition events according to the association's terms and conditions.

2.3 Members' Obligations

- Pay the fees requested Pay an annual membership fee.
- by the association to be able to participate in various sporting activities.
- Comply with the association's Constitution and decisions made at the Annual General Meeting, or by the committee.

2.4 Termination of Membership

Members who omit to pay their membership fee for two consecutive calendar years shall be deemed to have terminated their membership of the association. All personal data is then removed from the register of members.

The Committee may only expel members who fail to pay the fees due to the association, are opposed to the concept and objectives or have clearly damaged the interests of the association. In case of insufficient grounds for expulsion, members may be issued with a warning. Within two weeks before the decision of expulsion, members shall be given the opportunity to comment on the circumstances resulting in the validity of their membership being questioned.

The Committee makes the final decision on either expulsion or the issuing of a warning and shall within three days of rendering a decision notify the member by letter or email. In addition, the member concerned shall be informed about the possibility of appealing against the decision.

2.5 Honorary Membership

Awarded to a member for their personal contribution to the Association with an entitlement of exemption from the annual membership fee. A member can either be proposed by another member or by the committee. In the former situation ratification by the committee is required.

3 HIGHEST DECISION-MAKING BODY

3.1 Annual General Meeting

The Ordinary Annual General Meeting shall be held no later than April.

3.2 Extraordinary Annual General Meeting

The Committee has the right to summon members to an Extraordinary Annual General Meeting. The Committee shall summon an Extraordinary Annual General Meeting if requested in writing by one auditor or at least one tenth of the association's voting members. The written request must state the reason for why an Extraordinary Annual General Meeting should be summoned. Upon receipt of the written request, the Committee must notify members of the Extraordinary Annual General Meeting within two weeks subsequent to which the meeting must take place within two months.

Only the issue or issues instigating the Extraordinary Annual General Meeting may be dealt with and processed at the Extraordinary Annual General Meeting.

If the Committee or Auditors refrain from duly summoning members to an Extraordinary Annual General Meeting, the members having requested the meeting shall have to summon members to the Extraordinary Annual General Meeting themselves.

4 BEFORE THE ANNUAL GENERAL MEETING

4.1 Information about the Annual General Meeting

The Committee shall no later than twelve weeks prior to the Ordinary Annual General Meeting announce the date and time for the meeting together with the deadline for filing motions. This preliminary information shall also include advice on how to write a motion. The information should be made available through the association's official channels of communication.

4.2 Motions and Proposals

Members have the right to have their motions reviewed by the Annual General Meeting. In order for a member's motion to be reviewed by the Annual General Meeting, it must be submitted in writing and received by the Committee no later than six weeks prior to the meeting. The Committee shall give its written opinion on the motion to the Annual General Meeting.

Motions shall together with the opinion of the Committee, its own motions and other documents relating to the Annual General Meeting be made available to members under item 4.3 below.

4.3 Summons and other Documents Relating to Annual General Meeting

The Committee shall via the association's official channels of communication summon members to the Annual General Meeting no later than four weeks prior to the meeting. The summons shall include a proposed agenda for the processing of relevant issues. The proposed agenda shall clearly state whether there have been submitted motions for the amendment of statutes, dissolution of the association or its merger with another association or any other issue of significant importance to the association. In addition, the summons shall specify when and where documents relating to the Annual General Meeting will be made available to members.

The following documents shall be made available to members no later than one week prior to the Annual General Meeting:

- Agenda and Minutes from preceding Annual General Meeting
- Annual Report
- Financial Statement including the Financial Report and Balance Sheet
- Auditors' Report
- Motions including the opinion of the Committee
- Plan of Operations and Budget
- Election Committee's rules of procedure and proposals

5 AT THE ANNUAL GENERAL MEETING

5.1 Opening of the Annual General Meeting

The Annual General Meeting is declared opened by the Chairman of the Committee or any other person appointed to chair the meeting until a Chairman has been elected.

5.2 Agenda for the Ordinary Annual General Meeting:

1. Determination of electoral register
2. Election of Chairman and Secretary
3. Election of two examiners of Minutes as well as tellers who together with the Chairman shall approve the Minutes

4. Confirmation that the Annual General Meeting has been summoned in accordance with the constitution.
5. Establish Agenda and Rules of Procedure as laid out in the constitution
6. Review of Minutes of preceding Annual General Meeting
7. Review of the Financial Report, Annual Report, Results and Balance Sheet for the past financial year Also presentation of Plan of Operations and Budget for the current financial year.
8. Auditors' Report
9. Adopt balance sheet and income and expenditure accounts
10. Approve the proposals concerning the Association's profit or loss as per the balance sheet as adopted
11. Decision on annual membership fee
12. Discussion and vote on motions put forward.
13. Decision on the remuneration of auditors and possible remuneration of Committee members
14. Election of Chairman of the Committee for a term of one year
15. Election of half of the full members of the Committee for a term of two years and substitute members, if any, for a term of one year with a fixed retirement by rotation
16. Election of Auditors and Deputy Auditors for a term of one year
17. Establish the Rules of Procedure of the Election Committee
18. Election of Members of the Election Committee for a term of one year, one of whom shall be elected Convenor
19. Any other competent business.
20. Closing of the Annual General Meeting

Decisions on issues of fundamental, strategic or major financial importance to the association or its members will only be processed if listed in the summons.

5.3 Right to Vote, Submit Motions and Freedom of Speech at the AGM

Members who no later than four weeks prior to the Annual General Meeting have paid their membership fee and are of a minimum age of 15 shall be entitled to vote at the meeting.

