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CONSTITUTION

of

SCOTTISH PARA-FOOTBALL

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GENERAL

Type of organisation

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

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

Name

- 3 The name of the organisation (referred to below as the “SCIO”) is “Scottish Para-Football”.

Purposes

- 4 The SCIO’s purposes are:

To advance public participation in football by people in Scotland living with a disability, with a view to:

- (a) promoting social change for the benefit of people in Scotland living with a disability;
- (b) enabling people in Scotland living with a disability to integrate more fully within their local community;
- (c) serving as a catalyst for people in Scotland living with a disability to become more physically active and adopt a healthier lifestyle;
- (d) offering opportunities for people in Scotland living with a disability to be empowered within the sport and within their local community;
- (e) providing opportunities for people in Scotland living with a disability to gain access to activities and competitions similar to those within other branches of the sport, thus inspiring greater participation and advancement within the sport among people living with a disability and challenging negative perceptions regarding people living with a disability;

And in particular by:

- (i) promoting – among sports governing bodies, international, national and local government bodies, health authorities and other public agencies, third sector organisations, local communities and the general public -

forms of football which facilitate participation in the sport by people living with a disability (referred to in this constitution as “Para-Football”); and

- (ii) supporting (financially and/or otherwise), co-ordinating and regulating the work of organisations across Scotland which oversee a particular form of Para-Football, including their efforts to promote wider participation, high quality coaching and volunteering, opportunities for international competition, improved competition structures, and a more attractive footballing environment.

Powers

- 5 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the SCIO may be paid or transferred (directly or indirectly) to the members - either in the course of the SCIO’s existence or on dissolution - except where this is done in direct furtherance of the SCIO’s charitable purposes.
- 7 To prepare, adopt, review and implement regulations covering registration of leagues, clubs, officials and players, and to take all such steps as shall be deemed necessary or advisable for enforcing such policies and procedures;
- 8 To prepare, adopt, review and implement regulations to comply with the Protection of Vulnerable Groups (Scotland) Act 2007, and to take all such steps as shall be deemed necessary or advisable for enforcing such policies and procedures;

Liability of members

- 9 The members of the SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO if it is wound up; accordingly, if the SCIO is unable to meet its debts, the members will not be held responsible.
- 10 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.

General structure

- 11 The structure of the SCIO consists of:-
 - 11.1 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 elect people to serve on the board and take decisions on changes to the constitution itself;

- 11.2 the BOARD - who hold regular meetings, and generally control the activities of the SCIO; for example, the board is responsible for monitoring and controlling the financial position of the SCIO.
- 12 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 13 The members of the SCIO shall (subject to clause 27) consist of those individuals who made the application for registration of the SCIO and such other individuals as are admitted to membership under clauses 14 to 26.
- 14 Membership is open (subject to clauses 15, 16 and 24) to any individual nominated by an Accredited Para-Football Game-leader Organisation (as defined in clause 17).
- 15 No more than one individual nominated by an Accredited Para-Football Game-leader Organisation may be a member of the SCIO at any given time.
- 16 Employees of the SCIO are not eligible for membership; a person who becomes an employee of the SCIO after admission to membership shall automatically cease to be a member.
- 17 For the purposes of this constitution, an “Accredited Para-Football Game-leader Organisation” means an organisation (whether or not it is a corporate body) which takes a leading role in Scotland in the promotion, development and regulation of a particular form of Para-Football, where that organisation has been formally accredited by the board following upon the application, assessment and determination process laid down by The Scottish Para-Football Regulations (the “Regulations”) prescribed by the board, in the form which is in force from time to time.
- 18 For the avoidance of doubt, no more than one organisation of the nature referred to in clause 17 can be accredited by the board under the Regulations at any given time in relation to a given form of Para-Football.

Application for membership

- 19 In order to take up membership, an individual nominated by an Accredited Para-Football Game-leader Organisation must lodge with the SCIO a written application for membership.
- 20 An application for membership must be signed by the individual applying for membership; and it must also be signed by an office-bearer of the Accredited Para-Football Game-leader Organisation which is nominating them for membership.

