

CONSTITUTION OF  
**PROSPECT ACADEMY FOOTBALL CLUB**

An Association not for profit pursuant to the Non-Profit Organisations Law (2020 Revision)

Grand Cayman, Cayman Islands

Drafted: 04 June 2023
Approved: [20 August 2023]
In Force: [01 September 2023]

## **Non-Profit Organisations**

*Prospect Academy Football Club*

### **Unincorporated Body of Persons**

#### **Rules and Byelaws**

Name: *Prospect Academy Football Club*

#### **Definitions of Terms:**

For the purpose of these rules and byelaws:

1. The following terms shall have the following meanings

A)

“Auditor” means the persons for the time being appointed as or performing the duties of the auditor of the organisation.

“Controller” means a person or persons who controls or directs the organisation and includes a person or persons responsible for the management and administration of the organisation in accordance with the law;

“Committee members” senior officers” means the members of the executive for the time being and committee member is to be construed accordingly

“Executive Committee or Board” means the organisation’s executive committee as described in these rules and byelaws

“financial year” means the financial year of the organisation which will run from January 1 to December 31

“Law” means the Non-Profit Organisations Laws and Regulations 2017 and every statutory modification or re-enactment of it for the time being in force

“Organisation” means the *Prospect Academy Football Club*, a non-profit organisation in the form of an unincorporated body of persons

“Persons” includes partnerships, associations, corporations, company incorporated and unincorporated whether by Act of Parliament or otherwise as well as individuals;

“Registrar” means the registrar of non-profit Organisations appointed under the law;

“Rules and Byelaws” means these rules and byelaws for the conduct and management of the organisation as amended and restated from time to time;

“senior officer” means any person so appointed by the executive committee as a senior officer of the organisation and includes committee members

“written and in writing means” includes all means of representing or reproducing words in visible form;

B) a duty or obligation impose is to be performed and a power, discretion or right is exercisable in each case from time to time;

C) the majority required to pass a resolution of two thirds

- D) singular words includes the plural and vice versa;
- E) words or one gender includes the other gender;
- F) the headings are for convenience only and have no legal meaning and effect and
- G) references to paragraphs are to paragraphs of these rules and byelaws

## **PURPOSE**

1. Prospect Academy Football Club is an unincorporated body of persons established for the purpose of promoting the sport of association football.
  - a. The Objects of the Club are to:
    - i. affiliate and remain affiliated with the Cayman Islands Football Association (“CIFA”) and participate in competitions administered by CIFA;
    - ii. conduct, encourage, promote, advance and administer Association Football throughout the Cayman Islands;
    - iii. act, at all times, on behalf of and in the interest of the Members and Football;
    - iv. abide by, promulgate, enforce and secure uniformity in the application of the Laws of Football as may be determined from time to time by the Governing Authorities and as may be necessary for the management and control of Football and related activities in Cayman Islands;
    - v. advance the operations and activities of the Club throughout the Cayman Islands;
    - vi. have regard to the public interest in its operations;
    - vii. undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of the Objects of the Club;
    - viii. ensure that the Club develops and implements policies which are consistent with the Objects of the Club;
    - ix. effect such insurances (including public liability insurance) as are necessary for the operation of the Club.

Provided that in case Prospect Academy Football Club shall take or hold property which maybe subjected to any trust , the Club’s members shall only deal with or invest the same in such manner as allowed by law having no regards to such trust.

2. The income, property and assets of Prospect Academy Football Club however derived shall be applied exclusively towards the purpose and furtherance as set out in these rules and byelaws.
3. No portion of the income property or assets of Prospect Academy Football Club shall be distributed paid or transferred directly or indirectly by way of bonus or gifts or otherwise to any controller, committee member or other member of the club unless such distributions payment or transfer is intended for the legitimate purpose of compensating a person for services to further the activities of the Club or paying for expenses incurred on behalf of the Club.
4. The Executive committee may amend any purpose by special resolution.

## **MEMBERS**

5. The number of members with which the Club proposes to be established is four, but the Executive Committee may from time to time increase such maximum number of members.

