



English Schools' Football Association

# **Constitution and Structures Guide 2018**

This guidance is adapted and produced from material provided by Sport England, the Sport and Recreation Alliance and The FA, for their respective members.



English Schools' Football Association

## **PART 1**

# **WRITING OR UPDATING A CONSTITUTION**

## Writing or Updating your Constitution

The ESFA nationally changed its Constitution, as mandated by the AGM, for the 17/18 season. This decision was taken in order to modernise our governance arrangements and to gain some advantages for our operation by becoming an incorporated charity.

We are aware that many of you base your Constitution on that of the ESFA, but the change to an incorporated charity means that the national Constitution will now not be appropriate for you to adapt/adopt, unless your Association wishes to become a charity (in which case, there are other decisions and actions to be taken before a new constitutional arrangements are put in place). We are now therefore providing a new template, created from the recommendations of a number of sports governance bodies/specialists, for you to consider. It contains key commitments that, for example, some grant funders expect to see before they commit funding, and has legal updates within it to demonstrate Association compliance with appropriate legislation. For this reason, it is recommended that you **at least** read the guide, and give careful consideration to its content before deciding whether to adopt the template.

If you choose to proceed, it is critically important that your Constitution provides an up to date and accurate set of regulations for **your** Association. You must therefore contextualise the template for your own circumstances. Use the guidance on pages 4-5 alongside the template which follows, to open the debate within your Association. Remember that matters such as competition rules are not constitutional, and are not therefore covered here.

If in your deliberations you want to assess whether or not changing your structure, as the national body has done, is appropriate for your Association, then have a look at the information starting on page 11 of this guide, which provides you with a brief assessment of the options as they apply in our context. A word of caution though - legal guidance is highly detailed and changes regularly, so if this precis leads you to think a change in status might be for you, you are strongly advised to refer directly to the source guidance referenced in the tables.

Should Associations need any help in the process of reviewing either their Constitution or structure, CSFAs should contact their usual football development colleague, Andy Weston or Kieren Laverick: any DSFA needing support should contact the CEO ([andrea.chilton@schoolsfa.com](mailto:andrea.chilton@schoolsfa.com)) in the first instance.

Remember that, ultimately, any proposed changes to your Constitution will need to be approved by your AGM.

Please note that the examples in the table are precisely that: Associations can mix and match, select all or none, or add in their own conditions, provided that they are in the spirit of the national body's overall objectives and your Association's stated aims. Simply adopting everything which is written in the table will not provide you with a robust Constitution as it provides, in some cases, multiple (and therefore contradictory) options for operation.

CONSTITUTION SECTION	GUIDANCE- STANDARD TEMPLATE	EXAMPLES
Name	Name of the Association and any abbreviations used, plus affiliation status	Shire & Village County Schools' Football Association ("S&VCSFA"), an affiliated member of the English Schools' Football Association (ESFA)
Aims and objectives	Clearly state the reason that your Association exists. The national Association's aims and objectives can be found in paragraph 3 of its Constitution, "Objects", in the format laid down by the Charity Commission. The ESFA recommends that, for the sake of national consistency, you simply replicate the national body's first objective, adding in the area you serve.	The mental, moral and physical development and improvement of school children and students <i>in Shire and Villageshire</i> , up to twenty years of age, through the medium of association football.
Membership & Fees	<p>Be clear here who your members are. Anyone described as a member has a right to vote at the AGM, so if your Association has mixed membership between schools and Associations (as the ESFA does), then you may to differentiate between those who can vote, and those who can't, depending on your set up.</p> <p>Likewise, should the Association wish to have any form of non-voting "honorary" membership, these too need to be identified. The term "formal membership" and "informal membership" or "voting"/"non-voting" membership should be adopted then used consistently if you wish to differentiate in such circumstances. Make sure you are clear in each of the subsequent categories where there are variations depending on the nature of membership</p> <p>The ESFA's membership categories are in section 9 of its constitution.</p>	<p>Membership is open to (3a):</p> <ul style="list-style-type: none"> <li>• Membership shall be open to district schools' football associations in the county of S&amp;V, provided that they are already an affiliated member of the ESFA. Such members shall be deemed to be "full members", and shall be eligible for membership provided that they do not cover any part of the same areas as an existing Association</li> <li>• Membership shall be open to eligible schools in the Shire and Village District, provided that they provide full time education in accordance with the Education Act.</li> <li>• The Association may, at its discretion, award honorary membership to individuals offering significant or long standing service to schools' football in the area.</li> </ul> <p>Example membership categories :</p> <ul style="list-style-type: none"> <li>• Full members, with one vote at the AGM (e.g. districts within a County)</li> <li>• Affiliate members, without a vote (e.g. individual schools)</li> <li>• Honorary members, without a vote (e.g. life members)</li> </ul>

