
The Children's Football Alliance

Mission Statement

"To protect childhood through play and advance children's unalienable right to engage in football play that is safe, fun, engaging, inclusive and developmental, ensuring that all children who want to be playing football are actively playing and receiving the highest quality sporting experience possible"

The Constitution of the Children's Football Alliance is as follows

1 NAME

The organisation's name is the Children's Football Alliance (and in this document it is called the "Charity").

2 INTERPRETATION

2.1 In the constitution:

"Director" means the individual appointed in accordance with article 14.2 to undertake or oversee the day to day activities of the Charity;

"Objects" means the charitable objects of the Charity as set out in article 3;

"Stakeholders" means the individuals and organisations who are involved with the Charity in accordance with article 6 and are bound to further the Objects of the Charity.

"Trustees" means the group of individuals appointed in accordance with article 15 to oversee the operations of the Charity;

2.2 words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3 OBJECTS

3.1 The Charity's objects are:

(i) to reduce the inequalities in childhood (ii) ensure children and young people have a strong voice in all matters that affect their lives (iii) enhance the health and well-being of all children and young people and (iv) promote positive images of children and young people;

through the medium of playing football.

4 POWERS

4.1 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:

(i) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations; (ii) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use; (iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the Charity will look to comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006; (iv) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity will look to comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land; (v) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them; (vi) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects; (vii) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity; (viii) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves; (ix) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The Charity may employ or remunerate Trustees only to the extent it is permitted to do so by article 5.2 and provided it complies with the conditions in that article;

(x) to deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the Charity to be held in the name of a nominee, and 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; (xi) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, so far as they apply, section 73F of the Charities Act 1993; and (xii) to pay out of the funds of the Charity the costs of forming and setting up the Charity.

5 APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of salary or fees, dividend bonus or otherwise by way of profit to the Trustees or any Stakeholder of the Charity. This does not however prevent a Stakeholder receiving a benefit from the Charity in the capacity of a beneficiary of the Charity or any member of the Trustees or a Stakeholder receiving reasonable and proper remuneration for any goods or services supplied to the Charity.

6 STAKEHOLDERS (APPOINTMENT)

- 6.1 The first Stakeholders of the Charity are those named in the Charity's register of Stakeholders.
- 6.2 Other individuals or organisations have been approached with a view to joining as further Stakeholders and, subject to a formal invitation for the Trustees, confirmation of their written wish to join and the subsequent approval of the Stakeholders such individuals or organisations (and any others who are identified by the Trustees as potential Stakeholders) shall join as Stakeholders.
- 6.3 For the avoidance of doubt it is a pre-requisite to joining as a Stakeholder that the individuals or organisations possess, in their own fields or in their charitable objects, similar objects and interests to those of the Charity and the Trustees may, at any time, if resolved by the Stakeholders ask any Stakeholder to resign on the grounds that this pre-requisite is no longer being complied with.
- 6.4 The role of the Stakeholders is to provide support, guidance and, (in certain circumstances) authorised projects to or for the Trustees in all matters relating to the furtherance of the Objects.
- 6.5 The Director must keep a register of names and addresses of the Stakeholders.

7 STAKEHOLDERS (RETIREMENT)

- 7.1 Any Stakeholder may leave or be asked to leave if:
- (i) the Stakeholder dies or, if it is an organisation, ceases to exist; (ii) the Stakeholder resigns by written notice to the Charity unless, after the resignation, there would be no Stakeholders; (iii) any sum due from the Stakeholder to the Charity is not paid in full within six months of it falling due; or (iv) the Stakeholder is resolved by the Stakeholders to be removed from the Charity further to such a proposal being put forward by any two Stakeholders.

8 GENERAL MEETINGS

- 8.1 The Charity will endeavour to hold two meetings of the Stakeholders in each year at the time and date proposed by the Trustees.
- 8.2 In addition a meeting of the Stakeholders may be called by the Trustees in the event of the need to make a decision under article 18.2 (and any such decision will require a three quarters majority resolution of the Stakeholders).

9 NOTICE OF GENERAL MEETINGS

- 9.1 The minimum period of notice required to hold a general meeting of the Charity is twenty one clear days.

- 9.2 A general meeting may be called by shorter notice if it is so agreed by a three quarters majority in number of Stakeholders having a right to attend and vote at the meeting.
- 9.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of Stakeholders to appoint a proxy.
- 9.4 The notice must be given to all the Stakeholders and to the Trustees.
- 9.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

10 PROCEEDINGS AT GENERAL MEETINGS

- 10.1 No business shall be transacted at any general meeting unless a quorum is present.
- 10.2 A quorum is two Stakeholders present in person or by proxy and entitled to vote upon the business to be conducted at the meeting or one tenth of the total number of Stakeholders at the time, whichever is the greater, unless there is a sole Stakeholder, in which case the quorum shall be one.
- 10.3 Where a Stakeholder is an organisation the authorised representative of a Stakeholder organisation shall be counted in the quorum.
- 10.4 The meeting shall be adjourned to such time and place as the Trustees shall determine if a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present. The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Stakeholders present in person or by proxy at that time shall constitute the quorum for that meeting.
- 10.5 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting anyone approved by the Stakeholders shall chair the meeting.

11 VOTES OF STAKEHOLDERS

- 11.1 Every Stakeholder, whether an individual or an organisation, shall have one vote.
- 11.2 Any organisation that is a Stakeholder may nominate any person to act as its representative at any meeting of the charity, provided that the organisation gives written notice to the Charity of the name of its representative. It is however acknowledged that the Charity shall not be required to consider whether the representative has been properly appointed by the organisation.
- 11.3 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded and the declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 11.4 Unless specified to the contrary in the Constitution any decision of the Stakeholders will be carried by a simple majority.

12 POLL

- 12.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the person chairing the meeting or by at least two Stakeholders present in person or by proxy and having the right to vote at the meeting.
- 12.2 The procedure for any poll shall be as follows:-
 - (i) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded;
 - (ii) a demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting;
 - (iii) if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of

hands declared before the demand was made; (iv) a poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Stakeholders) and who may fix a time and place for declaring the results of the poll; (v) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded; (vi) a poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately; (vii) a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs; (viii) the poll must be taken within thirty days after it has been demanded; (ix) if the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken; and (x) if a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

13 WRITTEN RESOLUTIONS

- 13.1 A resolution in writing agreed by a simple majority or a three quarters majority (as appropriate) of the Stakeholders who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Stakeholder; a simple majority or a three quarters majority (as appropriate) of Stakeholders has signified its agreement to the resolution and it is contained in an authenticated document which has been received by the Trustees within the period of 28 days beginning with the circulation date.
- 13.2 A resolution in writing may comprise several copies to which one or more Stakeholders have signified their agreement.
- 13.3 In the case of a Stakeholder that is an organisation, its authorised representative may signify its agreement.

14 TRUSTEES

- 14.1 The Trustees shall number at least one but (unless otherwise resolved by the Stakeholders) shall be subject to a maximum of nine.
- 14.2 The Trustees and the Stakeholders will undertake to procure that the Trustees shall include (i) the Director; (ii) two individuals with a financial and legal background; (iii) an individual with fundraising experience (iv) not less than two individuals to over see current projects and (v) not less than two representatives from amongst the Stakeholders.

15 POWERS OF THE TRUSTEES

- 15.1 The Trustees shall oversee the business of the Charity and may exercise all the powers of the Charity subject to any restrictions imposed by the Constitution or by law.
- 15.2 No alteration of the Constitution (or any amendments thereof) shall have retrospective effect to invalidate any prior act of the Trustees.
- 15.3 Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

16 TRUSTEES (APPOINTMENT)

- 16.1 The first Trustees shall be appointed by the first Stakeholders.
- 16.2 Thereafter any individual who is willing to become a Trustee must be recommended by the existing Trustees and, subject to providing his written consent to be appointed, such appointment may then be ratified or refused by the resolution of the Stakeholders.
- 16.3 All Stakeholders who are entitled to receive notice of a general meeting must be given twenty one clear days' notice of any resolution to be put to the meeting to appoint a Trustee.

