

# **Largs Thistle Football Club**

## **Constitution and Rules effective**

### **from 11/02/2025**



Barrfields Park, 69-72 Brisbane Road, Largs, KA30  
8NP

## 1. NAME

The club shall be known as Largs Thistle Football Club or Largs Thistle F.C. (LTFC - hereinafter referred to as the club).

## 2. OBJECTS

- a. The objects of the club is to compete in competitions organised under the auspices of the SFA / West of Scotland Football League (hereinafter referred to as the WoSFL) and the Scottish Junior Football Association (hereinafter referred to as the SJFA) and/or the associations under their jurisdiction in addition to such social and recreational activities as may be deemed desirable by the Committee. The Club may also be allowed to compete in other matches or competitions subject to approval from the SFA / WoSFL and or SJFA.
- b. The Club is committed to encouraging the highest ethical standards. All individuals involved in the Club should conduct themselves with integrity, transparency, accountability and in a fair and equitable manner.
- c. The Club and its members shall not discriminate on the grounds of age, disability, gender, gender reassignment, marriage and civil partnership, race, religion or belief or sexual orientation.
- d. The Club is committed to the continuation and upkeep of Barrfields Park as a community asset for the benefit of the residents of the town and local organisations in addition to its use by LTFC for the purpose of playing football matches and training. The Club will make the facilities available (at reasonable charge) to any such individuals or groups for sporting, leisure or other sanctioned activities.

### 3. MEMBERSHIP

Membership of the club is open to anyone subject to the following rules of membership;

- a. There are two membership categories
  - i. Full ( Adult ) Membership - For persons age 16 years of age or older who will have voting rights at EGM /AGM's.
  - ii. Junior Membership - These Members shall not have any voting rights at EGM /AGM's or be eligible for election to the Committee. They will become Full Members on their 16th birthday.
- b. Anyone may become a Full or Junior Member of the Club by way of satisfying one of the following five criteria , namely;
  1. purchasing a Season Ticket valid as advertised for LTFC matches during the relevant Season. They shall only be eligible to vote at Annual General Meetings providing they have been a Full Member for the preceding season.
  2. Significant sponsors of the club (ie main contributor , strip or kit sponsor but not extended to advertising boards , programme , matchday sponsors) – each sponsor can have one named member
  3. bone fide Committee members , office bearers or volunteers who have been voted in ... including any honorary / life members who been granted this status by a previous Committee
  4. Any PAID staff member excluding players.
  5. Any person who does not meet the criteria noted above but wishes to become a Member of the Club may apply in writing to the Secretary stating their full name, address and telephone number(s). On acceptance (by a majority committee vote) of the application the prospective member will pay a membership fee which is determined annually by the committee. This is currently set at £60. They shall not be eligible to vote at EGM / AGM' s or seek election to the Committee until 12 months from the date their application is accepted has passed. Fees are non refundable.
- c. ALL Members joining the Club are deemed to accept the terms of this Constitution and any bye - laws from time - to - time adopted by the Club, in particular without prejudice to the foregoing generality the requirement to conduct themselves in accordance with the club's ethical framework and the bye - laws as to discipline set out there

#### 4. MANAGEMENT COMMITTEE

- a. The affairs of the Club will be conducted by a Management Committee (hereinafter referred to as the Committee) which will consist of the Office Bearers and up to 15 Volunteers who shall be elected at an Annual General Meeting (AGM).
- b. All Committee Members and Office Bearers will become Members of the Club as noted at clause 3 above.
- c. The Office Bearers of the Club shall include but need not be limited to; Chairperson, Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, Chaplain, Sponsorship co-ordinator, Social Media co-ordinators (x2), Advertising & Programme Editor, Hospitality co-ordinator, Kit Manager, Fundraising & Events co-ordinator, Club Photographer, Ground maintenance & transport Manager, Amateur & Youth team managers (one nominated per team).
- d. Should the post of any Office Bearer or Committee Member fall vacant after an election the Committee shall have the power to fill the vacancy (temporarily and on an 'acting' basis) until the next AGM.
- e. The Committee shall have the power to create further Office Bearers either to assist existing Office Bearers or to create other posts required for the good working of the Club and to appoint existing Committee Members or co-opted Members to the new roles.

The role of the Chairperson shall be to conduct the business of all Club General Meetings and Committee Meetings. In the absence of the Chairperson then meetings shall be chaired by one of the other Office Bearers following the line of succession as noted in clause 4c.