The right to vote is personal. Also honorary members are entitled to vote at the Annual General Meeting. Members who are not entitled to vote shall, if the Annual General Meeting so decides have freedom of speech at the meeting.

5.4 Rules for Voting and Decision-making

The quorum of the Annual General Meeting shall be based on the total number of voting members attending the meeting.

Decisions are made by way of acclamation (voice vote) or voting (ballot) if requested. Voting is done openly except for the election of individual candidates when it is done by way of a ballot paper or similar. As regards the election of individual candidates, the individual who receives the most votes shall be elected irrespective of the number of successful votes compared to the number of votes cast. In the event of a tie, a re-vote should be held. If the re-voting also results in a tie, the election shall be decided by the drawing of lots.

For decisions other than the election of individual candidates, a proposal must be supported by more than half of the votes cast. In the event of a tie, the Chairman, subject to being entitled to vote, shall have the final say on the matter by the drawing of lots.

As to decisions relating to amendments to the constitution or dissolution of the association, the proposal in question must have the support of no less than 2/3 of the votes cast. See paragraphs 1.10 and 1.11 above.

The Chairman of the Annual General Meeting verifies all decisions made. Decisions shall unless otherwise specified become effective following approval of the Minutes. Decisions

relating to the election of individual candidates become effective upon the closing of the Annual General Meeting.

6 AFTER THE ANNUAL GENERAL MEETING

6.1 Minutes

The Minutes of the Annual General Meeting reflect the decision-making process and should clearly indicate the proposals made and if applicable, the number of votes cast. The Committee shall no later than four weeks following the Annual General Meeting make the approved Minutes available to members.

7 THE COMMITTEE

7.1 Composition

The Committee shall consist of one Chairman and four members plus three Substitutes. The Committee shall appoint a Deputy Chairman and any other positions required. The Chairman or the person appointed by the Committee is the association's official representative and spokesperson to media, authorities and other social institutions.

The Annual General Meeting decides whether a Substitute Member shall be appointed, subject to retirement by rotation, when a Committee Member is prevented from attending the meeting. In the event of a Full Member resigning before the end of his/her term, a Substitute Member shall be appointed to take his/her place on the Committee, subject to retirement by rotation, until the next Annual General Meeting.

The Committee may appoint co-opted members to serve on the Committee. Co-opted Members have freedom of speech and a right to make proposals but are not entitled to vote.

7.2 Mission

In-between Annual General Meetings, the Committee constitutes the governing body and is responsible for the operations and concerns of the association.

The Committee shall under the constitution account for the activities of the association in accordance with established plans, budget and objectives and act in the best interests of the members.

In addition, the Committee shall:

- Ensure that applicable laws and regulations are followed.
- Ensure that resolutions made at the Annual General Meeting are implemented.
- Take responsibility for and manage the financial activities of the association.
- Annually establish Rules of Procedure which demonstrates the way in which the Committee plans, manages and distributes work and responsibilities within the association.
- Annually draw up an Annual Report to be signed by all Committee members.
- Ensure that the Auditors are provided with the Annual Report and Financial Statement in good time before the Annual General Meeting and get the insight they require in order to perform their duties.
- Prepare for Annual General Meetings.
- Ensure that members receive relevant and ongoing information about the association.

7.3 Committee Meetings

The Chairman summons Committee meetings at least six times every financial year. A Committee meeting may also be summoned if requested by more than half of its members. The

Committee has a quorum when all elected members have been summoned and at least half of them are present. More than half of the Committee Members present must agree on and been given reasonable time to familiarise themselves with the matter in hand and also, (received a satisfactory decision basis before a decision can be made). In the event of a tie, the Chairman has the casting vote. Voting by proxy is not allowed.

Minutes are taken at all Committee meetings. The Chairman of the Meeting and the examiner appointed by the meeting shall examine and approve the Minutes. Any contradictory opinions shall be recorded in the Minutes if requested by the Member expressing such opinions. The Minutes shall be taken in numerical order for each calendar year and securely archived.

Committee Members are not permitted to deal with or vote on issues in which they or a person closely associated with them or a company has a vested interest.

In matters of urgency, the Chairman may decide that a specific issue should be dealt with via email or telephone. As no Minutes are taken when matters are conducted in this manner, the decision made must be reported at the subsequent Committee Meeting.

7.4 Delegation of Decision-making Powers

The Committee may in separate or ongoing matters transfer its decision-making powers to non-members of the Committee. Such transfer (delegation) requires the approval of the Committee and must be verified in writing (Delegation Order).

8 ELECTION COMMITTEE

8.1 Composition

The Election Committee shall consist of three members, one of whom is appointed Convenor. The Annual General Meeting elects the Election Committee for a term of one year.

8.2 Mission

It is the mission of the Election Committee to propose to the Annual General Meeting candidates for election as Chairman, Committee Member and if applicable, Substitute Committee Member, Auditor and Deputy Auditor. The Election Committee shall act according to the specific Rules of Procedure established annually by the Annual General Meeting. The Election Committee's proposals and any other documents of relevance to the Annual General Meeting shall be made available to members no later than one week prior to the Annual General Meeting.

9 AUDITORS

9.1 Mission

The association shall engage the services of one Auditor, who should be authorised or certified and one Deputy Auditor. Members of the Committee are not permitted to participate in the selection of Auditors and Deputy Auditors.

The Auditors shall in accordance with generally accepted auditing standards review the association's Annual Report, Financial Statement and performances by the Committee. The Auditors shall be given unlimited access to the association's financial statements, Minutes from Annual General Meetings and Committee Meetings as well as other relevant documents. The Auditors are obliged to submit an Auditors' Report to the Committee no later than three weeks before the Annual General Meeting.