	<p>You need to make clear whether or not a membership fee is payable. If so, remember that including the level of fee in your constitution will mean a vote is required to amend it, so you may simply wish to state your intent to charge a fee. Also be clear about what happens in the event of non-payment and be clear about language – saying “shall” means it has to happen every time (but is clear and transparent); saying “may” gives some discretion but has much less transparency and will need to be administered consistently. Remember to differentiate between membership categories, if you have adopted this structure, or if your fees don’t apply uniformly</p>	<p>Fees:</p> <ul style="list-style-type: none"> <li>• Fees for full membership shall be set on an annual basis by the Association’s committee, and announced no later than {date}. Membership fees cover {for example, entry into inter-district competitions}. Fees shall be payable by {date} .Any member failing to pay the fee {may have its membership revoked/ suspended}.</li> <li>• The Association shall not charge membership fees but shall levy entry fees for services provided by the Association (e.g. leagues, competitions)</li> <li>• Affiliate/honorary members shall not be charged a membership fee, but may be charged a fee for any services provided by the Association (e.g. leagues, competitions)</li> </ul>
Sports Equality	<p>Advice issued by organisations guiding sports governance now includes the need for an equality statement, confirming that membership conditions are not discriminatory on the grounds of age, gender, disability, gender re-assignment, marital or civil partnership status, pregnancy or maternity, race, religion or belief or sexual orientation. This does not need to be constitutional, necessarily, but if you are updating your records and don’t have separate equality policies like the national body does, you should include your basic statement here.</p>	See template
Committee	<p>You should identify how your committee is to be formed, and how it will look after the interests of the Association. Identify the roles on the committee in your constitution, and their respective tenure and re-election arrangements, along with any restrictions, if you want to apply them.</p> <p>The ESFA recommends that the Committee will need to meet at least twice per year if they are to effectively fulfil their responsibilities. Take care when setting a quorum for meetings, or any other minimum standards, to ensure you balance the requirements of a democratic structure with the practicalities of a volunteer workforce.</p>	<p>Example committee structure (5a) The committee shall be made up of:</p> <ul style="list-style-type: none"> <li>• {eg4} members who are elected from within full membership at the AGM, and who fulfil the role of Chair, vice Chair, Treasurer and Secretary</li> <li>• one representative from each full member of the Association plus two additional members elected by the AGM from its membership to serve as Vice Chair and Treasurer</li> <li>• one representative from each full member and shall select from within that committee officers to act as Chair, Vice chair etc.</li> </ul>

