

CONSTITUTION

- of -

IPSWICH SPORTS CLUB

Registered as a Charitable Incorporated Organisation

Constitution of Ipswich Sports Club

1. Name

The name of the Charitable Incorporated Organisation ("**the Club**") is Ipswich Sports Club.

2. National Location of Principal Office

The principal office of the Club is in England.

3. Objects

The objects of the Club are:

- 3.1 to promote community participation in healthy recreation both indoors and outdoors for the benefit of the inhabitants of Ipswich and the surrounding area, in particular by providing Facilities for playing tennis, squash and racketball, hockey and/or other sports and participation in general fitness activities in the interests of social welfare and with the object of improving their conditions of life ("**the objects**").

4. Powers

The Club has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Club's powers include power to:

- 4.1 acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Ipswich Sports Club and to indemnify Ipswich Sports Club, its trustees, officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Ipswich Sports Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Ipswich Sports Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 4.2 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Club must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.3 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.4 sell, lease or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power, the Club must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.5 employ and remunerate such staff as are necessary for carrying out the work of the Club. The Club may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by Clause 6 (*benefits and payments to Charity Trustees and connected persons*) and provided it complies with the conditions of those clauses;
- 4.6 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Club to be held in the name of a nominee, in

the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of Income and Property

5.1 General

The income and property of the Club must be applied solely towards the promotion of the objects.

5.2 Permitted Benefits to Members

Except as provided below no part of the income and property of the Club may be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Club and no Charity Trustee may receive any remuneration or other benefit in money or money's worth from the Club. This shall not prevent any payment in good faith by the Club of:

- 5.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the Club;
 - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the Club (including services performed by the member under a contract of employment with the Club), provided that if such member is a Charity Trustee Clauses 6 and 7 shall apply;
 - 5.2.3 interest at a reasonable and proper rate on money lent by any member to the Club;
 - 5.2.4 any reasonable and proper rent for premises lent by any member to the Club.
- 5.3 Nothing in this Clause shall prevent a Charity Trustee or connected person receiving any benefit or payment which is authorised by Clause 6 (*benefits and payments to Charity Trustees and connected persons*).

6. Permitted Benefits to Charity Trustees and Connected Persons

6.1 General Provisions

Unless the payment is permitted by clause 6.2 or authorised by the Court or the Charity Commission, no Charity Trustee may:

- 6.1.1 sell goods, services, or any interest in land to the Club;
- 6.1.2 be employed by, or receive any remuneration from, the Club;
- 6.1.3 receive any other financial benefit from the Club

In this Clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and Powers Permitting Trustees' or Connected Persons' Benefits

A Charity Trustee may receive the following benefits from the Club:

- 6.2.1 Subject to clause 6.2.11, a Charity Trustee or connected person may receive a benefit from the Club in his, her or its capacity as a beneficiary of the Club provided that it is available generally to the beneficiaries of the Club.
- 6.2.2 A Charity Trustee may be reimbursed by the Club for, or may out of the Club's property, reasonable expenses properly incurred by him or her when acting on behalf of the Club.
- 6.2.3 A Charity Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Club where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 6.2.4 Subject to Clause 6.3 a Charity Trustee or connected person may provide the Club with goods that are not supplied in connection with services provided to the Club by the Charity Trustee or connected person.
- 6.2.5 A Charity Trustee or connected person may receive interest at a reasonable and proper rate on money lent to the Club.
- 6.2.6 A Charity Trustee or connected person may receive reasonable and proper rent for premises let by the trustee or connected person to the Club.
- 6.2.7 A Charity Trustee may benefit from trustee indemnity insurance cover purchased at the Club's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.2.8 A Charity Trustee or connected person may receive or retain any payments authorised in writing by the Charity Commission.
- 6.2.9 A Charity Trustee or connected person may take part in the normal trading and fundraising activities of the Club on the same terms as members of the public.
- 6.2.10 A paid employee of the Club may be appointed as a Charity Trustee, where his or her employment occurs prior to his or her trusteeship.
- 6.2.11 A Charity Trustee may benefit from free membership of the Club whilst they remain a Charity Trustee of the Club.

