



Brentford Independent Association of Supporters (BIAS)

Our Constitution

1. TITLE

1.1 The Association shall be called "The Brentford Independent Association of Supporters", hereinafter referred to as "the Association".

2. OBJECTS

The objects of the Association shall be:

2.1. To be an independent voice for the supporters of Brentford Football Club.

2.2. To promote the constructive involvement of supporters in the running and direction of Brentford Football Club through increasing membership to the Association.

2.3. To represent and campaign on issues raised by supporters, the Annual General Meeting or the Executive Committee.

2.4. To establish and maintain open and honest channels of communication with supporters and Brentford Football Club that fosters a relationship of accountability and positivity.

2.5. To provide supporters views on issues impacting Brentford Football Club to relevant football bodies and government departments when required.

3. CONSTITUTION

3.1 The Association shall may consist of separate sections workstreams each representing the activities of the Association. These include the following focus areas:

a Match Day Experience

b Fan Engagement (including Communication channels and Website management)

c Membership

d Finance

e Equality, Diversity and Inclusion

f Club Heritage

g Fan Advisory Board (FAB)

h Community and Corporate Responsibility

i Sustainability

j Away Travel

These reflect the current workstreams from the Roles and Responsibilities Document, which can be changed from time to time if required.

3.2. The Executive Committee shall review the workstreams set out in Section 3.1 annually, as part of the production of the Mission Statement/Manifesto in accordance with Section 6.14, and within four weeks of the AGM.

4.MEMBERSHIPS

4.1. Membership is open to all supporters of Brentford Football Club.

4.2. All applications for membership shall be directed to the Executive Committee member responsible for BIAS membership.

4.3. Different classes of membership with varying subscriptions may be available from time to time.

4.4. Membership fees will be agreed at the Association's Annual General Meeting.

4.5. Membership can be cancelled at any time by notifying the Association.

4.6. All members are entitled to attend at the Annual General Meeting (AGM) and any special meeting (SGM).

4.7. Members' personal details will be securely stored in documentary and /or electronic form and will not be passed to a third party outside the Executive Committee without the member's written consent unless there is a legal requirement to do so.

5. TRUSTEES OFFICERS

5.1. The trustees Officers of the Association shall be the Chairperson, General Secretary and Finance Officer.

~~5.2. All lands and property belonging to the Association shall be vested in the Trustees for the time being of the Association and they shall deal in all respects and at all times as the Executive Committee shall from time to time direct.~~

5.2. Only members over eighteen years of age may be considered for appointment as an Officer.

5.3. The Trustees Officers of the Association are authorised to ~~negotiate emergency business~~ make decisions on behalf of the Association regarding Brentford Football Club related issues, such business decisions to be ratified and minuted at the next Executive Committee meeting. Notwithstanding, the Officers must only engage the Association in any financial commitment or liability in accordance with Section 10.3 and 10.4.

A more specific clause ****** was considered to deal with business conducted outside of the Committee, to provide an assurance to the members of the Executive Committee that the Officers of the Association are not to be regarded as an "inner cabinet".

*******("The roles, responsibilities and powers of the Officers of the Association will be determined by the Executive Committee from time to time, and not less than annually. These will be deemed to be part of the Constitution and will be set out in an Annex to the Constitution")*.

In due course, the Executive Committee should perhaps have a discussion on what should be regarded as "emergency business," particularly in regard to the Chairperson, to ensure that there is transparency and openness. What can be determined outside of Committee, and without Committee approval? The Officers should have a "job description" which defines their role and responsibilities and delegated authorities.

5.4. If legal proceedings of any kind are resorted to or defended by the Association, the Trustees Officers shall, on the instruction of the Executive Committee but not otherwise, prosecute or defend such proceedings either in the name of the Association or in the name of the Trustees Officers, or otherwise, on behalf of the Association as may be necessary.

5.5. The ~~Trustees-Officers~~ shall be indemnified out of the Association's property and against all liability costs, expenses and payments whatsoever which may be properly incurred or made by them in relation to the trusts of the property and investments of the Association or in relation to any legal proceedings, or which otherwise relate directly or indirectly to the performance of the function of an ~~Trustee Officer~~ of the Association.

We might want to think about "trustee" indemnity insurance.

6. MANAGEMENT

6.1 The management of the Association shall be entrusted to an Executive Committee of at least five but not more than fifteen members representing ~~each of the Association's sections~~ and shall include the ~~Chairperson, General Secretary and Finance Officer, who shall be classified as the "Officers of the Association" and Officers.~~ All shall ~~all~~ be members of the Association.