	<p>The ESFA's national arrangements are described between sections 12-23 of the Handbook, and are reflective of the Charity Commission's requirements of Trustees, which are more specific and complex (and laid down in law) than those of non-charity officers</p>	<p>Example terms of office (5c):</p> <ul style="list-style-type: none"> <li>• {e.g.} for {one year/three years;/until they elect to retire}</li> <li>• for a term of three years, after which they will be eligible for re-election</li> <li>• for a term of three years after which they will be ineligible for re-election</li> </ul> <p>Example responsibilities (5e):</p> <ul style="list-style-type: none"> <li>• The Committee shall be responsible for ensuring that S&amp;VCSFA organises the Association's activity in line national rules and within its stated values; that expenditure is set and remains in line with budget; and that national expectations (e.g. child welfare regulations, RESPECT guidance) are implemented effectively in the Association. The Committee shall take day to day decisions to ensure the effective operation of the Association, such as approving fixtures, awarding medals/trophies and appointing match officials.</li> </ul> <p>Meetings (5f):</p> <ul style="list-style-type: none"> <li>• The quorum for a meeting of Committee shall be {xx} members. The committee has the right to co-opt members to its body and to establish sub-committees for particular purposes, at its discretion.</li> </ul>
Finances	Identify your financial year; the roles and responsibilities for expenditure and income generation, and your reporting/auditing arrangements	See template
Dissolution	If your Association is dissolved, you will need to be clear about what happens to any unrestricted funds, after all payments have been made. Please make provision for any external funders to be reimbursed if you have contracts which require this.	<p>Example redistribution</p> <ul style="list-style-type: none"> <li>• redistributed in accordance with the vote of the AGM</li> <li>• passed to the national governing body</li> </ul>
AGM/EGM	Use this section to explain the protocols and procedures for your AGM and any EGM. Make sure that statements about voting rights are consistent with any references in section 3	See template
Amendments	You need to be clear how you will change your constitution, so simple reference to the AGM should suffice here	See template

Discipline and appeals	Again, advice issued by organisations guiding sports governance now includes the need to be transparent decision making, particularly for handling concerns disputes. The statements contained within the template are the bare minimum you should include, unless, like the national body, you have separate policies and procedures in place, providing greater levels of detail.	See template
Dissolution	You need to be clear, should your Association wish to close, how that decision is taken. To protect your investment in schools' football, you also need to be clear what would happen if your Association closed whilst it held money in its name. Surplus funding, once debts are cleared, should be directed to an organisation (not individual) with values/functions similar to your Association, so that those who have given the money are not misled	See template

## Constitution Template

### 1 Name of Association

The Association will be called *{name}*, and may also be known as *{abbreviation of name}*. *{name}* will be affiliated to the English Schools' Football Association (ESFA)

### 2 Aims and Objectives

The mental, moral and physical development and improvement of school children in *{area served}* and students through the medium of association football.

### 3 Membership & Fees

- (a) Membership of the Association is open to *{insert your membership criteria}*
- (b) The membership shall consist of the following categories:
- (c) All members will be subject to the regulations of the constitution and by joining the Association will be deemed to accept these regulations and codes of practice that the Association has adopted.
- (d) *{membership/affiliation fees}*

### 4 Sports Equity

- (a) This Association is committed to ensuring that equity is incorporated across all aspects of its development. The Association respects the rights, dignity and worth of every person and will treat everyone equally within the context of their sport, regardless of age, ability, gender, race, ethnicity, religious belief, sexuality or social/economic status.
- (b) The Association is committed to everyone having the right to enjoy their sport in an environment free from threat of intimidation, harassment and abuse. All members have a responsibility to oppose discriminatory behaviour and promote equality of opportunity. The Association will deal with any incidence of discriminatory behaviour seriously

### 5 Committee

- (a) The affairs of the Association shall be conducted by a Committee which shall consist of the Chair, Treasurer, and Secretary *{plus any other positions you wish to include}*, who shall be elected at the Annual General Meeting.
- (b) All committee members must be members of the Association.
- (c) The term of office shall be for *{insert tenure, with eligibility for re-election}*
- (d) If the post of any officer or ordinary committee member should fall vacant after such an election, the Executive Committee shall have the power to fill the vacancy until the succeeding Annual General Meeting.

- (e) The Committee will be responsible for *{insert responsibilities}*
- (f) The committee meetings will be convened by the Secretary of the Association and be held no less than *{twice}* per year. The quorum for Committee shall be *{number/%}*. Only the posts listed above will have the right to vote at committee meetings.