6.3 **Payment for Supply of Goods Only – Controls**

The Club and its Charity Trustees may only rely upon the authority provided by Clause 6.2.4 if each of the following conditions is satisfied:

- 6.3.1 The amount of the payment received by the employee is reasonable in relation to the nature of the employment and set out in a written agreement between the Club and the Charity Trustee (as an employee).
- 6.3.2 The amount or maximum amount of the payment for the goods is set out in a written agreement between the Club and the Charity Trustee or connected person supplying the goods (**supplier**).
- 6.3.3 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- 6.3.4 The other Charity Trustees are satisfied that it is in the best interests of the Club to appoint the paid employee as a Charity Trustee, or contract with the supplier rather than with someone who is not a Charity Trustee or connected person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee or connected person against the disadvantages of doing so.
- 6.3.5 The paid employee or the supplier (as the case may be) is absent from the part of any meeting at which there is discussion of the appointment or the proposal to enter into a contract or arrangement with him or her or it and withdraws from all discussions which have any bearing on the terms of the appointment or his or her employment or on the acceptability of the standard of goods provided.
- 6.3.6 The paid employee or supplier (as the case may be) does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting.
- 6.3.7 The reason for their decision is recorded by the Charity Trustees in the minute book.
- 6.3.8 A majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by Clause 6 (*benefits and payment to Charity Trustees and connected persons*), which for the avoidance of doubt does not include the benefits allowed under the provisions of clause 6.2.11..
- 6.4 In Clauses 6.2 and 6.3:
- 6.4.1 "**Club**" includes any company in which the Club;
- (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more directors to the board of the company;
- 6.4.2 "**connected person**" includes any person within the definition set out in Clause 27 (*amendment of constitution*)

7. **Conflicts of Interest and Conflicts of Loyalty**

A Charity Trustee must:

- 7.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared; and
- 7.2 absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict of interests will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any financial interest).

Any Charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.

8. Liability of Members to Contribute to the Assets of the Club if it is Wound Up

If the Club is wound up, the members of the Club have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the Club

9.1 Admission of New Members

9.1.1 The members, other than the social members of the unincorporated association known as Ipswich Sports Club as at the date of incorporation and such persons as are admitted to membership by the Charity Trustees in accordance with this constitution shall be the members of the Club.

9.1.2 The charity trustees:

- (a) may require applications for membership to be made in any reasonable way that they decide.
- (b) may refuse an application where admission to membership would be contrary to the best interests of the Club;
- (c) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal. Such appeal shall be heard by a committee of not less than 3 and no more than 5 consisting the Charity Trustees who were not party to the original decision that is being appealed or, in the absence of the requisite number of such Charity Trustees the current Vice-President of the Club and such number of former Vice-Presidents of the Club who remain Members of the Club and who are willing to join such committee to form the Committee.

9.1.3 For the avoidance of doubt membership is open to all without discrimination and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs.

9.1.4 The categories of membership of the Club comprise:-

- (a) Adult Members;
- (b) Junior Members;
- (c) Temporary Members;
- (d) Life Members;
- (e) Student Members;
- (f) Honorary members

and such other categories of membership as the Charity Trustees may decide from time to time.

9.2 **Membership Subscriptions**

The Charity Trustees may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members provided that the Charity Trustees shall use their best endeavours to ensure that the fees set by them do not preclude open membership of the Club.

9.3 **Transfer of Membership**

Membership of the Club is not transferable.

9.4 **Duty of Members**

It is the duty of each member of the Club to exercise his or her powers as a member of the Club in the way he or she decides in good faith would be most likely to further the purposes of the Club.

9.5 **Conditions of Membership**

- (a) All members shall be subject to the Rules.
- (b) The Club may require members to pay reasonable subscription fees to the Club as set by the Charity Trustees under Clause 9.2.

