

Constitution of the Berkshire County Girls Football League

Registered Charity No. 1162213 (Amended 25th April 2015)

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is “Berkshire County Girls Football League”.

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

To provide or assist in the provision of facilities in the interests of social welfare, for recreation or other leisure time occupation of women and girls in the County of Berkshire and surrounding counties, with the object of improving their conditions of life, in particular, but not exclusively, to promote and organise:-

- leagues, cup competitions and other fixtures;
- activities to raise standards of playing, coaching and refereeing in female football; and
- activities to increase participation and facilitate access to the sport to all females within the community.

4. Powers

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

- 1) promote and organise leagues, cup competitions and other fixtures;
- 2) promote and organise activities to raise standards of playing, coaching and refereeing in female football;
- 3) promote and organise activities to increase participation and facilitate access to the sport to all females within the community;
- 4) raise funds. In doing so, the CIO must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 5) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 6) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 7) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 8) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO 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;
- 9) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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

- 1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - a. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - a. a benefit from the CIO as a beneficiary of the CIO;
 - b. reasonable and proper remuneration for any goods or services supplied to the CIO.
- 3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

1) General provisions

No charity trustee or connected person may:

- a. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to the CIO;
- c. be employed by, or receive any remuneration from, the CIO;
- d. receive any other financial benefit from the CIO; unless the payment or benefit is permitted by clause 6.2, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

2) Scope and powers permitting trustees' or connected persons' benefits

- a. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- b. 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 CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- c. Subject to clause 6.3, a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- d. A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- g. A trustee, who must be appropriately qualified, may be paid by a member club of the CIO to act as a match official in a match organised by the CIO. Their remuneration will be up to

the maximum fee applicable to the format of the match in accordance with the rules of the competition.

3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by clause 6.2(c) if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- b. 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.
- c. The other charity trustees are satisfied that it is in the best interests of the CIO to 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.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- e. The supplier 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.
- f. The reason for their decision is recorded by the charity trustees in the minute book.
- g. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

4) In clauses 6.2 and 6.3 of this clause:

- a. “the CIO” includes any company in which the CIO:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more directors to the board of the company;
- b. “connected person” includes any person within the definition set out in clause 30 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- 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 CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO 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 CIO if it is wound up

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

9. Membership of the CIO

1) Categories of members

(a) Full members

All football clubs that have been elected to membership of the Berkshire County Girls Football League will automatically become members of the CIO unless they elect to opt out.

(b) Affiliate members

Organisations will be admitted as affiliate members of the CIO at the absolute discretion of the charity trustees, but only where the trustees believe that the affiliate's membership will further the objects of the CIO. Affiliate members are not entitled to vote at general meetings of the CIO.

2) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iii) 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; and
- (iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

Any clubs or organisations applying for membership must be interested in furthering the purposes of the CIO, and who, by applying for membership, has indicated its agreement to become a member and acceptance of the duty of members set out in clause 8.4.

3) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

4) Duty of members

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

5) Termination of membership

- a. Full membership of the CIO comes to an end if:
 - i. the organisation ceases to exist; or
 - ii. the member sends a notice of resignation to the charity trustees; or
 - iii. any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
 - iv. the member has not participated in competitions organised by the CIO for three or more seasons; or
 - v. the member withdraws its membership from all competitions organised by the CIO; or
 - vi. the member has failed to be represented at any general meetings for three or more years; or
 - vii. the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- b. Before the charity trustees take any decision to remove someone from full membership of the CIO they must :
 - i. inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - ii. 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;

- iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.
- c. Affiliate membership of the CIO can be terminated at any meeting of the trustees called in accordance with clause 19 should the trustees consider that their continuing membership is not in the interests of the CIO or they believe the affiliate is no longer furthering the objects of the CIO.

6) Membership fees

The CIO may require members to pay reasonable membership fees to the CIO.

7) Founding members

All eligible member clubs of the Berkshire County Girls Football League at the time when the CIO is registered shall automatically become full members of the CIO.

10. Members' decisions

- 1) Decisions of the members of the CIO shall be taken by means of a resolution at a general meeting. Except where indicated in sub-clauses 10.2 to 10.4 such a resolution may be passed by a simple majority of votes cast at the meeting.
- 2) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- 3) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution);
- 4) Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

1) Calling meetings

- a. There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held in each year. Not more than fifteen months may elapse between successive AGMs.
- b. All general meetings other than AGMs shall be called special general meetings.
- c. The charity trustees may call a special general meeting at any time.
- d. The charity trustees must, within twenty one days, call a general meeting of the members of the CIO if requested to do so in writing by at least 50% of the members entitled to vote. The request must state the nature of the business to be dealt with at the meeting and may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- e. If the charity trustees fail to comply with this obligation to call the meeting within twenty eight days of the request, or to hold it within sixty days of the request, the members who requested the meeting may themselves call a general meeting but in doing so they must comply with the provisions of this constitution. The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.
- f. No business must be transacted at a special general meeting other than that for which it was called.