- 21 An application for membership must be accompanied by a minute of a meeting of the governing body of the Accredited Para-Football Game-leader Organisation (certified as a true copy by an office-bearer of that organisation) evidencing that the nomination of the individual applying for membership was duly authorised by the governing body of that organisation.
- 22 The SCIO shall supply a form for applying for membership to any Accredited Para-Football Game-leader Organisation on request.
- 23 Subject to clause 24, the board must admit to membership any individual nominated by an Accredited Para-Football Game-leader Organisation, providing the provisions of clauses 19 to 21 have been complied with in relation to that application.
- 24 The board may refuse to admit any individual to membership if they have reasonable grounds to believe that:
- 24.1 they, if admitted to membership, would disrupt the proper conduct of members' meetings; or
- 24.2 admission of that individual to membership would damage the reputation of the SCIO.
- 25 If the board refuse admission of any individual to membership on either of the grounds set out in clause 24, they shall notify the relevant Accredited Para-Football Game-leader Organisation accordingly, and invite that organisation to nominate some other individual for membership in their place.
- 26 The board shall consider each application for membership at the first board meeting which is held after receipt of the application; the board shall, within a reasonable time after the meeting, notify the applicant and the relevant Accredited Para-Football Game-leader Organisation of their decision on the application.

Interim members: cessation of membership

- 27 Those individuals who signed the application for registration of the SCIO as the first members of the SCIO shall automatically cease to be members with effect from the time when two or more other members have been admitted to membership under clauses 14 to 26.

Membership subscription

- 28 Each Accredited Para-Football Game-leader Organisation shall pay an annual affiliation fee to the SCIO in accordance with the provisions of the Regulations.
- 29 No membership subscription will, however, be payable by the individuals nominated by Accredited Para-Football Game-leader Organisations as members of the SCIO, in respect of those individuals' membership of the SCIO.

Register of members

- 30 The board must keep a register of members, setting out
- 30.1 for each current member:
 - 30.1.1 their full name and address;
 - 30.1.2 the date on which they were registered as a member of the SCIO; and
 - 30.1.3 details of the Accredited Para-Football Game-leader Organisation which nominated them for membership;
 - 30.2 for each former member - for at least six years from the date on which they ceased to be a member:
 - 30.2.1 their name;
 - 30.2.2 the date on which they ceased to be a member; and
 - 30.2.3 details of the Accredited Para-Football Game-leader Organisation which nominated them for membership.
- 31 The board must ensure that the register of members is updated within 28 days of any change:
- 31.1 which arises from a resolution of the board or a resolution passed by the members of the SCIO; or
 - 31.2 which is notified to the SCIO.
- 32 If a member or charity trustee of the SCIO requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 33 An Accredited Para-Football Game-leader Organisation which has nominated an individual for membership may withdraw its nomination at any time, by way of notice to the SCIO to that effect.
- 34 A notice withdrawing any nomination must be signed by an office-bearer of the Accredited Para-Football Game-leader Organisation which is withdrawing the nomination.
- 35 A notice withdrawing any nomination must be accompanied by a minute of a meeting of the governing body of the Accredited Para-Football Game-leader Organisation (certified as a true copy by an office-bearer of that organisation) evidencing that withdrawal of the nomination was duly authorised by the governing body of that organisation.

- 36 On receipt of the notice by the SCIO, the individual who was admitted to membership on the basis of nomination by that Accredited Para-Football Game-leader Organisation will (subject to clause 39) automatically cease to be a member.
- 37 Any individual who wants to withdraw from membership must give a written notice of withdrawal to the SCIO, signed by them; they will cease to be a member as from the time when the notice is received by the SCIO.

Change in the individual representing an organisation

- 38 Membership of the SCIO may not be transferred by a member.
- 39 If an Accredited Para-Football Game-leader Organisation wishes to change the individual representing it within the membership of the SCIO, it may lodge with the SCIO an application for membership by the individual who is now being nominated for membership, along with a notice withdrawing the nomination of the individual who is already in membership; in that event, the individual who is already in membership shall cease to be a member with effect from the time when the individual named in the application for membership becomes a member.

Expulsion from membership

- 40 Any individual may be expelled from membership by way of a resolution passed by the board if:
- 40.1 they have disrupted the proper conduct of members' meetings; or
 - 40.2 the board have reasonable grounds to believe that the continued membership of that individual would damage the reputation of the SCIO.
- 41 A resolution under clause 40 shall be valid only if:
- 41.1 the individual who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
 - 41.2 the individual concerned is given the opportunity to address the board meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 41.3 at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.
- 42 If the board expel any individual from membership on either of the grounds set out in clause 40, they shall notify the relevant Accredited Para-Football Game-leader Organisation accordingly, and invite that organisation to nominate some other individual for membership in their place.