9.6 **Termination of Membership**

9.6.1 Membership of the Club comes to an end if:

- (a) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (b) the member fails to comply or continue to comply with any condition of membership set out in this constitution; or
- (c) the member sends a notice of resignation to the Charity Trustees; or
- (d) any sum of money owed by the member to the Club is not paid in full within two months of its falling due; or
- (e) the Charity Trustees decide that it is in the best interests of the Club that the member in question should be removed from membership, and by a two-thirds majority pass a resolution to that effect.

9.6.2 Before the Charity Trustees take any decision to remove someone from membership of the Club they must:

- (a) inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (b) give the member at least 21 clear days' notice in which to make representations to the Charity Trustees as to why he, she or it should not be removed from membership;
- (c) at a duly constituted meeting of the Charity Trustees, consider whether or not the member should be removed from membership;

- (d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.6.3 Members ceasing to belong to the Club either by resignation or otherwise shall not be entitled to any refund of subscription fees unless, having paid an annual subscription on joining, a member takes advantage of a 14 day cooling off period and gives due written notice when a full refund shall be given.

9.7 **Non-Voting Membership**

9.7.1 The Charity Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

9.7.2 All Junior Members and Temporary Members shall be Non-Voting Members.

9.7.3 Other references in this constitution to **members** and **membership** do not apply to Non-Voting Members, and Non-Voting Members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. **Members' Decisions**

10.1 **General Provisions**

Except for those decisions that must be taken in a particular way as indicated in Clause 10.3, decisions of the members of the Club will be taken by vote at a general meeting as provided in Clause 10.2.

10.2 **Taking Ordinary Decisions by Vote**

Subject to Clause 10.3, any decision of the members of the Club may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

10.3 **Decisions that must be taken in a Particular Way**

10.3.1 Any decision to amend this constitution must be taken in accordance with Clause 27 (*amendment of constitution*) of this constitution.

10.3.2 Any decision to wind up or dissolve the Club must be taken in accordance with Clause 28 (*voluntary winding up or dissolution*) of this constitution. Any decision to amalgamate or transfer the undertaking of the Club to one or more other charitable organisations must be taken in accordance with the provisions of the Charities Act 2011.

11. **General Meetings of Members**

11.1 **Types of General Meeting**

11.1.1 The Club shall hold a general meeting in every calendar year as its annual general meeting (**AGM**) at such time and place as may be determined by the Charity

Trustees. The first AGM must be held within 18 months of the registration of the Club, and subsequent AGMs must be held at intervals of not more than 15 months.

11.1.2 The AGM shall be held for the following purposes:

- (a) to receive from the Charity Trustees the Club's annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report;
- (b) to appoint the Club's auditors;
- (c) to announce the election (as appropriate) of the Chairman, Vice-Chairman, Secretary, Treasurer, President, and the Elected Trustees to be appointed in accordance with this constitution; and
- (d) to transact such other business as may be brought before it.

11.2 Other general meetings of the members of the Club may be held at any time.

11.3 All general meetings must be held in accordance with the following provisions.

11.4 **Calling General Meetings**

11.4.1 The Charity Trustees:

- (a) must call the annual general meeting of the members of the Club in accordance with Clause 11.1, and identify it as such in the notice of the meeting; and
- (b) may call any other general meeting of the members at any time.

11.4.2 The Charity Trustees must, within 21 days, call a general meeting of the members of the Club if:

- (a) they receive a request to do so from at least 10% or 100 (whichever is the lower) of the members of the Club; and
- (b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the members making the request.

11.4.3 If, at the time of any such request, there has not been any general meeting of the members of the Club for more than 12 months, then Clause 11.4.2 shall have effect as if 5% were substituted for 10%.

11.4.4 If the members of the Club make a request in accordance with clause 11.4.2, this must include particulars of any resolution that is to be proposed, and is intended to be proposed, at the meeting.

11.4.5 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.4.6 Any general meeting called by the Charity Trustees at the request of the members of the Club must be held within 28 days from the date on which it is called.

11.4.7 If the Charity Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

11.4.8 A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.

11.5 **Notice of General Meetings**

11.5.1 The Charity Trustees, or, as the case may be, the relevant members of the Club, must give at least 28 clear days' notice of any general meeting to all of the members, and to any Charity Trustee of the Club who is not a member.

