



## **Constitution**

### **1. Name**

The name of the Charitable Incorporated Organisation (“the ORWELL PANTHERS AC”) is ORWELL PANTHERS ATHLETIC CLUB and will be affiliated to England Athletics and Suffolk County Athletic Association, under the laws and rules of UK Athletics or any subsequent body or bodies controlling the sport at National level.

Orwell Panthers Athletic Club colours are red and black as registered with UKA.

### **2. National Location of Principal office**

The principal office of the Orwell Panthers Athletic Club is in Ipswich England

### **3. Objects**

The aims and objects of the Orwell Panthers Athletic Club are:-

- (1) The promotion of all the disciplines of competitive athletics.
- (2) To offer coaching and competitive opportunities in athletics for people with disabilities.
- (3) To promote the club within the local community and athletics.
- (4) To ensure a duty of care to all members of the club.
- (5) To provide all its services in a way that is fair to everyone.
- (6) To ensure that all present and future members receive fair and equal treatment.
- (7) To promote the health and well being of all club members.

Nothing in this constitution shall authorise an application of the property of the ORWELL PANTHERS AC for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008]

### **4. Powers**

The Orwell Panthers A C has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the Orwell Panthers A C powers include power to:

- (1) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The ORWELL PANTHERS AC must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) Sell, lease or otherwise dispose of all or any part of the property belonging to the ORWELL PANTHERS AC. In exercising this power, the ORWELL PANTHERS AC must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

- (4) Employ and remunerate such staff as are necessary for carrying out the work of the ORWELL PANTHERS AC. The ORWELL PANTHERS AC may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the ORWELL PANTHERS AC to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

## **5. Application of income and property**

- (1) The income and property of the ORWELL PANTHERS AC must be applied solely towards the promotion of the objects.
  - a) A charity trustee is entitled to be reimbursed from the property of the ORWELL PANTHERS AC or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the ORWELL PANTHERS AC.
  - b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the ORWELL PANTHERS AC's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the ORWELL PANTHERS AC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the ORWELL PANTHERS AC. This does not prevent a member who is not also a charity trustee receiving:
  - a) a benefit from the ORWELL PANTHERS AC as a beneficiary of the ORWELL PANTHERS AC;
  - b) Reasonable and proper remuneration for any goods or services supplied to the ORWELL PANTHERS AC.

Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

## **6. Benefits and payments to charity trustees and connected persons**

### **(1) General provisions**

No charity trustee or connected person may:

- a) buy or receive any goods or services from the ORWELL PANTHERS AC on terms preferential to those applicable to members of the public;
- b) sell goods, services, or any interest in land to the ORWELL PANTHERS AC;
- c) be employed by, or receive any remuneration from, the ORWELL PANTHERS AC;
- d) receive any other financial benefit from the ORWELL PANTHERS AC; unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

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

- a) A charity trustee or connected person may receive a benefit from the ORWELL PANTHERS AC as a beneficiary provided that it is available generally to the beneficiaries of ORWELL PANTHERS AC

- b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the ORWELL PANTHERS AC where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the ORWELL PANTHERS AC with goods that are not supplied in connection with services provided to the ORWELL PANTHERS AC by the charity trustee or connected person.
- d) A charity trustee or connected person may receive interest on money lent to the ORWELL PANTHERS AC at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the ORWELL PANTHERS AC. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the ORWELL PANTHERS AC on the same terms as members of the public.

### **(3) Payment for supply of goods only – controls**

The ORWELL PANTHERS AC and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the ORWELL PANTHERS AC and the charity trustee or connected person supplying the goods (“the supplier”).
  - b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - c) The other charity trustees are satisfied that it is in the best interests of the ORWELL PANTHERS AC to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
  - d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the ORWELL PANTHERS AC.
  - e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
  - f) The reason for their decision is recorded by the charity trustees in the minute book.
  - g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- (4) In sub-clauses (2) and (3) of this clause:
- a) “the ORWELL PANTHERS AC” includes any company in which the ORWELL PANTHERS AC:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more directors to the board of the company;
  - b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

## **7. Conflicts of interest and conflicts of loyalty**

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the ORWELL PANTHERS AC or in any transaction or arrangement entered into by the ORWELL PANTHERS AC which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the ORWELL PANTHERS AC and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8. Liability of members to contribute to the assets of the ORWELL PANTHERS AC if it is wound up**

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

## **9. Membership of the ORWELL PANTHERS AC**

### **1) Admission of new members**

#### **a) Eligibility**

Membership of the ORWELL PANTHERS AC is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual or a corporate body, or [an individual or corporate body representing] an organisation which is not incorporated.