6. The Club shall consist of ordinary members, honorary members, honorary life members and any other such class of member as the executive committee shall decide at their discretion.
7. The subscribers to the Constitution and such other persons as the Executive Committee shall admit to membership shall be members of the Club.
8. Except as provided above or as otherwise provided by the Executive Committee every candidate for membership of the Club shall be proposed by one and seconded by another member of the Club, to whom the candidate shall be personally known. The application for membership of every such candidate shall [unless a member of the Executive Committee waives such requirement in their sole discretion] be made in writing, and include the name, address, and description of every candidate for membership, and the names of his or her proposer shall be sent to the Secretary in writing and shall be signed by the candidate and by his or her proposer and seconder, and shall be in such form as the Executive Committee may from time to time prescribe.
9. At the next meeting of the Executive Committee after the receipt of any application for membership, such application shall be considered by the Executive Committee who shall thereupon determine upon the admission or rejection of the applicant.
10. On the recommendation of the Executive Committee any person being a member of the Club may, at any general meeting of the Company, be elected a life member of the Company without any special payment for such life membership. Every life member shall be entitled to all the privileges and be subject to all the duties of a member of the Club during his life.
11. Subject to the provisions of these Regulations, the Club's By-laws, and rules, every member shall be entitled to all the rights and be subject to all the duties of a member of the Company.
12. A person shall cease to be a member of the Company if that person:
  - a. Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - b. Becomes incapable by reason of mental disorder illness or injury or managing and administering his property and affairs; or
  - c. Resigns as a member by notice to the Executive Committee; or
  - d. Is removed as a member by a unanimous resolution of all Executive Committee members at a meeting of the executive committee.
13. In case the conduct of any member shall in the opinion of the Executive Committee be injurious to the character of the Club or objectionable in any respect, such member may be required by the Executive Committee to resign, and, if the member so requested does not resign within one week, such member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Executive Committee and cease to be a member of the Company.

#### **GENERAL MEETINGS**

14. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and at such place as the Executive Committee shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following and may be convened by any two members in the same manner, as nearly as possible, as that in which meetings are to be convened by the Executive Committee.
15. The above mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.
16. The Executive Committee may, whenever they think fit, convene a general meeting of the Company. If at any time there are not sufficient Executive Committee capable of acting together to form a quorum, any Executive Committee or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

## **PROCEEDINGS AT GENERAL MEETINGS**

17. The President or, in his absence, the Vice-President shall preside as chairman at every general meeting of the Club.
18. If at any meeting neither the President nor the Vice-President is present within fifteen minutes after the time appointed for holding the meeting or, if present, is unwilling to act as chairman, the members present shall choose one of their number to be chairman.
19. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
21. In the case of an equality of votes the chairman of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.
22. Subject to the provisions of the Law, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

## **VOTES OF MEMBERS**

23. Every member of the Club shall have the right to notice of and to attend general meetings of the Club. Every member of the Company entitled to vote shall have one vote and no more, except that, in case of equality of votes, the chairman shall have a second or casting vote.

## **EXECUTIVE COMMITTEE**

24. The initial committee members of Executive Committee of Prospect Academy Football Club shall consist of

Name	Date of Birth and Address	Telephone Number
Vaccianna Franklin		
Donovon Kellyman	31/01/1990 70 Bluebird Street, Spotts- Newlands, Grand Cayman	(345) 326 2404
Jennifer Powery		
Bruce Chambers		

25. The initial controllers and officers of Prospect Academy Football Club shall consist of :

Name	Date of Birth and Address	Telephone Number
Vaccianna Franklin		
Donovon Kellyman	31/01/1990 70 Bluebird Street, Spotts- Newlands, Grand Cayman	(345) 326 2404


26. The Executive Committee may from time to time fix the maximum and minimum number of Executive Committee Members (with power from time to time to increase or reduce the number) to be appointed from their number and determine the office to be held by each such Executive Committee Member, which offices shall include at least a President and Secretary (or such other office in lieu of any of the foregoing as the Club may from time to time determine).

(b) The duties of each of the foregoing offices shall be as prescribed from time to time by the Executive Committee but shall include the following:

(i) The President shall preside at all meetings of the Company and of the Executive Committee at which he is present and shall represent the Company as its leader at any public occasion.

(ii) The Secretary shall conduct the correspondence of the Club and keep minutes of all proceedings of the Company in general meeting and of the Executive Committee, shall maintain the statutory registers of the Club, and keep the books of account of the Club and prepare periodic financial statements of the Club.

27. An Executive Committee Member shall hold office until the next ordinary general meeting of the Club or until such time as he is removed or until he resigns from such position.

#### **DUTIES OF CONTROLLERS**

28. The controllers are to ensure that the Registrar is notified of any changes in the organisation's purpose and activities, these rules and byelaws or any of these particulars required to be entered in the register or non-profit organisation maintained by the registrar in accordance with the laws within thirty days of such change.

29. The Controllers shall cause proper financial statements to be kept of-

- A) All sums of money received and expended and the matters in respect of which the receipt and expenditure relate;
- B) All sales and purchase of property;
- C) All sums of money raised through fund raising;
- D) Non -monetary transactions;
- E) Records of assets and liabilities;
- F) Any other matter that may be prescribed.

