



## **Constitution**

**Bathgate Thistle Community Football Club**  
**Scottish Charitable Incorporated Organisation**  
**(SCIO - SC048444)**



## Contents.

Type of Organisation	1
Scottish Principle Office	2
Organisation Name	3-4
Affiliation	5
Powers	6-8
Liability of Members	9-10
Roles and Responsibilities	11
Trustees and Executive Committee Officials	12-19
The Secretary to the Executive Committee and Trustees	20
Supporting Secretary	21-22
Team Officials	21-26
Coach requirements	27
Team Secretary	28-29
Officials Application and Selection Process	30-33
Application for Membership	34-40
Selection Process	41-51
Membership Subscription	52
Register of Members	53-55
Withdrawal from Membership	56
Transfer of Membership	57
Re-Registration of Membership	58-59
Expulsion from Membership	60
Complaints, Investigations and Disciplinary Hearings	61-68
Team Membership	69
New Teams or Soccer Schools	70-74
Teams looking to Cease/Fold	75
Team Names	76
Training Facilities	77-78
Club Colours / Teamwear / Kit	79-85
Members' meetings	86-90
Power to request the Executive Committee to arrange a special Members' meeting	91-92
Notice of registered Members' meetings	93-96
Procedure at members' meetings	97-101
Voting at Members' Meetings	102-107
Written Resolutions by Members	108
Minutes	109-111
Number of Executive Committee Members	112-113
Eligibility	114-115
Election, Retiral, Re-election	116-119
Termination of Office	120-121
Register of Charity Trustees and Executive Committee Members	122-124
Office-bearers	125-126
Powers of the charity Trustees and Executive Committee members	127-128
Charity Trustees and Executive Committee - General Duties	129-133
Code of conduct for Charity Trustees and Executive Committee Members	134-135
Notice of Executive Committee Meetings	136-137
Procedure at Executive Committee Meetings	138-147
Minutes	148-151
Delegation to sub-committees	152-156
Operation of Accounts	157-159
Accounting Records and Annual Accounts	160-163
Winding-up	164-165
Alterations to the Constitution	166-167
Interpretation	168-169
Procedures, Code of Conduct and General Guidelines	170-173



## GENERAL

### Type of Organisation.

1. The organisation is a **Scottish Charitable Incorporated Organisation** (SCIO - SC048444).

### Scottish Principle Office.

2. The principal office of the organisation will be:

4 Inchcross Drive, Bathgate, West Lothian, EH48 2HD

As a constitutional rule the principle office will remain in Scotland.

### Organisation Name.

3. The name of the organisation is **Bathgate Thistle Community Football Club**.
4. Charity trustees are the people who share ultimate responsibility for governing a charity and directing how it is managed is ran. The Executive Committee are the elected officials who have specific roles within the club and are responsible for the operation of the club on a day-to-day basis. Trustees may also have specific roles within the Executive Committee.

The organisation's main purpose is to advance public participation in sport by providing an outlet for people of all ages and abilities to take part in playing football through Bathgate Thistle Community Football Club.

The Club aims to promote development of physical and social skills through membership, participation in training and competitive and non-competitive games.

### Affiliation.

5. The club shall be affiliated to the National Governing body for football (SYFA) including the Scottish Woman's Football (SWF)

### Powers.

6. The club's elected/appointed Executive Committee has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
7. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - 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.
8. The club's elected/appointed Executive Committee shall have the power to deal with any matter not specifically provided for in the club Constitution or of such urgency as would preclude the calling of an Extra-Ordinary General meeting (EGM), provided that their action is reported to such a meeting at the earliest opportunity.

### Liability of Members.

9. The members of the organisation 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 members will not be held responsible. (members applies to all officials of the club regardless of their position)



10. The members. Trustees and Executive Committee members have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 8. 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. (members applies to all officials of the club regardless of their position)

### **Roles and Responsibilities**

11. The registered Members of the organisation
- i. The registered Members - have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution, in particular, the registered members appoint people to serve on the Executive Committee and take decisions on changes to the constitution itself.

### **Trustees and Executive Committee Officials**

12. The Club has elected to have a split management structure with a Group of Trustees responsible for setting the Strategy for the Club and monitoring the implementation of said strategy and an Executive Committee which has broad powers delegated but overseen by the Trustees. There are currently 4 appointed Trustees who are also responsible for ensuring the activities of the Executive Committee, Teams and Officials meet the requirement of the Club Constitution.

