

## Appendix 4



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**Scottish Charity No. SC043613**

### Constitution of Jock Stein Sports Facility Strategic Board

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### **GENERAL**

#### **Type of organisation**

- 1 The organisation will represent the best interests of the local community and sporting activity at the Jock Stein Sports Facility

#### **Scottish principal office**

- 2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

#### **Name**

- 3 The name of the organisation is the "Strategic Board".

#### **Purposes**

- 4 The organisation's purposes are:
  - 4.1 The advancement of public participation in sport/leisure activity for all age groups
  - 4.2 The advancement of citizenship or community development; and
  - 4.3 The provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended.

#### **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes (Blantyre Soccer Academy)

#### **Liability of members**

- 7 The members of the Strategic Board have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 Blantyre Soccer Academy will meet the financial considerations and incur the debts and liabilities of the Jock Stein Sports Facility.

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### **General structure**

- 9 The structure of the organisation consists of: -
- 9.1 Strategic Board - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10 The number of people serving on the board shall be eight members are referred to in this constitution as Strategic Board members

### **MEMBERS**

#### **Qualifications for membership**

- 11 Membership is open to any individual aged sixteen or over
- 12 Every member must have clearance under the Protecting Vulnerable Groups Scheme in terms satisfactory to the Board and shall undertake such training as is required by the Board.
- 13 Employees of the organisation are not eligible for membership.

#### **Application for membership**

- 14 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting and must be approved by the Blantyre Soccer Academy.
- 15 The board may, at its discretion, refuse to admit any person to membership.
- 16 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

#### **Membership subscription**

- 17 No membership subscription will be payable.

#### **Register of members**

- 18 The board must keep a register of members, setting out
- 18.1 for each current member:
- 18.1.1 his/her full name and address; and
- 18.1.2 the date on which he/she was registered as a member of the organisation;
- 18.2 for each former member - for at least six years from the date on he/she ceased to be a member:
- 18.2.1 his/her name; and
- 18.2.2 the date on which he/she ceased to be a member.

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- 19 The board must ensure that the register of members is updated within 28 days of any change:
- 19.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- 19.2 which is notified to the organisation.
- 20 If a member requests a copy of the register of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable.

### **Withdrawal from membership**

- 21 Any person who wants to withdraw from membership must give a written notice of withdrawal to the Strategic Board, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

### **Transfer of membership**

- 22 Membership of the Strategic Board may not be transferred by a member.

### **Re-registration of members**

- 23 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 24 If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 23, the board may expel him/her from membership.
- 25 A notice under clause 23 will not be valid unless it refers specifically to the consequences (under clause 24) of failing to provide confirmation within the 28-day period.

### **Expulsion from membership**

- 26 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed: -
- 26.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 26.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.
- 27 Any expulsion must be approved by the Blantyre Soccer Academy.

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### DECISION-MAKING BY THE MEMBERS

#### Members' meetings

- 28 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 Notwithstanding clause 28, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
- 31 The business of each AGM must include: -
- 31.1 a report by the chair on the activities of the organisation;
  - 31.2 consideration of the annual accounts of the organisation;
  - 31.3 the election/re-election of charity trustees, as referred to in clauses 59 to 62.
- 32 The board may arrange a special members' meeting at any time.

#### Power to request the board to arrange a special members' meeting

- 33 The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by two or more members) by members
- 33.1 the notice states the purposes for which the meeting is to be held
- 34 If the board receive a notice under clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

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### **Notice of members' meetings**

- 35 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 36 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 36.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 36.2 in the case of any other resolution falling within clause 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 37 The reference to "clear days" in clause 35 shall be taken to mean that, in calculating the period of notice,
- 37.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 37.2 the day of the meeting itself should also be excluded.
- 38 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 39 Any notice which requires to be given to a member under this constitution must be: -
- 39.1 sent by post to the member, at the address last notified by him/her to the organisation; *or*
- 39.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

### **Procedure at members' meetings**

- 40 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 41 The quorum for a members' meeting is ten members, present in person.
- 42 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 43 The chair of the organisation should act as chairperson of each members' meeting.
- 44 If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

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### **Voting at members' meetings**

- 45 Every member has one vote, which must be given personally.
- 46 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 47.
- 47 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 51):
- 47.1 a resolution amending the constitution;
  - 47.2 a resolution expelling a person from membership under article 26;
  - 47.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 48 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 49 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 50 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

### **Written resolutions by members**

- 51 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

### **Minutes**

- 52 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 53 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.



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### BOARD

#### Number of members

54 The maximum number of board members is eight

55 The minimum number of charity trustees is six

#### Eligibility

56 A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation except for those persons so appointed in terms of clause 60 who will be not required to be members.

57 A person will not be eligible for election or appointment to the board in any circumstances if he/she is: -

57.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

57.2 an employee of the organisation.