Some thought this should be reduced to no more than 10-12, as a larger committee can be unwieldy in meetings. That said, we have lost three members this year.

On balance, we have stuck to the revised figure of 15 that reflects the number who wished to stand for the 2022-23 committee.

This clause should be kept under constant review. Indeed, some constitutions allow for the AGM to determine how many members should sit on an executive committee, from one year to the next.

6.2. The Executive Committee shall review the Committee membership number annually, in line with timescales set by the Executive Committee.

6.3. Where the Executive Committee consists of less than seven members, the Committee shall make ongoing efforts to increase the size of the Committee to at least seven members, and shall have the power to co-opt members to the Committee.

~~6.3. Each Officer may appoint a sub-committee for the proper working of their section of the Association. They may depute or refer to a sub-committee powers and duties as they may determine. Sub-committees must keep proper records and submit regular reports of their activities to the appropriate Officer of the Association.~~

Considered superfluous, especially given 6.3 below.

6.4. ~~In special circumstances the~~ The Executive Committee may appoint a sub-committee to carry out a specific task on behalf of the Association. Members of a sub-committee may be required to attend meetings of the Executive Committee in conjunction with their duties, but no member so appointed shall be entitled to vote. For the avoidance of doubt, this clause excludes the appointment of the representative membership of Brentford Football Club's Fan Advisory Board: see Section 6.5).

6.5. The Executive Committee shall appoint those committee members representing the Association on Brentford Football Club's Fan Advisory Board (FAB), in accordance with the approved terms of reference of the FAB. The Association's FAB committee members must submit regular reports of FAB activities to the Executive Committee.

6.6. The Finance Officer may appoint a Treasurer to administer the day to day finances of the Association.

6.7. The Executive Committee shall have control of all financial business and matters of policy. ~~It shall have power to acquire or authorise the acquisition of any freehold or leasehold lands or premises for the use of the Association and to sell, exchange, lease, mortgage, charge or otherwise deal with any lands or premises so acquired.~~

Considered superfluous.

~~**6.7.** The Executive Committee may employ any staff necessary to carry on the work of the Association.~~

Considered superfluous.

~~**6.8** All members of the Executive Committee shall retire annually, but if nominated, will be eligible for re-election at the Association's AGM.~~

Considered superfluous.

6.8. The Executive Committee shall meet on a regular basis, normally at a frequency of not more than 8 weeks, and at such other times as may be necessary. At any meeting of the Executive Committee, 4 members just over half (51%) of the Executive Committee membership, that shall include at least one of the Officers of the Association, shall form a quorum.

If no quorum is prescribed for general and committee meetings in an organisation's constitution, at common law, the quorum is a majority (just over half) of the membership of the organisation or committee. I think we can interpret this as being just over half the membership of the actual committee in play at any time, rather than committee places, to allow for slippage during a year.

6.9. Subject to Section 7.13, if any Officer wishes to retire or resign from, or leave the Executive Committee for any reason, they shall be expected to provide at least 3 months' notice of leaving to the Executive Committee. Officers shall endeavour to help the Executive Committee identify a suitable replacement and ensure a smooth handover. The Executive Committee shall have the power to appoint a replacement Officer from amongst the wider membership, or to co-opt a replacement Officer, pending the elections to the Executive Committee at the next AGM.

6.10. If any other members of the Executive Committee retire or resign from, or leave the Executive Committee for any reason, the remaining members shall have the power to co-opt replacements.

6.11. All Officers and other members so co-opted in accordance with Sections 6.9 and 6.10, will have full Committee powers and will hold office until the next AGM. Seven days notification must be given to the membership before a new Officer or other committee member can be co-opted. This is to allow the membership the opportunity to put themselves forward should they wish. If there is more than one candidate, the committee will vote.

6.12. Detailed minutes shall be taken at each Executive Committee meeting, and approved at the next Executive Committee meeting. A copy must be retained in the Association's records, either electronically or physically. ~~posted in the Association-Minute-Book.~~

6.13. All matters not provided for in the ~~al-Laws-of-the-Association-Constitution~~Constitution shall be dealt with at the discretion of the Executive Committee whose decision shall be final.

6.14. The Executive Committee are to produce a Mission Statement/Manifesto within four weeks of the AGM, to be made available to the membership.

7. ELECTIONS TO THE EXECUTIVE COMMITTEE

7.1. At least 8 weeks in advance of the AGM, the Executive Committee shall determine and advise the membership on how many vacancies are eligible for election each year. This shall take account of those committee members scheduled to retire in accordance with Section 7.13.