The roles and responsibilities of all other Bearers are as detailed on the respective role descriptions held on file by LTFC.

- f. Six Committee Members shall constitute a quorum for the purposes of conducting a Management Committee Meeting.
- g. The Secretary (or otherwise appointed by the secretary) shall keep a record of all meetings held by the Club and shall conduct all correspondence relating to the Club
- h. The Secretary will keep an up to date record of the ALL Members of the Club.

- i. Any person joining the Committee will be expected to take an active part in the running of the Club. This will include attending regular Committee Meetings, attending whenever possible home and away matches and fundraising events where they may be requested to carry out tasks agreed by the Committee. They may also be requested to undertake other tasks to do with the operation of the Club – these could be out - with match days.
- j. The Committee have the power to fill any casual vacancy on the Committee which may occur for the good working of the club.
- k. Any co - opted Member will hold office only until the following AGM and must submit themselves for re - election if they so wish.
- l. Immediately following an AGM the Committee will appoint, from amongst their number a full set of Office Bearers any other person required for the good working of the Club deemed necessary by the Committee.
- m. Committee Meetings shall be held no less frequently than every three weeks during the playing season and no less frequently than every four weeks during the close season.
- n. The Committee have the power to vary when the next meeting shall be, due to holidays or other circumstances, with the agreement of the majority of Members at a Committee Meeting. The period between Meetings however shall not be excessive.
- o. The Committee have the exclusive power to hire or dismiss and to determine the remuneration of any paid employee of the Club. In the event of a debate then the majority vote will prevail with the Chairperson having the casting vote if required.
- p. The Committee have the power to reprimand, suspend or expel any member of the Club or any paid employee , volunteer or supporter who infringes any Rule or whose conduct is, in the opinion of the Committee, be prejudicial to the best interests of the Club. In the event of a debate then the majority vote will prevail with the Chairperson having the casting vote if required.
- q. Every committee member and office bearer must prior to undertaking their duties sign both Nomination (APPENDIX A attached hereto) & Code of Conduct (APPENDIX B attached hereto) forms . If no such signing is made, then

said member will be unable to undertake any duties of the said office of which they have been elected. These declarations must also be signed by the Chairman and/or Secretary.

- r. A member shall cease to be a member if , and on the date he / she gives notice to the Committee of their resignation. Should someone wish to rejoin after resignation then they will require to go through the voting process again.
- s. One person can not hold any more than two positions of office at any one time.
- t. An outgoing member of the Committee may be re-elected. A member proposed by one and seconded by another of the remaining Committee members and approved by a simple majority of the remaining Committee members shall fill any vacancy on the Committee which arises between AGM's.

## 5. MEETINGS

- a. **ANNUAL GENERAL MEETING** (hereinafter referred to as an AGM),
  - i. The Secretary of the Club will call an AGM which shall preferably be held in July, and will give notice of such by intimating the time, date and venue stating the business to be transacted and the names of any nominees for election to the Committee.
  - ii. Members shall receive 14 days' notice of the AGM which will be published online on official LTFC channels such as , website , Social media accounts and further circulated by mail or email
  - iii. All Members shall receive a copy of the Agenda 48 hours before the AGM by electronic or other means. No business shall be conducted unless this notice thereof is contained in the Agenda.
  - iv. Notices of all resolutions to be moved at the AGM shall be given to the Secretary no less than 14 days prior to the AGM to allow inclusion in the Agenda for the Meeting

## b. ELECTIONS TO THE COMMITTEE

- i. Before each Annual General Meeting one third of the Committee shall retire, in rotation, but shall be eligible for re election.
- ii. All nominations for election to the Committee shall be given to the Secretary, in writing, not later than 14 days before the AGM.
- iii. Each nomination document will state the full name and addresses of the nominee, the proposer and seconder and shall be signed and dated by all three parties.
- iv. The proposer and seconder must each be a Member of the Club
- v. No nomination shall be accepted unless it is accompanied by or incorporates a confirmation by the nominee that they are prepared to take up their position on the Committee are willing to sign the official Code of Conduct and are willing and able to take an active part in the running of the club as detailed in 4.J.
- vi. In the event of there being more nominees than there are vacancies on the Committee, election to the said Committee shall be by Ballot.
- vii. Each eligible Member present may vote for as many candidates as there are vacancies but cannot give more than one vote to each candidate.
- viii. Nominees for election to the Committee shall be precluded from voting for candidates.
- ix. An eligible Member who cannot attend the AGM may, in writing, inform the Secretary that they wish to appoint another eligible Member of the Club to act on their behalf informing the Secretary of their name
- x. The votes, including any Proxy votes, shall be counted by a scrutineer as nominated by the Chairperson
- xi. The candidates who receives the greatest number of votes will be declared elected.
- xii. Where is only one candidate / nominee for an office bearer role ie. Unopposed ...then that candidate will be declared elected without the need for a vote to be cast.
- xiii. Where there is no resolution by ballot the place(s) on the committee will be allocated by the casting vote of the Chairperson
- xiv. In the event of the number of valid nominations being equal to or less than the number of vacancies then all the nominees shall be declared elected without a ballot.
- xv. Where a person applies to become a Volunteer then the voting process will be purely on a YES / NO majority basis to confirm the applicant's worthiness

xvi. There is no limit on the number of years that an Office Bearer can remain in position.

## 6. THE AGM

Information to be presented and discussed at the AGM

- a. Approve the Minutes of the previous year's AGM.
- b. Receive reports from the Chairman and Secretary on the progress of the club over the last 12 months.
- c. Receive a Report from the Treasurer and approve the Abstract of Accounts. This should include a statement to confirm that the accounts have been certified as accurate.
- d. Receive a report from those responsible for certifying the Club's accounts.
- e. Fix the Subscription (referred to in clause 3.b.6) and for the following year which shall cover the period from the AGM until the end of July the following year.
- f. Elect Nominees to the Committee.
- g. Consider any proposed changes to the Constitution.
- h. Review and consider any Bye - laws.
- i. Deal with any other business or matters arising, notice of which has been properly given.

## 7. VOTING

- a. With the exception of changes to the constitution, decisions put to a vote shall be resolved by a simple majority at a General Meeting.
- b. No changes may be made to the Constitution and Rules of the Club except at a properly constituted AGM or Extraordinary General Meeting (hereinafter referred to as EGM). Any proposed alteration to the Constitution and Rules must be supported by a majority of the eligible members present at the Meeting.
- c. A proposal to change the Constitution and Rules must be submitted in writing to the Secretary no later than 14 days prior to the advertised date of the AGM. Otherwise it shall be necessary to call an EGM to approve such changes.
- d. Any alterations to these Constitution and Rules shall have effect from the day following their enactment.

- e. The quorum at General Meetings shall be 35% of the members eligible to vote.
- f. No business shall be conducted unless there is a quorum present at a General Meeting.
- g. The Chairperson of the Club shall hold a deliberative as well as a casting vote at General and Committee Meetings.
- h. In the event of a quorum not being present within 30 minutes of the advertised starting time of the General Meeting the Meeting shall stand adjourned to such date, not being less than seven days nor more than four weeks thereafter, as the Chairman shall appoint. The date of the adjourned meeting shall be intimated to the Members by publishing the; date, time, venue and stating the business to be transacted either online, by email, a circular to members. This must be done three days prior to the date of the adjourned meeting. At any such adjourned meeting the Members present shall form a quorum.

## **8. EXTRAORDINARY GENERAL MEETING**

- a. At any properly constituted Committee Meeting the Committee can, by a majority of those present, authorise the Secretary to call an EGM.
- b. An EGM may be called by an application in writing to the Secretary stating the business to be transacted and signed by at least 10% of the eligible Members.
- c. Intimation of an EGM to Members shall be notified in the same manner as for an AGM.
- d. The same voting rules including for Proxy votes in force for an AGM shall apply to an EGM.
- e. The quorum for an EGM shall be 10% of the eligible Members.
- f. The same rules and procedures to be followed when there is no quorum at an AGM shall also apply at an EGM.

## 9. FINANCE AND ACCOUNTS

- a. The Financial Year shall run from 1st July to 30th June each year.
- b. The Accounts shall be Certified by an appropriate independent person or persons elected annually at the AGM.
- c. All cheques drawn against Club funds need to be signed by at least two of the authorised Bank signatories nominated by the Committee. All electronic transactions can be processed by one of the signatories so long as the payment has been discussed and ratified by another Office Bearer (preferably the Chairman or Secretary however in exceptional circumstances this can be overlooked)
- d. The treasurer will have the authority to process online banking payments for coaches & player's wages which have been properly calculated , approved invoices for running cost , and any other expenses correctly incurred by the Club.
- e. Any request for re - imbursement for purchases made for the use of or for the benefit of the club shall be supported by an invoice or receipt.
- f. A bank account shall be held by the Club in the name of Largs Thistle F.C. with such bank as the Committee may decide and all monies received, except such sums as may be necessary for the daily running of the club, shall be deposited with the bank.
- g. The Committee shall have the power to apply to the appropriate organisations for awards , grants and **loans** to fund repairs to or to improve facilities or to purchase new equipment for Barrfields Park. A loan will be signed by the Chairman with one Management Committee member as witness to same. The funder , value , duration and enabling fee of a loan will require a majority vote by the Management Committee during either a GM , AGM or EGM (clause 7.a above refers).
- h. The Club must always have valid Public Liability Insurance cover.
- i. Members of the Committee and Office Bearers shall have their Membership Fees (noted at clause 3.b.6) waived while they serve on the Committee or hold Office.

## **10. Dissolution**

- a. A resolution to dissolve the club shall only be proposed at an EGM 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 and the members of the club committee 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 SFA 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 the consent of the SFA shall determine.

***END OF DOCUMENT***

# APPENDIX A –

## NOMINATION DOCUMENT



## Nomination Document

<b>Full Name of Nominee:</b>	
<b>Address of Nominee:</b>	
<b>Position Nominated For:</b>	
<b>Proposer Name:</b>	
<b>Seconder Name:</b>	

### Nominee Declaration:

I \_\_\_\_\_, hereby confirm by signing below that I am willing and able to take an active part in the running of the club and am prepared to take up any position on the committee should I be appointed.

Required Signatures	DATE
<b>Nominee Signature:</b>	
<b>Proposer Signature:</b>	
<b>Seconder Signature:</b>	

This document must be submitted to the club secretary no later than 14 days prior to the Annual General Meeting to be a valid nomination.

## **APPENDIX B –**

# **COMMITTEE CODE OF CONDUCT**



## Club Committee Code of Conduct

### Introduction

The Club recognises the huge contribution made by volunteers. The purpose of this Code is to maintain high standards of conduct, assist individuals in their voluntary role and to protect the best interests of our club. Conduct within the Club is driven by our club values.

This Code of Conduct for Club Committee members is part of our overall set of club codes.

Committee members should hold their position primarily for their knowledge, skill set and experience and their ability to actively contribute to the running of the club.

### As a Club Committee Member I will:

- ✓ promote the values, aims, rules and regulations of our club by acting as its ambassador and advocate always presenting it and its members in a positive light
- ✓ act only in the interests of the club as a whole not individuals or small groups
- ✓ listen and respect the views of others and always use appropriate and respectful language and behaviour
- ✓ help establish and maintain a comprehensive set of club rules and regulations that are regularly reviewed including a club risk register to understand and limit any potential threats to the club
- ✓ manage club funds so as to maximise value for money in all club financial dealings
- ✓ champion equality and respect the rights, dignity and worth of all people involved in the club, regardless of gender, race, marital status, colour, disability, sexuality, age, occupation, religion or political opinion
- ✓ actively contribute to the effective work of the Club Committee by:
  - good preparation for meetings by reading all papers which have been circulated prior to meetings
  - regular attendance, participation and contribution at meetings including constructive challenge when appropriate
  - dealing with issues of agenda clarification before meetings and maintaining a sharp focus on agenda items in meetings so that time is used effectively
  - respecting the office of the “Chair of the meeting” to ensure the orderly conduct of meetings and any management of conflict
  - attempting to reach decisions by consensus and always publicly support group decisions even if my personal opinion is different
  - ensuring timely response to, and completion of, agreed actions
  - supporting fellow Committee members in their leadership of the club
  - attending the Club AGM and any other meeting as and when required
- ✓ attend relevant training events and take reasonable steps to ensure that I am aware of

the development of sport policy and other issues which may affect my role or the club

### **I will not**

- ✗ attempt to exercise individual authority over the club or its volunteers except as explicitly set forth in agreed policies or my assigned lead responsibility areas
- ✗ become inflexibly caught up in promoting my own views at meetings
- ✗ gossip or act with bias or prejudice towards others
- ✗ use offensive or discriminatory language or behaviour
- ✗ keep quiet if I have concerns about the club
- ✗ fail to deliver on my commitments as a committee member
- ✗ publically disagree with decisions that the committee takes as a group, even if I have a different personal view
- ✗ consume alcoholic drinks or illegal substances or smoke during meetings

### **Declarations of Interest**

All Committee members are required to:

- complete and sign the Declaration of Interests form(s) and comply with the club conflict of interest policy and procedures as amended from time to time
- ensure that private or personal financial interest never influences decisions
- ensure that the position as a Committee member is not used for personal gain
- disclose any direct or indirect interests which could influence judgment or give the impression that the Committee or Committee member was acting for personal reasons

### **Confidentiality**

Committee members should not pass any confidential information gained through their involvement with the club to a third party without the approval of the Chair.

### **UK Bribery Act**

Committee members must be aware of, and comply with, the requirements of the UK Bribery Act 2010 which has two general offences:-

- the offering, promising or giving of an advantage, and
- the requesting, agreeing to receive or accepting of an advantage

[Note: The offence applies to bribery relating to any function of a public nature, connected with a business, performed in the course of a person's employment or performed on behalf of a company or another body of persons such as your club committee. The function or activity may be carried out either in the UK or abroad and need have no connection with the UK. This is also linked to match fixing etc.]

### **Outside Activities**

Committee members should consider themselves at all times as being potentially regarded as ambassadors of the club and should, therefore, ensure that none of their other activities has the effect of bringing the club into disrepute.

## Misconduct

Committee members' conduct may be considered to be unsatisfactory when a breach of the club rules, regulations, this Code or any legal obligation has occurred.

In cases where there is concern that a Committee member's conduct may be considered unsatisfactory, the following procedure will be adopted:

- The Chair will arrange for an investigation of any allegation of misconduct to be undertaken to establish the facts
- The Chair will invite two other members of the Committee to form a Committee Misconduct Panel (the Panel) with him/her to consider the facts and to determine what action should be taken; if the complaint concerns the Chair then the Vice Chair (*or other equivalent Committee official e.g. Treasurer*) will convene the Panel
- The Panel will determine what action should be taken
- The action taken will depend upon the seriousness of the misconduct and any previous misconduct

In cases of serious misconduct, the Panel will seek a the Committee member's voluntary resignation from the Committee and if such resignation is not forthcoming, formal procedures will be taken in accordance with the club regulations to remove the Committee member.

A Committee member has the right to appeal against any decision made and may make an appeal by writing to the Chair within 14 days of being notified of the decision by the Panel setting out the grounds on of the appeal.

The full Committee (excluding the original Panel members and appellant Committee member) will hear any such appeal. The Chair may request up to two additional members of the club, with relevant experience, to be co-opted, with voting rights, to the appeal panel if the remaining members of the Committee do not have a quorum. A Committee member will act as Chair of the appeal panel discussion and the appeal panel's decision will be final.

In cases where the Chair feels it is necessary, the relevant Committee member may be suspended from attendance at meetings of the Committee while the matter is being investigated.

## Committee Member Grievances

This procedure for individual grievances covers those matters which are specific to the individual Committee member in relation to his/her service as a Committee member not to any general grievances.

If the Chair has a grievance about another Committee member, he/she should raise the matter directly with the Committee member in question. If no resolution is found, the Chair will raise the matter in writing, to the Vice Chairman (*or other named Committee official*), who will investigate and determine the appropriate course of action in consultation with the club Secretary [*or other named post e.g. Treasurer if Secretary used above*].

If a Committee member wishes to raise a grievance, he/she should write to the club Chair setting out the reasons for the Grievance.

If the grievance relates to another Committee member the Chair should investigate and determine the appropriate course of action. If the grievance relates to the Chair, then the Vice Chair (*or other named Committee official*) should receive the grievance in writing, investigate and determine the appropriate course of action.

If the Committee member is not satisfied with the reply which would normally be sent within 21 days of the original grievance, he/she may appeal to the Chair (or other named official if the Chair has not been dealing with the grievance), in writing outlining the grounds for the appeal.

The appeal will be referred to a Committee Grievance Appeals Panel; the composition of this panel will be determined by the Chair or Vice Chair (or other named official as above) if the original grievance was concerning the Chair, and will comprise of three members of the Committee who are not included in any way with the grievance.

Appeals will normally be heard within 28 days of lodging the appeal. The decision of the panel is final; there is no further appeal under any circumstances.

#### **Committee Member Agreement to abide by this Code**

**I confirm that I have read and fully understand this document:-**

**Signed .....** **Date .....**

**Signatory Print Name.....**

This agreement reflects the hopes and intentions of the club and the volunteer agreeing to take on this role.

Please print and sign two copies of this code, one to be retained by the signatory the other to be held by the Club Secretary/Chair



