



# SWFA Standing Orders



Affiliated to the Scottish Football Association

## **SWFA**

### **Standing Orders:**

#### **1. Introduction**

- 1.1 These Standing Orders set out details of the governance structures, procedures and delegations of and within the Association.
- 1.2 The Association's Scheme of Financial Delegation is separate to these Standing Orders.
- 1.3 All statements of policy approved by the Committee shall be complied with save where they conflict with the SWFA Articles of Association, or these Standing Orders.
- 1.4 Any or part of these Standing Orders may be suspended by a General Meeting, Committee Meeting or the Committee.

#### **2. Interpretation of Standing Orders**

- 2.1 The ruling of the President, whom failing an allocated person, as to the meaning, effect or application of these Standing Orders shall be final.

#### **3. Amendment and Revocation of Standing Orders**

- 3.1 The Committee may alter, rescind or add to any part of these Standing Orders by decision of a majority of the Committee present and voting at a Committee Meeting but only where written notice of a proposed alteration, rescission or addition has been given in advance of a Committee Meeting.
- 3.2 The President, in conjunction with the Chief Executive Officer, shall regularly consider the need for and recommend to the Committee amendments to these Standing Orders.

#### **4. Annual General Meetings**

- 4.1 At Annual General Meetings only the business included in the notice calling the meeting may be discussed.
- 4.2 The following matters, together with others reserved to an Annual General Meeting in the Articles of Association, cannot be dealt with by the Committee and must be dealt with at the Annual General Meeting of the Association:
  - 4.2.1 Consideration of the President's report on the previous year's activities;
  - 4.2.2 Consideration of the Chief Executive Officer's report of the previous year's activity;
  - 4.2.3 Approval of the annual accounts and the auditor's report, both of which will have first been considered by the Committee;
  - 4.2.4 Election or re-election of office bearers, if required (office bearers appointed for 5 years as outlined in the Articles of Association);
  - 4.2.5 Setting of honoraria; and
  - 4.2.6 Appointment or re-appointment of the External Auditors.

## **5. Matters Reserved to the Committee**

- 5.1 The strategic role of the Committee is to determine the direction, aims and objectives of the Association.
- 5.2 Having regard to its strategic role, its duty to hold the Association's Committee to account and to ensure that proper and effective controls and systems for running the Association are in place and are implemented, the following are reserved to the Committee:
  - 5.2.1 Appointment of Committee Members;
  - 5.2.2 Appointment of sub-groups of Committees;
  - 5.2.3 Approval of the Business Plan, Budget, and any variations and amendments to same together with any plans or the like considered by the President, or the Chief Executive Officer to fall within the strategic role of the Committee;
  - 5.2.4 Approval of such other plans, projections or the like which the AGM decide should be reserved to the Committee;
  - 5.2.5 All matters requiring determination by the Committee in terms of the Business Plan, Budget, or the like expressly reserved for the approval of the Committee in terms of these Standing Orders;
  - 5.2.6 Overriding responsibility for compliance by the Association with registration criteria to the Scottish Football Association, performance management standards, guidance and regulatory requirements of the Scottish Football Association (SFA);
  - 5.2.7 Material extension or restriction of the scope of the Association's activities;
  - 5.2.8 The determination of the policy of the Association;
  - 5.2.9 Payments or benefits in accordance with the safe running of the Association, other than those expressly delegated to the Committee through the AGM;
  - 5.2.10 Matters reserved to it by the AGM or SFA (incorporating the Non Professional Game Board [NPGB]);
  - 5.2.11 Matters of doubt or difficulty which involve, or appear likely to involve, major changes in or departure from the Articles of the Association;
  - 5.2.12 Any matter referred to it by an AGM;
  - 5.2.13 Reference of a matter to an AGM;
  - 5.2.14 The establishment and dissolution of the Full Committee and the referral and delegation of business to them;
  - 5.2.15 Approval of the creation or dissolution of a sub-group;
  - 5.2.16 Appointment of members to said sub-group;
  - 5.2.17 Amendment of these Standing Orders, including the Scheme of Financial Delegation;
  - 5.2.18 Any borrowing by the Association;
  - 5.2.19 Any granting of security by the Association;
  - 5.2.20 Monitoring outcomes against Budget; and
  - 5.2.21 Any other matter reserved to the Committee in terms of the Articles of Association.

## **6. Delegation to the Chief Executive Officer**

- 6.1 Subject to the express reservations to the General Meeting, the Committee and to the Committees set out in these Standing Orders, the Chief Executive Officer is authorised and

empowered to manage the Association, and its Subsidiaries, and to direct their operations. The Chief Executive Officer is responsible and accountable to the Committee.

