

**CONSTITUTION  
OF  
BAYSIDE FOOTBALL CLUB**

**Bayside Football Club operate as a SCIO  
(Scottish Charitable Incorporated Organisation)  
and the principal office will be, and remain, in Scotland**

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## Constitution

### 1. Name

The Organisation is called Bayside Football Club, hereafter referred to as The Club, and will operate as a SCIO (Scottish Charitable Incorporated Society) and the principal office will be, and remain, in Scotland

### 2. Objectives

The Club is a non-profit distributing charity whose principal objectives are:

- a) To promote community participation in healthy recreation by providing facilities for playing football at all ages within the community ("facilities" meaning land, buildings, equipment and organising football activities): and
- b) To promote the advancement of public participation in football as a sport;

### 3. Powers

In pursuance of the objects listed in Article 2 (but not otherwise), the Club shall have the following powers:

- (a) To provide relevant information, including information from public bodies and facilitate the exchange and sharing of resources, ideas and the planning of services to the community;
- (b) To facilitate dialogue and co-operation amongst and between voluntary and public bodies and other relevant agencies;
- (c) To facilitate according to identified need the formation of ad hoc groups and working parties and thus enable specific tasks which might be identified locally to be undertaken;
- (d) To ensure the provision of support and assistance to new and existing voluntary organisations established within the community to meet the identified need;
- (e) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Club in such manner and on such security as the Club may think fit;
- (f) To take such steps as may be deemed appropriate for the purpose of raising funds for the Club's activities and to invite and receive grants, donations (including Gift Aid) and legacies of all kinds (and to accept any reasonable conditions attaching to them) from any organisation, person or persons by way of subscription, donation or otherwise; however the Club shall have the right to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Club may think fit;
- (g) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- (h) To invest any funds which are not immediately required for the Club's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments (subject to Article 2d));
- (i) To purchase, take on lease, hire, or otherwise acquire, any property, business or rights which are suitable for the Club's activities and Charitable purposes;

- (j) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Club;
- (k) Subject to Article 5, to employ such staff as are considered appropriate for the proper conduct of the Club's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- (l) To liaise with, work with and/or enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Club, and to enter into any arrangement for co-operation or mutual assistance with any such body;
- (m) To effect insurance of all kinds (which may include trustee indemnity and officers' liability insurance);
- (n) To support any other charity, and to make donations for any charitable purpose falling within the Club's objects;
- (o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Club;
- (p) to open and operate such bank accounts and other financial savings accounts as required in the name of the Club;
- (q) To enable and support any lawful activity in support of voluntary, charitable, community and social enterprise in the local authority area;
- (r) To promote member companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Club;
- (s) To engage such consultants and advisers as are considered appropriate from time to time and pay fees to such advisers or consultants;
- (t) To oppose, or object to, any application or proceedings which may prejudice the Club's interests;
- (u) to apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, privileges, concessions and licences, secret processes, trademarks, trade names, brands and copyrights and the like which may seem capable of being used for any of the above objects, and to use, exercise, develop, prolong and grant licences of the same;
- (v) To do anything lawful which may be incidental or conducive to the furtherance of any of the Club's objects.

#### **4. Equal Opportunities**

In relation to its objectives, The Club will:

1. Strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy & maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices;
2. In doing this, the Club will strive to undertake whatever changes in organisation or facilities may be necessary to implement the above.

#### **5. Protection of Children and Vulnerable Adults**

In compliance with national legislation, The Club has Policies in place for the protection of children and vulnerable adults. The Club will ensure all committee members and coaches who work with children and vulnerable adults have a sound knowledge of these Policies. The Club will also follow all policies, procedures and protocols in the interests of the health and safety of children and vulnerable adults during training, activities and public events.

