

**Governing Constitution of the National Association of Disabled Supporters trading as Level Playing Field (LPF)**

Originally adopted on 26<sup>th</sup> August 1999

Rev. 1 on 17<sup>th</sup> February 2000 at Management Committee held at Birmingham City FC

Rev. 2 on 15<sup>th</sup> April 2004 at AGM held at Aston Villa FC

Rev. 3 on 27<sup>th</sup> September 2004 at SGM held at Derby County FC Rev. 4

on 24<sup>th</sup> June 2008 AGM held at West Ham United FC

Rev. 5 on 16<sup>th</sup> May 2013 AGM held at the Houses of Parliament

Rev. 6 on 19<sup>th</sup> May 2015 AGM held at Brent Civic Centre

**A. Charity Name.**

The National Association of Disabled Supporters (“the Charity”) trading as Level Playing Field (LPF)

**B. Administration.**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the Board of Trustees, as set out in clause G.

**C. Objects.**

The Charity’s Objects (“the Objects”) are:

To relieve the needs of disabled people by promoting improved access to and improved facilities for them as sports spectators.

**D. Powers.**

In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

1. To raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
2. To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
3. To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
4. To co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
5. To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
6. To acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;



7. To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
8. To employ and remunerate such staff or consultants as are necessary for carrying out the work of the Charity;
9. To appoint and constitute such Honorary Officers or Advisors and subcommittees as the Board of Trustees see fit;
10. To do all such other lawful things as are necessary for the achievement of the Objects.

## **E. Membership.**

1. Membership of the charity shall be open to organisations and individuals who are interested in furthering the Charity's work and who:
  - a) apply to the Charity in the form required by the Board of Trustees;
  - b) and are then approved by the Board of Trustees in the following membership categories:
    - i. any corporate or unincorporated association that has paid any annual subscription in the current year (any such body being called in this constitution a "member organisation");
    - ii. any individual who has paid any annual subscription in the current year (any such individual being called in this constitution an "individual member" );
    - iii. any corporate or unincorporated association or individual who wishes to join the Charity and receive information and updates (any such association or individual being called in this constitution an "associate member");
2. Every member organisation shall have one vote, every individual member shall have one vote and every associate member shall have no votes.
3. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
4. Each member organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity at least 14 days prior to a General Meeting of the members. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
5. No member organisation or individual member shall be entitled to vote at any general meeting or at any adjourned meeting if they owe any money to the Charity.

6. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the Chair shall be final.
7. Membership of any individual or member organisation is terminated if:
  - a) The member dies or, if it is a member organisation, ceases to exist;
  - b) The member or member organisation resigns by written notice to the Charity;
  - c) Any sum due from the member or member organisation to the Charity is not paid in full within four months of it falling due;
  - d) The member or member organisation is removed from membership by a resolution of the Board of Trustees that it is in the best interest of the Charity. A resolution to remove a member or member organisation from membership may only be passed if:
    - i. There is a majority decision by the Board of Trustees;
    - ii. The member has been given 21 days' notice in writing of the resolution proposed and the reason why proposed;
    - iii. The individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Board of Trustees, accompanied by an advocate, before a final decision is made.

#### **F. Honorary Officers.**

1. A President and up to ten Vice-Presidents or Honorary Advisors (including a Patron for any Campaign run by the Charity) may be appointed by the Board of Trustees.
2. The Board of Trustees may appoint as many Ambassadors to the Charity as they deem appropriate.
3. Honorary Officers (as described in F1 and F2) shall act in accordance with all internal policies as described by the Charity and Charity Law. They shall respect and support the Charity's best interests, values and all projects undertaken by the Board of Trustees and staff.
4. The duration and continuation of these positions is at the discretion of the Board of Trustees. Honorary Officer positions will be reviewed at the next Board meeting following each Annual General Meeting. New appointments will be confirmed in writing by the Chair to the appointed officer.
5. No expenses will be paid to Honorary Officers from Charity funds for any activities undertaken on the Charity's behalf, excepting in extraordinary circumstances and with the prior written approval of the Chair.

#### **G. Board of Trustees**



1. The Board of Trustees shall consist of not less than five members or more than eight members. The Board of Trustees is made up of:
  - a) A minimum of three and maximum of four Management Trustees who shall hold (unless otherwise agreed) the following offices:
    - the Chair,
    - the Secretary
    - the Treasurer and
    - One without portfolio
  - Each of the Management Trustees shall, on being elected:
    - i. serve for a period of three years, and
    - ii. on expiration of this term, the Management Trustees shall be entitled to apply to immediately stand for re- election and must submit an application to the Nominations Committee for approval as described in G8 and G9.
  - b) Up to four Executive Trustees, each of whom shall on being elected:
    - i. serve for a period of one year, and
    - ii. on expiration of this term, be entitled to apply to immediately stand for re- election and must submit an application to the Nominations Committee for approval as described in G8 and G9
2. The Management Trustees shall retire from office at the end of the annual general meeting next after conclusion of their 3 year term of office, but they may be re-elected or re-appointed.
3. The Executive Trustees shall retire from office at the end of the annual general meeting next after the date on which they came into office, but they may be re-elected or re-appointed.
4. The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 years or who would if appointed be disqualified under the provisions of the Clause I (Determination of Membership of Board of Trustees). A trustee must be a member of the Charity or be the nominated representative of a member organisation of the Charity.
6. No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the charity.
7. A Nominations Committee for the Charity (a sub-committee) shall be appointed by the Management Committee and approved by the Board of Trustees. The Nominations Committee shall be responsible for identifying specific Trustee skills

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8. Persons wishing to apply to become a Trustee must submit a Nominee application to the Nominations Committee prior to a General Meeting of the members. The Nominations Committee will determine skills and expertise needed by the Board of Trustees and these will be described in advance to members.
9. Nominations for election to the Board of Trustees must be made by members of the Charity in writing and must be in the hands of the Nominations Committee before the close of applications. The Nominations Committee will give at least a period of 21 days for applications to be submitted. The applications process will close at least 42 days prior to the Annual General Meeting. The Nominations Committee will select Trustee candidates accordingly to stand for election by the members at the next general meeting.
10. It shall be the duty of the Nominations Committee to ensure that each Nominee (potential Trustee) brings specific skills, expertise and experience to ensure an overall balanced Board of Trustees. The Nominations Committee shall ensure that priority is given to applicants (wishing to become a Nominee) most closely suited to reaching an overall balance of the Board of Trustees.
11. The Nominations Committee shall select all suitable Nominees to stand for election by voting members at the next general meeting. The Nominations Committee's list of Nominees will be recommended to the Board of Trustees for their final approval. Applicants will be contacted individually with the final decision and the Nominee list will then be announced to the members at least 21 days prior to the AGM.
12. An applicant who is not successful shall have the right to appeal to the Board of Trustees. The applicant shall have a total of 7 days from being informed of the Nominations Committee's decision in which to appeal. He or she should contact the Secretary in writing with a summary of appeal for the Board of Trustees to review the case. A final decision will be reached by the Board of Trustees and the applicant notified within 7 days.
13. The Nominations Committee shall select all suitable Nominees to stand for election and it shall be the members that elect Trustees at the Annual General Meeting (as described in P2).
14. After the Annual General Meeting of the Charity the Trustees shall elect from amongst themselves any vacant Management Trustee officer positions (e.g. Chair, Secretary and Treasurer) who shall hold these offices for their fully elected term (usually 3 years) from the conclusion of that meeting. Where a Management Trustee resigns mid-term, the Board of Trustees shall elect a replacement from among the Trustees at their next meeting.

#### **H. Co-opted members to Board of Trustees.**

1. The Board of Trustees may in addition appoint co-opted members to bring skills and expertise to the Board that may be required from time to time. These individuals may not be required at each meeting and will be invited by the Chair to meetings as and when required.

2. Each appointment of a co-opted member shall be made at a meeting of the Board of Trustees and shall take effect from the end of that meeting. A person will be co-opted by a majority vote of the Board of Trustees.
3. Co-opted members will be not be aged under 18 years. They will have no voting rights and can only give advice to the Board of Trustees. They will have no powers in Trustee decisions that affect the Charity and its Objects.

#### **I. Determination of Membership of Board of Trustees.**

A member of the Board of Trustees shall cease to hold office if he or she:

1. Is disqualified from acting as a member of the Board of Trustees by virtue of section 72 of the Charities Act 1993, as amended by the Charities Act 2006;
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. Is absent without the permission of the Chair from all their meetings held within a period of six months;
4. Does not fulfil the Charity's defined roles of a Trustee (as defined in the NADS Trustees Job Description) or acts in conflict with the Objects of the Charity;
5. Notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect);
6. Ceases to be a member of the charity.

#### **J. Members of Board of Trustees not to be personally interested.**

No member of the Board of Trustees shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Board of Trustees) in any contract entered into by the Board of Trustees.

#### **K. Meetings and proceedings of the Board of Trustees.**

1. The Board of Trustees shall hold at least three Board meetings each year. A special meeting may be called at any time by the Chair or by any four of the Board of Trustees upon not less than 21 days' notice being given to the other members of the Board of Trustees of the matters to be discussed.
2. The Chair shall act as Chair at meetings of the Board of Trustees. If the Chair is absent from any meeting, the Trustees present shall choose one of their number to be Chair of the meeting before any other business is transacted.

3. There shall be a quorum when at least one half of the total number of members of the Board of Trustees for the time being (including at least two of the Management Trustees) are present.
4. Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
5. The Board of Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Board of Trustees and any elected subcommittee.
6. The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Chair may appoint one or more subcommittees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Chair and then at the next meeting of the Board of Trustees.
8. Conflicts of interests and conflicts of loyalties A Charity trustee must:
  - (a) 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 been previously declared; and
  - (b) absent himself or herself from any discussions of the Charity trustees 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).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

9. Saving provisions

(a) Subject to sub-clause (b) of this clause, all decisions of the Charity trustees, or of a committee of the Charity trustees, shall be valid notwithstanding the participation in any vote of a Charity trustee:

- (i) who is disqualified from holding office;
- (ii) who had previously retired or who had been obliged by this constitution to vacate office;
- (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

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.

