



# Spartans Football Club (Youth)

(formerly Flora's Soccer School, Inverleith Star Soccer School, Inverleith Spartans Football Club)

## CONSTITUTION

For a Charitable Unincorporated Association

The above body is recognised by HM Revenue & Customs as a **charity** for the purposes of *Section 505 Income & Corporation Taxes Act 1988* with effect from 24<sup>th</sup> April 2005. It is entitled under Section 1 (7) of the *Law Reform (Miscellaneous Provisions) (Scotland) Act 1990* to describe itself as a **Scottish charity**.

The **Scottish charity** number is: **SC 029945**

The **Tax File Reference** number is: **CR 48010/1**

**June 2008**

# Spartans Football Club (Youth Section)

## CONSTITUTION

### 1. Name

The name of the Association is Spartans FC (Youth), ('the Association').

### 2. Administration

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Committee, constituted by clause 7 of this constitution ('the Committee').

### 3. Objects

The objects of the Association are: *To advance the education of pupils of schools in Edinburgh and to organise or provide or assist in the organisation or provision of facilities which will encourage pupils of schools in Edinburgh to play association football or other games or sports, to provide and maintain the appropriate equipment for those objects and to promote and provide coaching for persons organising and pupils playing such games or sports ('the Objects')*.

### 4. Powers

The Association has the following powers, which may be exercised only in promoting the Objects:

4.1 to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not engage in taxable trading and shall conform to any relevant requirements of the law;

4.2 to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;

4.3 to sell, lease or dispose of all or any part of the property of the Association, subject to any consents required by law;

4.4 to borrow any money and to charge all or any part of the property of the Association with repayment of the money so borrowed, subject to any consents required by law;

4.5 power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar purposes and to exchange information and advice with them;

4.6 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

4.7 to appoint and constitute such advisory committees as the Committee may think fit;

4.8 to do all such other lawful things as are necessary for the achievement of the Objects.

## **5. Membership**

5.1 Membership of the Association shall be open to all and no application will be refused on other than reasonable grounds. There will be no discrimination on grounds of race, occupation, sex or religious, political or other opinion.

5.2 Every member over the age of 18 years shall have one vote.

5.3 The Committee may establish different classes of membership and set appropriate rates of subscription.

5.4 The Committee must keep a register of members.

5.5 The Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual shall have the right to be heard by the Committee, accompanied by a friend over the age of 18 years, before a final decision is made.

## **6. Honorary Officers**

6.1 At the Annual General Meeting of the Association the members shall elect from among themselves a Chair, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

6.2 The Committee shall have the option to vary the titles of the honorary officers for informal use.

## 7. The Committee

7.1 The Committee as charity trustees have control of the Association and its property and funds.

7.2 The Committee shall consist of at least three and not more than twelve members being:

- (a) the honorary officers specified in the preceding clause; and
- (b) not less than three and not more than nine members elected at the annual general meeting who shall hold office from the conclusion of that meeting; and
- (c) up to four co-opted members co-opted by the Committee to hold office until the next annual general meeting.

7.3 One third (or the number nearest one third) of the elected members must retire at each annual general meeting, those longest in office retiring first and the choice between any of equal service being made by drawing lots. All retiring members of the Committee are eligible for re-election at the annual general meeting marking their retiral.

7.4 Every Committee must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Committee.

7.5 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.

7.6 Nobody shall be appointed as a member of the Committee who is aged under 18.

7.7 A Committee member automatically ceases to be a member of the Committee if he or she:

- (a) is incapable, either mentally or physically, of managing his or her own affairs;
- (b) ceases to be a member of the Association (but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of the Association);
- (c) resigns by notice to the Committee (but only if at least three Committee members will remain in office);
- (d) is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views;

(e) is disqualified by Section 8 (1) of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 from acting as a charity trustee.

7.8 No member of the Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a trustee for the Association) in any contract entered into by the Committee.

## **8. Committee meetings**

8.1 The Committee must hold at least four meetings each year.

8.2 A quorum at a Committee meeting is four members.

8.3 The Chair shall act as Chair at Committee meetings. If the Chair is unable or unwilling to chair any meeting, some other member of the Committee chosen by the members present shall act as Chair.

8.4 Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the Chair shall have a second or casting vote.

8.5 The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-committee.

8.6 The Committee may delegate any of their functions to sub-committees consisting of two or more persons appointed by them but at least one member of every sub-committee must be a member of the Committee and all proceedings of sub-committees must be reported promptly to the Committee.

8.7 The Committee may from time to time make and alter rules for the conduct of their business and that of any sub-committees. No rule may be made which is inconsistent with this Constitution.

8.8 The Committee may exercise any powers of the Association which are not reserved to a general meeting.

8.9 The Committee may nominate for approval by a general meeting any individual for election as an honorary life member.

## **9. Receipts and expenditure**

9.1 The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association at such bank as the Committee shall from time to time decide.

9.2 The funds belonging to the Association shall be applied only in furthering the Objects and do not belong to the members of the Association or the Committee.

9.3 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:

(a) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration;

(b) the benefit of educational courses related to the furtherance of the Objects, for which the Association may meet all or part of the costs at the discretion of the Committee.