## **6 Membership**

### Liability of members

- 6.1 The members of the Club have no liability to pay any sums to help to meet the debts (or other liabilities) of the Club if it is wound up; accordingly, if the Club is unable to meet its debts, the members will not be held responsible.
- 6.2 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 9 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.
- 6.3 The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 6.1 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.
- 6.4 The Members- who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Committee of Trustees and take decisions on changes to the constitution itself and may elect at each AGM any member (unless he/she is debarred from membership under clause 6.6 and 6.11) to be a charity trustee
- 6.5 The Committee of Trustees - who hold regular meetings, and generally control the activities of Bayside Football Club; for example, the Committee of Trustees is responsible for monitoring and controlling the financial position of The Club and may at any time appoint any member (unless he/she is debarred from membership under clause 6.6 and 6.11) to be a charity trustee. The people serving on the Committee of Trustees are referred to in this constitution as Charity Trustees.

### Qualifications for membership

- 6.6 Membership is open to those persons who are interested in furthering the purposes of The Club. Membership of the Club is open to all individuals providing they comply with the Constitution and its conditions of membership and all members are subject to the constitution of the Club and the regulations of any associated the National Governing Bodies:
  - 6.6.1 Each member agrees as a condition of membership:
    - (a) to be bound by and subject to these Club rules (as in force from time to time)

- (b) to be bound by and subject to the Rules and the Disciplinary codes of the Governing Bodies of participating sports clubs.

#### 6.6.2 Categories of membership

- (a) Junior members (U18 (Not eligible to vote or stand for election));
- (b) Senior Members (Not eligible to vote, but eligible to stand for election);
- (c) Non-playing members (Eligible to vote and stand for election).

#### 6.6.3 Any employees of The Club are not eligible for membership.

### 6.7 Application for membership

1. Any person who wishes to become a member (non-playing) must apply, with their application then be considered by the Committee of Trustees at its next meeting.
2. The Committee of Trustees may, at its discretion, refuse to admit any person to membership.
3. The Committee of Trustees must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.
4. Membership for non-playing members will last for one year and renewal will be required each year at the commencement of the football season.
5. Any person who wishes to become a member (player) must apply (by completion of joining pack) and their application will be considered (via delegated authority) by the relevant Head Coach and Team Secretary. Those under Junior Membership are not eligible to vote but will have collective vote via their age group representative (i.e. Team Head Coach or Team Secretary).
6. In the case of playing members, the relevant Head Coach/Team Secretary may, at their discretion, refuse to admit any person to membership. In such cases the Head Coach/Team Secretary must notify each applicant promptly (in writing or by e-mail) of the decision on whether or not to admit him/her to membership. Appeals on the decision of the relevant Head Coach/Team Secretary to refuse admission can be referred to the Committee of Trustees for consideration at their next meeting.
7. Membership for playing members will last for one year and renewal will be required each year at the commencement of the football season in line with league registrations.

### 6.8 Register of members

#### 6.8.1 The Committee of Trustees must keep a register of members, setting out;

for each current member:

- his/her full name and address; and
- the date on which he/she was registered as a member of Bayside Football Club Club;

for each former member - for at least five (5) years from the date on he/she ceased to be a member:  
his/her name; and  
the date on which he/she ceased to be a member.

6.8.2 The Committee of Trustees will ensure that the register of members is updated with any change arising from a resolution of the Committee of Trustees or a resolution passed by the members of Bayside Football Club.

6.8.3 If a member or charity Trustee requests a copy of the register, the Committee of Trustees must ensure that a copy is supplied within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity Trustee), the Committee of Trustees may provide a copy which has the addresses blanked out. In practical terms, the Head Coach/Team Secretary at each age group will maintain a register for their relevant team and will supply any changes/amendments onwards as required for the whole club register.

#### 6.9 Withdrawal from membership

Any person who wants to withdraw from membership must give notice of withdrawal to Bayside Football Club; he/she will cease to be a member as from the time when the notice is received by Bayside Football Club.

#### 6.10 Transfer of membership

Membership of The Club may not be transferred by a member.

#### 6.11 Termination and Expulsion from membership

1. The Committee of Trustees may suspend or expel from membership any member whose conduct they consider likely to endanger the welfare of Bayside Football Club by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting.