7.2. All members over eighteen years of age are entitled to vote for Executive Committee Members with one vote for each individual standing for election, except as specified in Section 7.4. and subject to Section 7.7.

7.3. All members over eighteen years of age who have been members of the Association for at least six weeks at the date of the AGM shall be entitled to stand for election to the Executive Committee, except as specified in Section 7.4.

7.4. A suspended member may not be nominated, may not ~~nominate or~~ second another member, and may not vote in any elections.

7.5. ~~Nominations, duly proposed and seconded, for election of members to the Executive Committee must be received by the General Secretary, in writing, not less than 7 days prior to the Annual General Meeting. Using the Association's committee application form endorsed by a seconder, candidates standing for election for a seat on the Executive Committee must submit their application forms to the General Secretary, in writing, in line with timescales set by the Executive Committee. The nomination form contains an opportunity for candidates to submit a candidate statement, and such statements will be made available to members electronically prior to elections.~~

7.6. ~~Proposers and seconders nominating a member for election to the Executive Committee~~ Seconders must be current members of the Association.

7.7. Elections for Committee Members shall be an agenda item of AGM business, but if any member is unable to attend the AGM, they will be eligible to vote for candidates electronically, in line with timescales set by the Executive Committee.

7.8. Elections will be independently adjudicated by two independent individuals, who are not members of the Executive Committee. Adjudicators will be appointed in line with timescales set by the Executive Committee.

7.9. Vacancies for the Executive Committee will be filled by the candidates who have gathered the most votes in an election.

7.10. In the case of a tie, the candidate who has been a member of the Association the longest will be appointed to the Executive Committee. Additionally if the tie is between an existing committee member who is seeking re-election, and a new candidate, the new candidate will be appointed to the Executive Committee.

7.11. The newly elected Executive Committee after each AGM shall meet to select from amongst themselves the Officers. The Executive Committee will also select a Vice Chairperson, and a lead for such sub-committees as the Executive Committee shall determine, in order to deliver the Mission Statement/Manifesto in accordance with Section 3.2 and 6.14.

This is a big step in taking the election of members as Officers away from the full membership, and giving this responsibility to a small group, albeit the Executive Committee. To compensate we would propose something like a proper “mini election” approach within the Committee, where an Officer post goes challenged. (If we were dealing with a corporate board, we would probably have an appointments panel which made recommendations to the full board about a Chairperson, etc).

The following are our immediate thoughts on this.

- An updated candidate statement, following their appointment to the Committee?
- Perhaps, we can have a series of questions put forward by the members which can then be put to the various candidates before the Committee votes?
- And we should have “due regard to the roles and responsibilities etc” as prescribed in Section 7.12.

7.12. For all those selected in accordance with Section 7.11, the Executive Committee shall have due regard to the roles and responsibilities prescribed for each of the positions and the skills and abilities of the members of the newly elected Executive Committee. As soon as practicable the names and roles of the new Executive Committee shall be posted on the Association’s website and relayed to members.

7.13. Executive Committee members will serve for a term of three years upon election after which time they will need to stand for re-election. They may stand for re-election and serve for one further term of three years. They may not thereafter stand for re-election until a period of one year has elapsed. However, if the Executive Committee determine that there are insufficient new members seeking election, existing members who have served two terms may seek re-election, if they wish, subject to Sections 6.1, 6.2 and 7.1.

This is designed to reflect the principle of turnover and finite tenure, but does so against a catch all in the event of insufficient new members coming through.

8. ANNUAL GENERAL MEETINGS

8.1. An Annual General Meeting of the Association shall be held within 6 months of the end of the Association’s financial year.

8.2. A fully audited statement of accounts for the previous financial year shall be available prior to the Annual General Meeting.

8.3. The following business shall be conducted at the Annual General Meeting of the Association:

a Minutes of the previous meeting and matters arising;

b The presentation of an Annual Report outlining the activities of the Association during the preceding financial year;

c The presentation, and if accepted, the adoption of the Association accounts for the previous financial year, ended on 31st May prior to the date of the meeting, such accounts having previously been audited by the Association's appointed auditors;

~~The election of each of the Officers of the Association~~;

~~d The election of up to fifteen members of the Executive Committee~~

~~e~~ The election of ~~2~~ an auditors, who shall not be ~~a~~ members of the Executive Committee;

~~f~~ Membership subscriptions;

~~g~~ Such other business as may have been communicated to the General Secretary, in writing, at least ~~14~~ 28 days prior to the date of the meeting.

8.4. The order of business will be determined by the Executive Committee.

8.5. The Executive Committee shall issue a notice of the meeting via its website, stating the time, date, and place where the meeting is to be held, at least 28 days prior to the meeting.