13. The club registered Trustees as at the last known update of the Constitution were as follows:

**Peter Graham**  
**James Drummond**  
**John Redmond**

14. The day-to-day operations of the Club have been delegated to the Executive Committee.
15. The Executive Committee are responsible for the day-to-day operations of the Club and the management of the affiliated teams, coaches and other members.
16. The Executive Committee aims to meet on a monthly basis or as requirements dictate.
17. The Executive Committee is responsible for, but not limited to the following:
- i. Creation and implementation of policies and procedures promoting common standards
  - ii. Approval of new or amalgamation of teams and that of team officials
  - iii. Oversight of Club Communications and monitoring of affiliated team communications
  - iv. Oversight and management of playing and training facilities
  - v. Oversight of kit and equipment and relationship management of key suppliers
  - vi. Promotion of Community Club to meet common goals
  - vii. Encouragement of teams and members to meet common goals
  - viii. Responsible for monitoring and controlling the financial position of the community club
18. As at the last update the Executive Committee Members of the Club were as follows:



**Paul Marr** (Chairman)

**Stephen Marr** (Club Secretary)

**John Redmond** (Club Treasurer)

**Lorna Nicol** (Child Protection Officer - CPO)

**David Drummond** (Club Coach Coordinator)

**David Docherty** (General Committee Member)

**Gary Brown** (General Committee Member)

**Mark Houstin** (General Committee Member)

**Mark Livingstone** (General Committee Member)

19. Formal decisions of the Trustees and Members must either be unanimous or be supported by at least two thirds (2/3) of the voting members at the AGM.

#### **The Secretary to the Executive Committee and Trustees**

20. The Secretary to the Executive Committee and Trustees is responsible for supporting the Executive Committee and Trustees in order to discharge their obligations with the main functions of the role to be but not limited to the following:
- i. Organise meetings of the Executive Committee and Trustees
  - ii. Agree meeting agendas with club Chairman or appointed substitute
  - iii. Minute meetings and actions
  - iv. Manage the recurring agenda of obligations
  - v. Management of the register of Trustees, Executive Committee and registered members
  - vi. Work with the Trustees and Executive Committee to ensure the obligations set out in the constitutional documents are adhered to



## Member Teams

### Team Officials

21. Each team must have, as a minimum, the following official requirements:
  - i. Appointed team Secretary
  - ii. Appointed team Treasurer
  - iii. First Aider (A minimum of one (1) SYFA registered first aider must be in attendance at all games and training)
  - iv. At minimum one (1) coach must be at level 1.2 on the appropriate SYFA player pathway and registered with the club and SYFA, and a minimum of two (2) coaches (one of which must be a level 1.2 coach) along with team Secretary must be in attendance at all games and training)
22. Please note that one person may fill more than one role but there must be at least two (2) officials per team.
23. Each team must hold all player details on My Club Hub and use this as their main membership management system (in addition to SFA Live). All team fee's must be paid via my Club Hub.
24. Each team official must hold full membership of the Protecting Vulnerable Group (PVG) Scheme.
25. Each team official must complete the Children's Wellbeing in Scottish Football online protection course and renew every three (3) years to retain membership of the SYFA / SWF and Community Club.
26. Each team official must complete the minimum requirement of CCD or CPD coaching as defined by the SYFA / SWF to maintain their coaching certification.

### Coach requirements

27. Each team must nominate a suitable head coach, qualified to at least 1.2 of the relevant SFA coaching Pathway; i.e. for children aged under twelve (12), the children's pathway. For those aged twelve plus (12+), the youth and adult pathway. (please note that while 1.3 covers both pathways, 1.1 & 1.2 are not transferrable, and the club encourages all teams to have at least one (1) coach to be qualified at 1.3 level of the youth or adult pathway.)
  - i. Each coach will be expected to attend coach in-service events, reminders are typically sent via an email invite to attend these one of these events.
  - ii. Coaches will be expected to take responsibility for their own development, by participating in the SFA coaching pathways and encouraging their fellow coaches to do the same.
  - iii. Each new coach to the club must be proposed to and agreed by the Executive. This will be requested via an application form.

### Team Secretary

28. Each team secretary is required to maintain records as per SYFA and SFA requirements and provide updates to the Club Secretary on any changes to officials, timeously.
29. Each secretary should also ensure that all communications from the Community Club are distributed to the relevant people when necessary i.e. parents, coaches, players and officials.



## **Officials Application and Selection Process**

30. The application process for any official seeking membership of Bathgate Thistle Community Football Club is as follows:
- i. Any new application as a team official role within the community club should start with a club membership application form, giving the names and contact details of two separate individuals who are prepared to supply references, together with details of any previous clubs, leagues or associations.
  - ii. Which official role and team is the application related to
  - iii. His/her coaching experience
  - iv. His/her experience in relation to working with players
  - v. Other Clubs, Leagues or associations he/she has been involved with
  - vi. The reasons he/she wishes to join the Club.
31. The completed membership application form should be submitted online for review by the club executive.
32. At this point the applicant should not participate in any team activities and should not be registered with the team and cannot participate in any club activity until section 40 of the constitution has also been completed.
33. If the Executive Committee is not satisfied with the applicant, the Club will write to them advising of the decision. The Executive Committee may, at its discretion, refuse to admit any person to membership.