(b) Sub-clause (a) 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 sub-clause (a), the resolution would have been void, or if the

#### **L. Receipts and expenditure**

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into accounts operated by the Management Trustees in the name of the Charity at such bank as the Board of Trustees shall from time to time decide. All banking payments and transactions must be made in accordance with the Charity's Policies, Procedures and Signing Authorities (and any changes to the Policies, Procedures and Signing Authorities must be agreed by the Board of Trustees).
2. The funds belonging to the Charity shall be applied only in furthering the Objects.

#### **M. Accounts.**

The Board of Trustees shall comply with their obligations under the Charities Act 1993, as amended by the Charities Act 2006 with regard to:

1. The keeping of accounting records for the Charity;
2. The preparation of annual statements of account for the Charity;
3. The auditing or independent examination of the statements of accounts of the Charity, and
4. The transmission of the statements of account of the Charity to the Commission.

#### **N. Annual Report.**

The Board of Trustees shall comply with their obligations under the Charities Act 1993, as amended by the Charities Act 2006 with regard to the preparation of an annual report and its transmission to the Charity Commission.

#### **O. Annual Return.**

The Board of Trustees shall comply with their obligations under the Charities Act 1993, as amended by the Charities Act 2006 with regard to the preparation of an annual return and its transmission to the Charity Commission.

#### **P. Annual General Meeting**

1. There shall be an Annual General Meeting of the Charity which shall be held within nine months of the financial year end of the Charity.



2. Every Annual General Meeting shall be called by the Board of Trustees. The Board shall give at least 21 days notice of the Annual General Meeting to all members of the Charity.
3. All individual and organisation members of the Charity (as described in E1 section b, parts i) and iii), shall be entitled to attend and vote at the meeting.
4. Such members unable to attend shall be entitled to vote by proxy. They shall have completed and returned a valid proxy voting form to the Charity at least 7 days prior to the meeting, appointing another member or the Chair to act as proxy on their behalf.
5. Before any other business is transacted at the Annual General Meeting the persons present shall appoint a Chair for the meeting. The Chair of the Board of Trustees shall be the Chair of subsequent Annual General Meetings, but if he or she is not present before any further business is transacted, the persons present shall appoint a Chair (usually a Management Trustee) for the meeting.
6. The Board of Trustees shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
7. All Nominees standing for election to the Board of Trustees (as approved by the Nominations Committee) will be presented to the members and a ballot will be held if nominations exceed vacancies. The elected Trustees must be proposed and seconded by an individual member or a member organisation. Where there are more Nominees than Trustee positions available those receiving most members votes overall will be elected; the Chair will cast the deciding vote when required.

#### **Q. Special General Meetings.**

1. The Board of Trustees may call a Special General Meeting of the Charity at any time. The Secretary shall call a Special General Meeting of the Charity if at least ten individual members or member organisations or one tenth of the membership whichever is the greater request such a meeting in writing stating the business to be considered. At least 28 days notice must be given and the notice must state the business to be discussed at the Special General Meeting.
2. Confirmation of attendance by an individual member, or representative of a member organisation, or alternate to the appointed representative of a member organisation, at a Special General Meeting must be received no later than 14 days prior to date of the meeting for the right to vote at the meeting.
3. All individual members and member organisations of the Charity shall be entitled to attend and vote at the meeting. Such members unable to attend shall be entitled to vote by proxy. They shall have completed and returned a valid proxy voting form to the Secretary of the Charity at least 14 days prior to the meeting. Members may appoint another member or the Chair to act as proxy on their behalf.

## **R. Procedure at General Meetings.**

1. The Secretary or other person specially appointed by the Management Trustees shall keep a full record of proceedings at every General Meeting of the Charity.
2. There shall be a quorum when a total of ten individual members or representatives of member organisations are present at any general meeting.

## **S. Notices.**

1. Any notice required to be served on any individual member of the Charity shall be in writing and shall be served by the Secretary or the Board of Trustees on any member. This shall be personally or by post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within 10 days of posting or by registered email.
2. Any notice required to be served on all members of the Charity shall be by written publication on the Charity's website or by a special edition of the Charity e-newsletter. Any member who notifies the Charity of limited access to the internet shall be notified either personally or by posted letter as described in S1.
3. The Board of Trustees reserves the right to contact members by post in a prepaid letter as described in S1 as required from time to time.

## **T. Alterations to the Constitution.**

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alterations proposed.
2. No amendment may be made to clause A (the name of the Charity), clause C (the Objects clause), clause J (Board of Trustees not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Board of Trustees should promptly send to the Charity Commission a copy of any amendment made under this clause.

## **U. Dissolution**

If the Board of Trustees decides that it is necessary or advisable to dissolve the Charity

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it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Board of Trustees shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having Objects similar to the Objects of the Charity as the members of the Charity may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

Note: Level Playing Field is the trading name of the National Association of Disabled Supporters