- g. All individual members (including non-voting members), and representatives covered by clause 19, are entitled to attend a general meeting in person.

2) Notice of general meetings

- a. The minimum period of notice required to hold any general meeting of the CIO is twenty eight clear days from the date on which the notice is deemed to have been given.
- b. The notice must state the date and time of the meeting; the address at which the meeting is to be held; particulars of any resolution which is to be moved and the general nature of any other business to be dealt with at the meeting. If the meeting is to be an AGM, the notice must say so, and must include the annual statement of accounts and trustees' annual report, details of persons standing for election or re- election as trustee, or details of where the information may be found on the CIO's website. If a proposal to alter the constitution of the CIO is to be considered at the meeting, the notice must include the text of the proposed alteration.

3) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

4) Quorum at general meetings

- a. No business shall be transacted at any general meeting unless a quorum is present when the meeting starts.
- b. A quorum for a general meeting shall be ten members entitled to vote upon the business to be conducted at the meeting.
- c. The authorised representative of a member shall be counted in the quorum.
- d. If the meeting has been called by or at the request of the members and a quorum is not present within fifteen minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- e. If the meeting has been called in any other way and a quorum is not present within half an hour of the starting time specified in the notice of the meeting, the person chairing the meeting must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the person chairing the meeting or notified to the CIO's members at least seven clear days before the date on which it will resume.
- f. 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 members, the meeting must be adjourned.
- g. If a quorum is not present within fifteen minutes of the start time of the adjourned meeting the members present at the meeting constitute the quorum for that meeting.

5) Voting at general meetings

- a. Each full member shall have one vote but if there is an equality of votes the person chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- b. All voting shall be by members present in person by a show of hands, unless (before or on the declaration of the result of the show of hands) a ballot of the members present is demanded by the person chairing the meeting or by at least 10% of the members present in person at the meeting. A ballot must be taken immediately and the result of a ballot shall be announced at the meeting. There is no voting by post, proxy or electronic means.
- c. 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 person chairing the meeting shall be final.
- d. Affiliate members are not entitled to vote at general meetings of the CIO.

6) Representation of members

A member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO. The representative is deemed to be entitled to exercise powers on behalf of the member they represent.

7) 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.

8) Proceedings of annual general meetings

The AGM:

- a. must receive the annual statement of accounts (duly audited, examined or verified where applicable);
- b. must receive the trustees' annual report;
- c. must elect trustees as required under clause 13.1;
- d. must appoint an auditor or independent examiner or verifier for the CIO where required;
- e. may discuss or transact any other business submitted in writing to the Secretary not less than 14 days before the date announced for the meeting (provided that voting on any business not specified on the notice of the meeting will be at the discretion of the person chairing the meeting).

12. Charity trustees

1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- a. to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- b. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a charity trustee of the CIO 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.

2) Eligibility for trusteeship

- a. Every charity trustee must be a natural person.
- b. Every charity trustee must hold a valid FA Enhanced CRB/DBS disclosure.
- c. There cannot be more than one elected trustee at any time that is associated in any capacity with the same member club.
- d. No one may be appointed as a charity trustee:
 - i. if he or she is under the age of 18 years; or
 - ii. if he or she would automatically cease to hold office under the provisions of clause 15.1(e).
- e. 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.

3) Number of charity trustees

- a. There should be:
 - i. no more than three elected trustees; and

- ii. three ex officio trustees.
- b. There must be at least three 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.
- c. The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

4) First charity trustees

The first charity trustees of the CIO are:

Carol John, Chairman
David Bowcock, Secretary
Brian Strange, Treasurer

13. Appointment of charity trustees

1) Elected charity trustees

- a. At the first annual general meeting of the members of the CIO the elected charity trustees shall be appointed. The order in which they must subsequently retire will be based on either the number of votes obtained (with the trustee with the lowest number retiring first) or by the drawing of lots;
- b. Candidates must declare any member club associations prior to any election. Where there is more than one candidate associated with the same full member club then only the candidate with the highest number of votes can be elected under clause 12.2(c).
- c. At every subsequent annual general meeting of the members of the CIO, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- d. The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- e. The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (f) of this clause;
- f. The members or the charity trustees may at any time decide to appoint a new charity trustee, eligible in accordance with clause 12.2, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded;
- g. A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (c) and (d) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