2. Membership will be terminated if:

- a) the member dies;
- b) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- c) any sum due from the member to the Charity is not paid in full within three months of it falling due;
- d) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if: i) the member has been given at least twenty-one days' notice

in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

### 3. Disciplinary Code - Coaches and Players.

The Club agrees that all unlicensed and unregistered coaches and, so far as reasonably practicable, players and other persons using the facilities of the Club will be required, as a condition of such use, to agree to be bound by and subject to these rules, the Rules and the Disciplinary Code, such agreement to contain an express acknowledgement that the Contracts (Rights and Third Parties) Act of 1999 applies. and that the Club can enforce any breach at its option and in its sole discretion.

#### 6.12 Procedure at members' meetings

1. No valid decisions can be taken at any members' meeting unless a minimum quorum of 50% of registered team groups and/or those in coordinator positions are represented in person. For example the Head Coach or Secretary (or other nominated person) will be a designated representative of their age group and will represent the views of their collective age group.
2. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
3. The Chairperson of the organisation should act as Chair of each members' meeting.
4. If the Chairperson of the organisation 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), the charity trustees present at the meeting must elect (from among themselves) the person who will act as Chair of that meeting.

#### 6.13 Voting at members' meetings

1. The eligible membership from each registered team will have their collective views cast in vote through a designated team representative. Each team will have one representative vote, which must be given personally, or by proxy vote (letter or electronic mail to an address specified by the Committee of Trustees and the communication announcing the meeting) in advance of the meeting.
2. Additional votes will be taken from eligible membership of persons not directly attached to a registered team (i.e. those members occupying whole club coordinator roles). Votes by such persons, must be given personally, or by proxy vote (Letter or electronic mail to an address specified by the Committee of

Trustees and the communication announcing the meeting) in advance of the meeting.

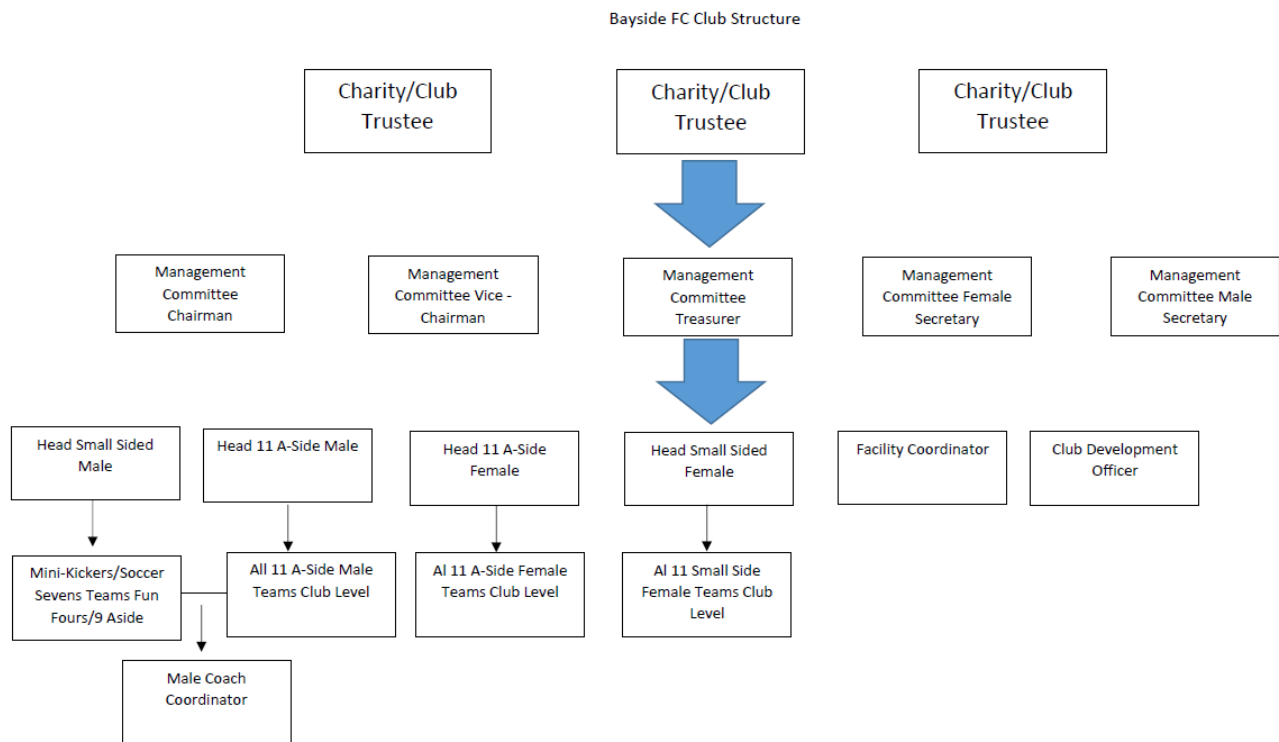
3. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 4 below.
4. The following resolutions will be valid only if passed by majority voting on the resolution at a members' meeting (or if passed by way of a written resolution):
  - a) a resolution amending the constitution;
  - b) a resolution expelling a person from membership (see section above, "Expulsion from membership")
  - c) a resolution directing the Committee of Trustees to take any particular step (or directing the Committee of Trustees not to take any particular step);
  - d) 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);
  - e) a resolution to the effect that all of the organisation's property, rights and liabilities and/or business undertakings should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities and/or business undertakings);
  - f) a resolution for the winding up or dissolution of the organisation.
4. If there are an equal number of votes for and against any resolution, the Chairperson 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 Chairperson (or at least two other members present at the meeting) ask for a secret ballot.
6. The Committee of Trustees will decide how any secret ballot is to be conducted, and the Chairperson will declare the result of the ballot at the meeting.