- 6.2 The Chief Executive Officer is responsible for all matters delegated to him and the effective implementation and operation of the Scheme of Financial Delegation.
- 6.3 The Chief Executive Officer may, consistent with these Standing Orders, including the Scheme of Financial Delegation, delegate such powers, responsibilities and authority to such members or volunteers of the Association as the Chief Executive Officer may from time to time determine and must advise the Committee accordingly.
- 6.4 The Chief Executive Officer, in consultation with the President, is responsible for the interpretation of the policies of the Association and the Chief Executive Officer is responsible for its implementation.
- 6.5 The Chief Executive Officer is responsible for the preparation and effective implementation and operation of a scheme of non-financial delegation under which the Committee will delegate such powers, responsibilities and authority to such members or volunteers of the Association as he/she may from time to time determine and must advise the Committee accordingly.
- 6.6 The Chief Executive Officer will provide the Committee with such information in respect of this scheme, its implementation and operation as the Committee may from time to time reasonably request.

## **7. The President**

- 7.1 The role, skills, knowledge and experience required will be outlined in the Job Description, and the procedure for the elections of the President are set out in the Articles of Association.

## **8. Execution of Documents**

- 8.1 The Chief Executive Officer is hereby authorised to execute an instrument or instruments specifying which members or volunteers of the Association are authorised to execute documents or classes of documents on behalf of the Association.

## **9. Meetings of the Committee and Committees**

- 9.1 Before 31 March each year the Chief Executive Officer shall publish a calendar of Committee Meetings and Committees Meetings for the next year. The Committee shall meet at least eight times each calendar year.
- 9.2 The Committee may, by majority decision of those Committee Members present and voting at the meeting so to do, adjourn its meetings to any other time and/or place.
- 9.3 A meeting of the Committee is deemed to take place where the person presiding at the meeting is situated.
- 9.4 Committee Members may, with the permission of the person presiding at the meeting, take part in a meeting of the Committee, although not physically present, by way of conference call, video-conference, web-conference or the like, and in that circumstance shall be entitled to take a full part in the meeting and shall count towards the achievement of the quorum.

- 9.5 Proceedings at all Committee Meetings, together with agendas, reports and other documents relative and/or submitted to such meetings will be treated as confidential unless otherwise agreed.
- 9.6 Except for those items specified by the President on the advice of the Chief Executive Officer, as confidential, there will be public circulation of the minutes of Committee Meetings.
- 9.7 Special Committee Meetings may be convened at any time by the Chief Executive Officer, or by two Committee Members. Apart from appointing a Chair in the absence of the President, Special Committee Meetings are only permitted to deal with the business set out in the notice of the meeting.
- 9.8 The President will be elected by the Committee to office annually but must not hold one of such offices continuously for more than five Annual General Meetings.
- 9.9 The President will preside at all General Meetings and Committee Meetings at which he or she is present.
- 9.10 Any power or duty assigned to the President in relation to the conduct of a meeting may be exercised by the person presiding over a Committee Meeting or a Committee Meeting.
- 9.11 The person presiding at a Committee Meeting shall decide all questions of order and relevance arising at the meeting. Any Committee Member present may take exception to any ruling by the person presiding. In that event the person so presiding shall, without further discussion, submit the matter to the meeting and his/her ruling shall not take effect unless it is approved by a majority of those Committee Members present and voting at the meeting.

## **10. Proceedings of Committee Meetings**

- 10.1 Not less than seven days before a Committee Meeting, the Administration Officer shall issue to every Committee Member: a notice calling the meeting and stating the time and place; the Agenda; and all reports and other documents referred to and/or to be read in conjunction with the Agenda.
- 10.2 Any report or document not sent with the Agenda may, with the agreement of a majority of those Committee Members present and voting at the meeting, be considered at the relevant meeting, provided that it relates to matters which are either: referred to in the Agenda; or of such urgency or importance that it is desirable that the report or document receives consideration at the meeting.
- 10.3 Any matter that is not included on the Agenda as issued prior to the meeting may be discussed or decided at a Committee Meeting with the agreement of a majority of those Committee Members present and voting at the meeting.
- 10.4 Committee Members wishing to have an item included on the Agenda of a Committee Meeting to be issued prior to the meeting must give the Administration Officer at least 14 days written notice of such item. The Administration Officer will consult the Chief Executive Officer, who must approve the item's inclusion.
- 10.5 The quorum for a Committee Meetings is three (3).