Termination of membership: other circumstances

- 43 Membership of the SCIO will terminate on death.
- 44 If the individual nominated by an Accredited Para-Football Game-leader Organisation dies, the Accredited Para-Football Game-leader Organisation may nominate some other individual for membership in their place.
- 45 An individual admitted to membership on the basis of nomination by a given Accredited Para-Football Game-leader Organisation will automatically cease to be a member if:
- 45.1 that organisation ceases for any reason to be an Accredited Para-Football Game-leader Organisation; or
 - 45.2 that organisation becomes insolvent, or is dissolved, or is struck off the register of companies or (as the case may be) the register of Scottish charities.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 46 The board must arrange a meeting of members (an annual general meeting or “AGM”) in each calendar year.
- 47 The gap between one AGM and the next must not be longer than 15 months.
- 48 Notwithstanding clause 46, an AGM does not need to be held during the calendar year in which the SCIO is formed; but the first AGM must still be held within 15 months of the date on which the SCIO is formed.
- 49 The business of each AGM must include:
- 49.1 a report by the chair on the activities of the SCIO;
 - 49.2 consideration of the annual accounts of the SCIO;
 - 49.3 the election/re-election of charity trustees, as referred to in clauses 86 to 96;
- and may include such other matters as the charity trustees may determine.
- 50 The charity trustees shall endeavour to use the AGM as an opportunity for discussion and debate in relation to themes or topics of interest relevant to Para-Football in general and/or particular forms of Para-Football; and shall take due account of the outcome of such discussions and debate in developing and promoting the SCIO’s strategies and policies.
- 51 The board may arrange a special members’ meeting at any time, whether for the purposes of considering (and, if thought fit, passing) any formal resolution, or for the purposes of discussion and debate of the nature referred to in clause 50.
- 52 The board must arrange a special members’ meeting on at least one occasion other than the AGM in each year, for the purposes of discussion and debate of the nature referred to in clause 50.

Power to request the board to arrange a special members’ meeting

- 53 The board 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 members who amount to one third or more of the total membership of the SCIO at the time, providing:
- 53.1 the notice states the purposes for which the meeting is to be held; and

53.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

54 If the board receive a notice under clause 53, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

55 At least 14 clear days' notice must be given of any AGM or any special members' meeting.

56 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

56.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

56.2 in the case of any other resolution falling within clause 71 (requirement for two-thirds majority) must set out the exact terms of the resolution.

57 The reference to "clear days" in clause 55 shall be taken to mean that, in calculating the period of notice,

57.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

57.2 the day of the meeting itself should also be excluded.

58 Notice of every members' meeting must be given to all the members of the SCIO, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

59 Any notice which requires to be given to a member under this constitution must be:

59.1 sent by post to the member, at the address last notified by them to the SCIO; or

59.2 sent by e-mail to the member, at the e-mail address last notified by them to the SCIO.

Procedure at members' meetings

60 No valid decisions can be taken at any members' meeting unless a quorum is present.

61 The quorum for a members' meeting is one third (to the nearest round number) of the total membership, present in person or represented by proxy.

62 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.

- 63 The chair of the SCIO should act as chairperson of each members' meeting.
- 64 If the chair of the SCIO 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.

Voting at members' meetings

- 65 Every member has one vote, which may be given either personally or by proxy.
- 66 A member who wishes to appoint a proxy to vote on their behalf at any meeting:
- 66.1 shall lodge with the SCIO, at the SCIO's principal office, a written instrument of proxy (in such form as the board requires), signed by them; or
 - 66.2 shall send by electronic means to the SCIO, at such email address as may have been notified to the members by the SCIO for that purpose, an instrument of proxy (in such form as the board require);
- providing (in either case), the instrument of proxy is received by the SCIO at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 67 A proxy need not be a member of the SCIO.
- 68 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 69 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.
- 70 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 71.
- 71 The following resolutions will be valid only if passed by not less than majority voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 76):
- 71.1 a resolution amending the constitution;
 - 71.2 a resolution expelling a person from membership under clause 40;
 - 71.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