Membership should consist of officers and members of the Club.

Applicants for membership must be 10 years old.

All members will be subject to the regulations of the constitution and by joining the club will be deemed to accept these regulations and codes of conduct that the Club has adopted.

Members will be enrolled in one of the following categories: -

- I. Full member – Having voting rights and full use of and participating in all clubs facilities and activities.
- II. Associate member – As full members with the exception of use of the clubs facilities for training.
- III. Probationary member – New members awaiting agreement by the Charity Trustees.

- IV. Life member – Awarded in recognition of services and/or achievement (to be confirmed by a majority decision at a General Meeting of the Club). Having voting rights and full use of and participating in all clubs facilities and activities.
- V. Second claim – An athlete where first claim membership is with another club. Having voting rights and full use of and participating in all clubs facilities and activities.

b) **Admission procedure**

A candidate for membership must apply in writing on a form provided for this purpose, and be proposed by one member and seconded by another member and will be classed as a Probationary Member upon submission of membership form and appropriate fees until agreed by the Charity Trustees at the next meeting.

The Trustees:

- i. may refuse an application for membership if they believe that it is in the best interests of the ORWELL PANTHERS AC for them to do so;
- ii. shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within [21 days] of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- iii. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

**2) Transfer of membership**

Membership of the ORWELL PANTHERS AC cannot be transferred to anyone else [except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the ORWELL PANTHERS AC has received written notification of the transfer].

**3) Duty of members**

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

**4) Discipline and Appeals**

Panthers Athletics Club subscribes unreservedly to the Codes of Practice and procedures of Athletics Welfare as set out in documents published by UK Athletics a copy of which is held by the Honorary Secretary. The Trustees shall early in its year of office publish a Code of Conduct applicable to club members for the following year.

- a) All complaints regarding the behaviour of members should be submitted in writing to the Honorary Secretary.
- b) The Trustees will meet to hear complaints within 21 days of a complaint being lodged. The Trustees have the power to take appropriate disciplinary action including the termination of membership.

- c) The outcome of a disciplinary hearing should be notified in writing to the person who lodged the complaint and the member against whom the complaint was made within 10 days of the hearing.
- d) Members have the right of appeal but must apply, in writing, to the Honorary Secretary outlining their claim for an appeal to be heard within 21 days of any disciplinary action being announced. Applications should be accompanied by payment of £20.00, which will be refunded in the event of a successful appeal. The President, Chairperson and Honorary Secretary of the club shall hear appeals. The appellant may be present and may be accompanied by another person.

## **5) Termination of membership**

A member intending to withdraw from the club shall give notice in writing to the Honorary Secretary, and his/her membership terminates on the date of the notice unless he/she is financially indebted to the club, in which case the Charity Trustees may withhold acceptance of the resignation until he/she has discharged his/her liability. A member not having tendered his/her resignation prior to his/her next membership fee being due shall be liable for the ensuing year's subscriptions.

- a) Membership of the ORWELL PANTHERS AC comes to an end if :
  - i. the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
  - ii. the member sends a notice of resignation to the in writing to the Honorary Secretary, and his/her membership terminates on the date of the notice unless he/she is financially indebted to the club, in which case the Charity Trustees may withhold acceptance of the resignation until he/she has discharged his/her liability. A member not having tendered his/her resignation prior to his/her next membership fee being due shall be liable for the ensuing year's subscriptions.
  - iii. any sum of money owed by the member to the ORWELL PANTHERS AC is not paid in full within six months of its falling due;
  - iv. membership will be suspended if annual membership renewal fee is not paid within three months of becoming due
  - v. any members subscription is twelve months in arrears, provided one months notice in writing shall be sent to such member by register or recorded letter, addressed to his/her last known address, informing him/her of the proposed action
  - vi. the charity trustees decide that it is in the best interests of the ORWELL PANTHERS AC that the member in question should be removed from membership, and pass a resolution to that effect.
  - vii. The name and address of any person so expelled from the club shall be sent to England Athletics, who shall suspend such persons reported, from competing at any meeting held under UK Athletics Rules until the liability causing his/her said expulsion, which shall not exceed one year's subscription, is discharged
- b) Before the charity trustees take any decision to remove someone from membership of the ORWELL PANTHERS AC they must :
  - i. inform the member of the reasons why it is proposed to remove him, her or it membership
  - ii. give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
  - iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

