

Constitution of Salvesen Community Football Club (SCIO)

Type of organisation

1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation

Scottish principal office

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

Name

2. The name of the organisation is Salvesen Community Football Club(SCIO)

Purposes

1. The purposes of the club are: to increase participation of young people in sport and physical activity; to address disadvantage among young people through community development and community capacity building; to improve community health

Powers

1. The organisation has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so
2. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to Trustees - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes
3. Clause 6 does not prevent the organisation making any payment which is permitted under clauses 41-44

Liability of charity trustees

1. The charity trustees(in their capacity as members -see clause 12) have no liability to pay any sums to help to meet the debts or other liabilities of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the charity trustees will not be held responsible
2. The charity trustees have certain legal duties under the Scottish Charities Act and clause 8 does not exclude(or limit) any personal liabilities they might incur if they are in breach of these duties,or in breach of other legal obligations or duties which apply to them personally

General Structure

1. The structure of the organisation consists of a Board - who hold regular meetings and generally control the activities of the organisation
2. The Board appoints charity trustees to fill vacancies and the people serving on the Board(in their capacity as members of the organisation-see clauses 12 and 14) have power to make changes to the constitution
3. The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES(or trustees) - and they are also the MEMBERS of the organisation for the purposes of the Scottish Charities Act
4. Under the provisions of this constitution, no-one can be a member unless they are also a Trustee of the charity;and if anyone ceases to be a trustee they automatically cease to be a member
5. The Scottish Charities Act requires certain decisions to be taken by the charity trustees in their capacity as members of the organisation

Board

1. The maximum number of charity trustees is 11
2. The minimum number of charity trustees is 3

Eligibility

1. A person will not be eligible for appointment to the board if they are (a) disqualified from being a Charity trustee under the Scottish Charity Act or (b) an employee of the organisation

Initial charity trustees

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

Appointment/retrial

1. The board may at any time appoint any person(subject to clause 15 and providing they are not debarred under clause 17) to be a charity trustee by way of a resolution passed by majority vote at a board meeting
2. At the conclusion of the first AGM one third of the trustees shall retire from office (selection by a random method)
3. At the conclusion of each AGM(other than the first): (a)any trustees appointed during the period since the preceding AGM (but excluding those reappointed under Clause 23 during the period) shall retire from office; (b)out of the remaining trustees one third shall retire from office
4. The charity trustees to retire under para (b) of clause 21 shall be those who have been longest in office since they were last appointed or re-appointed; a random method will be used in the case a same date appointment/reappointment

1. A trustee who retires from office under clause 20 or 21 at the conclusion of an AGM shall be eligible for reappointment at the next Board meeting
2. A trustee vacating office at the conclusion of an AGM will be deemed to have been reappointed at the board meeting which next follows unless: (a) they advise the board that they do not wish to be reappointed or (b) a resolution for the reappointment of that trustee was put to the board and not carried

Termination of office

1. A charity trustee will automatically cease to hold office if (a) they become disqualified from being a charity trustee under the Scottish Charities Act, (b) they become incapable for medical reasons of carrying out their duties as a trustee - but only if that has continued (or is expected to continue) for a period of more than 6 months, (c) they become an employee of the organisation, (d) they give the organisation notice of resignation, (e) they are absent (without good reason in the opinion of the Board) for more than 3 consecutive board meetings - but only if the board resolve to remove them from office, (f) they are removed from office by resolution of the Board on the grounds that they are considered to have committed a serious breach of the code of conduct of trustees (as referred to in clause 45) or (g) they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66 (1) or (2) of the Scottish Charities Act
2. A resolution under para (f) or (g) of clause 25 shall only be valid if : (a) the trustee concerned is given reasonable notice of the grounds on which the resolution for their removal is to be proposed, (b) the trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to a vote (c) at least two thirds (to the nearest round number) of the trustees then in office vote in favour of the resolution

Register of charity trustees

1. The board must keep a register of charity trustees setting out : (a) for each current trustee (i) their full name and address (ii) the date they were appointed (iii) any office held by them in the organisation; (b) for each former trustee - for at least 6 years from the date at which they ceased to be a trustee (i) name of the charity trustee (ii) any office held by them in the organisation (iii) the date they ceased to be a trustee
2. The board must ensure that the register of trustees is updated within 28 days of any change (a) which arises from a resolution of the board or (b) which is notified to the organisation
3. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them 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 with the addresses blanked out - if the organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises

1. The members of the organisation are identical to its trustees so no register of members is required

Office bearers

1. The trustees must select from among themselves a chair, a treasurer and a secretary
2. In addition to the office-bearers required under clause 31, trustees may elect further office-bearers from among their number if they consider that appropriate
3. All office bearers will cease to hold office at the conclusion of each AGM but may then be re-elected by the board after the AGM under clause 31 or 32
4. A person elected to any office will automatically cease to hold that office (a) if they cease to be a charity trustee or (b) if they give to the organisation a notice of resignation from that office

Powers of the board

1. Except where this constitution says otherwise (a) the organisation (and its assets and operations) will be managed by the board and (b) the board may exercise all the powers of the organisation
2. A meeting of the board at which a quorum is present may exercise all powers exercisable by the Board

Charity trustees-general duties

1. Each of the trustees has a duty, in exercising functions as a trustee, to act in the interests of the organisation; and in particular must (a) seek in good faith to ensure that the organisation acts in a manner which is in accordance with its purpose. (b) act with the care and diligence it is reasonable to expect of a person who is managing the affairs of another person (c) in circumstances giving rise to the possibility of a conflict of interest between the organisation and a third party (i) put the interests of the organisation before that of the other party or (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other trustees with regard to the matter in question, (d) ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act
2. In addition to the duties outlined in clause 37, all trustees must take such steps as are reasonably practical for the purpose of ensuring: (a) that any breach of any of these duties by a trustee is corrected by the trustee concerned and not repeated; (b) that any trustee who has been in serious or persistent breach of those duties is removed as a trustee

Conflicts of interest involving trustees - general

1. The board must use every effort to ensure that conflicts of interest involving trustees are identified at the earliest opportunity and appropriately managed
2. In addition to complying with clause 29, (a) the board must maintain a register of trustee interests, (b) the chair of each board meeting must invite declarations of interest shortly after the start of the meeting, (c) the minutes of each board meeting must record any conflicts of interest which have been declared at the meeting and must set out in detail how any such conflicts have been managed

Remuneration and expenses

1. No charity trustee may serve as an employee of the organisation and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a trustee
2. Where a trustee provides services to the organisation or might benefit from any remuneration paid to a connected party for such services : (a) the maximum amount of remuneration must be specified in a written agreement and must be reasonable, (b) the Board must be satisfied that it would be in the interests of the organisation to enter into the arrangement (c) less than half the charity trustees must be receiving remuneration from the organisation or benefit from remuneration of that nature
3. Provided they have declared an interest- and have not voted on the question of whether or not the organisation should enter into the arrangement- a trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest that is not prohibited by clauses 41 or 42, and (subject to clause 42 and the provisions relating to remuneration for services contained in the Scottish Charities Act) they may retain any personal benefit which arises from that arrangement.
4. Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

Code of conduct for trustees

1. Each of the trustees shall comply with the code of conduct prescribed by the board from time to time
2. The code of conduct referred to in clause 46 shall be supplemental to the provisions relating to the conduct of trustees contained in this constitution and the duties imposed by the Scottish Charities Act

DECISION MAKING BY THE TRUSTEES

Notice of board meetings

1. Any trustee may call a meeting of the Board or may ask the secretary to call a meeting of the board
2. At least 7 days notice must be given of each board meeting, unless, in the opinion of the person calling the meeting there is a degree of urgency which makes that inappropriate.

1. If trustees are to be permitted to participate in a board meeting by way of audio/video links the trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link and (particularly for the benefit of those trustees who may have difficulties in using a computer or laptop for this purpose) the trustees attention should be drawn to the following options: (a) participating via an audio link accessed by phone, (b) where attendance in person is to be permitted either on an open basis or subject to a restriction on the total number who will be permitted to attend) to attend the meeting in person

Procedure at board meetings

1. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three trustees
2. An individual participating in a board meeting via an audio or visual link will be deemed to be present
3. If at any time the number of trustees in office falls below the number stated as the quorum in clause 50, the remaining trustees will have the power to fill the vacancies or call a members meeting- but will not be able to take any other valid decisions
4. The chair of the organisation should act as chair of each board meeting
5. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), trustees present at the meeting must elect (from among themselves) the person who will act as chair of the meeting
6. Every charity trustee has one vote which must be given personally (subject to clause 61)
7. All decisions at board meetings will be made by majority vote
8. If there is an equal number of votes for and against any resolution the chair of the meeting will be entitled to a second (casting) vote
9. The board may if they consider it appropriate (and must if that is required under clause 59) allow trustees to participate in board meetings by way of audio/video links which allow them to hear and contribute to discussions at the meeting
10. If restrictions arising from public health legislation are likely to mean that attendance in person would not be possible or advisable for one or more trustees, the board must make arrangements for trustees to participate in that board meeting by way of audio/video links which allow them to hear and contribute to discussions at the meeting
11. A board meeting may involve two or more trustees participating in via attendance in person while other trustees participate via audio/video links; or it may involve participation solely via audio/video links
12. Where a trustee is participating in a board meeting via an audio/video link, they may cast their vote orally or by way of some form of visual indication, or by use of a voting button or a message sent electronically
13. The board may, at its discretion, allow any person to attend (whether in person or by audio/video link) and speak at a meeting notwithstanding that they are not a trustee- but on the basis that they must not participate in decision making
14. A trustee must not vote at a board meeting (or a meeting of a subcommittee) on any resolution which relates to a matter in which they have a personal interest or duty which

conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with

1. For the purposes of clause 63: (a) an interest held by an individual who is “connected” with the trustee under section 68(2) of the Scottish Charities Act (husband/wife,partner,child, parent,brother/sister etc) shall be deemed to be held by that trustee. (b) a trustee will (subject to clause 65) be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee,director,member of the management committee,officer or elected representative (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter
2. Where a subsidiary of the organisation has an interest in a particular matter which is to be considered by the board, a trustee who is also a director of the subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary)

Technical objections to remote participation in board meetings

1. This constitution imposes certain requirements regarding the use of audio/video links as a means of participating and voting at board meetings; providing the arrangements made in relation to a given meeting are consistent with those requirements: (a) a trustee cannot insist on participating in the board meeting or voting in the board meeting by any particular means, (b) the board meeting may not be held in any particular place,(c) the board meeting may be held without any particular number of those participating in the meeting being present in person at the same place, (d)the board meeting may be held by any means which permits those participating to hear and contribute to discussions at the meeting, (d) a trustee will be able to exercise the right to vote at the meeting by such means as is determined by the chair of the meeting and which permits that trustee’s vote to be taken into account.

Board resolutions agreed in writing or by email

1. A resolution agreed in writing (or by email) by a majority of the trustees then in office shall (subject to clauses 67 and 69) be as valid as if passed at a board meeting
2. A resolution under clause 67 shall not be valid unless a copy of the resolution was circulated to all trustees along with a cut off time(which must be reasonable in the circumstances)for notifications under clause 69
3. If a resolution is circulated to trustees under clause 68 any one or more trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a board meeting should be held to discuss the matter; and if such notification is received prior to the cut off time: (a) the secretary must convene a board meeting accordingly and on the basis that it will take place as soon as reasonably possible, (b) the resolution cannot be treated as valid under clause 67 unless and until the board meeting has taken place, (c) the board may (if they consider it appropriate on the basis of discussions at the meeting) resolve at that meeting that the resolution should be

treated as invalid, (notwithstanding that it previously been agreed to in writing or email) by a majority of trustees then in office

Minutes of board meetings

1. The board must ensure that proper minutes are kept in relation to all board and any subcommittee meetings and that a proper record is kept of all resolutions agreed to in writing or by email under clause 67
2. The minutes to be kept under clause 70 must include the names of those present and(so far as possible) be signed by the chair of the meeting
3. The records of resolutions kept under clause 70 must include the names of trustees who agreed to the resolution (as well as any who disagreed) and should be signed by the chair of the organisation
4. Omit
5. Omit

DECISION MAKING BY TRUSTEES -IN THEIR CAPACITY AS MEMBERS

1. For certain purposes of the Scottish Charities Act, the trustees make decisions in their capacity as *members* of the organisation rather than as a board; the provisions of clauses 76-100 relate to those situations

Annual general meetings

1. The board must convene a meeting of trustees - in their capacity as members -in each calendar year; that meeting will be called an AGM
2. The gap between one AGM and the next one must be no more than 15 months
3. Notwithstanding clause 76, an AGM does not need to be held during which the organisation is formed; but the first AGM must still be held within 15 months of the date of formation
4. The business of the AGM must include (a) a report by the chair on the activities of the organisation and (b) consideration of the future strategy of the organisation, including a review of key risks and opportunities
5. The board may convene any other meeting of trustees- in their capacity as members of the organisation- at any time

Notice of members meetings

1. At least 14 clear days notice must be given of any AGM or other members meeting
2. The notice calling a members meeting must specify in general terms what business is to be dealt with at the meeting and (a) in the case of resolutions falling within clause 90 (requirement for two thirds majority) must set out the exact terms of the resolution and (b) in terms of a resolution to alter the constitution must set out the exact terms of the proposed alterations