- 71.4 a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- 71.5 a resolution to the effect that all of the SCIO'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);
- 71.6 a resolution for the winding up or dissolution of the SCIO.
- 72 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 73 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 and entitled to vote, whether as members or proxies for members) ask for a secret ballot.
- 74 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 75 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the SCIO at the SCIO's principal office (or, where sent by electronic means, was received by the SCIO at the email address notified by the SCIO to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

Written resolutions by members

- 76 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

- 77 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 78 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

BOARD

Categories of charity trustee

79 In this constitution:

79.1 “Member Trustee” means a charity trustee (nominated by Accredited Para-Football Game-leader Organisations) elected/appointed under clauses 86 to 96;

79.2 “Co-opted Trustee” means a (non-member) charity trustee appointed by the board under clauses 97 and 98.

Number of charity trustees

80 The maximum number of charity trustees is 7; out of that number:

80.1 no more than 4 shall be Member Trustees; and

80.2 no more than 3 shall be Co-opted Trustees.

81 The minimum number of charity trustees is 4.

Eligibility

82 A person shall not be eligible for election/appointment as a Member Trustee unless they have been nominated by an Accredited Para-Football Game-leader Organisation and are an office-bearer, secretary, director, charity trustee or member of the board of management or committee of the Accredited Para-Football Game-leader Organisation nominating them; a person appointed as a Co-opted Trustee need not, however, be nominated by an Accredited Para-Football Game-leader Organisation.

83 A person will not be eligible for election or appointment to the board if they are:

83.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

83.2 an employee of the SCIO; or

83.3 not deemed to be a fit and proper person by the board of the SCIO after due consideration of all relevant facts which the board has in its possession and knowledge, including the undernoted list which is acknowledged to be illustrative and not exhaustive:-

83.3.1 they are bankrupt or have made any arrangement or composition with their creditors generally;

- 83.3.2 they are under or are pending suspension imposed or confirmed by The Scottish Football Association Limited (company number SC005453) (the “Scottish FA”);
- 83.3.3 they are currently participating as a player of another member club or referee in any football played under the jurisdiction of the Federation of International Football Associations (“FIFA”);
- 83.3.4 they are the subject of an endorsed certificate disclosing criminal history and other relevant information issued (“Disclosure”) by Disclosure Scotland (the executive agency of the Scottish Government which discharges Scottish Ministers’ functions under Part V of the Police Act 1997 and the Protection of Vulnerable Groups (Scotland) Act 2007 for the purpose of issuing certificates disclosing criminal history and other relevant information to organisations and any successor or replacement bodies therefor) (“Disclosure Scotland”);
- 83.3.5 they have been disqualified as a director pursuant to a disqualification order granted under the Company Directors’ Disqualification Act 1986 within the previous five years or were serving a disqualification as a director pursuant to such Act at any time within the previous five years;
- 83.3.6 they have been convicted within the last 10 years of (i) an offence liable to imprisonment of two years or over, (ii) corruption or (iii) fraud;
- 83.3.7 they have been suspended or expelled by a national association in membership of FIFA (a “National Association”) from the involvement in the administration of a club;
- 83.3.8 they have been a director of a club in membership of any National Association within the 5-year period preceding such club having undergone an insolvency event; or
- 83.3.9 they are currently under or are pending suspension imposed by or confirmed by the Scottish FA in accordance with the Anti-Doping Regulations of the Scottish FA which came into force on 12th December 2006 as such shall be amended by the board of the Scottish FA from time to time.

Make-up of the board – general principles

- 84 The members and the charity trustees shall, in exercising their powers in relation to election/appointment of charity trustees, seek to achieve an appropriate balance of representation on the board from the different forms of Para-Football; but subject to an overriding requirement that they should ensure (so far as can reasonably be achieved) that there is an appropriate blend of relevant skills and experience at board level to support good governance.

Initial charity trustees

85 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO shall be deemed to have been appointed by the members as charity trustees (within the category of “Member Trustees”) with effect from the date of incorporation of the SCIO.

Election, retiral, re-election: Member Trustees

86 At each AGM, the members may (subject to clauses 80 to 84) elect any individual nominated by an Accredited Para-Football Game-leader Organisation (providing they are willing to act) to be a charity trustee (a “Member Trustee”).

87 The board may (subject to clauses 80 to 84) at any time appoint any member nominated by an Accredited Para-Football Game-leader Organisation (providing they are willing to act) to be a charity trustee (a “Member Trustee”), but on the basis that no more than one individual nominated by each Accredited Para-Football Game-leader Organisation can serve as a charity trustee at any given time.