11.5.2 The notice of any general meeting must:

- (a) state the time and date of the meeting;
- (b) give the address at which the meeting is to take place;
- (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) if a proposal to alter the constitution of the Club is to be considered at the meeting, include the text of the proposed alteration;
- (e) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under Clause 20 (*use of electronic communication*), details of where the information may be found on the Club's website.

11.5.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

11.5.4 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Club.

11.6 **Chairing of General Meetings**

11.6.1 The President shall chair general meetings if present and willing to do so. If the President shall be absent, unwilling, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Chairman shall preside. If the Chairman is not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start:

- (a) the Charity Trustees present; or
- (b) (if no Charity Trustees are present) the Members

must appoint a Charity Trustee or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

11.6.2 The person chairing a meeting in accordance with this clause is referred to in this constitution as "**the chairman of the meeting**".

11.7 **Quorum at General Meetings**

11.7.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting of the members of the Club if the persons attending it do not constitute a quorum.

11.7.2 Subject to the following provisions, the quorum for all general meetings other than the AGM shall be the lower of 10% or 100 members. For the AGM the quorum shall be 20 members.

11.7.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

11.7.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Club's members at least seven clear days before the date on which it will resume.

11.7.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

11.7.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Charity Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

11.8 **Voting at General Meetings**

11.8.1 Any decision other than one falling within Clause 10.3 (*decisions that must be taken in a particular way*) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

11.8.2 A resolution put to the vote of a meeting shall be decided on a show of hands.

11.8.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

11.9 **Proxy Voting**

Voting by proxy shall not be allowed.

11.10 **Adjournment of Meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or

place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity Trustees

12.1 Functions and Duties of Charity Trustees

The Charity Trustees shall manage the affairs of the Club and may for that purpose exercise all the powers of the Club. It is the duty of each Charity Trustee:

- 12.1.1 to exercise his or her powers and to perform his or her functions as a trustee of the Club in the way he or she decides in good faith would be most likely to further the purposes of the Club; and
- 12.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (a) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (b) if he or she acts as a Charity Trustee of the Club in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2 Eligibility for Trusteeship

- 12.2.1 Every Charity Trustee must be a natural person.
- 12.2.2 No one may be appointed as a Charity Trustee:
 - (a) if he or she is under the age of 16 years; or
 - (b) if he or she would automatically cease to hold office under the provisions of Clause 15.1.1.
- 12.2.3 No one is entitled to act as a Charity Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of Charity Trustee.
- 12.2.4 Each Charity Trustee must satisfy HMRC's fit and proper person test to be involved in the general control, management and administration of the Club and must declare (in the required form) that he is a fit and proper person prior to being elected.

12.3 Number of Charity Trustees

- (a) There must be at least five Charity Trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the Charity Trustees, or appoint a new Charity Trustee.
- (b) The maximum number of Charity Trustees that can be appointed is twelve. No trustee appointment may be made in excess of this number.
- (c) The Charity Trustees shall be:

- (i) the President;
- (ii) the Chairman;
- (iii) the Vice-Chairman;
- (iv) the Secretary;
- (v) the Treasurer;
- (vi) up to seven (or such lower number as the Charity Trustees shall from time to time decide) Elected Trustees of which up to four shall be the Section Charity Trustees.

12.4 First Charity Trustees

- (a) The first Charity Trustees of the Club, who shall hold office until such time as they are due to retire in accordance with this constitution, shall be:

| Office | Name | End of Office |
|------------------------|------------------------------|--|
| President | Margaret Elizabeth Lipscombe | Date being the third anniversary of appointment. |
| Chairman | Vanessa Penn | Date being the third anniversary of appointment. |
| Vice-Chairman | Anthony John Cookson | Date being the third anniversary of appointment. |
| the Secretary | Keith Roy Palmer | Date being the third anniversary of appointment. |
| the Treasurer | Nicholas Leslie Banks | Date being the third anniversary of appointment. |
| the Elected Trustee(s) | Richard John Partridge | Date being the third anniversary of |

