

BONNYRIGG ROSE FOOTBALL (SPORTS) CLUB

CONSTITUTION

1. Name

The name of the organisation shall be known as Bonnyrigg Rose Football (Sports) Club, hereinafter referred to as 'the organisation'.

The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

"Charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

"Charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

2. Purpose and Objectives

The purpose and objectives of the organisation are as follows:

- a) To provide people in Bonnyrigg and the wider area with the opportunity to play association football, rugby and other such sports that are incorporated.
- b) To ensure that those wishing to play football are afforded the opportunity to do so at a level appropriate to their individual ability and without discrimination, regardless of age, gender, religion or race.
- c) To foster and develop youth and adult sport in the Bonnyrigg area within a safe environment.

3. Powers

In furtherance of the objects of the organisation, the organisation may:-

- a) Raise funds and invite contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the organisation shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose;
- b) Invest the money of the Organisation not immediately required for the said objectives in or upon such investments, security or property as may thought to be fit, subject nevertheless to such conditions (if any) that may be imposed or required by law;
- c) Engage in all other legitimate activities as are necessary for the attainment of the objectives of the Organisation;
- d) Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects.

- e) Make regulation for the management of any property which may be so acquired;
- f) Enter into membership of such Organisations as are considered to be in the interest of and compatible with the objects of the Organisation;
- g) Arrange and provide for or join in arranging or providing for the holding of seminars, meetings, exhibitions or other events which are compatible with the objects of the Organisation.

4. Membership

Membership of the Organisation shall be:

a) Sports Section Membership

Applications for Sports Section Membership shall be in writing and subject to the approval of the Executive Committee. Annual sports section membership subscription is **£50**

b) Full Membership

Individuals who are interested in furthering the work of the Organisation by participating in sport, and who have paid the annual subscription of **£10**

c) Youth Membership

Individuals who are interested in furthering the work of the Organisation by participating in sport, and who have paid the annual subscription as determined by the age category.

d) Social Membership

Individuals who are interested in furthering the work of the Organisation, and who have paid the annual subscription of **£10**

e) County Membership

Individuals who are former members of Bonnyrigg Rose Football (Sports) Club but who now live more than 50 miles from Bonnyrigg. Such members will have the same rights under the constitution as full members of the club.

f) Honorary Membership

Awarded to individuals who are long-standing or former members of any of the club whose contribution should be recognised as a result of their services to the club. Election to honorary membership shall be by a majority vote at an Annual General Meeting and will be subject to the same nomination process for committee appointments as specified in Paragraph 8 of the constitution as full members of the club.

For the avoidance of doubt, voting rights are as specified within section 9 of this document. Membership of the Organisation does not automatically provide voting rights.

In the event of such individual person resigning or otherwise leaving the Organisation, he/she shall forthwith cease to represent the Organisation.

The Executive Committee of the Organisation shall have the right for good and sufficient reason to terminate the membership of any individual. The individual concerned shall have the right to be heard by the Executive Committee before a final decision is made.

5. Trustees

a) Number of charity trustees

The maximum number of charity trustees is 6, of whom a minimum of 3 shall be Member Trustees and a maximum of 2 shall be Appointed Trustees.

A Member Trustee means a charity trustee drawn from the membership of the organisation elected under paragraph 6 d)

Appointed Trustee means a non-elected charity trustee appointed or re-appointed by the charity trustees under paragraph 6 d)

The Member Trustees shall at all times constitute a majority of the charity trustees.

The minimum number of charity trustees is 5.

b) Eligibility

A person will not be eligible for election to the board as a Member Trustee unless he/she is a member of the organisation.

The charity trustees may appoint any non-member (other than an employee of the organisation) to the Board as an Appointed Trustee providing he/she is willing to act, either to fill a vacancy or as an additional charity trustee.

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

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

(i) an employee of the organisation.

c) Initial Charity Trustees

The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

d) Election, retiral, re-election

Any member who wishes to be considered for election as a charity trustee at an AGM must lodge with the Board a signed written notice (in such form as the charity trustees require), confirming that he/she is willing to be appointed. The notice should be submitted at any time prior to the AGM.