9.4 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must:

(a) declare an interest before discussion begins on the matter;

(b) withdraw from that part of the meeting unless expressly invited to remain in order to provide information;

(c) not be counted in the quorum for that part of the meeting;

(d) withdraw during the vote and have no vote on the matter.

## **10. Property**

10.1 Investments and other property of the Association may be held:

(a) in the names of the Committee members for the time being;

(b) in the name of a nominee (being a corporate body registered in Scotland) under the control of the Committee or of a financial expert acting on their instructions;

(c) in the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Committee;

(d) in the name of a trust corporation as a holding trustee for the Association, which must be appointed (and may be removed) by deed executed by the Committee.

10.2 Any trust corporation which is appointed as a holding trustee or any nominee for the Association may be reasonable fees.

## **11. Records and Accounts**

11.1 The Committee shall comply with the requirements of the Inland Revenue with regard to:

- (a) the keeping of accounting records for the Association;
- (b) the preparation of annual statements of account for the Association;
- (c) the auditing or independent examination of the statements of account of the Association; and
- (d) the submission of the statements of account for the Association to the Inland Revenue.

11.2 The Committee must keep proper records of

- (a) all proceedings at general meetings;
- (b) all proceedings at Committee meetings;
- (c) all reports of sub-committees;
- (d) all professional advice obtained.

11.3 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association.

## **12. Annual General Meeting**

12.1 There shall be an annual general meeting of the Association which shall be held in February of each year or as soon as practicable thereafter.

12.2 Every annual general meeting shall be called by the Committee. The secretary shall give at least 14 days' notice of the annual general meeting to all the members of the Association. All members of the Association shall be entitled to attend the Annual General Meeting, but voting is restricted in accordance with clause 5.2 above, except that the chair of the meeting has a second or casting vote.

12.3 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the eligible members in person.

12.4 Before any other business is transacted at the first annual general meeting the persons present shall appoint a Chair of the meeting. Subsequent annual general meetings shall be chaired by the elected chair of the Association or (if the chair is unable or unwilling to do so) some other member elected by those present.

12.5 At an AGM the members:

- (a) receive the accounts of the Association for the previous financial year;
- (b) receive the report of the Committee on the Association's activities since the previous AGM;
- (c) elect Committee members to replace those retiring from office;
- (d) elect from among the members of the Association the Chair of the association for the following year;
- (e) confirm the appointment of an auditor or independent examiner for the Association where required, following an interim appointment by the Committee;
- (f) may confer honorary life membership on any individual (with his or her consent);
- (g) discuss and determine any issues of policy or deal with any other business put before them.

12.6 A special general meeting may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least twenty members. The notice must state the business to be discussed.

12.7 There is a quorum at a general meeting if the number of members personally present is at least ten, or five per cent of the members.

12.8 The secretary or other person appointed by the Committee shall keep a full record of proceedings at every general meeting of the Association.

### **13. Notices**

13.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or where applicable to members generally may be published in any newsletter distributed by the Association.

13.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).

13.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

- (a) 24 hours after having been sent by electronic means or delivered by hand to the relevant address;
- (b) three clear days after being sent by first class post to that address;
- (c) four clear days after having been sent by second class to that address;

- (d) one week after the publication of a newsletter containing the notice;
- (e) on being handed to the member personally; or, if earlier,
- (f) as soon as the member acknowledges actual receipt.

13.4 A technical defect in the giving of a notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting.

#### **14. Amendments to the Constitution**

14.1 This Constitution may be amended at a general meeting by a two thirds majority of the votes cast, but

- (a) the members must be given 14 clear days' notice of the proposed amendments;
- (b) no amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association;
- (c) no amendment may be made to clause 9 of this Constitution without written assurances from the Inland Revenue that any such amendment would have no effect on the status of the Association.

#### **15. Dissolution**

15.1 If at any time the members at a general meeting decide to dissolve the Association, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs.

15.2 If, upon the winding up or dissolution of the Association there remains after the satisfaction of all the Association's debts and liabilities any property whatsoever, the same shall be given or transferred to some other organisation or organisations having objects (that is, aims and activities) similar to the objects of the Association, such organisation or organisations to be determined by the members of the Association by Resolution passed at a General meeting at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some charitable objects.

## **16. Interpretation**

In this Constitution:

### 16.1

'AGM' means an annual general meeting of the members of the Association;

'the Association' means the charitable organisation comprised in this Constitution;

'the Chair' means the chair of the Association elected at the AGM;

'clear day' means 24 hours from midnight following the triggering event;

'the Committee' is the governing body of the Association;

'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 7.2 (c);

'special general meeting' means a general meeting of the members of the Association which is not an AGM;

'elected Committee member' means a member of the Committee elected at the AGM;

'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association;

'independent examiner' means a person with relevant experience in the understanding of financial accounts, who is not a member of the Association;

'material benefit' means a benefit which may not be financial but has a monetary value;

'member' and 'membership' refer to members of the Association;

'months' means calendar months;

'the Objects' means the charitable objects of the Association set out in clause 3;

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;

'written' or 'in writing' refers to a legible document on paper including a fax message;

'year' means a calendar year.