

PITSHANGER FOOTBALL CLUB ("THE CHARITY")

CONSTITUTION

[Adopted on the 17th March 2002; amended 6th July 2003 (clause 42) and 11th July 2004 (clauses 4 (IX) and 26)]

Name

- 1 The name of the club is Pitshanger Football Club. ("The Charity")

Administration

- 2 Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with the constitution by the members of the Executive Committee constituted by clause 12 of this constitution "The Executive Committee".

Object

- 3 The object of the Charity is to advance the education of children between the ages of 6 and 17 in the London Borough of Ealing by the provision of facilities and opportunities for playing football so as to promote and encourage the physical development of such children.

Powers

- 4 In furtherance of the object, but not otherwise, the Executive Committee may exercise the following powers,
 - I. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law,
 - II. power to buy, take on lease or in exchange any property necessary for the achievement of the object and to maintain and equip it for use,
 - III. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity,
 - IV. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed,

- V. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation for staff and their dependents,
- VI. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them,
- VII. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects,
- VIII. power to appoint and constitute such advisory committees as the Executive Committee may think fit,
- IX. power to formulate and operate Rules, Policies and Procedures through which the Club's activities shall be conducted and controlled. These will form a binding agreement between each member of the Club.
- X. power to do all such other lawful things as are necessary for the achievement of the objects.

Membership

- 5** Membership of the Charity is open to young people and their parents/guardians (subject to clause 10 "Payment of Membership Subscriptions") and other helpers.
- 6** Every young person shall complete and sign an application form, countersigned by the parents/guardians which shall be handed to the Honorary Secretary for acceptance at the following Executive Committee Meeting.
- 7** The membership of other helpers shall be minuted by the Executive Committee.
- 8** Every member over 18 years of age shall have one vote.
- 9** The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee accompanied by a friend, before a final decision is made.

Payment of Membership Subscriptions

- 10** All young people shall pay on being accepted to membership, an annual subscription within 28 days. The membership year runs from 1st September to the following 31st August. Such subscription levels shall be determined annually by the Executive Committee and will be a debt owed to the Charity. The Executive Committee may at its discretion grant a reduced level subscription where membership commences during the membership year.

Honorary Officers

- 11** At the Annual General Meeting of the Charity the members shall elect from amongst themselves a Chairman, Secretary and a Treasurer who shall hold office from the conclusion of the meeting.

Executive Committee

- 12** The Executive Committee shall consist of not less than seven members nor more than fifteen members being,
- I. The Honorary Officers specified in the preceding clause.
 - II. Not less than four and not more than twelve members elected at the Annual General Meeting who shall hold office from the conclusion of this meeting.
- 13** The Executive Committee may in addition appoint not more than five co-opted members but so that no one may be appointed as a co-opted member if, as a result more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 21 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 14** All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 15** The proceedings of the Executive Committee shall not be invalidated by any vacancy amongst their numbers or by any failure to appoint or any defect in the appointment or qualification of a member.
- 16** Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

17 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book/file of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

Determination of Membership of Executive Committee

- 18** A member of the Executive Committee shall cease to hold office if he or she,
- I. is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993, (or any statutory re-enactment or modification of that provision)
 - II. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - III. is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office is vacated, or,
 - IV. notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

Executive Committee Members not to be personally interested

- 19** Subject to the provisions of clause 20, no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 20** Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity, provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meetings at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

Meetings and proceedings of the Executive Committee

- 21 The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
- 22 The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting before any other business is transacted.
- 23 There shall be a quorum when at least one third of the number of members of the Executive Committee, for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- 24 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 25 The Executive Committee shall keep minutes, in books/files kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 26 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the constitution. See also Clause 4 (IX).
- 27 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

Presidents and Vice-Presidents

- 28 The Executive Committee shall be empowered to elect a President and Vice-Presidents of the Charity, which positions shall be considered honorary appointments only and shall be elected annually. The President and Vice-Presidents shall be entitled to the full privileges of membership of the Charity. The number of Vice-Presidents shall at no time exceed six.

Receipts and Expenditure

- 29** Every young member taking part in a game or event organised or sanctioned by the club shall immediately pay a fee as determined by the Executive Committee which will be a debt due to the club. Any member failing to pay such fees within 28 days after it has become due will be further reminded by a member of the Executive Committee of monies due. If after 7 further days monies due are not received by the club, then, the matter will be referred to the Executive Committee who shall be entitled to terminate his or her membership without further notice.
- 30** The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 31** The funds belonging to the Charity shall be applied only in furthering the objects.

Property

- 32** Subject to the provisions of clause 33, the Executive Committee shall cause the title to all land held by or in trust for the charity which is not vested in the Official Custodian for Charities and all investments held by or on behalf of the charity, to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 33** If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

Accounts

- 34** The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to,
- I. The keeping of accounting records for the Charity,
 - II. The preparation of annual statements of account for the Charity,

III. The auditing or independent examination of the statements of account of the Charity, and

IV. The transmission of the statements of account of the Charity to the Commission.

Annual Report and Annual Return

35 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission.

Annual General Meeting

36 There will be an annual general meeting of the Charity which shall be held in the month of June in each year or as soon as practicable thereafter.

37 Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of the annual general meeting to all the members of the Charity. All the members of the Charity over 18 years of age shall be entitled to attend and vote at the meeting.

38 The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

39 Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Special General Meetings

40 The Executive Committee may call a special general meeting of the Charity at any time. If at least thirty members or one fifth of the members, whichever is the smaller request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

Procedure at General Meetings

41 The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the charity.

42 There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or twenty members of the Charity, whichever is the smaller, are present at any general meeting.

Notices

- 43 Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

Alterations to the Constitution

- 44 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 45 No amendment may be made to clause 1, 2, 3, 19, 20, 44, 46, 47 and 48, or this clause without the prior consent in writing of the Commissioners.
- 46 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 47 The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

Dissolution

- 48 If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

Adoption of Constitution

- 49 This constitution was adopted on the date mentioned above by the current members of the Management Committee (to become the Executive Committee under this constitution) whose signatures appear at the bottom of this document.

The following signatures of the current members of the Management Committee (to become the Executive Committee under this constitution) confirm their acceptance of this constitution including its process of implementation.

NAME

SIGNATURE

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