1. The reference to “clear days” in clause 81 shall be taken to mean that in calculating the period of notice (a) the day after the notices are posted (or sent by email) should be excluded; and (b) the day of the meeting itself should be excluded
2. Notice of every members meeting must be given to all trustees, but the accidental omission to give notice to one or more trustees will not invalidate the proceedings at the meeting
3. Any notice of a members meeting which requires to be given to a trustee in their capacity as a member- under this constitution must be (a) sent by post to the trustee at the address last notified by them to the organisation; or (b) sent by email to the trustee at the email address last notified by them to the organisation
4. Clause 49 shall apply where notice is being given in relation to a members meeting at which trustees (in their capacity as members) are to be permitted to participate via audio or video links

Procedure at members meetings

1. The provisions of clauses 50,51,53 and 54 (quorum, chair) shall apply in relation to all meetings of trustees in their capacity as members of the organisation

Voting at members meetings

1. Every trustee shall have one vote in their capacity as member which must be given personally (subject to clause 94)
2. All decisions at members meetings will be made by majority vote - with the exception of the types of resolution listed in clause 90
3. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members meeting (or if passed by way of a written resolution under clause 96: (a) a resolution amending the constitution, (b) a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation), (c) a resolution to the effect that all of the organisation’s property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all its property, rights and liabilities) (d) a resolution for the winding up or dissolution of the organisation
4. If there is an equal number of votes for and against any resolution the chair of the meeting will be entitled to a second (casting) vote
5. A resolution put to the vote at a members meeting will be decided on a show of hands - unless the chair (or at least two other members present at the meeting) ask for a secret ballot
6. The chair will decide how any secret ballot is to be conducted and they will declare the result of the ballot at the meeting
7. The provisions of clauses 58-61 (remote participation) shall apply in relation to participating and voting by trustees in their capacity as members of the organisation

Technical objections to remote participation in members meetings

1. The principles set out in clause 66(technical objections to remote participation) shall apply to remote participation and voting at members meetings

Written resolutions by members

1. A resolution agreed to in writing (or by email) by all the trustees in their capacity as members of the organisation, will be as valid as if it had been passed at a members meeting; the date of the resolution will be taken to be the date on which the trustees agreed to it

Minutes of members meetings

1. The board must ensure that proper minutes are kept in relation to all members meetings, and that a proper record is kept of all resolutions agreed in writing or by email under clause 96
2. Minutes of members meetings must include the names of those present, and (so far as is possible) should be signed by the chair of the meeting
3. The records of resolutions kept under clause 97 must include confirmation that all members agreed to the resolution and should be signed by the chair of the organisation
4. Omit

ADMINISTRATION

Delegation to subcommittees

1. The board may delegate any of its powers to subcommittees; a subcommittee must include at least one trustee, but other members of a subcommittee need not be trustees
2. The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate
3. When delegating powers under clause 101 or 102 the board must set out appropriate conditions (which must include an obligation to report regularly to the board)
4. Any delegation of powers under clause 101 or 102 may be revoked or altered by the board at any time
5. The rules of procedure for each subcommittee and the provisions relating to membership shall be set by the board

Operation of accounts

1. The board should ensure that the systems of financial control adopted by the organisation in relation to the operation of the organisation,s bank accounts (including online banking) reflect the recommendations made from time to time by the organisation's auditors (or independent examiners) or other external accountants

Accounting records and annual accounts

1. The board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements
2. The board must prepare annual accounts complying with all relevant statutory requirements and (a) if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor, (b) if an audit is not carried out, the board must ensure that an independent examination of the accounts is carried out by a qualified independent examiner

MISCELLANEOUS

Winding-up

1. If the organisation is to be wound up or dissolved, the winding up or dissolution process will be carried out in accordance with the procedures set out under the Scottish Charities Act
2. Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as -or closely resemble- the purposes as set out in this constitution: and the named recipient body (or bodies) in the resolution for the winding up or dissolution of the organisation must also comply with any additional requirements which apply at the time under regulations which govern the winding up and dissolution of SCIOs

Alterations to the constitution

1. This constitution may (subject to clause 112) be altered by resolution of the charity trustees - in their capacity as members of the organisation- passed at a members meeting (subject to achieving the two thirds majority referred to in clause 90) or by way of a written resolution of the trustees in their capacity as members
2. The Scottish Charities Act prohibits taking certain steps (eg change of name, an alteration of purpose, amalgamation, winding up) without the consent of the Office of the Charity Regulator (OSCR)

Interpretation

1. References in this constitution to the Scottish Charities Act should be taken to include: (a) any statutory provision which adds to, modifies or replaces that Act; and (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above
2. In this constitution: (a) "Scottish Charities Act" means (subject to clause 113) the Charities and Trustee Investment (Scotland) Act 2005; (b) "charitable purpose" means a

charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts,