

# NORTH KELVIN SPORTS DEVELOPMENT GROUP

## GENERAL

### *Type of organisation*

1 The organisation is a charitable body, registered in Scotland, with registration number SC040027

### *Scottish principal office*

2 The principal office of the organisation is in Scotland (and will remain in Scotland).

### *Name*

3 The name of the organisation is “North Kelvin Sports Development Group (NKSDG)”.

### *Purposes*

4 The organisation’s purposes are to improve and increase access to sport for all. It shall operate for the use of the local inhabitants without distinction of political, religious or other opinions.

### *Powers*

5 The organisation has the full range of powers available to charitable body, as specified in the Charities and Trustee Investment (Scotland) Act 2005 - but those powers can only be used to further the purposes referred to in clause 4.

### *Liability of charity trustees*

6 The charity trustees have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the charity trustees will not be held responsible.

7 The charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 6 does not apply to any personal liabilities they might incur if they are in breach of those duties.

### *General structure*

8 The structure of the organisation consists of the COMMITTEE - who hold regular meetings, and generally control the activities of the organisation; for example, the committee is responsible for monitoring and controlling the financial position of the organisation

9 The people serving on the committee are referred to in this constitution as  
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CHARITY TRUSTEES - and they are also the members of the charity for the purposes of the Charities and Trustee Investment (Scotland) Act 2005

## **COMMITTEE**

### *Number of charity trustees*

10 The maximum number of charity trustees is 11.

11 The minimum number of charity trustees is 3

### *Eligibility*

12 A person will not be eligible for appointment to the committee unless he/she is 16 or over.

### *Appointment*

13 The committee may at any time appoint any person to be a charity trustee - by way of a resolution passed by majority vote at a committee meeting.

### *Termination of office*

14 A charity trustee will automatically cease to hold office if:-

- (a) he/she becomes debarred from acting as a charity trustee of a charity under the Charities and Trustee Investment (Scotland) Act 2005
- (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
- (c) he/she becomes an employee of the organisation
- (d) he/she signs a notice of resignation, and gives that to the organisation
- (e) he/she is absent (without permission of the committee) from more than three consecutive meetings of the committee - but only if the committee resolves to remove him/her from office (by way of a resolution passed by majority vote at a committee meeting)
- (f) he/she is removed from office as a charity trustee, for some reason other than as referred to in (e) above, by way of a resolution passed at a committee meeting - but only if at least two thirds of the charity trustees then in office voted in favour of that resolution

### *Register of charity trustees*

15 The committee must keep a register of charity trustees, setting out

- (a) the full name and address of each person who is - or was, within the preceding five years - a charity trustee

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- (b) the date on which each person became a charity trustee; and
- (c) the date on which any person ceased to be a charity trustee.

#### *Office-bearers*

16 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.

17 In addition to the office-bearers required under clause 16, the charity trustees may elect (from among themselves) further office-bearers - if they consider that appropriate.

18 All of the office-bearers will cease to hold office with effect from the end of each financial year of the organisation, but may then be re-elected under clause 16

19 A person elected to any office will automatically cease to hold that office

- (a) if he/she ceases to be a charity trustee; or
- (b) if he/she signs a notice of resignation from that office, and gives it to the organisation.

#### *Power of the committee*

20 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the committee; and the committee may exercise all the powers of the organisation.

21 A meeting of the committee at which a quorum is present may exercise all powers exercisable by the committee.

#### *Personal interests*

22 A charity trustee who has a personal interest in any arrangement which the organisation is proposing to enter into, must declare that interest at a committee meeting - before the decision is taken on whether or not to proceed with that arrangement.

23 For the purposes of clause 22, a person will be taken to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director or any other organisation of which he/she is an employee, management committee member, trustee or charity trustee, has a personal interest in that arrangement.

24 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 will not be debarred from entering into an arrangement with the organisation in which

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he/she has a personal interest; and he/she may retain any personal benefit which arises from that arrangement.

25 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee except as provided for in Charities and Trustee Investment (Scotland) Act 2005.

26 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.

## **DECISION-MAKING BY THE CHARITY TRUSTEES**

### *Notice of committee meetings*

27 Any charity trustee may call a meeting of the committee or ask the secretary to call a meeting of the committee.

28 At least 7 days' notice must be given of each committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### *Procedure at committee meetings*

29 No valid decisions can be taken at a committee meeting unless a quorum is present; the quorum for committee meetings is 4 charity trustees, present in person

30 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 29, the remaining charity trustee(s) will have power to fill the vacancies - but will not be able to take any other valid decisions.

31 The chair of the organisation should act as chairperson of each committee meeting.

32 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the vice-chair will act in the role of chairperson for that meeting. In the absence of the vice chair, the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

33 Every charity trustee has one vote, which must be given personally.

34 Except where this constitution - or the Charities and Trustee Investment (Scotland) Act 2005 - states that a higher threshold should apply, all decisions at committee meetings will be made by majority vote.

35 If there is an equal number of votes for and against any resolution, the chairperson

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of the meeting will be entitled to a second (casting) vote.

36 The committee may, at its discretion, allow any person to attend and speak at a committee meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.

37 A charity trustee must not vote at a 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 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.

38 The reference to "personal interest" in clause 37 will be interpreted in accordance with clause 23.

#### *Minutes*

39 The committee must ensure that proper minutes are kept in relation to all committee meetings and meetings of sub-committees.

40 All minutes of meetings must include the names of those present, and (so far as possible) should be signed by the chairperson of the meeting

## **ADMINISTRATION**

#### *Delegation to sub-committees*

41 The committee may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees

42 The 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

43 When delegating powers under clauses 41 and 42, the committee must set out appropriate conditions (which must include an obligation to report regularly to the committee).

44 Any delegation of powers under clauses 41 and 42 may be revoked or altered by the committee at any time.

45 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the committee.

#### *Operation of accounts*

46 Subject to clause 47, the signatures of two out of three signatories appointed by the 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

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out of the two signatures must be the signature of a charity trustee.

47 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 46.

#### *Accounting records and annual accounts*

48 The committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

49 The committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the committee consider that an audit would be appropriate for some other reason), the committee should ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

#### *Winding-up*

50 If the organisation is to be dissolved, the winding-up process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

51 For the avoidance of doubt, no part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the charity trustees - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable aims.

#### *Alterations to the constitution*

52 This constitution may (subject to clause 53) be altered (a) by a resolution passed at a committee meeting, providing at least two thirds of the charity trustees then in office voted in favour of the resolution or (b) by a written resolution passed unanimously by the charity trustees (which may take the form of a number of copies of the resolution, each signed by one or more trustees).

53 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

#### *Interpretation*

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

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- (a) any statutory provision which adds to, modifies or replaces that Act; and
- (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under (a) above.

This is the constitution of North Glasgow Football Development Group as adopted on [April '10].

Signature

Name

Address

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