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|--|--|--------------|
| | | appointment. |
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- (b) The first Charity Trustees set out at Clause 12.4 shall retire as set out in brackets after their respective names but may be re-elected in accordance with this constitution.
- (c) The Charity Trustees may at their discretion award honoraria to such persons as it thinks fit provided that the provisions of Clauses 5 to 7 are complied with.
- (d) All acts carried out in good faith at any meeting of the Charity Trustees or of any sub-committee, or by any person acting as a Charity Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office

13. Appointment of Charity Trustees

13.1 President

Except as provided in Clause 12.4(b), the President shall hold office for a three year term but shall be eligible for re-election for one further term of three years. The President shall be a Charity Trustee by virtue of his office and shall have such rights and privileges as the Charity Trustees shall from time to time prescribe.

13.2 Chairman, Vice-Chairman, Secretary and Treasurer

Except as provided in Clause 12.4(b), the Chairman, Vice-Chairman, Secretary and Treasurer shall hold office for a three year term but shall be eligible for re-election for one further term up to a maximum total continuous period of six years (**Maximum Period**). A member who has served as a Charity Trustee for the Maximum Period shall only be eligible for re-election as a Charity Trustee after a period of 12 months has passed since they last held such post (**Prescribed Break**) PROVIDED THAT the Members, by simple majority, may waive the requirement of the Prescribed Break and extend the Maximum Period if it is in the best interests of the Club at that time. Each of the Chairman, Vice-Chairman, Secretary and Treasurer shall be a Charity Trustee by virtue of their office and shall have such rights and privileges as the Charity Trustees shall from time to time prescribe.

13.3 Elected Trustees

Except as provided in Clause 12.4(b), an Elected Trustee so elected shall hold office from the date on which he is elected, until the third anniversary thereof when he shall retire but may be re-elected for a further three year term.

13.4 Elections

- 13.4.1 Any Voting Member may nominate another member to be President, the Chairman, Vice-Chairman, Secretary, Treasurer or an Elected Trustee. Any person nominated as a Charity Trustee must be a member. Any nomination must be made on the form prescribed from time to time by the Charity Trustees. Any nomination must be

seconded by another member. Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than 21 clear days before that meeting, such date as the Charity Trustees shall prescribe each year.

13.4.2 Notwithstanding clause 13.1, each Section Committee may nominate either the Section Committee Chairman or such other member of the Section Committee as an Elected Trustee.

13.4.3 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Charity Trustees. The results of any such election must be announced at the annual general meeting by the Charity Trustees.

13.5 **Casual Vacancies**

A casual vacancy arising among the offices of President, Chairman, Vice-Chairman, Secretary, Treasurer or the Elected Trustees, shall be filled by the Charity Trustees provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with this constitution.

14. **Information for New Charity Trustees**

The Charity Trustees will make available to each new Charity Trustee, on or before his or her first appointment:

14.1 a copy of this constitution and any amendments made to it; and

14.2 a copy of the Club's latest trustees' annual report and statement of accounts.

15. **Retirement and Removal of Charity Trustees**

15.1 A Charity Trustee ceases to hold office if:

15.1.1 he or she is disqualified from acting as a Charity Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

15.1.2 a bankruptcy order is made against him or her;

15.1.3 a composition is made with his or her creditors generally in satisfaction of his or her debts;

15.1.4 a registered medical practitioner who is treating him or her gives a written opinion to the Club stating that he or she has become physically or mentally incapable of acting as a Charity Trustee and may remain so for more than three months;

15.1.5 by reason of his or her mental health, a court makes an order which wholly or partly prevents him or her from personally exercising any powers or rights which he or she would otherwise have;

- 15.1.6 he or she shall without sufficient reason for more than three consecutive meetings of the Charity Trustees have been absent without permission of the Charity Trustees and all other Charity Trustees resolve that his or her office be vacated;
 - 15.1.7 he or she is requested to resign by the other Charity Trustees acting by at least a 75% majority;
 - 15.1.8 he or she is removed by the members of the Club in accordance with Clause 15.3;
 - 15.1.9 he or she ceases to be a member; or
 - 15.1.10 notification is received by the Club from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms; or
 - 15.1.11 in the case of an Elected Trustee who is a Section Charity Trustee when he or she ceases to be a member of their Section Committee.
- 15.2 A President, Chairman, Vice-Chairman, Secretary, Treasurer or Elected Trustee who is removed from office as a Charity Trustee for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with this constitution.
- 15.3 A Charity Trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with Clause 11 (*general meetings of members*), and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 15.4 A resolution to remove a Charity Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Club.