#### Board Members

58 The individuals who signed the declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed as Board members.

#### Election, retiral, re-election

59 At each AGM, the members may elect the chairperson who requires to be approved by the Blantyre Soccer Academy

60 Notwithstanding the maximum number of members referred to in clause 54, the board may at any time appoint up to three additional persons as observers with no voting powers

61 At each AGM, all of the members must retire from office - but may then be re-elected under clause 59.

62 A member retiring at an AGM will be deemed to have been re-elected unless: -

62.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or

62.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

62.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

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### Termination of office

- 63 A member will automatically cease to hold office if: -
- 63.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 63.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 63.3 he/she becomes an employee of the organisation;
  - 63.4 he/she gives the organisation a notice of resignation, signed by him/her;
  - 63.5 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
  - 63.6 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for members (as referred to in clause 80);
  - 63.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties
  - 63.8 he/she is removed from office by a resolution of the members passed at a members' meeting.

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- 64 A resolution under paragraph 63.7, 63.8 or 63.9 shall be valid only if: -
- 64.1 the member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 64.2 the member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
  - 64.3 (in the case of a resolution under paragraph 63.7 or 63.8) at least two thirds (to the nearest round number) of the members then in office vote in favour of the resolution.

### Register of charity trustees

- 65 The board must keep a register of members, setting out
- 65.1 for each current members:
    - 65.1.1 his/her full name and address;
    - 65.1.2 the date on which he/she was appointed as a member; and
    - 65.1.3 any office held by him/her in the organisation;
  - 65.2 for each former member - for at least 6 years from the date on which he/she ceased to be a charity trustee:
    - 65.2.1 the name of the member;
    - 65.2.2 any office held by him/her in the organisation; and
    - 65.2.3 the date on which he/she ceased to be a member
- 66 The board must ensure that the register of member is updated within 28 days of any change:
- 66.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 66.2 which is notified to the organisation.
- 67 If any person requests a copy of the register of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable.

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### Office-bearers

- 68 The members must elect (from among themselves) a chair, a treasurer and a secretary.
- 69 In addition to the office-bearers required under clause 68, the members may elect (from among themselves) further office-bearers if they consider that appropriate.
- 70 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 68 or 69.
- 71 A person elected to any office will automatically cease to hold that office: -
- 71.1 if he/she ceases to be a member; *or*
  - 71.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

### Powers of board

- 72 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 73 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 74 The members may, by way of a resolution passed in compliance with clause 47 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

### Members - general duties

- 75 Each of the members has a duty, in exercising functions as a member, to act in the interests of the organisation; and, in particular, must: -
- 75.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 75.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 75.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 75.3.1 put the interests of the organisation before that of the other party;
    - 75.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - 75.4 ensure that the organisation complies with any direction requirement.

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- 76 In addition to the duties outlined in clause 75, all of the members must take such steps as are reasonably practicable for the purpose of ensuring: -
- 76.1 that any breach of any of those duties by a member is corrected by the member concerned and not repeated; and
- 76.2 that any member who has been in serious and persistent breach of those duties is removed as a member
- 77 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a member will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest.
- 78 No member may serve as an employee (full time or part time) of the organisation; and no member may be given any remuneration by the organisation for carrying out his/her duties as a member.
- 79 The member may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

### **Code of conduct for charity trustees**

- 80 Each of the members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 81 The code of conduct referred to in clause 80 shall be supplemental to the provisions relating to the conduct of members.

## **DECISION-MAKING BY THE MEMBERS**

### **Notice of board meetings**

- 82 Any member may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 83 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

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### Procedure at board meetings

- 84 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three charity trustees, present in person.
- 85 If at any time the number of members in office falls below the number stated as the quorum in clause 84, the strategic board will take the necessary actions to fill the vacancies.
- 86 The chair of the organisation should act as chairperson of each board meeting.
- 87 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 88 Every member has one vote, which must be given personally.
- 89 All decisions at board meetings will be made by majority vote.
- 90 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 91 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a member - but on the basis that he/she must not participate in decision-making.
- 92 A member must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 93 For the purposes of clause 92: -
- 93.1 an interest held by an individual who is "connected" with the member e.g. husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 93.2 a member will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

### Minutes

- 94 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 95 The minutes to be kept under clause 94 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

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### **ADMINISTRATION**

#### **Delegation to sub-committees**

- 96 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one member, but other members of a sub-committee need not be members.
- 97 The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 98 When delegating powers under clause 96 or 97, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 99 Any delegation of powers under clause 96 or 97 may be revoked or altered by the board at any time.
- 100 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

#### **Accounting records and annual accounts**

- 101 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 102 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

### **MISCELLANEOUS**

#### **Winding-up**

- 103 If the Strategic Board is to be wound up or dissolved, the winding-up or dissolution process the powers will pass to Blantyre Soccer Academy
- 104 All assets are the responsibility of Blantyre Soccer Academy

#### **Alterations to the constitution**

- 105 This constitution may (subject to clause 106) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 47) or by way of a written resolution of the members.
- 106 All changes to the Constitution require to be approved by Blantyre Soccer Academy

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