



SWBRC

South Wales Bowls & Recreation Club

South Road. Sully. Vale of Glamorgan. CF64 5SP

Constitution of the Sully Bowls Foundation

Date of Constitution (Last Amended): 30/08/2022 (*Trustee details updated 1st October 2024*)

Latest amendment and review 31/05/2026

1. Structure & Purpose

1.1 Umbrella Identity

Sully Bowls and Recreation Centre (SWBRC), located at the Sully Indoor Bowls Stadium, is the umbrella name for SULLY BOWLS FOUNDATION and EXTRA END (CIC) (which operates the Bar and Catering services).

1.2 Name

The name of the Charitable Incorporated Organisation is the SULLY BOWLS FOUNDATION (referred to throughout this document as "the Foundation").

1.3 Principal Office

The principal office of the Foundation is located in Wales.

1.4 Main Purpose (Objects)

The core purpose of the Foundation is to promote community participation in healthy recreation by providing facilities for playing bowls and other recreational activities for the benefit of all participating members.

Charitable Restriction: Everything the Foundation does must be purely charitable under current UK charity law. Nothing in this constitution authorises the use of Foundation property for non-charitable purposes under any regional jurisdiction.

2. Powers of the Foundation

The Foundation has the power to do anything helpful or related to our main purpose.

Specifically, the Foundation can:

- **Borrow Money:** Raise funds and mortgage property as security, provided it complies with the current Charities Act.
- **Manage Property:** Buy, lease, exchange, hire, or acquire any property, and maintain or equip it for community use.
- **Dispose of Assets:** Sell, lease, or otherwise dispose of any property in compliance with current charity legislation.
- **Employ Staff:** Hire and pay necessary staff to carry out the Foundation's work. Trustees may only be paid if explicitly permitted under the rules of Section 4.
- **Invest Funds:** Deposit money, employ professional fund managers, or use nominees to hold investments under the conditions of the Trustee Act 2000.

3. Money and Property (Application of Income)

- **Solely for Purpose:** All income and property must be used exclusively to push forward the Foundation's main purpose.
- **No Member Profits:** No money or property may be paid or transferred directly or indirectly as profit, dividends, or bonuses to any member.
- **Trustee Expenses:** Trustees are entitled to be reimbursed for reasonable, proven expenses properly incurred while working on behalf of the Foundation.



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- Indemnity Insurance: The Foundation may purchase indemnity insurance for trustees at its own expense, subject to the current Charities Act.

4. Trustee Benefits and Payments

4.1 General Restrictions

Generally, no trustee or connected person—which includes family members (spouses, parents, children), business partners, or anyone whose personal interests might conflict with their duty to the Foundation—may:

- Buy or receive goods/services from the Foundation on better terms than the general public.
- Sell goods, services, or land to the Foundation.
- Be employed by or receive a salary from the Foundation.
- Receive any other financial or monetary benefit.

Exception: Payments are only allowed if they meet the specific conditions below, or if approved by a court or the Charity Commission.

4.2 Allowed Benefits

- As a Beneficiary: A trustee or connected person can benefit from the Foundation's recreational facilities on the same terms as everyone else, provided the majority of trustees do not benefit this way.
- Supplying Services: A trustee or connected person can supply services (or goods linked to those services) to the Foundation if it complies with the current Charities Act.
- Lending Money: They may receive interest on money lent to the Foundation at a reasonable rate, capped at the Bank of England base rate.
- Renting Property: They may receive reasonable and proper rent for premises leased to the Foundation, provided the interested trustee leaves the room during any discussion or vote on the lease.
- Normal Trading: They may take part in normal trading and fundraising activities on the exact same terms as the public.

4.3 Strict Controls on Supplying Goods Only

A trustee or connected person may supply standalone goods to the Foundation *only* if:

1. The maximum price is fixed in a clear, written agreement.
2. The price is completely reasonable in the market.
3. The independent trustees are certain it is in the best interest of the Foundation to use them rather than an outside supplier.
4. The interested supplier leaves the meeting for the discussion, does not vote, and does not count toward the quorum.
5. The exact reasons for the decision are recorded in the minutes.
6. The majority of trustees currently in office are not receiving any form of payment or remuneration.



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5. Conflict of Interest Policy

5.1 Duty to Declare

Trustees must immediately declare any direct or indirect personal interest in any transaction, deal, or arrangement made by the Foundation.

5.2 Examples of Conflicts

Conflicts include, but are not limited to:

- A trustee or their family member being involved in selecting contractors for stadium maintenance.
- A trustee having financial interests or shares in a company supplying sports equipment, catering goods, or services to the Foundation.

5.3 Management Procedure

When a potential conflict arises:

- The interested trustee must leave the room during all discussions and decisions regarding the matter.
- They cannot vote on the matter and will not count toward the meeting's quorum.
- An assigned officer on the board will be responsible for reviewing declarations to ensure ongoing compliance.

6. Trustees

6.1 Role & Responsibilities

Trustees manage all the affairs of the Foundation. Every trustee must act in good faith to advance the Foundation's purposes and use reasonable care, skill, and any special professional knowledge they possess.

6.2 Who is Eligible?

- Must be a natural person (an individual).
- Must be at least 16 years old (and at least one trustee must be 18 or older).
- Must not be legally disqualified from being a charity trustee under the current Charities Act.
- Must sign a formal acceptance of office before they can act.

6.3 Board Numbers

- Minimum: 3 trustees. If numbers drop lower, remaining trustees can *only* act to appoint new trustees or call a meeting.
- Maximum: 12 trustees.

6.4 Current Trustees & Terms

Trustees are appointed for a term of 3 years. The current board structure is as follows:

Trustee Name	Role / Focus	Appointment / Status
Shaun Grey	Chairman	Appointed May. 2025
Andy Cowell	Projects	Appointed Aug. 2022



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Trustee Name	Role / Focus	Appointment / Status
Neil Winter	Xtra end	Appointed May. 2026
<i>Vacant</i>	<i>Under Review</i>	Potential Trustee 1
<i>Vacant</i>	<i>Under Review</i>	Potential Trustee 2

6.5 Appointing New Trustees

Apart from the very first trustees, all appointments must be made for a 3-year term via a formal resolution passed at a trustee meeting. Selection must be based on the specific skills, knowledge, and experience needed to run the Foundation effectively. New trustees must be given a copy of this constitution and the latest annual report and accounts.

6.6 Leaving Office

A trustee stops holding office if they:

- Resign in writing (only valid if at least 3 trustees remain to keep a quorum).
- Miss all meetings for 6 consecutive months without permission, and the board votes to remove them.
- Die.
- Become physically or mentally incapable of acting, based on a written opinion from a registered medical practitioner.
- Are legally disqualified under the current Charities Act.

7. Meetings & Decision-Making

7.1 General Board Meetings

- Calling Meetings: Any trustee can call a meeting. The board decides how notice is given.
- Chairing: Trustees can elect a chair. If the chair is absent, those present can choose a trustee to run that specific meeting.
- Quorum: To make valid decisions, a quorum must be present. The quorum is two trustees, or one-third of the total board, whichever is larger. Interested trustees do not count toward this.
- Voting: Decisions are made by a simple majority vote. If there is a tie, the chairperson has a second, casting vote.
- Electronic Meetings: Meetings can happen via video link, phone, or online, provided everyone can hear and talk to each other.

7.2 Delegation to Committees

Trustees can delegate specific powers to sub-committees (e.g., a bowling committee or building committee). At least one member of every committee must be a trustee. All committee actions must be promptly reported back to the full board and reviewed regularly.



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7.3 Membership and Core Decisions

The legal members of the Foundation are its current trustees. High-level decisions must be handled via a General Meeting of Members (with 14 days' notice) or by unanimous written agreement. A 75% majority vote is required to:

1. Amend this constitution.
2. Merge the Foundation with another charity.
3. Wind up or dissolve the Foundation.

8. Governance, Finance & Legal Protections

8.1 Financial Reporting Procedures

- Quarterly Reviews: The Foundation's treasurer will prepare detailed financial reports every quarter to be reviewed by a committee of trustees at regular meetings.
- Annual Audit: An annual financial statement and audit/scrutiny will be conducted by an independent auditor or examiner.
- Regulatory Submissions: Complete annual accounts, reports, and returns must be sent to the Charity Commission within 10 months of the financial year-end, regardless of total income.

8.2 Data Protection & Privacy

The Foundation is strictly committed to protecting the privacy of individuals whose information we collect. We will comply fully with all applicable data protection laws, including the UK General Data Protection Regulation (GDPR). We will only collect necessary personal information, handle it transparently, and store it securely.

8.3 Records, Registers, and Documents

- Minutes: Trustees must keep formal minutes of all officer appointments, meetings, trustee attendance, and official decisions (including the underlying reasons).
- Registers: A combined, up-to-date register of members and trustees must be maintained.
- Signing Documents: Official legal documents are validly executed if signed by at least two trustees.

8.4 Rules and Bye-laws

Trustees can create reasonable, everyday rules and bye-laws for running the stadium and club activities, provided they do not contradict anything in this constitution. These must be made available to members upon request.

9. Constitutional Maintenance & Closing Down

9.1 Periodic Review and Amendments

The trustees will review this constitution every three years to ensure it remains compliant with all applicable laws and fits the operational needs of the stadium.

Any structural changes to our Main Purpose (Section 1.4), the dissolution rules, or trustee benefit rules require the prior written consent of the Charity Commission. Approved amendments must be sent to the Commission within 15 days and only take effect once registered.



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9.2 Disputes

If a dispute breaks out between members/trustees regarding actions taken under this constitution, the parties must try in good faith to settle the issue through mediation before launching any legal litigation.

9.3 Closing Down (Voluntary Winding Up or Dissolution)

If the Foundation needs to close down, we will explicitly follow the procedures outlined in the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations.

After settling all outstanding debts and liabilities, any remaining property and assets cannot be split among members. Instead, they must be given or transferred to another registered charity with the same or very similar charitable objectives. All required paperwork, closure resolutions, and final asset statements will be submitted to the Charity Commission within legal timeframes.