9. SPECIAL GENERAL MEETINGS

9.1. A Special General Meeting of the Association, of which not less than 7 days notice must be given, may be convened at the discretion of the Executive Committee, or alternatively within 14 days, but not less than 7 days, of a written request signed by at least 25 members of the Association.

9.2. The Executive Committee shall issue a notice stating the date, time and place of the meeting and the business to be discussed and no other business other than that for which the meeting has been called shall be transacted.

10. FINANCE

10.1. The financial year of the Association shall be from 1st June to 31st May.

10.2. All accounts and balance sheets of the Association shall be audited annually by an auditors elected at the Annual General Meeting, ~~at least one of whom who~~ shall be a professional accountant.

10.3. All accounts amounts over £250 (~~except petty cash accounts~~) shall be paid by cheque ~~or by bank transfer and~~ shall bear two signatures of the appointed Officers,

~~in accordance with the Bank Mandate and confirmed by the Executive Committee minutes, one of whom shall be the Finance Officer or the Treasurer, and the other shall be another member of the Executive Committee. All such commitments over £250 paid by cheque, electronic payment or PayPal require the approval of the Executive Committee ahead of actual payment and shall be confirmed by the Executive Committee minutes.~~

10.4. Payments ~~All amounts under £250 paid by cheque~~ require only one signature from either the Chairperson, Finance Officer, or General Secretary as confirmed by the Executive Committee minutes. ~~from those Officers approved in accordance with Section 10.3. -All such commitments under £250 paid by cheque, electronic payment or PayPal can be authorised by any of the Officers approved in accordance with Section 10.3 ahead of payment, and confirmed retrospectively by the Executive Committee minutes.~~

~~**10.5.** The maximum amount payable in a single transaction on the petty cash account, and the amount of cash held for the petty cash account, will be determined by the Executive Committee~~

10.5. The Executive Committee shall have the power to authorise the payment of reasonable expenses incurred when its representatives are attending meetings, or on other business authorized by a relevant sub-committee.

10.6. The Finance Officer, or Treasurer (if appointed), shall be responsible for the paying of all accounts which are rendered to the Association.

10.7. The Finance Officer shall be responsible for the overall administration of the Association's financial assets and will advise the Executive Committee with respect to the investment of Association funds and the financial implications of the Association's activities.

10.8. All monies of the Association shall be banked in such accounts as the Finance Officer shall advise to be to the advantage of the Association and shall be held in the name of "Brentford Independent Supporters Association." ~~except for the amount of petty cash which may be held as a contingency to help in the day to day running of the Association.~~

10.9. The Association shall not be liable for any debts incurred ~~by any section~~ unless the expenditure has been sanctioned in ~~advance by the Executive Committee.~~ accordance with Sections 10.3 and 10.4.

11. MISCONDUCT

11.1. An Officer of the Association shall have the power to order the withdrawal of a member from any activity because of misconduct and such member shall have no right to take part in any other activity or enjoy any of the Association's benefits until the member has attended a disciplinary meeting.

11.2. The Executive Committee shall have the authority to appoint a Disciplinary Committee who will be authorized to reprimand, suspend or expel any member of the Association.

12. CHANGES TO ~~CONSTITUTIONAL LAWS~~ THE CONSTITUTION

12.1. No ~~Constitutional Laws~~ changes to the Constitution shall be made, altered, added to or rescinded except at an AGM, or alternatively at a SGM called for that purpose, at which meeting a majority of at least two thirds of those present in favour shall be required.

12.2. Resolutions with respect to ~~Constitutional Laws~~ the Constitution shall be submitted to the General Secretary in accordance with Section 8.3.g (i.e. at least 14 days prior to an AGM) or Section 9.1 (i.e. supported by at least 25 members of the Association).

13. DISSOLUTION

13.1. If at any time the Association in General Meeting shall pass a motion for dissolution, supported by a majority of at least two thirds of the members present, the Executive Committee shall take immediate steps to convert into monetary form all of the Association's assets, with power however to postpone or delay the disposal or conversion of any particular property should the General Meeting so direct.

13.2. Out of the proceeds of such conversion the Executive Committee shall discharge all Association debts and liabilities including the expenses of such conversion. Any balance remaining shall be disposed of by the Executive Committee as the General Meeting shall direct.

14. MISCELLANEOUS

14.1. A copy of the ~~nal Laws~~ Constitutio Constitution shall be made available to every member of the Association.

Approved at the Annual General Meeting of B.I.A.S. xx November 2023.