16. Taking of Decisions by Charity Trustees

Any decision may be taken either

- 16.1 at a meeting of the Charity Trustees; or
- 16.2 by resolution in writing or electronic form agreed by all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Charity Trustees has signified their agreement.

17. Delegation by Charity Trustees

- 17.1 The Charity Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Charity Trustees may at any time alter those terms and conditions, or revoke the delegation. Such terms and conditions shall prevail over rules derived from this constitution if they are not consistent with them.
- 17.2 This power is in addition to the power of delegation in the General Regulations and any other powers of delegation available to the Charity Trustees, but is subject to the following requirements:

- 17.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a Charity Trustee;
- 17.2.2 the quorum for meetings of any committee shall be two;
- 17.2.3 the acts and proceedings of any committee must be brought to the attention of the Charity Trustees as a whole as soon as is reasonably practicable; and
- 17.2.4 the Charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

17.3 **Sports Sections**

- 17.3.1 Each Sport Section or other activity of the Club shall:-
 - (a) elect its own Section Committee. Such Section Committee(s) may adopt their own rules which must be in accordance with this Constitution and the Rules and be approved by a resolution of the Charity Trustees before coming into effect. Section Committee Rules will become appendices to the Rules; and
 - (b) to propose either the Section Committee Chairman or such other member of that Section Committee as an Elected Trustee.

18. **Meetings and Proceedings of Charity Trustees**

18.1 **Charity Trustees to Take Decisions Collectively**

Any decision of the Charity Trustees must be either a majority decision or a decision taken in accordance with Clause 18.2.

18.2 **Unanimous Decisions**

- 18.2.1 A decision of the Charity Trustees is taken in accordance with this Clause 18.2 when all eligible Charity Trustees indicate to each other by any means that they share a common view on a matter.
- 18.2.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Charity Trustee or to which each eligible Charity Trustee has otherwise indicated agreement in writing.
- 18.2.3 References in this clause to eligible Charity Trustees are to Charity Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Charity Trustees.
- 18.2.4 A decision may not be taken in accordance with this clause if the eligible Charity Trustees would not have formed a quorum at such a meeting.

18.3 **Calling Meetings**

- 18.3.1 The Charity Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held in each year.

- 18.3.2 The Charity Trustees shall report on their activities to the members at the annual general meeting.
- 18.3.3 Any Charity Trustee may call a meeting of the Charity Trustees by giving not less than 14 days notice of the meeting to the Charity Trustees or by directing the Secretary to give such notice.
- 18.3.4 Notice of any meeting of the Charity Trustees must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Charity Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 18.3.5 Notice of a meeting of the Charity Trustees must be given to each Charity Trustee, but need not be in writing. A Charity Trustee who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

18.4 Participation in Meetings of the Charity Trustees

- 18.4.1 Subject to this constitution, Charity Trustees participate in a meeting of the Charity Trustees, or part of a meeting of the Charity Trustees, when:
- (a) the meeting has been called and takes place in accordance with this constitution; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 18.4.2 A meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.
- 18.4.3 Any Charity Trustee participating at a meeting by suitable electronic means agreed by the Charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 18.4.4 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- 18.4.5 If all the Charity Trustees participating in a meeting of the Charity Trustees are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

18.5 Composition of the Charity Trustees and Quorum

- 18.5.1 At a meeting of the Charity Trustees, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 18.5.2 The quorum for meetings of the Charity Trustees may be fixed from time to time by a decision of the Charity Trustees, but it must never be less than three, and unless otherwise fixed it is three.