2) Ex officio charity trustees

The Chairman, Secretary and Treasurer of the Berkshire County Girls Football League for the time being ("the office holders") shall automatically, by virtue of holding that office ("ex officio"), be a charity trustee. If unwilling to act as a charity trustee, the office holder may:

- a. before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
- b. after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees). The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

3) Governing Officers

The CIO must have the following Governing Officers, who shall be charity trustees:

- a. Chairman
- b. Secretary
- c. Treasurer

The Governing Officers will be the appointed ex officio charity trustee office holders unless they have indicated they are unwilling to act as a charity trustees, in which case the Governing Officers will be elected by the remaining trustees.

4) Patron

The charity trustees may appoint a patron, who shall not be a charity trustee.

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:

- a. a copy of this constitution and any amendments made to it; and
- b. a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

- 1) A charity trustee ceases to hold office if he or she:
 - a. retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - b. is unable to present, within one month of accepting their appointment, evidence of holding, or continuing to hold a valid FA Enhanced CRB/DBS disclosure.
 - c. is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - d. dies;
 - e. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - f. 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).
- 2) 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, and the resolution is passed by a majority of votes cast at the meeting.
- 3) 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 CIO.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- a. at a meeting of the charity trustees; or
- b. 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.

18. Delegation by charity trustees

- 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.
- 2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -
 - a. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - b. 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
 - c. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees

1) Calling meetings

- a. Any charity trustee may call a meeting of the charity trustees.
- b. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

3) Procedure at meetings

- a. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- b. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- c. In the case of an equality of votes, the chair shall have a casting vote.

4) Participation in meetings by electronic means

- a. 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.
- b. 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.
- c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- 1) Subject to clause 20.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a:
 - a. charity trustee;
 - b. who was disqualified from holding office;
 - c. who had previously retired or who had been obliged by the constitution to vacate office;
 - d. 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.
- 2) Clause 20.1 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 20.1, the resolution would have been void, or if the charity trustee has not complied

21. Execution of documents

The CIO shall execute documents by signature. A document is validly executed if it is signed by at least two of the charity trustees, at least one of whom must be an ex officio trustee.

22. Use of electronic communications

1) General

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

- a. 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;
- b. any requirements to provide information to the Commission in a particular form or manner.

2) To the CIO

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

3) By the CIO

- a. Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- b. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
 - i. provide the members with the notice referred to in clause 11.3 (Notice of general meetings);
 - ii. give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings); [and
 - iii. submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10.3 (Decisions taken by resolution in writing),
- c. the charity trustees must:

- i. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
- ii. 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.

23. Keeping of Registers

The CIO 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.

24. Minutes

The charity trustees must keep minutes of all:

- a. appointments of officers made by the charity trustees;
- b. proceedings at general meetings of the CIO;
- c. meetings of the charity trustees and committees of charity trustees including:
 - i. the names of the trustees present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions;
- d. decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- 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 CIO, within 10 months of the financial year end.
- 2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO 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 mediation before resorting to litigation.

28. Amendment of constitution

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

- 1) This constitution can only be amended:
 - a. by resolution agreed in writing by all members of the CIO; or
 - b. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- 2) Any alteration of clause 3 (Objects), clause 29 (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 CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- 3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 4) A copy of any resolution altering the constitution, together with a copy of the CIO'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.

29. Voluntary winding up or dissolution

- 1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - a. at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote;
 - b. by a resolution passed by a 75% majority of those voting, or
 - c. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - d. by a resolution agreed in writing by all members of the CIO.
- 2) Subject to the payment of all the CIO's debts:
 - a. Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - b. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - c. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
 - a. the charity trustees must send with their application to the Commission:
 - i. a copy of the resolution passed by the members of the CIO;
 - ii. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - iii. a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - b. the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- 4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“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 sub-clause (a) above;
- c. a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- d. an institution which is controlled – (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- e. a body corporate in which:
 - i. the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

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

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

The **“Communications Provisions”** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.

“CRB/DBS” means Criminal Records Bureau/Disclosure and Barring Service. The FA requires everyone who works or volunteers in children’s football and regularly cares for, trains, supervises or is in sole charge of children to hold an FA Enhanced CRB Disclosure.