## **11. Conduct of Committee Meetings**

- 11.1 Except in relation to the election of the President and the appointment of Committee Members, where the relative procedures are set out in the Articles, and in relation to

resolutions, proposals, requests for approval and amendments, no detailed rules for the conduct of Committee Meetings are prescribed.

- 11.2 Committee Members shall conduct themselves in a business-like and courteous manner, observe the Articles and commonly accepted rules and conventions of debate and meetings.
- 11.3 Committee Members must observe respect for the President or other person presiding at a meeting at all times.
- 11.4 The decision of the President or other person presiding at a meeting, on length of speeches, debate and closure of debate, is final.
- 11.5 The President or other person presiding at a meeting will seek to ensure that all Committee Members are given adequate opportunity to debate all items on the Agenda.
- 11.6 The order of business at Committee Meetings, other than Special Committee Meetings, shall be:
  - To choose a person to preside if the President is not present;
  - To note apologies for non-attendance; to note declarations of interest (any declarations made will be repeated before the particular agenda item is discussed);
  - To approve as a correct record the minutes of the previous Committee Meeting;
  - To consider any matters arising from the minutes of the last Committee Meeting that is not on the Agenda;
  - To receive and consider minutes of meetings, reports and recommendations of Committees and of the Subsidiaries; and
  - To consider any business placed on the Agenda by the Chief Executive Officer (including matters requested by the Committee Members to be placed on the Agenda) and included in the notice of the meeting.
- 11.7 Members and external advisers shall attend Committee Meetings to present reports and otherwise advise and assist the Committee. Such persons shall leave the meeting if they have a conflict of interest or they are asked to do so by the President or other person presiding at a meeting.
- 11.8 In the event that an issue of procedure shall arise at a meeting which is not dealt with in the Rules or these Standing Orders the President or other person presiding at a meeting shall determine the issue and specify the procedure to be adopted.

## **12. Committees**

- 12.1 The Committee may from time to time appoint Committees and their respective Chairs. The terms of reference and responsibilities, and role of the Chair of the Committees are set out above. Any other Committees must act in accordance with their terms of reference and responsibilities specified by the Committee.
- 12.2 A Committee shall appoint one of its number to preside at a Committee Meeting if the Committee Chair is not present in person to preside over the meeting.
- 12.3 The quorum for Committee Meetings is three.
- 12.4 Where the context permits and except where otherwise expressly provided, the provisions of these Standing Orders relating to the notice, proceedings and voting of and a Committee Meetings shall apply to Committee Meetings.

- 12.5 The Chief Executive Officer may from time to time appoint a Disciplinary or Appeal Committees their respective Chairs and another two panel members. The terms of reference and responsibilities, and role of the Chair of the Disciplinary/Appeal Committees are set out above and below. Any other Committees must act in accordance with their terms of reference and responsibilities specified by the Committee.
- 12.6 The Chief Executive Officer shall appoint one of its number to preside at a Disciplinary/Appeal Hearing Meeting.
- 12.7 The quorum for a Disciplinary/Appeal Hearing Meetings is three.
- 12.8 Only one person from two attending may be permitted to present a case for either side attending.
- 12.9 The appointed Chair of any Disciplinary/Appeal Hearing will convene the meeting using the following process:
- Introduce all those in attendance;
  - Initial explanation of the reasons for the Hearing;
  - Provide a summary of the proposed conduct for the Hearing;
  - Presentation of the case being heard;
    - Case of Association against a person or persons being disciplined; or
    - Case of individual/club/official/Association bringing an Appeal;
  - Questioning of the case by panel members;
  - Presentation of response;
  - Questioning of response from panel members;
  - Summing up of case;
  - Summing up response;
  - Summing up of case by panel Chair;
  - Adjournment to consider evidence;
  - Chair delivers findings and indicates conclusions; and
  - Chair promote right to Appeal to the Judicial Panel.

### **13. Voting**

- 13.1 It is the Committee's practice to attempt to reach a consensus in respect of decisions of the Committee. Should the Committee be required to vote on a particular matter in order to reach a decision, a majority vote of those Committee Members present and voting at a meeting shall, except where otherwise required by law or by the Articles, determine every question.
- 13.2 Each Committee Member has one vote. In the case of equality the President or other person presiding at a meeting also has a casting vote.
- 13.3 Voting shall be either by show of hands or, where the meeting so agrees, secret ballot.
- 13.4 Unless the President determines otherwise a record of the number of votes cast for and against need only be taken and recorded in the minutes where resolutions, proposals and approvals require to be passed by a specific majority of Committee Members in terms of the Articles.
- 13.5 Wherever reference is made in these Standing Orders to a vote, agreement, approval or majority, no account shall be taken of abstentions in determining the result of any such

vote and/or whether the relevant agreement, approval or majority has been reached, given or achieved.