## **7. Management**

The Club is managed by a Committee of Trustees (Executive Officers) and a Management Committee consisting of Six Officers:

1. Chairperson
2. Vice-Chairperson
3. Treasurer
4. 2 Club Secretaries
5. Head of Club Development

Supporting the Executive Officers (Committee Trustees) and management Committee are appointed Officers (Club Coordinators). Below is an illustration of the organisational structure:



## 7.1 Appointment and Eligibility

1. All Officers and Committee Trustees are appointed following a formalised vote of the Club Membership at the Annual General Meeting or Extraordinary General Meeting.
2. All retire annually and are eligible for re-election.
3. All members of at least one year's standing are eligible to be nominated for the Committee of Trustees.
4. Trustees who have served on the Committee for at least one year are eligible to be nominated for the post of Chairperson.
5. A person will not be eligible for election or appointment to the Committee of Trustees unless he/she is a member of the organisation and such a person will not be eligible for election or if he/she is: -
  - a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - b) an employee of the organisation.

## 7.2 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.

## 7.3 Removal or Withdrawal of appointed Trustees

1. A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
  - a) he/she advises the Committee of Trustees prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
  - b) an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
  - c) a resolution for the re-election of that charity trustee was put to the AGM and was not carried.
  
2. A charity trustee wishing to withdraw their position must give notice in writing to the committee of trustees providing a 3-month period of notice. An EGM will be called at the earliest opportunity towards a vote for replacement.
  
3. A charity trustee will automatically cease to hold office if: -
  - a) he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; <sup>[1]</sup><sub>[SEP]</sub>
  - b) 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; <sup>[1]</sup><sub>[SEP]</sub>
  - c) he/she becomes an employee of the organisation; <sup>[1]</sup><sub>[SEP]</sub>
  - d) 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; <sup>[1]</sup><sub>[SEP]</sub>
  - e) he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a serious breach of the code of conduct for charity trustees; <sup>[1]</sup><sub>[SEP]</sub>
  - f) 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 <sup>[1]</sup><sub>[SEP]</sub>
  - g) he/she is removed from office by a resolution of the members passed at a members' meeting. <sup>[1]</sup><sub>[SEP]</sub>
  - h) A resolution described at 7.3.3.G shall be valid only if: -
    - a. 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; <sup>[1]</sup><sub>[SEP]</sub>
    - b. 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
    - c. at least two thirds of the charity trustees in office vote in favour of the resolution.