## **6 Finances**

- (a) The treasurer will be responsible for the finances of the Association.
- (b) The financial year of the Association will run from *{date}* and end on *{date}*
- (c) All monies will be banked in an account held in the name of the Association.
- (d) An audited statement of annual accounts will be presented by the treasurer at the Annual General Meeting.
- (e) Any cheques drawn against Association funds should hold the signatures of *{the treasurer plus up to two other officers}*.
- (f) All members of the Association shall be jointly and severally responsible for the financial liabilities of the Association.

## **7 Annual General Meetings and Extraordinary General Meetings**

- (a) General Meetings are the means whereby the members of the Association exercise their democratic rights in conducting the Association's affairs.
- (b) The Association shall hold the Annual General Meeting (AGM) in the month of *{month}* to:
  - Approve the minutes of the previous year's AGM.
  - Receive reports from the Chairman and Secretary.
  - Receive a report from the Treasurer and approve the Annual Accounts.
  - Elect the officers on the committee.
  - *{Agree the membership fees for the following year.}*
  - Consider any proposed changes to the Constitution.
  - Deal with other relevant business.
- (c) Notice of the AGM will be given by the secretary with at least *{number - usually between 14-28}* days' notice to be given to all members.
- (d) Nominations for officers of the committee must be sent to the secretary at least *{number}* days prior to the AGM.
- (e) Proposed changes to the constitution shall be sent to the secretary prior to the AGM, who shall circulate at least 7 days before an AGM.
- (f) All members have the right to vote at the AGM.
- (g) The quorum for AGMs will be *{number or % of voting members}*

- (h) An Extraordinary General Meeting (EGM) may be called by an application in writing to the Secretary supported by at least 10% of the members of the Association. The Committee shall also have the power to call an EGM by decision of a simple majority of the Committee members. All procedures shall follow those outlined above for AGMs.

## **8 Amendments to the constitution**

The constitution will only be changed through agreement by majority vote at an AGM or EGM.

## **9 Discipline and appeals**

- (a) All concerns, allegations or reports of poor practice/abuse relating to the welfare of children and young people will be recorded and responded to swiftly and appropriately in accordance with the Association's child protection policy and procedures, which are compliant with the National Governing Body guidance. The Association Welfare Officer is the lead contact for all members in the event of any child protection concerns.
- (b) All complaints regarding the behaviour of members should be presented and submitted in writing to the Secretary.
- (c) The Management Committee will meet to hear complaints within *{number}* days of a complaint being lodged. The committee has the power to take appropriate disciplinary action including the termination of membership.

## **10 Dissolution**

- (a) A resolution to dissolve the Association can only be passed at an AGM or EGM through a majority vote of the membership.
- (b) In the event of dissolution, all debts should be cleared with any Association funds. Any assets of the Association that remain following this will become the property of *{insert}*

## **11 Declaration**

This constitution was approved by the AGM/EGM of {date} and shall remain in force until amendments are made at future AGM/EGM.



English Schools' Football Association

## **PART 2**

# **ASSOCIATION STRUCTURE**

## Association Structure

The very great majority of the ESFA's members are "unincorporated associations", for which the previous Constitution applies. In its simplest legal terms, this means a group of people bound only together by the constitution of the Association, with no outside regulation, other than, in our case, the regulations of the game. This structure is very common for voluntary groups which have members: the flexibility and lack of external regulation allow volunteers to focus on delivering football, rather than administering a business or charity.

There are however different advantages in other structures, many of which are designed specifically with sports organisations in mind. You may for example have heard of Community Interest Clubs (CICs) or Community Amateur Sports Clubs (CASCs). Many of these structures are aimed at organisations which own facilities and so are disregarded in this guide, following an assessment which concluded that the most likely alternative structure which may suit an ESFA member is that of a charity.