## **Members**

### **Application for Membership**

34. The Executive Committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether to admit him/her to membership.
35. All members by agreeing to this Constitution, should provide commitment to their role within the club. The club reserves the rights over any player or coach that may be asked to participate with another Club or Pro-Youth initiative. Any approach from any Pro-Youth teams or any other Coach/Team out with Bathgate Thistle CFC must be made in writing to the team secretary which will then be discussed with the Team Coach and parent of any player before being granted permission to play or train with a Pro-Youth club.
36. Players and Officials who are assigned to a Team and registered by the Club and/or with the Scottish Football Association, the SYFA / SWF or any other sporting bodies, will be approved as Club members by the Community Club Executive Committee only after confirmation of two (2) reference checks and proof of PVG scheme (Protecting Vulnerable Groups) as per SYFA / SWF process and will be expected to follow and implement the Club Constitution.
37. Each applicant is required to provide two (2) references as part of their application, the club Chairman and/or club Secretary will confirm back to both references (in writing or by e-mail) to verify references provided.
38. Each Official and Team Secretary should review and adhere to the Club's guidelines to Coaching Qualifications and PVG rules. Officials without a PVG, Children's Wellbeing in Scottish Football online protection course certification, or required coaching certificates will not be permitted to coach a team until the minimum



required training has been undertaken and certificates are awarded. Below are the minimum requirements for team officials:

- i. Each team official must hold full membership of the Protecting Vulnerable Group (PVG) Scheme
- ii. Each team official must complete the Children's Wellbeing in Scottish Football online protection course and renew every three (3) years to retain membership of the SYFA and Community Club.
- iii. Each team official must complete the minimum requirement of CCD or CPD coaching as defined by the SYFA to maintain their coaching certification.

39. Failure to follow or adhere to the Club Constitution may lead to disciplinary action, which may include suspension, fines and/or expulsion. Any breach in the club Constitution will be reviewed and the outcome decided by the clubs Executive Committee.

40. There will be no discrimination on grounds of race, religion or belief, occupation, sex, sexual orientation, disability, political or other opinion.

### **Selection Process**

41. The selection process for any official seeking membership of Bathgate Thistle Community Football Club is as follows:

- i. The Club will hold an Executive Committee meeting to further discuss the suitability of the application for membership
- ii. The Executive Committee will seek advice on suitability from any previous clubs of which the applicant has been a member
- iii. The Executive Committee will write to each of the referees and examine their replies
- iv. The Executive Committee will confirm when satisfactory references have been received and the applicant can be registered with the team by the team Secretary using the SYFA Registrations website. Note: At this point the applicant must still not participate in any team activities.

42. If the Executive Committee is satisfied with the applicant, they must complete an SYFA Self-Declaration Form. The form is available for downloading from the SYFA website Downloads section. In addition, the applicant must complete the appropriate PVG Scheme Application Form. This will be arranged by the Club Secretary.

43. If the Executive Committee is not satisfied with the applicant, they will write to them advising him/her of the decision and rationale (where appropriate) and return any paperwork that the applicant may have submitted.

44. All SYFA Self-Declaration Forms where the answer to Part A (have you any convictions) is 'YES' will be sent to the SYFA National Protection Officer in an envelope marked 'PRIVATE AND CONFIDENTIAL'. The form will only be viewed by the SYFA Protection Panel.

45. All SYFA Self-Declaration Forms where the answer to Part A (have you any convictions) is 'NO' will be stored safely by the clubs Child Protection Officer. These forms will be available for viewing as part of any SYFA Monitoring Programmes.

46. Following completion of the SYFA Self-Declaration Form and appropriate PVG Scheme Record form, Children's Wellbeing in Scottish Football online protection course, the applicant will be offered provisional membership of the club. On acceptance into provisional membership it is the responsibility of the applicant and the relevant team to ensure that the new official does not have unrestricted access to players.





47. Where notification is received from the Chief Executive, SYFA that the official has been refused membership of the SYFA, the Club Secretary will inform the applicant that his/her application for membership of the club has been rejected.
48. Where notification is received from the Chief Executive, SYFA that the official has been awarded membership of the SYFA, the Club Secretary will then offer the official full membership of the club.
49. When the official receives a copy of the PVG Scheme certificate they must provide the Child Protection Officer with the following details:
  - i. PVG Scheme Membership number
  - ii. Date of certificate
50. Once these details have been received, the Club will confirm the applicant has been offered full membership of the Club. (subject to all other required qualifications/ courses being in place before interaction with the team as an official representing the club)
51. If accepted into membership of the Club, the official will serve a probation period as decided by the Club but will be a minimum of 3 months. During this period the existing team officials should monitor and appraise the new member's suitability for continued membership of the Club.