#### 7.4 The Committee of Trustees will have the following powers:

1. To fill any vacancies among its Members that may occur during the year;

2. To invite donations in support of Bayside Football Club;
3. To allocate donations to charities or affiliate member clubs with similar objects, keeping records of any such donations and of feedback from recipients;
4. To delegate any of its powers to a Sub-Committee appointed for any specific/special purpose. Any decisions or actions of a Sub-Committee are subject to the authority of the Committee of Trustees;
5. To co-opt additional Trustees if deemed necessary to carry out the work of the Club;
6. To appoint the coaches and any other professional or honorary Special Service as may be required;
7. In line with good practice, the Committee will ensure that any post carrying an honorarium will be advertised annually to promote equality;
8. To invite the attendance at meetings, in an advisory capacity, of any Special Service and to appoint any Special Service to a Sub-Committee without prejudice to the Committee's authority;
9. To decide any other matters connected with Bayside Football Club.

#### 7.5 Charity Trustees - general duties

Each of the charity Trustees has a duty, in exercising functions as a charity Trustee, to act in the interests of Bayside Football Club; and, in particular, must:-

1. seek, in good faith, to ensure that The Club acts in a manner which is in accordance with its purposes and the rules of member Club's governing bodies;
2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
3. in circumstances giving rise to the possibility of a conflict of interest between The Club and any other party:  
put the interests of The Club before that of the other party;
4. where any other duty prevents him/her from doing so, disclose the conflicting interest to The Club and refrain from participating in any deliberation or decision of the other charity Trustees with regard to the matter in question;
5. ensure that The Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
6. In addition to the duties already outlined, all of the charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
  1. that any breach of any of those duties by a charity Trustee is corrected by the charity Trustee concerned and not repeated;
  2. that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.
  3. that any person elected by any office will automatically cease to hold office if he/she ceases to be a charity trustee  
or  
if he/she gives the organisation a signed notice of resignation from that office.

7. Provided he/she has declared his/her interest - and has not voted on the question of whether or not The Club should enter into the arrangement - a charity Trustee will not be debarred from entering into an arrangement with The Club in which he/she has a personal interest; and (subject 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.
8. No charity Trustee may serve as an employee (full time or part time) of Bayside Football Club; and no charity Trustee may be given any remuneration by The Club for carrying out his/her duties as a charity Trustee.
9. The charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

#### 7.6 Code of conduct for charity Trustees

1. Each of the charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Committee of Trustees from time to time;
2. The code of conduct referred shall be supplemental to the provisions relating to the conduct of charity Trustees contained in this constitution and the duties imposed on charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

#### 7.7 Trustee meetings

1. Formal Trustee (whole committee meetings) will be held on a quarterly basis.
2. One of these quarterly meetings will be the AGM.
3. At least fourteen (14) days' notice must be given of each Committee of Trustees meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency, which makes that inappropriate.
4. In addition, a charity trustee may call an additional meeting of the Committee of Trustees *or* ask the secretary to call a meeting of the Committee of Trustees.
5. Formal Trustee meetings as mentioned above, will be recorded as outlined at section 7.5.

#### 7.8 Procedure at trustee meetings

1. No valid decisions can be taken at a Committee of Trustees meeting unless a quorum is present; the quorum for such meetings is three (3) charity trustees, present in person.
2. If at any time the number of charity trustees in office falls below the number stated in section 7 Management above, the remaining charity trustee(s) will have

power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.

3. The Chairperson of the organisation should act as Chairperson of each Committee of Trustees meeting.
4. If the Chairperson is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as Chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.
5. Every charity trustee has one vote, which must be given personally.
6. All decisions at trustee meetings will be made by majority vote.
7. If there are an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
8. The Committee of Trustees may, at its discretion, allow any person to attend and speak at a Committee of Trustees meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.