- iv. consider at that meeting any representations which the member makes as to why the member should not be removed;
- v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

## **6) Membership fees**

Membership fees shall be set annually, proposed by the Charity Trustees and confirmed by the membership at the AGM. (A simple majority of attending members is required).

- a) The amount agreed becoming payable for that financial year at 1st January or by persons/s joining the club.
- b) Membership fees will be paid annually, at 1st January or by person/s joining the club, along with weekly subscription.
- c) Membership will be suspended if the annual renewal fee is not paid within three months of becoming due.
- d) Meeting/training fees shall be set annually, proposed by the Charity Trustees and confirmed by the club at the AGM..

## **10. Members' decisions**

### **1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the ORWELL PANTHERS AC may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

### **2) Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of the ORWELL PANTHERS AC may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting [(including votes cast by postal, email ballot and proxy votes)].

### **3) Decisions that must be taken in a particular way**

- a. Any decision to remove a trustee must be taken In accordance with clause [15(2)].
- b. Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).
- c. Any decision to wind up or dissolve the ORWELL PANTHERS AC must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the ORWELL PANTHERS AC to one or more other ORWELL PANTHERS ACs must be taken in accordance with the provisions of the Charities Act 2011.

## **11. General meetings of members**

### **1) Types of general meeting**

There must be an annual general meeting (AGM) of the members of the ORWELL PANTHERS AC. The first AGM must be held within 18 months of the registration of the ORWELL PANTHERS AC, and subsequent AGMs must be held at intervals of not more than 15 months.. The Charity Trustees shall announce the date of the AGM at least one months ahead of the meeting.

The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause [13].

The AGM should elect officers and committee members for the forthcoming year. (In the event that no nominations have been received prior to the AGM for a position, it will be in order to take nominations at the AGM).

The AGM will only consider items notified in writing to the Trustees 14 days in advance of the AGM .

The Charity Trustees has the right to call Extraordinary General Meetings outside the AGM. Procedures for EGMs will be the same as for the AGM.

Other general meetings of the members of the ORWELL PANTHERS AC may be held at any time

All general meetings must be held in accordance with the following provisions

### **2) Calling general meetings**

- a. The charity trustees :
  - i. must call the annual general meeting of the members of the ORWELL PANTHERS AC in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
  - ii. may call any other general meeting of the members at any time.
- b. The charity trustees must, within 21 days, call a general meeting of the members of the ORWELL PANTHERS AC if :
  - I. they receive a request to do so from at least 10% of the members of the ORWELL PANTHERS AC; and
  - II. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- c. If, at the time of any such request, there has not been any general meeting of the members of the ORWELL PANTHERS AC for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- d. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- e. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- f. Any general meeting called by the charity trustees at the request of the members of the ORWELL PANTHERS AC must be held within 28 days from the date on which it is called.
- g. If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

- h. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- i. The ORWELL PANTHERS AC must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the ORWELL PANTHERS AC shall be entitled to be indemnified by the charity trustees who were responsible for such failure

### **3) Notice of general meetings**

- a. The charity trustees, or, as the case may be, the relevant members of the ORWELL PANTHERS AC, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of the ORWELL PANTHERS AC who is not a member.
- b. If it is agreed by not less than 90% of all members of the ORWELL PANTHERS AC, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- c. The notice of any general meeting must :
  - I. state the time and date of the meeting;
  - II. give the address at which the meeting is to take place;
  - III. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - IV. if a proposal to alter the constitution of the ORWELL PANTHERS AC is to be considered at the meeting, include the text of the proposed alteration;
  - V. include, with the notice for the AGM, the annual statement of accounts and Charity Trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the ORWELL PANTHERS AC's website.
- d. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, or notice published on website shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted, sent or published..
- e. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the ORWELL PANTHERS AC.