13.6 Where a matter to be determined involves a choice between two or more options and/or where it is proposed that a resolution, proposal, request for approval or the like be amended, the procedure shall be as follows:

- Where the choice extends only to voting for or against a resolution the person presiding at the meeting shall call for votes for, and thereafter for votes against;
- Any resolutions or amendments put forward to a meeting (other than any contained in a report which Committee Members are considering) shall not be considered unless and until they have been both proposed and seconded by different Committee Members;
- Where the choice is between a resolution and one or more proposed amendments to same, the person presiding shall, in turn, put each of the amendments to the resolution or proposal to the vote. If a majority of votes of those Committee Members present and voting at the meeting is in favour of an amendment to the resolution or proposal then the amended resolution or proposal shall become the substantive resolution or proposal. Any contradictory amendment then falls. Each remaining amendment shall, in an order determined by the person presiding at the meeting, be put against the then substantive resolution or proposal; and
- When all of such amendments have been dealt with there shall remain a single substantive resolution which the person presiding at the meeting shall then put to the vote.

## **14 Minutes**

14.1 The Chief Executive Officer is responsible for ensuring that minutes of the proceedings of The Committee and Committees are taken by the Administration Officer [or alternative in his absence] and copies provided for the Committee Members and Committee Members respectively. The minutes shall be submitted for approval as a correct record, with or without amendment, to the next Committee Meeting. If so approved and signed by the President or other person presiding at a meeting the minutes shall then be conclusive evidence of any fact recorded in them.

14.2 The minutes, whether yet approved or not by the relevant Committee, of all Committee Meetings shall be submitted to the next Committee Meeting.

14.3 Any Committee Member can request that his or her dissenting view be recorded in the minutes of the relevant Committee Meeting or Committee Meeting.

14.4 The Administration Officer will make arrangements for the safe storage of all Committee minutes.

## **15. Returning Officer**

15.1 The Chief Executive Officer is the returning officer in relation to all elections to the Committee and of the President.

## **16. Urgent Decisions and Delegation**

- 16.1 Between Committee Meetings the Chief Executive Officer (or in his or her absence, the relevant Officer) is authorised, in consultation with the President to take such action as may be considered necessary concerning urgent matters otherwise reserved to the Committee. Any such action shall be submitted for ratification at the next Committee Meeting.

## **17. Admission of the Public to Meetings**

- 17.1 Members of the public will not be admitted to General Meetings or Full Committee Meetings.

## **18. Conduct of Committee Members**

- 18.1 Committee Members and Committee Co-optees must comply with and observe the Articles of Association.
- 18.2 Committee Members and Committee Co-optees must not either be present at or vote at Committee Meetings where to do so would result in a breach of and/or failure to follow the Articles of Association.
- 18.3 No Committee Member shall, without the consent in writing of the President which consent may be given by reference to a specific or general class of meetings or matters and may be subject to such conditions as are specified in such consent, enter into any correspondence or other communication (except with another Committee Member or with a member of the volunteers of or advisor to the Association) or address any meeting (other than a meeting organised by or attended at the request of the Association) in each case relating to or concerning the policy, business, plans or property of the Association.

## **19. Attendance of Committee Members at Conferences etc**

- 19.1 Except for events organised by the Association, the attendance of Committee Members at conferences, training sessions, seminars etc. representing or on matters relating to or concerning the responsibilities, business, plans or activities of the Association shall require the prior approval of the Chief Executive Officer.

## **20. Terms of Reference for the Audit Committee**

- 20.1 The Committee will establish an Audit Committee to be led by the Audit and Performance Officer.
- 20.2 This Committee is the audit committee for the Association and will also review the financial affairs of the Subsidiaries.
- 20.3 The Audit Committee will comprise of up to four Committee Members. In addition to the Committee members, the Committee may also include co-opted members who will not be a Committee Member and who will be drawn from the membership of the Association.
- 20.4 The quorum will be three members.
- 20.5 The President and the Chief Executive Officer will not be members of the Audit Committee.
- 20.6 The members of the Audit Committee (excluding co-optees) will be appointed by

the Committee at its first meeting following the Annual General Meeting.