18.5.3 Subject to Clause 18.5.4, the Charity Trustees may act notwithstanding any vacancy in their body.

18.5.4 If the total number of Charity Trustees for the time being is less than the quorum required, the Charity Trustees must not take any decision other than a decision:

(a) to fill a casual vacancy arising among the Charity Trustees in accordance with Clause 13.5; or

(b) to admit members to the Club.

18.6 Chairing of Meetings of the Charity Trustees

18.6.1 The Chairman shall be chairman of the Charity Trustees. The Chairman shall preside as chairman at all meetings of the Charity Trustees at which he shall be present.

18.6.2 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Charity Trustees present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman.

19. Saving Provisions

19.1 Subject to Clause 19.2, all decisions of the Charity Trustees, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:

19.1.1 who was disqualified from holding office;

19.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

19.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting.

19.2 Clause 19.1 does not permit a Charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for Clause 19.1, the resolution would have been void, or if the Charity Trustee has not complied with Clause 7 (*conflicts of interest*).

20. Execution of Documents

20.1 The Club shall execute documents by signature.

20.2 A document is validly executed by signature if it is signed by at least two of the Charity Trustees.

21. Use of Electronic Communications

21.1 General

The Club will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- 21.1.1 the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- 21.1.2 any requirements to provide information to the Commission in a particular form or manner.

21.2 To the Club

Any member or Charity Trustee of the Club may communicate electronically with the Club to an address specified by the Club for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Club.

21.3 By the Club

21.3.1 Any member or Charity Trustee of the Club, by providing the Club with his or her email address or similar, is taken to have agreed to receive communications from the Club in electronic form at that address, unless the member has indicated to the Club his or her unwillingness to receive such communications in that form.

21.3.2 The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) provide the members with the notice referred to in Clause 11.5 (notice of general meetings);
- (b) give Charity Trustees notice of their meetings in accordance with Clause 18.3 (calling meetings).

21.3.3 The Charity Trustees must:

- (a) take reasonable steps to ensure that members and Charity Trustees are promptly notified of the publication of any such notice or proposal;
- (b) send any such notice or proposal in hard copy form to any member or Charity Trustee who has not consented to receive communications in electronic form.

22. Keeping of Registers

The Club must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Charity Trustees.

23. Minutes

23.1 The Charity Trustees must keep minutes of all:

- 23.1.1 appointments of officers made by the Charity Trustees;

- 23.1.2 proceedings at general meetings of the Club;
- 23.1.3 meetings of the Charity Trustees and committees of Charity Trustees including:
- (a) the names of the trustees present at the meeting;
 - (b) the decision made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- 23.1.4 decisions made by the Charity Trustees otherwise than in meetings.
- 23.2 Any such minutes shall be kept for at least 10 years from the date of the decision recorded.
- 23.3 Any such minutes, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 23.4 Any such records shall be circulated to all Charity Trustees.
- 24. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance**
- 24.1 The Charity Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Club, within 10 months of the financial year end.
- 24.2 The Charity Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Club entered on the Central Register of Charities.
- 25. Rules**
- 25.1 The Charity Trustees shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:
- (a) setting out different categories of membership of the Club;
 - (b) setting the criteria for admission to membership of the Club for the different categories of members;
 - (c) creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the Charity Trustees in the better administration of the Club;
 - (d) setting or adopting such other regulations or policies, including for example child protection and equality policies, as the Charity Trustees think fit; and
 - (e) in relation to licensable activities of the Club.

provided that nothing in those Rules shall prejudice the Club's status as a charity and provided that the said Rules shall be consistent with this constitution.

26. Disputes

If a dispute arises between members of the Club about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by reference to the Charity Trustees, if the decision of the Charity Trustees is not accepted by the parties to the dispute it must be referred to mediation before resorting to litigation.

27. Amendment of Constitution

As provided by sections 224-227 of the Charities Act 2011:

27.1 This constitution can only be amended:

27.1.1 by resolution agreed in writing by all members of the Club; or

27.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Club.