17 TRUSTEES (RETIREMENT)

- 17.1 Trustees may retire at any time by notice to the Charity.
- 17.2 Trustees shall cease to hold office if (i) he or she ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director; (ii) is disqualified

from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or (iv) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolves that his or her office be vacated; or (v) is removed by a resolution of a three quarters majority of the Stakeholders.

18 TRUSTEES (PROCEEDINGS)

- 18.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Constitution.
- 18.2 Matters arising at a meeting shall be decided by a three quarters majority of votes of those attending. In the event that matter is not resolved in this manner it will be referred to the Stakeholders.
- 18.3 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 18.4 No decision may be made by a meeting unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means in which a participant or participants may communicate with all the other participants. The quorum shall be two or the number nearest to two-thirds of the total number of the Trustees, whichever is the greater.
- 18.5 Trustees shall not be counted in the quorum present when any decision is made about a matter upon which that individual is not entitled to vote, for example on a decision under article 5.2.
- 18.6 The Trustees shall appoint one of their number to chair their meetings and may at any time revoke such appointment.
- 18.7 A resolution in writing or in electronic form agreed by a three quarters majority of all the Trustees entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held provided that a copy of the resolution is sent or submitted to all those eligible to vote and a three quarters majority of the Trustees has signified its agreement to the resolution in an authenticated document or documents which are received by the Trustees within the period of 28 days beginning with the circulation date. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

19 TRUSTEES (INTERESTS)

- 19.1 Trustees must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. Trustees must absent himself or herself from any discussions in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 19.2 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Constitution, the unconflicted Trustees may authorise such a conflict of interests where the conflicted party is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person and it is resolved that it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

20 MINUTES

- 20.1 The Director must keep minutes of all appointments to the Trustees and of Stakeholders and any proceedings at meetings of the Charity to include the names of those present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions.

21 ACCOUNTS / REPORTS

- 21.1 The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 21.2 The Director must look to comply with the requirements of the Charities Act 1993 with regard to the transmission of the statements of account to the Charity.

22 NOTICES

- 22.1 Any notice to be given to or by any person pursuant to the articles: must be in writing; or must be given in electronic form.
- 22.2 The Charity may give any notice to a Stakeholder either: personally; or by sending it by post in a prepaid envelope addressed to the Stakeholder at his or her address; or by leaving it at the address of the Stakeholder; or by giving it in electronic form to the Stakeholder's address.
- 22.3 A Stakeholder who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 22.4 A Stakeholder present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 22.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 22.6 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent and notice shall be deemed to be given 48 hours after the envelope containing it was posted; or in the case of an electronic form of communication, 48 hours after it was sent.

23 INDEMNITY

- 23.1 The Charity may indemnify the Trustees against any liability incurred by him or her or it in that capacity, to an equal extent to that permitted by sections 232 to 234 of the Companies Act 2006.

24 DISSOLUTION

- 24.1 The Stakeholders of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways: directly for the Objects; or by transfer to any Charity or charities for purposes similar to the Objects; or to any Charity or charities for use for particular purposes that fall within the Objects.
- 24.2 Subject to any such special resolution of the Stakeholders, the Trustees may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred: directly for the Objects; or by transfer to any Charity or charities for purposes similar to the Objects; or to any Charity or charities for use for particular purposes that fall within the Objects.
- 24.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Stakeholders of the Charity (except to a Stakeholder that is itself a charity) and if no resolution in accordance with article 24.1 is passed by the Stakeholders the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Charity Commission.

Name

Authentication

Ernie Brennan

Brendan Hanlon

Paul Cooper

Farrell Monk

DATE:
