

NEWPORT PAGNELL TOWN FOOTBALL CLUB CONSTITUTION

Affiliated to:
Berks & Bucks County F.A.

1. NAME

The club shall be called Newport Pagnell Town Football Club (the Club).

2. OBJECTS

The objects of the Club shall be to provide facilities, promote the game of Association Football, to arrange matches and social activities for its members and community participation in the same.

3. STATUS OF RULES

These rules (the Club Rules) form a binding agreement between each member of the Club.

4. RULES AND REGULATIONS

- (a) The members of the Club shall so exercise their rights, powers and duties, and shall, where appropriate, use their best endeavours to ensure that others conduct themselves so that the business and affairs of the Club are carried out in accordance with the Rules and Regulations of The Football Association Limited ("The FA"), County Football Association to which the Club is affiliated ("Parent County Association") and Competitions in which the Club participates, for the time being in force.
- (b) No alteration to the Club Rules shall be effective without prior written approval by the Parent County Association. The FA and the Parent County Association reserve the right to approve any proposed changes to the Club Rules.
- (c) The Club will also abide by The FA's Child Protection Policies and Procedures, Codes of Conduct and the Equal Opportunities and Anti-Discrimination Policy as shall be in place from time to time.

5. CLUB MEMBERSHIP

- (a) The members of the Club, from time to time, shall be those persons listed in the register of members (the Membership Register), which shall be maintained by the a Director appointed by the Board of Directors.
- (b) Election to membership shall be at the sole discretion of the Board of Directors. Membership shall become effective upon an applicants name being entered in the Membership Register.
- (c) In the event of a member's resignation or expulsion, his or her name shall be removed from the Membership Register.
- (d) The Football Association and parent County Association shall be given access to the Membership Register on demand.

6. ANNUAL MEMBERSHIP FEE

- (a) An annual fee payable by each member shall be determined from time to time by the Board Of Directors. Any fee shall be payable on a successful application for membership and annually by each member. Fees shall not be repayable.
- (b) The Board Of Directors shall have the authority to levy further subscriptions from the members as are reasonably necessary to fulfil the objects of the Club.

7. RESIGNATION AND EXPULSION

- (a) A member shall cease to be a member of the Club if, and from the date on which, he/she gives notice to the Board Of Directors of their resignation. A member whose annual membership fee or further subscription is more than 2 months in arrears shall be deemed to have resigned.
- (b) The Board Of Directors shall have the power to expel a member when, in their opinion, it would not be in the interests of the Club to remain a member. There shall be no appeal procedures.
- (c) A member who resigns or is expelled shall not be entitled to claim any, or a share of any, of the Club property.

8. BOARD OF DIRECTORS

- (a) The Board Of Directors shall consist of the following Club Officers: Managing Director and Finance Director, plus at least 1 and not more than 4 other Directors, elected at an Annual General meeting.
- (b) Each Club Officer and Director shall hold office from the date of appointment until the next Annual General Meeting unless otherwise resolved at a Special General Meeting. The same person may not hold the positions of Managing Director and Finance Director at any time. The Board Of Directors shall be responsible for the management of all the affairs of the Club. Decisions of the

Board Of Directors shall be made by a simple majority of those attending the Directors meeting. The Chairperson of the Directors meeting shall have a casting vote in the event of a tie. Meetings of the Board Of Directors shall be chaired by the Managing Director or in their absence a Director appointed by the Board of Directors. The minimum number of attendees for the transaction of business of the Board Of Directors shall be three.

- (c) Decisions of the Board of Directors meeting shall be entered into the Minute Book of the Club to be maintained by a Minutes Secretary appointed by the Board of Directors.
- (d) Any Director may call a meeting of the Board of Directors by giving not less than seven days' notice to all Directors. The Board of Directors shall not hold less than three meetings a year.
- (e) An outgoing Director may be re-elected. Any vacancy on the Board of Directors which arises between Annual General Meetings shall be filled by a member proposed by one and seconded by another of the remaining Directors and approved by a simple majority of the remaining Directors.
- (f) Save as provided for in the Rules and Regulations of The Football Association and the County Association to which the Club is affiliated, the Board of Directors shall have the power to decide all questions and disputes arising in respect of any issue concerning the Club Rules.