Charities can be formal ("incorporated"), as the ESFA nationally is now, or informal ("unincorporated"), as the ESFA was prior to 2017. Incorporation brings with it some benefits (for example, the Trustees of the Association aren't liable for its debts) but isn't essential to gain other advantages of charitable status. Have a look at the tables overleaf, which summarise the respective advantages and disadvantages of charitable status generally: if you'd like to explore this further, then there are more specific details on charity types, from small charities to incorporated charitable organisations, via the following link:

<https://www.gov.uk/guidance/charity-types-how-to-choose-a-structure>

As previously noted, Charity Commission guidance is detailed, and regularly updated, so please refer to source materials before finalising any decisions

## Generic Advantages: Charitable Status for Schools' Football Associations

What it says	What it means
It is often easier to raise funds from grant making trusts and local government	Some grant funders only fund charities and local government, if it offers funding, may only do so on a recurrent basis if the beneficiary is a charity. It doesn't mean that becoming a charity guarantees you more income.
The public may be more inclined to donate to an organisation which it knows to be a charity	If you run public fundraising campaigns from outside of your immediate membership/parent group, this may give you an advantage. If however you only raise cash from those who already know you, this is not likely to be of benefit
Charities can claim gift aid on donations from private individuals, if they are UK tax payers.	If parents, colleagues or other individuals donate cash to you, every £1 they give you is worth £1.25 if you claim gift aid, which is a form of tax relief, via HMRC. You need to register with either HMRC or with the Charity Commission, depending on your size, to benefit. See <a href="https://www.gov.uk/claim-gift-aid-online">https://www.gov.uk/claim-gift-aid-online</a>
A range of guidance and support is available to help you run your Charity through organisations designed with you in mind	You're not alone! Help with the bureaucracy inevitable in becoming a charity is relatively easy to obtain and you may learn from the experiences of others – from fundraising to filing financial returns, you can usually find some hints and tips: <a href="http://www.smallcharities.org.uk/">http://www.smallcharities.org.uk/</a> <a href="http://www.smallcharitysupport.uk/">http://www.smallcharitysupport.uk/</a> <a href="http://www.charityexpert.net/">http://www.charityexpert.net/</a> Charity Commission templates also make sure you are always operating within the law, and governance best practice: for example, with a compliant Constitution: <a href="https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents">https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents</a>

## Generic Disadvantages: Charitable Status for Schools' Football Associations

What it says	What it means
Trustees, who have legal responsibilities, need to be identified and trained	Trustees are primarily responsible for the financial health of the Association, and can personally be liable for any debts your Association incurs. If your spending is minimal and you don't borrow or commit fraud, then your liabilities under charitable law will be too. <a href="https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3">https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3</a>
There are restrictions in force for Trustees, as well as legal liabilities	Trustees can't benefit from being a Trustee nor can they put personal interest ahead of charitable objectives. For example, you couldn't buy your football kit from your Trustee if they owned a football kit business, because they'd benefit from that via their employment/salary/dividends.
Charities with an income of over £5,000 must register with the Charity Commission	The process of becoming a Charity is often slow and bureaucratic. Registering is a legal requirement: <a href="https://www.gov.uk/guidance/how-to-register-your-charity-cc21b">https://www.gov.uk/guidance/how-to-register-your-charity-cc21b</a>  Thereafter compliance with Charity Commission regulation is also a legal requirement <a href="https://www.gov.uk/government/organisations/charity-commission/about/publication-scheme">https://www.gov.uk/government/organisations/charity-commission/about/publication-scheme</a>
All Charities, irrespective of size, must keep accounting records and prepare annual accounts which must be available to the public on request. Larger charities must have accounts audited	Accounts need to show income and expenditure, and any ongoing commitments or funding owed. In certain circumstances, these accounts must be submitted to the Charity Commission. <a href="https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-cc15b/charity-reporting-and-accounting-the-essentials">https://www.gov.uk/government/publications/charity-reporting-and-accounting-the-essentials-cc15b/charity-reporting-and-accounting-the-essentials</a>  Larger charities by this definition is those earning >£25,000