88 A nomination for election/appointment as a charity trustee must be signed by the individual who is being nominated for election/appointment; and it must also be signed by an office-bearer of the Accredited Para-Football Game-leader Organisation which is nominating them for election/appointment as a charity trustee.

89 No more than one individual may be nominated for election/appointment as a charity trustee at each AGM by each Accredited Para-Football Game-leader Organisation.

90 A nomination for election/appointment as a charity trustee must be accompanied by a minute of a meeting of the governing body of the Accredited Para-Football Game-leader Organisation (certified as a true copy by an office-bearer of that organisation) evidencing that the nomination of the individual for election/appointment as a charity trustee was duly authorised by the governing body of that organisation.

91 The SCIO shall supply a form for nomination of charity trustees to any Accredited Para-Football Game-leader Organisation on request.

92 For the avoidance of doubt, the individual nominated by an Accredited Para-Football Game-leader Organisation for election/appointment as a charity trustee can be – but need not be – the same individual as was admitted to membership on the basis of nomination by that organisation.

93 At the first AGM, those Member Trustees deemed to have been appointed under clause 85 shall retire from office.

94 At each AGM (other than the first):

94.1 any Member Trustee appointed under clause 87 during the period since the preceding AGM shall retire from office; and

94.2 out of the remaining Member Trustees, two shall retire from office.

95 The charity trustees to retire under paragraph 94.2 shall be the charity trustees who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

96 A charity trustee who retires from office under clause 93 or 94 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Trustees

97 In addition to their powers under clause 87, the board may (subject to clauses 80 to 84) at any time appoint any individual (providing they are willing to act) to be a charity trustee (a “Co-opted Trustee”) on the basis that they have specialist experience and/or skills which could be of assistance to the board.

98 At the conclusion of each AGM, all of the Co-opted Trustees shall retire from office – but shall then (subject to clauses 80 to 84) be eligible for re-appointment under clause 97.

Termination of office

99 A charity trustee will automatically cease to hold office if:

99.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

99.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

99.3 (in the case of a charity trustee elected/appointed under clauses 86 to 96) their nomination is withdrawn by the relevant Accredited Para-Football Game-leader Organisation *or* the organisation which nominated them ceases to be an Accredited Para-Football Game-leader Organisation *or* that organisation becomes insolvent, or is dissolved, or is struck off the register of companies or (as the case may be) the register of Scottish charities;

99.4 they become an employee of the SCIO;

99.5 they give the SCIO a notice of resignation, signed by them;

- 99.6 they are 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 them from office;
- 99.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 118);
- 99.8 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
- 99.9 they are removed from office by a resolution of the members passed at a members' meeting;
- 99.10 they become bankrupt, or make any arrangement or composition with their creditors generally;
- 99.11 they are under suspension imposed or confirmed by the Scottish FA, or the Accredited Para-Football Game-leader Organisation which nominated them is under such suspension, provided that this paragraph 99.11 shall not apply in the case of a office-bearer who has renounced all connection with the club on whose Official Return they were specified;
- 99.12 they cease to be an office-bearer, secretary, director, charity trustee or member of the board of management or committee of the Accredited Para-Football Game-leader Organisation which nominated them, or are suspended from being an office-bearer, secretary, director, charity trustee or member of the board of management or committee of the Accredited Para-Football Game-leader Organisation which nominated them as a consequence of an insolvency event involving a member or recognised football body, provided this paragraph 99.12 shall not apply in the case of an office-bearer who has revoked all connection with the club on whose Official Return they were specified;
- 99.13 they cease to be resident in Scotland;
- 99.14 they become disqualified as or prohibited from being a company director by reason of any relevant order made against them in terms of the Company Directors' Disqualification Act 1986;
- 99.15 they become at any time during their term of office the subject of an endorsed Disclosure from Disclosure Scotland;
- 99.16 they fail to comply with the policies of the SCIO as approved by the board from time to time; or