#### **Membership Subscription.**

52. Subscription fees for membership shall be determined at the annual AGM (Annual General Meeting)
  - i. Membership will be one pound (£1) per registered player per month
  - ii. Membership fee's will be deducted from team MCH balances
  - iii. Failure to pay membership fees by teams will constitute a breach of the club's Constitution

#### **Register of Members.**

53. The club Secretary must keep a register of members, setting out for each current member:
  - i. His/her full name and address including the date on which he/she was registered as a member of the organisation
  - ii. For each former member - for at least six (6) years from the date on he/she ceased to be a member including his/her name, and the date on which he/she ceased to be a member.
54. The Executive Committee must ensure that the register of members is updated within twenty-eight (28) days of any change
55. If a member or Executive Committee member of the organisation requests a copy of the register of members, the Club Secretary must ensure that a copy is supplied to him/her within twenty-eight (28) days, providing the request is reasonable, if the request is made by a member (rather than an Executive Committee member), the club Secretary may provide a copy which has the addresses blanked out.

**Withdrawal from Membership.**

56. Any person who wants to withdraw from membership must give a written notice of withdrawal to the club Secretary, signed by him/her, he/she will cease to be a member as from the time when the notice is received by the club Secretary.

**Transfer of Membership.**

57. Membership of the organisation may not be transferred by a Member.

**Re-Registration of Membership.**

58. The Executive Committee may, at any time, issue notices to registered Members requiring them to confirm that they wish to remain as Members of the community club and allowing them a period of twenty-eight (28) days (running from the date of issue of the notice) to provide that confirmation to the Executive Committee.

59. If a registered Member fails to provide confirmation to the Executive Committee (in writing or by e-mail) that he/she wishes to remain as a registered Member of the community club before the expiry of the twenty-eight (28) day period referred to in clause 60, the Executive Committee may expel him/her from membership.

**Expulsion from Membership.**

60. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a Members' meeting or in the event of attending a disciplinary hearing, providing the following procedures have been observed:

- i. At least seven (7) days' notice of the intention to propose the resolution must be given to the Member concerned, specifying the grounds for the proposed expulsion, or at least seven (7) day's notice of citation to attend a disciplinary hearing in line with the organisations disciplinary hearing process.
- ii. The Member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed. Or could be cited to attend a disciplinary hearing in line with the organisations disciplinary hearing process.
- iii. In alignment with the relevant governing body (SYFA) guidelines, and to be used at the discretion of the Executive Committee, the Executive Committee retains the right to ask any member to leave the organisation/club.

**Complaints, Investigations and Disciplinary Hearings**

61. The club has aligned its disciplinary process with the relevant governing body guidelines (SYFA) and to be used at the full discretion of the club's Executive Committee. The Executive Committee retains the right to ask any members to leave the club as stated in the club's constitution.

62. Any complaints regarding member's, coaches, supporters and teams within Bathgate Thistle Community Football Club shall be dealt with by the disciplinary committee and cited by the club Secretary to attend a disciplinary hearing if the Executive Committee deems the seriousness of the complaints to warrant such a citation.

63. The disciplinary committee shall be made up of a quorum of three (3) and up to the maximum of the full Executive Committee and shall be selected by the Chairman and club Child Protection Officer. (The



committee selected will be based on availability of Executive Committee members and on a case-by-case basis) If a quorum cannot be met, the hearing will be cancelled until the next available date where a quorum can be met by the Executive Committee.

64. For the full disciplinary hearing process, investigations and guidelines (including possibly penalties, suspensions, fines and termination) to be used including the right of appeal are available on request from the club Secretary. Any person requiring a copy of the latest revision of the club's procedure, they should write or e-mail the club Secretary or Chairperson to request a copy. Copies will be made available on request within three (3) days from initial request.
65. The charity Trustees and Executive Committee reserve the right to update the procedure as required and in the best interests of the club. Any penalties imposed by the club will be at the discretion of the Disciplinary Committee as considered appropriate, including temporary or permanent expulsion of the member from the club, such penalties will have immediate effect, notwithstanding the possibility of an appeal. The Club will in all cases and to the best of their ability comply with the requirements of the Governing body (SYFA) and its Child Wellbeing and Protection Policies including any immediate notification of local services where required.
66. Without limitation to the authority of the disciplinary committee to regulate its own procedure, where at any time in the course of any proceedings, there has been a breach of procedure, a breach of the rules of natural justice, or a failure to follow any decision given, this shall not invalidate the proceedings or a decision unless the breach has been such as to seriously and irremediably prejudice the position of the alleged party in breach.
67. Child Wellbeing & Protection - if the matter relates to a child protection issue the club Child Protection Officer and Chairperson will follow the child protection procedures for dealing with a complaint which will also be reported to the governing bodies Child Wellbeing and Protection Officer to which the club will then follow instructions and required actions. If in doubt or immediate actions may be required, the club Child Protection Officer will contact the appropriate local social services for advice on how to deal with the complaint and the offender.
68. The community club also reserves the right to hear complaints made by other agencies if the clubs' name has been brought into disrepute.

### **Team Membership**

69. Team Membership/registration of the Community Club will be reviewed on an Annual Basis.

### **New Teams or Soccer Schools**

70. Any prospective new team must contact the Club Secretary to declare their intention to start a new team using the name or crest of Bathgate Thistle Community Football Club. Failure to do so may result in an application for membership being refused. Prospective member teams must have at least two (2) officials with a PVG membership before starting. A First Aider will need to be added within 6 months of starting.
71. Due to facilities limitations, the expected number of teams at each age group will be as follows:
  - i. For teams playing 11's, a maximum of 3 teams per age group will be permitted to be registered
  - ii. For teams playing 9's, a maximum of 3 teams per age group will be permitted to be registered
  - iii. For teams playing 7's, a maximum of 4 teams per age group will be permitted to be registered



72. Each age group playing 5 aside or 4 aside must have one (1) head coach for that whole age group. This should be agreed on a yearly basis and communicated to the club secretary. Any subsequent changes should be made known to the club secretary and recorded at the earliest opportunity.
73. Exceptions to the above maximum team numbers can be raised with the Executive Committee on a case by case basis by the year group. and/or new team applying, and subject to suitable training facilities can be increased.
74. The club intends to run a variety of community sessions for younger age group boys and girls, up to twelve (12) years old.
- i. Attendance to soccer school can be in addition to being part of a team or a separate one-off activity.

### **Teams looking to Cease/Fold**

75. Any team wishing to 'fold' or "separate from the club" must firstly contact the Executive Committee to notify them of their intention and explain any difficulties. The Executive Committee must be allowed to attend any member meetings to ensure opportunities are explored to keep the team running and/or part of the community club. In the event of this not being successful and the team folding/moving, the executive will agree the outcome of any funds, equipment or other property which belonged to the team.

### **Team Names**

76. To distinguish between teams, all current/newly formed teams should be registered and known by a colour suffix, upon SYFA/SFA registration. Eg 'Bathgate Thistle CFC 2009 Blues'
- i. Current colour options based on 4 teams per age group are Blacks, Blues, Reds and Whites the order of which bears no significance to the level or status of any team
  - ii. Only in exceptional circumstances, and subject to the primary colours being already in use, additional options will be Purple, Pink, Navy or Grey.
  - iii. Use of team names outside the defined naming convention will be deemed in breach of the Constitution unless otherwise agreed by the Executive Committee and teams will revert to the core colour options (Blacks, Blues, Reds and Whites) at the earliest opportunity – such as when the number of teams in an age group reduce due to moving to a larger game format (7s to 9s etc)

### **Training Facilities**

77. As a club, there are arrangements in place with Xcite in Bathgate and West Lothian Council for various pitches and facilities in Bathgate.
- i. This is managed through our Facilities Co-Ordinator and ALL requests for these facilities must come through the Facilities Co-Ordinator.



- ii. It is therefore requested that no team makes direct contact with facility providers (Unless this has been agreed directly with the club Facilities Co-Ordinator)
- iii. In the event of issues arising, teams must make contact through the clubs Facilities Co-Ordinator.

78. Through grant funding and membership fee's, considerable investment has been made into shared equipment and storage solutions across a number of training venues. Ongoing maintenance is the shared responsibility of all groups. All users must treat equipment with respect and leave areas tidy for the safety of all users.

#### **Club Colours / Teamwear / Kit**

79. ALL teamwear purchases must be made through the Community Club's official team wear provider, Football Nation.
80. Players and team officials should wear the club official teamwear to each game and training sessions, only items shown in the Club Brochure are permitted unless written permission has been sought from the Executive Committee.
81. The Community Club home kit shall be worn for all matches. In the event of a kit clash, the away strip should be worn. In extreme cases, the training kit may be worn as a third kit. (Or home/away kit as required by the corresponding league body)
82. The Community Club home kit shall be worn for all matches and shall be that shown in the Teamwear Brochure as Home Kit and shall be in the following colours for outfield players - royal blue/white shirts, Navy blue/white shorts and royal blue/white socks. For goalkeepers – yellow shirt, yellow shorts, yellow socks. (or as required in clause 83)
83. The Community Club away kit shall be that shown in the Teamwear Brochure as Away Kit and shall be in the following colours for outfield players – black/white shirts, black/white shorts and black/white socks. For goalkeepers – red shirt, red shorts, red socks. (or as required in clause 83)
84. All team Officials should be clearly identifiable with their initials printed on jackets/tops etc.
85. Any Team who fails to purchase official Teamwear products from the official brochure or through our official supplier will be in breach of the Constitution. (Unless express permission has been granted by the Executive Committee in writing or via e-mail)

#### **Decision-Making by the Membership.**

##### **Members' meetings**

86. The Executive Committee must arrange a meeting of registered Members (an annual general meeting or "AGM") in each calendar year.
87. The gap between one AGM and the next must not be longer than fifteen (15) months.



88. Notwithstanding clause 88, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within fifteen (15) months of the date on which the organisation is formed.

89. The business of each AGM must include:

- i. A report by the club Chairman on the activities of the organisation
- ii. A report by the club Treasurer of the annual accounts of the organisation
- iii. The election/re-election of the club Executive Committee, as referred to in clauses 119 to 122

90. The Executive Committee may arrange a special members' meeting at any time.

#### **Power to request the Executive Committee to arrange a special Members' meeting**

91. The Executive Committee must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by registered Members who amount to five percent (5%) or more of the total membership of the organisation at the time, providing:

- i. The notice states the purposes for which the meeting is to be held
- ii. Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

92. If the Executive Committee receive a notice under clause 93, the date for the meeting which they arrange in accordance with the notice must not be later than twenty-eight (28) days from the date on which they received the notice.

#### **Notice of registered Members' meetings**

93. At least fourteen (14) days' notice must be given of any AGM or any special registered members' meeting.

94. The notice calling a registered members' meeting must specify in general terms what business is to be dealt with at the meeting

- i. In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s)
- ii. In the case of any other resolution falling within clause 105 (requirement for two-thirds majority) must set out the exact terms of the resolution.

95. Notice of every registered member's meeting must be given to all the registered members of the organisation, and to all the Executive Committee, but the accidental omission to give notice to one or more of the registered members will not invalidate the proceedings at the meeting.

96. Any notice which requires to be given to a registered member under this constitution must be:



- i. Sent by post to the member, at the address last notified by him/her to the organisation or sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

### **Procedure at members' meetings**

97. No valid decisions can be taken at any members' meeting unless a quorum is present.
98. The quorum for a members' meeting is three (3) members, present in person.
99. If a quorum is not present within fifteen (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.
100. The chair of the organisation should act as chairperson of each member's meeting.
101. If the chair of the organisation is not present within fifteen (15) minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Executive Committee members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

### **Voting at Members' Meetings**

102. Every registered member (members applies to all officials of the club regardless of their position) has one vote, which must be given personally.
103. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 106.
104. 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 110):
  - i. A resolution amending the constitution
  - ii. A resolution expelling a person from membership under clause 62
  - iii. A resolution directing the Executive Committee to take any particular step (or directing the Executive Committee not to take any particular step)
  - iv. 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)
  - v. 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 of its property, rights and liabilities)
  - vi. A resolution for the winding up or dissolution of the organisation.



105. 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.
106. 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) asks for a secret ballot.
107. The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

### **Written Resolutions by Members**

108. A resolution agreed to in writing (or by e-mail) by all the members 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 last member agreed to it.

### **Minutes**

109. The Executive Committee must ensure that proper minutes are kept in relation to all members' meetings.
110. Minutes of members' meetings must include the names of those present, and (as far as possible) should be signed by the chairperson of the meeting.
111. The Executive Committee shall make available copies of the minutes referred to in clause 111 to any member of the public requesting them, but on the basis that the Executive Committee may exclude confidential material to the extent permitted under clause 154

### **Executive Committee & Charity Trustees**

#### **Number of Executive Committee Members**

112. The minimum number of Executive Committee members is three (3) and the maximum number of Executive Committee members is fifteen (15).
113. The minimum number of charity Trustees is three (3) and the maximum number of Charity Trustees is five (5).

#### **Eligibility**

114. A person shall not be eligible for election/appointment to the Executive Committee or as a charity Trustee unless he/she is a member of the club.
115. A person will not be eligible for election or appointment to the Executive Committee or as a charity Trustee if he/she is:
- i. Disqualified from being a charity Trustee or Executive Member under the Charities and Trustee Investment (Scotland) Act 2005
  - ii. An employee of the organisation.

### **Election, Retiral, Re-election of Charity Trustees**





116. At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 117) to be a charity trustee.
117. The Executive Committee may at any time appoint any member (unless he/she is debarred from membership under clause 117) to be a charity Trustee or Executive Committee member.
118. At each AGM, all of the charity Trustees and Executive Committee members elected/appointed shall retire from office – but shall then be eligible for re-election.
119. A charity Trustee or executive Committee member retiring at an AGM will be deemed to have been re-elected unless:
- i. He/she advises the Executive Committee prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity Trustee or Executive Committee member.
  - ii. An election process was held at the AGM and he/she was not among those elected/re-elected through that process
  - iii. A resolution for the re-election of that charity Trustee or Executive Committee member was put to the AGM and was not carried.

#### **Termination of Office**

120. A charity Trustee or Executive Committee member will automatically cease to hold office if:
- i. He/she becomes disqualified from being a charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005
  - ii. He/she becomes incapable for medical reasons of carrying out his/her duties as a charity Trustee or Executive Committee member - but only if that has continued (or is expected to continue) for a period of more than six (6) months
  - iii. In the case of a charity Trustee or Executive Committee member elected/appointed, he/she ceases to be a member of the organisation
  - iv. He/she becomes an employee of the organisation
  - v. He/she gives the organisation a notice of resignation, signed by him/her
  - vi. He/she is absent (without good reason, in the opinion of the charity Trustees and Executive Committee members) from more than three (3) consecutive meetings of the Executive Committee - but only if the Executive Committee resolves to remove him/her from office
  - vii. He/she is removed from office by resolution of the charity Trustees and the Executive Committee members on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees
  - viii. He/she is removed from office by resolution of the charity Trustees and the Executive Committee members on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties of the Charities and Trustee Investment (Scotland) Act 2005
  - ix. He/she is removed from office by a resolution of the members passed at a members' meeting.
121. A resolution under section 123 (vii) (viii) (ix), shall be valid only if:



- i. The charity Trustee or Executive Committee member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed.
- ii. The charity Trustee or Executive Committee member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote.
- iii. In the case of a resolution under paragraph 123 (vii) (viii), at least two thirds (to the nearest round number) of the charity Trustees and Executive Committee members then in office vote in favour of the resolution.