At each AGM, the members may elect any member (unless he/she is debarred from membership under paragraph 6 b) to be a charity trustee.

The board may at any time appoint any member (unless he/she is debarred from membership under paragraph 6 b) to be a charity trustee, either to fill a vacancy or as an additional charity trustee.

The period of office of a member trustee will correlate with that of the Executive Committee, as set out in paragraph 5 c)

At the conclusion of each AGM all Appointed Trustees shall vacate office.

Immediately following each AGM the charity trustees may re-appoint any person who, as an Appointed Trustee, vacated office under the preceding clause. The charity trustees may alternatively appoint someone else in his/her place or resolve not to fill the vacancy.

The charity trustees shall exercise their powers under the clauses contained within this paragraph in such a way as to ensure that at any given time up to a maximum of 2 charity trustees are individuals nominated for office by organisations which are regarded by the charity trustees as being of relevance to the organisation.

e) Termination of office

A charity trustee will automatically cease to hold office if: -

- i) he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- ii) 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;
- iii) he/she ceases to be a member of the organisation (unless holding office as an Appointed Trustee);
- iv) he/she becomes an employee of the organisation;
- v) he/she gives the organisation a notice of resignation, signed by him/her;
- vi) 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;
- vii) 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 charity trustees;
- viii) 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 under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- ix) he/she is removed from office by a resolution of the members passed at a members' meeting

A resolution under paragraph vii), viii) or ix) shall be valid only if: -

- i) the charity trustee 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;
- ii) the charity trustee 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

- iii) (in the case of a resolution under paragraph vii) or viii) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

f) Register of charity trustees

The board must keep a register of charity trustees, setting out for each current charity trustee:

- i) his/her full name and address;
- ii) the date on which he/she was appointed as a charity trustee; and
- iii) any office held by him/her in the organisation;

For each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:

- i) the name of the charity trustee;
- ii) any office held by him/her in the organisation; and
- iii) the date on which he/she ceased to be a charity trustee.

The board must ensure that the register of charity trustees is updated within 28 days of any change:

- i) which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- ii) which is notified to the organisation.

If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

g) General Duties

Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-

- i) seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- ii) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- iii) in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party
 - (1) put the interests of the organisation before that of the other party;

- (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;
- iv) ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

In addition to the duties outlined in the clauses contained within this paragraph above, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- i) that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- ii) that any trustee who has been in serious and persistent breach of those duties is removed as a trustee

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 charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 85 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.

6. Office Bearers

- a) At the Annual General Meeting the Organisation will elect the following office bearers:
- i. Bonnyrigg Rose Football (Sports) Club Executive Committee
 - ii. Chairperson of Bonnyrigg Rose Football (Sports) Club
 - iii. Secretary
 - iv. Treasurer
 - v. Vice Chairperson
 - vi. Player Protection Officer
 - vii. Commercial Officer
 - viii. Facilities Officer
 - ix. Development Officer
- b) In addition to the above, a minimum of one Sports Section representative, each to be elected by their respective Sports Section, shall, of right, form part of the Executive Committee.
- c) The members of the Executive Committee shall serve for a period of 2 years after which they may, if eligible, offer themselves for re-election.
- d) The Executive Committee shall appoint such other office bearers that they, or the Organisation, shall from time to time decide upon.
- e) Office bearers shall hold office until the conclusion of the next annual general meeting of the Organisation, after their election and after confirmation of their election at their member Club.

7. Executive Committee

- a) Subject as hereinafter mentioned the policy and management of the Organisation shall be directed by an Executive Committee which shall meet not less than 6 times per year.
- b) The members of the Executive Committee shall be elected at the annual general meeting of the Organisation in accordance with clause 7a hereof.
- c) In addition to the members elected at the annual general meeting the Executive Committee may co-opt up to 4 further full members of the Organisation.
- d) The Executive Committee may fill any casual vacancy on the Executive Committee and any person appointed to fill such a casual vacancy shall hold the office until the conclusion of the next annual general meeting of the Organisation.
- e) The Executive Committee may appoint such special or standing committees or sub committees, as may be considered necessary and shall determine their terms of reference, powers, duration and composition.