- 99.17 they fail to comply with the obligations and duties incumbent on them as specified in this constitution.
- 100 A notice withdrawing any nomination under clause 99.3 must be signed by an office-bearer of the Accredited Para-Football Game-leader Organisation which is withdrawing the nomination.
- 101 A notice withdrawing any nomination under clause 99.3 must be accompanied by a minute of a meeting of the governing body of the Accredited Para-Football Game-leader Organisation (certified as a true copy by an office-bearer of that organisation) evidencing that withdrawal of the nomination was duly authorised by the governing body of that organisation.
- 102 A resolution under paragraph 99.7, 99.8 or 99.9 shall be valid only if:
- 102.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- 102.2 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
- 102.3 (in the case of a resolution under paragraph 99.7 or 99.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

- 103 The board must keep a register of charity trustees, setting out
- 103.1 for each current charity trustee:
- 103.1.1 their full name and address;
- 103.1.2 the date on which they were appointed as a charity trustee; and
- 103.1.3 any office held by them in the SCIO;
- 103.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- 103.2.1 the name of the charity trustee;
- 103.2.2 any office held by them in the SCIO; and
- 103.2.3 the date on which they ceased to be a charity trustee.
- 104 The board must ensure that the register of charity trustees is updated within 28 days of any change:

104.1 which arises from a resolution of the board or a resolution passed by the members of the SCIO; or

104.2 which is notified to the SCIO.

105 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the SCIO, the board 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

106 The charity trustees must elect (from among themselves) a chair and a vice-chair.

107 In addition to the office-bearers required under clause 106, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

108 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 106 or 107.

109 A person elected to any office will automatically cease to hold that office:

109.1 if they cease to be a charity trustee; *or*

109.2 if they give to the SCIO a notice of resignation from that office, signed by them.

Powers of board

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

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

112 The members may, by way of a resolution passed in compliance with clause 71 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

113 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the SCIO; and, in particular, must:

113.1 seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;

- 113.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 113.3 in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
 - 113.3.1 put the interests of the SCIO before that of the other party;
 - 113.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
- 113.4 ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 114 In addition to the duties outlined in clause 113, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
 - 114.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 114.2 that any trustee who has been in serious or persistent breach of those duties is removed as a trustee.
- 115 Provided they have declared their interest - and have not voted on the question of whether or not the SCIO should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the SCIO in which they have a personal interest; and (subject to clause 116 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 116 No charity trustee may serve as an employee (full time or part time) of the SCIO; and no charity trustee may be given any remuneration by the SCIO for carrying out their duties as a charity trustee.
- 117 The charity trustees may (subject to the terms of an expenses policy adopted by the board, in the form in force from time to time) 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

- 118 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.

119 The code of conduct referred to in clause 118 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

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

- 120 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 121 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at board meetings

- 122 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 4 charity trustees, present in person.
- 123 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 122, 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.
- 124 A charity trustee may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 125 The chair of the SCIO should act as chairperson of each board meeting.
- 126 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 charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 127 Every charity trustee has one vote, which must be given personally.
- 128 All decisions at board meetings will be made by majority vote.
- 129 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 130 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 131 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the SCIO; they must withdraw from the meeting while an item of that nature is being dealt with.

132 For the purposes of clause 131:-

132.1 an interest held by an individual who is “connected” with the charity trustee under section 68(2) 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;

132.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

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

134 The minutes to be kept under clause 133 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

- 135 The board 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.
- 136 The board may also delegate to the chair of the SCIO (or the holder of any other post) such of their powers as they may consider appropriate.
- 137 When delegating powers under clause 135 or 136, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 138 Any delegation of powers under clause 135 or 136 may be revoked or altered by the board at any time.
- 139 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Secretary

- 140 The board shall appoint a secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the secretary, and the other terms and conditions of appointment shall be as determined by the board; the secretary may be removed by them at any time.

Operation of accounts

- 141 Subject to clause 142, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the SCIO; at least one out of the two signatures must be the signature of a charity trustee.
- 142 Where the SCIO 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 141.

Accounting records and annual accounts

- 143 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 144 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 145 If the SCIO 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.
- 146 Any surplus assets available to the SCIO 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 SCIO as set out in this constitution.

Alterations to the constitution

- 147 This constitution may (subject to clause 148) be altered by resolution of the members passed at a members' meeting (subject to achieving the majority referred to in clause 71) or by way of a written resolution of the members.
- 148 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

- 149 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 149.1 any statutory provision which adds to, modifies or replaces that Act; and
- 149.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 149.1 above.
- 150 In this constitution:
- 150.1 "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 2011, providing (in either case) that its objects are limited to charitable purposes;
- 150.2 "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.