### **Register of Charity Trustees and Executive Committee Members**

122. The Executive Committee must keep a register of charity Trustees and Executive Committee members, setting out for each current charity Trustee and Executive members:

- i. His/her full name and address
- ii. The date on which he/she was appointed as a charity Trustee or Executive Committee member
- iii. Any office held by him/her in the organisation
- iv. For each former charity Trustee or Executive Committee member - for at least six (6) years from the date on which he/she ceased to be a charity Trustee or Executive Committee member
- v. The name of the charity Trustee or Executive Committee member
- vi. Any office held by him/her in the organisation
- vii. The date on which he/she ceased to be a charity Trustee or Executive Committee member.

123. The Executive Committee must ensure that the register of charity Trustees and Executive Committee members is updated within twenty-eight (28) days of any change:

- i. Which arises from a resolution of the Executive Committee or a resolution passed by the members of the organisation
- ii. Which is notified to the organisation.

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

### **Office-bearers**

125. The charity Trustees and Executive Committee members must elect (from among themselves) a minimum of a Chairman, Club Secretary and a Treasurer.

126. In addition to the office-bearers required, the charity Trustees and Executive Committee members may elect (from among themselves) further office-bearers if they consider that appropriate.

### **Powers of the charity Trustees and Executive Committee members**



127. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the charity Trustees and Executive Committee, and they may exercise all the powers of the organisation.

128. A meeting of the charity Trustees and the Executive Committee at which a quorum is present may exercise all powers exercisable by the charity Trustees and the Executive Committee.

### **Charity Trustees and Executive Committee - General Duties**

129. Each of the charity Trustees and Executive Committee members has a duty, in exercising functions as a charity Trustee or Executive Committee member, to act in the interests of the organisation, and, in particular, must:

- i. Seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes
- ii. Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- iii. In circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party and put the interests of the organisation before that of the other party.
- iv. Where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity Trustees and Executive Committee members with regard to the matter in question
- v. Ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

130. In addition to the duties outlined in clause 132, all of the charity Trustees and Executive Committee members must take such steps as are reasonably practicable for the purpose of ensuring:

- i. That any breach of any of those duties by a charity Trustee or Executive Committee member is corrected by the charity trustee or Executive Committee member concerned and not repeated
- ii. That any charity Trustee or Executive Committee member who has been in serious and persistent breach of those duties is removed as a trustee or Executive Committee member.

131. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a charity Trustee or Executive Committee member will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest, and (subject to clause 135 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

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

133. The charity Trustees or Executive Committee member 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.

### **Code of conduct for Charity Trustees and Executive Committee Members**



134. Each of the charity Trustees and Executive Committee members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Executive Committee from time to time.
135. The code of conduct referred to in clause 137 shall be supplemental to the provisions relating to the conduct of charity Trustees and Executive Committee members 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

## **DECISION-MAKING BY THE CHARITY TRUSTEES AND EXECUTIVE COMMITTEE**

### **Notice of Executive Committee Meetings**

136. Any charity Trustee or Executive Committee member may call a meeting of the Executive Committee or ask the secretary to call a meeting of the Executive Committee.
137. At least seven (7) days' notice must be given of each Executive Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at Executive Committee Meetings**

138. No valid decisions can be taken at an Executive Committee meeting unless a quorum is present the quorum for an Executive Committee meeting is three (3) charity trustees and/or Executive Committee members, present in person.
139. If at any time the number of charity Trustees or Executive Committee in office falls below the number stated as the quorum in clause 141, the remaining charity trustee(s) or Executive Committee members will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
140. The club Chairman of the organisation should act as chairperson of each Executive committee meeting.
141. If the club Chairman is not present within fifteen (15) minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity Trustees and/or Executive Committee members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
142. Every charity Trustee and Executive Committee has one vote, which must be given personally.
143. All decisions at Executive Committee meetings will be made by majority vote.
144. 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.
145. The Executive Committee may, at its discretion, allow any person to attend and speak at an Executive Committee meeting notwithstanding that he/she is not a charity Trustee or Executive Committee member - but on the basis that he/she must not participate in decision-making.
146. A charity Trustee or Executive Committee member must not vote at an Executive Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal



interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

147. For the purposes of clause 149:

- i. An interest held by an individual who is “connected” with the charity trustee under section 126 (ii) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc.) shall be deemed to be held by that charity Trustee or Executive Committee member.
- ii. A charity Trustee or Executive Committee member will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

### Minutes

- 148. The Executive Committee must ensure that proper minutes are kept in relation to all Executive Committee meetings and meetings of sub-committees.
- 149. The minutes to be kept under clause 151 must include the names of those present, and (as far as possible) should be signed by the Chairperson of the meeting.
- 150. The Executive Committee shall (subject to clause 154) make available copies of the minutes referred to in clause 151 to any member of the public requesting them.
- 151. The Executive Committee may exclude from any copy minutes made available to a member of the public under clause 153 any material which the Executive Committee 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.