- 20.7 Co-optees will be nominated by the Audit Committee for approval by the Committee.
- 20.8 The Audit Committee must include members with expertise in audit matters.
- 20.9 A recommendation as to the Chair of the Audit Committee will be agreed by its members at their first meeting for submission to the Committee for approval.
- 20.10 There will be no less than two meetings per year.
- 20.11 At its first meeting, the Audit Committee will note its terms of reference and determine its priorities for the year [These will be directed from the SFA Audit Report]. From time to time the Audit Committee may make recommendations to the Committee in respect of its terms of reference.
- 20.12 The Audit Committee is authorised to investigate any activity of the Association within its terms of reference and in accordance with any advice or guidance from relevant bodies. It is authorised to seek such information it considers necessary from any Committee Member or member of the Association, all of whom are required to co-operate with any request made by the Audit Committee which is consistent with its responsibilities.
- 20.13 The Audit Committee is authorised to obtain directly such legal or other professional advice which it considers relevant to its responsibilities. The costs of such advice are not, without prior Committee approval, to exceed the budget allowed to the Audit Committee for those costs in each year.
- 20.14 Relevant members of the Association will normally attend meetings of the Audit Committee. The Audit Committee may invite the Chief Executive Officer to attend meetings. The Auditors and/or other advisers of the Association may attend meetings of the Audit Committee at the request of the Chair of the Audit Committee. The Audit Committee has the right to meet in private without the attendance of any non-members.

## **21. Budget Setting, Approval and Monitoring**

- 21.1 Although the Committee has overall responsibility for monitoring outcomes against Budget, it is the role of the Audit Committee to monitor actual expenditure and progress within its remit.

## **22. Specific Responsibilities**

- 22.1 To advise the Committee on the effectiveness of the Association's and the Subsidiaries' management and control systems for ensuring value for money, propriety, economy, efficiency, competence and accountability.
- 22.2 To monitor the implementation of approved recommendations relating both to internal audit reports and external audit reports and management letters.
- 22.3 To initiate reports and investigations as it sees fit, having the right of access to all minutes, books, documents or any other information maintained within the Association and its subsidiaries. The Audit Committee may require volunteers to supply information, either written or verbal on any matter relating to management or finance. In addition the Audit Committee shall consider any incidents of fraud or attempted fraud, and the response of the management to such incident within the Association, referred to it by the Chief Executive Officer or Internal Auditor.
- 22.4 The Audit Committee may require the attendance of any member of volunteers of the Association either prior, during or subsequent upon investigation.

- 22.5 To monitor the effectiveness of the external and internal audit services and their relationship with each other.
- 22.6 To review and approve the internal audit plan and scope of work.
- 22.7 To review the Annual Performance Return submitted to the SFA.
- 22.8 To review the risk management framework within the Association and report on the risk register to the Committee.

### **23. Accountability**

- 23.1 To review the annual financial statements before they are presented to the Committee focusing on:
- Accounting policies;
  - Compliance with accounting standards, legal and statutory requirements;
  - Findings of the auditors, including significant audit adjustments;
  - Review of the governance framework; and
  - Review of the risk management framework.

### **24. Risk Management**

- 24.1 The Audit Committee will monitor and review the effectiveness of the overall risk assessment and management system.
- 24.2 The Audit Committee will review the corporate risk register at least annually.

### **25. Reporting Procedures**

- 25.1 The Audit Committee will provide regular reports of its performance to the Committee as required.
- 25.2 The Audit Committee will provide an annual report to the Committee.
- 25.3 The Audit Committee will advise the Committee of any issues considered by the Audit Committee which it considers the Committee should be made aware of. Where this is considered appropriate, the Chief Executive Officer will include both the minute of the discussion at the meeting and a copy of any relevant papers provided in the papers to be submitted to the next Committee meeting for their consideration.
- 25.4 The minutes of all Audit Committee meetings shall be made available to the Committee for consideration and noting and shall be made available to the Subsidiaries as applicable.

### **26. Role of the President of the Audit Committee**

- 26.1 The Chair of the Audit Committee is responsible for ensuring that the Audit Committee discharges its responsibilities.
- 26.2 The Chair of the Audit Committee and in his/her absence the Committee Member appointed to preside over a meeting of the Audit Committee is responsible for the smooth running of the Audit Committee meetings. This includes:
- Agreeing the agenda for each meeting with the Finance Officer;
  - Ensuring that the meeting runs to time and that adequate time is allocated for

- each item;
- Encouraging contributions and questions where appropriate from all members of the Audit Committee;
  - Ensuring that the resolutions identified in the papers are tabled and dealt with; and
  - Approving the draft minutes following the meeting.

**To be reviewed in March 2017**



**John Campbell**

The Scottish Welfare Football Association is  
affiliated to the Scottish Football Association

**The aim of the Association shall be to foster and develop  
the game of association football**