### **4) Chairing of general meetings**

The person nominated as chair by the charity trustees under clause [19](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the ORWELL PANTHERS AC who are present at a general meeting shall elect a chair to preside at the meeting.

### **5) Quorum at general meetings**

- a. No business may be transacted at any general meeting of the members of the ORWELL PANTHERS AC unless a quorum is present when the meeting starts.
- b. Subject to the following provisions, the quorum for general meetings shall be the greater of [5]% or [three] members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

- c. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- d. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the ORWELL PANTHERS AC's members at least seven clear days before the date on which it will resume. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- e. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- f. Vote on any proposed changes to the Constitution or Rules of the Club. (A majority of two thirds of attending members is required).
- g. The quorum for AGM's will be 20% of the total voting membership

## **6) Voting at general meetings**

- a. Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting [(including proxy and postal votes)]. Every member has one vote [unless otherwise provided in the rights of a particular class of membership under this constitution].
- b. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- c. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- d. A poll may be taken :
  - I. at the meeting at which it was demanded; or
  - I. at some other time and place specified by the chair; or
  - II. through the use of postal or electronic communications.
- e. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.]
- f. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

## **7) Representation of [organisations and] corporate members**

A[n organisation or a]corporate body that is a member of the ORWELL PANTHERS AC may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the ORWELL PANTHERS AC.

The representative is entitled to exercise the same powers on behalf of the [organisation or] corporate body as the [organisation or] corporate body could exercise as an individual member of the ORWELL PANTHERS AC

### **8) Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12. Charity trustees**

### **1) Functions and duties of charity trustees**

The charity trustees shall manage the affairs of the ORWELL PANTHERS AC through the Charity Trustees and may for that purpose exercise all the powers of the ORWELL PANTHERS AC.

It is the duty of each charity trustee:

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

### **2) Eligibility for trusteeship**

- a) Every charity trustee must be a natural person.
- b) No one may be appointed as a charity trustee:
  - if he or she is under the age of 16 years; or
  - if he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].
- c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee
- d) At least one of the Charity Trustees of the ORWELL PANTHERS AC must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or Charity Trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

### **3) Number of charity trustees**

- a) There must be at least [three charity trustees. If the number falls below this minimum, the remaining trustee or Charity Trustees may act only to call a meeting of the charity Trustees, or appoint a new charity trustee.
- b) The maximum number of charity trustees is 16. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

#### **4) First charity trustees**

The first charity trustees of the ORWELL PANTHERS AC are –  
Geoff Lea - chairperson  
Pet Butler - Vice Chairperson  
Julie Leeder Honorary Secretary  
Tony Cheatham Honorary Treasurer-  
Mitzi Read Membership Secretary  
Margaret Nicholls Coaching Secretary  
Publicity Officer - Paul Davis  
Minutes Secretary - Anita Abbott  
Celia Foulger  
Ann Negus  
Michael Brundish  
Ollie Minns  
Colin Hindle  
Sam Doubledee

#### **5) Management Committee**

- a) The club will be managed through the Charity Trustees consisting of - Chairperson, Vice Chairperson, Honorary Secretary, Treasurer, Membership Secretary, Two Child Protection Officers, Publicity Officer, and Coaching Secretary plus up to six members. Only these posts will have the right to vote at meetings of the Charity Trustees.
- b) In the event of a member being elected to fill more than one of the above-mentioned offices, no additional appointments shall be made.
- c) The Charity Trustees shall have the power to fill any vacancies that may arise and may co-opt others to serve ex-officio
- d) The Charity Trustees will be convened by the Honorary Secretary of Orwell Panthers AC and will be hold no less than four meetings per year and only those named as forming the Charity Trustees will have the right to vote at said meetings.
- e) The Charity Trustees will be responsible for adopting new policy, codes of conduct and rules that affect the organization of the club as passed at the preceding General Meeting

### **13. Appointment of charity trustees**

1. At every annual general meeting of the members of the ORWELL PANTHERS AC, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
2. Elect the Charity Trustees and committee members who form the Management Committee for the forthcoming year. (In the event that no nominations have been received prior to the AGM for a position, it will be in order to take nominations at the AGM).
3. The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any Charity Trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
4. The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;

5. The members or the charity Trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded;
6. A person so appointed by the members of the ORWELL PANTHERS AC shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

#### **14. Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- a) a copy of this constitution and any amendments made to it; and
- b) a copy of the ORWELL PANTHERS AC's latest Charity Trustees' annual report and statement of accounts.