8. Meeting of the Organisation

- a) The first meeting of the Organisation will take place no later than the 1st Day in October 2013 and once in each year thereafter. An annual general meeting of the Organisation shall be held at such times (not being more than 15 months after the proceeding annual general meeting) and at such a place as the Executive Committee shall determine. At least 21 clear days notice of the meeting shall be given in writing by the Secretary to each member of the Organisation. At such annual general meetings the business shall include the approval of the audited accounts, election and confirmation of members to serve on the Executive Committee, and the approval of auditors for the following year. Any other business can be raised by a Sports Section, subject to them notifying the Secretary of the business concerned in writing 21 days prior to the annual general meeting.
- b) The Chairperson of the Organisation may at any time at their discretion call a special general meeting of the Organisation. At least 21 days notice of such a meeting should be given.
- c) The Secretary of the Organisation shall call a special general meeting of the Organisation within 21 days of receiving a written request to do so, signed by a Sports Section.

9. Rules of Procedure at All Times

- a) The quorum at an Executive Committee meeting shall be 5 members.
- b) Unless otherwise specified within this constitution, all questions arising at any meeting shall be decided by a simple majority of those persons present and if entitled to vote.
- c) Members of the Executive Committee shall each have one vote.
- d) Arrangements for proxy voting may from time to time be made by the Executive Committee.

- e) The minutes of meetings of the Organisation, the Executive Committee and member Clubs shall contain a record of all proceedings, resolutions and decisions and should be distributed to both member Clubs.

10. Finance

- a) All money raised by or on behalf of the Organisation shall be applied to further the objectives of the Organisation and for no other purpose.
- b) The Treasurer shall keep proper accounts of the finances of the Organisation.
- c) The accounts of the Organisation shall be audited at least once per year by the auditor or auditors appointed at the annual general meeting.
- d) An audited statement of accounts for the year from August to July shall be submitted to the annual general meeting by the Executive Committee.
- e) A bank account shall be opened in the name of the Organisation with a bank or building society as the Executive Committee shall from time to time decide. The Executive Committee shall authorise in writing three members of the Executive Committee, one of whom shall be the Treasurer, to sign cheques on behalf of the Organisation. All cheques must be signed by not less than two of the three authorised signatories.
- f) Individual Sports Sections may operate their own bank accounts and should also maintain accounts as defined by their own constitutional rules.

11. Property

The title to all property, heritable and moveable, which may be acquired by the Organisation, shall be vested in the name of the Chairperson, the Secretary and the Treasurer for the time being, or in the names of a trust established for that purpose.

12. Alterations to the Constitution

Alterations to the constitution shall be presented to the Executive Committee by the appropriate Sports Section in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. Notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each member of the Executive Committee.

The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

13. Dissolution

If the executive committee by a simple majority decide, at any time that on the grounds of expense or otherwise deem it is necessary or advisable to dissolve the Organisation, it shall call a special general meeting of the Organisation, of which meeting not less than 21 days (stating the terms of the resolution to be proposed thereat) notice shall be given. If such a decision shall be confirmed by a two-thirds majority of those present and entitled to vote and voting at such meeting, the Executive Committee shall have the power to dispose of any assets held by or on behalf of the Organisation in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable or sporting organisations having objectives similar to the objects of the Organisation as the Executive Committee shall determine.

14. Interpretation

References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

- i) any statutory provision which adds to, modifies or replaces that Act; and
- ii) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph i) above.

This constitution was adopted at the first general purpose meeting of Bonnyrigg Rose Football (Sports) Club

Signed..... Date.....

Print Name.....

Position within Sports Section:

Bonnyrigg Rose Athletic JFC

Signed..... Date.....

Print Name.....

Position within Sports Section:

Bonnyrigg Rose Football Club

Signed..... Date.....

Print Name.....

Position within Sports Section:

Bonnyrigg Rose A U21s

Signed.....

Date.....

Print Name.....

Position within Sports Section:

Lasswade Thistle FC

This constitution will be ratified at the first full general meeting of Bonnyrigg Rose Football (Sports) Club when appointment of the Executive Committee Office Bearers will be made.