## ADMINISTRATION

### Delegation to sub-committees

- 152. The Executive Committee may delegate any of their powers to sub-committees. a sub-committee must include at least one charity Trustee and/or Executive Committee member, but other members of a sub-committee need not be charity trustees or Executive Committee members.
- 153. The Executive Committee 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.
- 154. When delegating powers under clause 155 or 156, the Executive Committee must set out appropriate conditions (which must include an obligation to report regularly to the Executive Committee).
- 155. Any delegation of powers under clause 155 or 156 may be revoked or altered by the Executive Committee at any time.
- 156. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Executive Committee.



## Operation of Accounts

157. Subject to clause 161 the signatures of at least 2 signatories appointed by the Executive Committee will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation, at least one out of the two signatures must be the signature of either the Chairman, Treasurer or Secretary of the club's Executive Committee.
158. Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 160.
159. All individual teams operating as part of Bathgate Thistle Community Football Club (outside of and including the club's main account) shall be subject to review at any time and as requested by the charity Trustees and/or Executive Committee. Any such bank accounts associated to the club and under the umbrella of the charity in association to the club then full access on request must be provided to the club Chairman or club Treasurer for reasons of transparency. If access is not granted within seven (7) days of initial request by the club Treasurer or Chairman, then the club reserves the right to ask or take appropriate steps for the account to be put on hold or suspended until further investigation takes place. My Club Hub balances should not exceed £750 unless for a pending outlay within 30 days (such as sponsorship and subsequent kit order)

## Accounting Records and Annual Accounts

160. The Executive Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements. The club's chosen method of financial reporting is based on receipts and payments.
161. A Financial statement of funds held by each individual team or age group (dependant of setup) detailing incoming and outgoing balances must be submitted to the club's Treasurer twice per year. (half year submissions from each team will be due on 31<sup>st</sup> December each year and full year submissions will be due on 30<sup>th</sup> June each year) This information will be used to compile an accurate Financial statement and year end accounts for the entire club which currently would be have a financial year end of 30<sup>th</sup> June. (The club Treasurer will write to all teams or age groups as appropriate requesting the information, format required, and due dates for submission)
162. The Executive Committee must prepare annual accounts, complying with all relevant statutory requirements, if an audit is required under any statutory provisions (or if the Executive Committee consider that an audit would be appropriate for some other reason), the Executive Committee should ensure that an audit of the accounts is carried out by a qualified auditor.
163. The charity Trustees and Executive Committee members reserve the right to make amendments to the Financial Management of the organisation, if it is deemed in the best interest of the club. Such amendments would only be made on the approval of the charity Trustees and the Executive Committee members.

## MISCELLANEOUS

### Winding-up

164. 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 Charities and Trustee Investment (Scotland) Act 2005.



165. 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 which closely resemble - the purposes of the organisation as set out in this constitution. Alterations to the constitution

### **Alterations to the Constitution**

166. This constitution may (subject to clause 170) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 106) or by way of a written resolution of the members.
167. 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).

### **Interpretation**

168. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- i. Any statutory provision which adds to, modifies or replaces that Act
  - ii. Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 171.i above.
169. In this constitution:
- i. "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 one (1) of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes
  - ii. "charitable purpose" means a charitable purpose under section seven (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.

### **Procedures, Code of Conduct and General Guidelines**

170. Every new member/team will have full access to receive copies of the relevant procedures, code of conducts and/or guidelines as detailed in the Constitution. Copies are available on request and can be found on the club's website at the following address: [www.bathgatethistlecfc.co.uk](http://www.bathgatethistlecfc.co.uk)
171. The Executive Committee shall have the power to publish/enforce and amend such procedures, codes of conduct (as deemed appropriate) as the charity Trustees and Executive Committee feels necessary for the proper governance of the club.
172. Club policies and procedures may be amended from time to time and the Executive team will make every effort to insure the latest updates are made available as per clause 173.



---

### Declaration

It is hereby certified that this document represents a true and most up to date version of the Constitution of the organisation named Bathgate Thistle Community Football Club (a Scottish Charitable Organisation or SCIO under the registered charity number SC048444)

Signed: Chairperson

Printed Name of Chairperson

Paul Marr

.....

.....

Signed: Secretary

Printed Name of Secretary

Stephen Marr

.....

.....

Signed: Treasurer

Printed Name of Treasurer

John Redmond

.....

.....