#### **15. Retirement and removal of charity trustees**

1. A charity trustee ceases to hold office if he or she :
  - a) retires by notifying the ORWELL PANTHERS AC in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the Charity Trustees resolve that his or her office be vacated;
  - c) dies;
  - d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - e) [is removed by the members of the ORWELL PANTHERS AC in accordance with sub-clause (2) of this clause;] or
  - f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
2. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11], and the resolution is passed by a [two-thirds] majority of votes cast at the meeting.
3. A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the ORWELL PANTHERS AC.]
- 4.

## **16. Reappointment**

Any person who retires as a charity trustee by rotation or by giving notice to the ORWELL PANTHERS AC is eligible for reappointment to the same role if no alternative is available.

## **17. Taking of decisions by charity trustees**

Any decision may be taken either:

- at a meeting of the charity trustees e.g. Management Committee; or
- by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

## **18. Delegation by charity trustees**

- 1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements –
  - a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of charity trustees**

### **1. Calling meetings**

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

### **2. Chairing of meetings**

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

### **3. Procedure at meetings**

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

#### **4. Participation in meetings by electronic means**

- a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes

#### **20. Saving provisions**

- 1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- 2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

#### **21. Execution of documents**

- 1) The ORWELL PANTHERS AC shall execute documents by signature
- 2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

#### **22. Use of electronic communications**

The ORWELL PANTHERS AC will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- b) any requirements to provide information to the Commission in a particular form or manner.

#### **23. Keeping of Registers**

The ORWELL PANTHERS AC must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

#### **24. Minutes**

The charity trustees must keep minutes of all:

- 1) appointments of officers made by the charity trustees;
- 2) proceedings at general meetings of the ORWELL PANTHERS AC;

- 3) meetings of the charity trustees and committees of charity trustees including:
  - the names of the charity trustees present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions;
- 4) decisions made by the charity trustees otherwise than in meetings.

## **25 Accounting records, accounts, annual reports and returns, register maintenance**

- 1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the ORWELL PANTHERS AC, within 10 months of the financial year end.
- 2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the ORWELL PANTHERS AC entered on the Central Register of Charities.
- 3) All cheques require at least two unrelated trustees' signatures before they are approved.

## **26 Rules**

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

## **27 Disputes**

If a dispute arises between members of the ORWELL PANTHERS AC about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **28. Amendment of constitution**

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

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all members of the ORWELL PANTHERS AC; or
  - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the ORWELL PANTHERS AC.
- (2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the ORWELL PANTHERS AC or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the ORWELL PANTHERS AC's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## 29. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the ORWELL PANTHERS AC may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the ORWELL PANTHERS AC can only be made:

(a) at a general meeting of the members of the ORWELL PANTHERS AC called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the ORWELL PANTHERS AC.

(2) Subject to the payment of all the ORWELL PANTHERS AC's debts:

(a) Any resolution for the winding up of the ORWELL PANTHERS AC, or for the dissolution of the ORWELL PANTHERS AC without winding up, may contain a provision directing how any remaining assets of the ORWELL PANTHERS AC shall be applied.

(b) In the event of the ORWELL PANTHERS AC being wound up, any assets of the club that remain will become the property of Suffolk County Athletic Association, for the use of the continuing promotion of athletics for people with disabilities within the county of Suffolk.

(3) The ORWELL PANTHERS AC must observe the requirements of the Dissolution Regulations in applying to the Commission for the ORWELL PANTHERS AC to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the ORWELL PANTHERS AC;

(ii) a declaration by the charity trustees that any debts and other liabilities of the ORWELL PANTHERS AC have been settled or otherwise provided for in full; and

(iii) a statement by the charity trustees setting out the way in which any property of the ORWELL PANTHERS AC has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the ORWELL PANTHERS AC, and to any charity trustee of the ORWELL PANTHERS AC who was not privy to the application.

(4) If the ORWELL PANTHERS AC is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

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