#### 7.9 Minutes

1. The trustees must ensure that proper minutes are kept in relation to all trustee meetings and meetings of sub-committees.
2. The minutes to be kept must include the names of those present; and should be signed by the Chairperson of the meeting.
3. All minutes are subsequently approved as an accurate account at the following meeting.
4. The Committee of Trustees shall make available copies of the minutes to any member of the public requesting them, but may exclude from any copy minutes made available to a member of the public any material which the trustees considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.
5. The Club Secretary will retain master copies of recorded minutes.

### **8. Member Subscriptions**

Member subscriptions are determined from time to time by the charity Trustees and approved at the Annual General Meeting and only fully paid up Members may participate in activities and be eligible to be elected to service on the Committee (Subject to eligibility in 6.6.2).

### **9. Finance**

1. The funds of The Club may only be used to support the stated objectives of Bayside Football Club;
2. other than to reimburse legitimate expenses incurred in its work;

3. The Treasurer must lodge all monies in a bank. Cheques may only be drawn on the signature of the Treasurer and one other nominated Officer;
4. The Treasurer keeps correct accounts showing the financial affairs of The Club and must arrange for their scrutiny by an independent financial examiner at the end of the financial year (31 March);
5. A statement showing the balance of production funds is presented to the Committee of Trustees prior to its submission to the Annual General Meeting;
6. The Committee of Trustees will prepare a Trustees' Annual Report for the Annual General Meeting to explain areas not covered in the financial statements and to show how the financial information presented relates to the organisation and activities of Bayside Football Club;
7. All monies due and owing to The Club shall be recoverable, at law, in the name of Bayside Football Club.

## **10. General Meetings**

1. General Meetings may be called by the Committee of Trustees at fourteen (14) days' notice
2. The Annual General Meeting of The Club is held in May
3. The business of the meeting must include:
  - a. a report from the Committee;
  - b. presentation of the examined accounts for the past year;
  - c. election of Officers, Committee and Life Members;
  - d. the setting of annual subscription levels;
  - e. any other general business deemed appropriate by the Committee of Trustees.
4. An Extraordinary General Meeting may be called by the Committee of Trustees, or may be called within twenty-one days of receipt of a request addressed to the Secretary and signed by seven or more eligible Members, stating the business of such Meeting
5. Resolutions brought forward at General Meetings are decided by a bare majority of the votes recorded. In the case of equality of votes, the Chairperson has a second or casting vote
6. The Committee of Trustees may, at its discretion, allow any person to attend and speak at a Committee of Trustees meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making

## **11. Alteration to the Constitution**

1. Alteration to the Constitution may be made at an Annual General Meeting or an Extraordinary General Meeting called for that purpose. All Members must receive a copy of the proposed amendments twenty-one (21) clear days prior to the meeting. The resolution embodying the proposed alteration must be carried by a two-thirds majority of those present and entitled to vote which will be recorded at the meeting.
2. 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).

**12. Dissolution of Bayside Football Club**

1. The Club may only be dissolved by a resolution passed by a majority of two-thirds of Members present and voting at an Extraordinary General Meeting called for the purpose of considering such dissolution. The winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005, The Scottish Charitable Incorporated Organisations Regulations 2011 ('the General Regulations'), The Scottish Charitable Incorporated Organisations (Removal from the Register and Dissolution) Regulations 2011 ('the Dissolution Regulations') and any subsequent amendments to any or all of the above referenced.
2. In the event of dissolution, any balance of funds after realisation of assets and payments of debts must be given to charities. Any surplus assets available to The Club immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of The Club as set out in this constitution.

**13. Interpretation**

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

- any statutory provision which adds to, modifies or replaces that Act; and
- any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under the paragraph 10 above.

In this constitution: -

“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.

Approved at the Extraordinary General Meeting held on .....

Signed by Chairperson .....

Signed by Vice Chairperson .....

Signed by Secretary .....

Signed by Treasurer .....