9. ANNUAL AND SPECIAL GENERAL MEETING

- (a) An Annual General Meeting (AGM) shall be held in each year to:
 - I. Receive a report of the activities of the Club over the previous year
 - II. Receive a report of the Club's finances over the previous year;
 - III. Elect the Board of Directors;
 - IV. Consider any other business.
- (b) Nominations for election of members as Club Officers or as Directors shall be made in writing by the proposer and seconder, both of whom must be existing members of the Club, to the Managing Director not less than twenty-one days before the AGM. Notice of any resolution to be proposed at the AGM shall be given in writing to the Managing Director not less than twenty-one days before the Meeting.
- (c) A Special General Meeting (SGM) may be called at any time by the Board of Directors and shall be called within twenty-one days of the receipt by the Managing Director of a requisition in writing signed by not less than five Club Members stating the purposes for which the Meeting is required and the resolutions proposed. Business at a SGM may be any business that may be transacted at an AGM.
- (d) The Managing Director shall post in the Club House, written notice of the date of a General Meeting together with the resolutions to be proposed at least twenty-one days before the Meeting.

- (e) The minimum number of attendees for a General Meeting shall be five members including two Directors.
- (f) The Managing Director, or in their absence a member selected by the Board of Directors, shall take the chair. Each member present shall have one vote and resolutions shall be passed by a simple majority. In the event of an equality of votes the Chairperson of the Meeting shall have a casting vote.
- (g) The Minutes Secretary appointed by the Board of Directors shall enter the Minutes of General Meetings into the Minute Book of the Club.

10. CLUB TEAMS

- (a) At its first meeting following each AGM, the Board of Directors shall appoint a Club member to be responsible for each of the Club's football teams. The appointed members shall be responsible for managing the affairs of the team. The appointed members shall present to the Board of Directors as its last meeting prior to an AGM a written report on the activities of the team.

11. CLUB FINANCES

- (a) A bank account shall be opened and maintained in the name of the Club (the Club Account). Designated account signatories shall be the Managing Director, the Finance Director and one other Director appointed by the Board of Directors. No sum shall be drawn from the Club account except by cheque signed by two of the three designated signatories. All monies payable to the Club shall be received by the Finance Director and deposited in the Club Account.
- (b) The income and assets of the Club (the Club Property) shall be applied only in furtherance of the Objects of the Club.
- (c) The Board of Directors shall have the power to authorise the payment of remuneration and expenses to any member of the Club and to any other person or persons for services rendered to the Club.
- (d) The Club shall prepare an annual Financial Statement in such form as shall be published by The Football Association from time to time.
- (e) The Club Property, other than the Club Account, shall be vested in not less than two and no more than three custodians, one of whom shall be the Finance Director (the Custodians), who shall deal with the Club Property as directed by decisions of the Board of Directors and entry in the Minute Book shall be conclusive evidence of such a decision.
- (f) The Custodians shall be appointed by the Club in a General Meeting and shall hold office until resignation or death, unless removed by a resolution passed at a General Meeting.

- (g) On their removal or resignation, a Custodian shall execute a Conveyance (in such form as is published by The Football Association from time to time), to a newly-elected Custodian or the existing Custodians as directed by the Board of Directors. On death of a Custodian, any Club Property vested in them shall vest automatically in the surviving Custodians. If there is only one surviving Custodian, a Special General Meeting shall be convened as soon as possible to appoint another Custodian.
- (h) The Custodians shall be entitled to an indemnity out of the Club Property for all expenses and other liabilities incurred by them in carrying out their duties.

12. DISSOLUTION

- (a) A resolution to dissolve the Club shall only be proposed at a General Meeting and shall be carried by a majority of at least three-quarters of the members present.
- (b) The dissolution shall take effect from the date of the resolution. The members of the Board of Directors shall be responsible for the winding up of the assets and liabilities of the Club.
- (c) Any surplus assets remaining after the discharge of the debts and liabilities of the Club shall be transferred to the parent Association who shall determine how the assets shall be utilised for the benefit of the game. Alternatively, such assets may be disposed of in such other manner as the members of the Club (with consent of the parent Association), shall determine.

Signatures:

Signed: _____ Managing Director Date: _____

Signed: _____ Finance Director Date: _____