27.2 Any alteration of Clause 3 (*objects*), Clause 28 (*voluntary winding up or dissolution*), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or members of the Club or persons connected with them, requires the prior written consent of the Charity Commission.

27.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

27.4 A copy of any resolution altering the constitution, together with a copy of the Club's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary Winding Up or Dissolution

28.1 As provided by the Dissolution Regulations, the Club may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Club can only be made

28.1.1 at a general meeting of the members of the Club called in accordance with Clause 11 (*meetings of members*), of which not less than 28 days' notice has been given to those eligible to attend and vote by a resolution passed by a 75% majority of those voting; or

28.1.2 by a resolution agreed in writing by all members of the Club.

28.2 Subject to the payment of all the Club's debts:

28.2.1 any resolution for the winding up of the Club, or for the dissolution of the Club without winding up, may contain a provision directing how any remaining assets of the Club shall be applied;

- 28.2.2 if the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the Club shall be applied;
- 28.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Club.
- 28.3 The Club must observe the requirements of the Dissolution Regulations in applying to the Commission for the Club to be removed from the Register of Charities, and in particular:
- 28.3.1 the Charity Trustees must send with their application to the Commission:
- (a) a copy of the resolution passed by the members of the Club;
 - (b) a declaration by the Charity Trustees that any debts and other liabilities of the Club have been settled or otherwise provided for in full; and
 - (c) a statement by the Charity Trustees setting out the way in which any property of the Club has been or is to be applied prior to its dissolution in accordance with this constitution,
- 28.3.2 the Charity Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Club, and to any Charity Trustee of the Club who was not privy to the application.
- 28.4 If the Club is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. Interpretation

In this constitution:

Bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Chairman means the person elected from time to time in accordance with this constitution as the chairman of the Club.

Charity Trustee means a charity trustee of the Club.

Clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

Chairman of the meeting has the meaning given in Clause 11.6.2.

Club means the above named CIO.

Communications Provisions means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

Conflict of interest means any direct or indirect interest of a Charity Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Club.

Connected person means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee;
- (b) the spouse or civil partner of the Charity Trustee or of any person falling within Clause (a) above;
- (c) a person carrying on business in partnership with the Charity Trustee or with any person falling within Clause (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the Charity Trustee or any connected person falling within Clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within Clause (d)(i), when taken together
- (e) a body corporate in which:
 - (i) the Charity Trustee or any connected person falling within Clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within Clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

Dissolution Regulations means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

Document includes, unless otherwise specified, any document sent or supplied in electronic form.

Elected Trustee means a charity trustee elected in accordance with Clause **Error! Reference source not found..**

Facilities means land, buildings, equipment, supervision, coaching and organising sporting activities.

General meeting means a general meeting of the Club.

General Regulations means the Charitable Incorporated Organisations (General) Regulations 2012.

Secretary means the secretary of the Club appointed from time to time in accordance with this constitution.

Treasurer means the treasurer of the Club appointed from time to time in accordance with this constitution.

Life Member means a member who is appointed as a life member pursuant to Clause 11.1.2.

Member means a person admitted to the membership of the Club in accordance with Clause 9.1 and any Rules from time to time in force.

Non-Voting Members means all members of the Club other than the Voting Members.

Participate in relation to a meeting of the Charity Trustees, has the meaning given in Clause 18.4.

President means the person from time to time elected in accordance with this constitution as the president of the Club.

Rules means the rules and regulations of the Club made by the Charity Trustees or by the Club in general meeting, as amended from time to time.

Section Charity Trustees means the representative of each Section Committee proposed as a Charity Trustee in accordance with clause 17.3.

Section Committee means the committee elected by each of the sporting (or other activities) sections of the Club.

Section Committee Chairman means the chairman of each Section Committee.

Section Committee Rules means the rules of each Section Committee as approved in accordance with clause 17.3.

Sport Section means each sports section or other activity of the Club duly recognised as such a section by the Charity Trustees.

Vice-Chairman means the person from time to time elected in accordance with this constitution as the vice-chairman of the Club.

Voting Members means the members of the Club who, under this constitution, are entitled to receive notice of, attend and vote at general meetings.

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.