30. The controllers shall ensure that the financial statements show and explain all the transactions of Prospect Academy Football Club and disclose at any time with reasonable accuracy its financial position.

31. The financial statements shall be preserved for a period of at least five years from the end of the financial year unless Prospect Academy Football Club ceases to exist.

32. The controllers shall ensure that within six months of the end of the financial year, an annual return for Prospect Academy Football Club

- A) Is prepared which contains such particulars as may be prescribed by the registrar pursuant to the law and any regulations made thereunder; and
- B) Are submitted to the Registrar.

33. If at the end of six months after the end of financial year of the organisation, the controllers are unable to submit the annual return to the Registrar due to the fact that the financial statements of the organisation are not

complete, any controller may request in writing on behalf of the organisation the Registrar to grant an extension of two months for the organisation to complete that financial statements and submit the annual return.

34. The Controllers (through a decision of the Executive Committee) may delegate to the controller / auditor from time to time, the responsibility for the preparation and filing of proper financial statements and the annual return for the organisation on behalf of the controllers. Any such delegation may be made subject to any conditions the controllers may impose and may be revoked or altered.

#### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

35. Subject to the provisions of the law and these rules and byelaws, the Executive Committee shall conduct the management and administration of the organisation. No alteration of these rules and Byelaws shall invalidate any prior act of the committee members (or any of them) which would have been valid if that alteration had not been made.
36. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the period of notice required to call its meetings and the quorum necessary to transact business. Until otherwise determined, three committee members will constitute a quorum. Questions arising at any meeting must be decided by a majority vote, unless otherwise provided in these rules and byelaws. The Executive Committee may by majority vote appoint a Chairman to preside over any meeting and if so appointed, in case of an equality of votes such chairman will have a second or casting vote. Any committee member may call a meeting of the Executive Committee. It is not necessary to give notice of a meeting of Executive Committee to any committee member for the time being absent from the Cayman Islands, if there are in the islands at the time the notice was given sufficient committee members to form a quorum. A committee member may participate by means of telephone or similar communication equipment which enables all persons participating in the meeting to hear each other and that participation will be deemed to be constitute presence in-person at the meeting. The Executive Committee shall cause minutes to be made of proceedings at its meetings. A resolution (including a special resolution) or other consent in writing (in one or more counterparts) signed by all Committee Members for the time being shall be as valid and effective as if the resolution had been passed at a meeting of the Executive Committee duly convened and held.
37. The Executive Committee may appoint additional committee members from time to time by majority vote at a meeting of the Executive Committee or by unanimous written resolution or consent passed in accordance with paragraph 15.
38. The controllers shall notify the Registrar of any changes in the make-up of the executive committee within the thirty days of the change.

#### **DISQUALIFICATION OF COMMITTEE MEMBERS**

39. The office of Committee Member will be vacated if the committee member:-
- a) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - b) Becomes incapable by reason of mental disorder illness or injury or managing and administering his property and affairs; or
  - c) Resigns from his office by notice to the other committee members; or

d) Is removed from office by a unanimous resolution of all other committee members at a meeting of the executive committee or by unanimous written resolution or consent passed in accordance with paragraph 15.

40. An act done in good faith by a committee member whose office is vacated pursuant to paragraph 18(a) (b) or (d) will be valid unless, before the act is done, notice has been served on such committee member informing such committee member that they have ceased to be a committee member.

### **NOTICES**

41. Notices must be in writing with at least seven clear days' notice

42. Notice of a meeting of the executive committee or of a general meeting must specify

- A) The place
- B) The day and hour and
- C) The general nature of that business

43. Notice will deemed to have been given in the case of:

- A) Personal delivery, upon delivery
- B) Local postal delivery on the fifth day after posting and foreign postal delivery on the then tenth day after posting
- C) Facsimile, upon confirmation of successful transmission or delivery by the transmitting device or server and
- D) Email upon sending

### **FISCAL YEAR**

44. The fiscal year will end on 30 June in each year unless the Executive Committee prescribes some other period.

### **TERMINATION OF NON-PROFIT ORGANISATION**

45. If upon the dissolution of Prospect Academy Football Club there remains after the satisfaction of all debts and all and liabilities any property whatsoever, that property shall be paid, distributed or transferred to another Non-Profit Organisation, registered under the law , which has similar purposes and is not carried on for profit or gain of its members.

46. Upon the dissolutions of Prospect Academy Football Club the controllers shall notify the Registrar of such dissolution and that the remaining property has been paid, distributed or transferred in accordance with paragraphs 24 above and shall provide the non-profit organisation to which the remaining property has been paid, distributed or transferred to with all relevant records relating to Prospect Academy Football Club and such remaining property.

### **SUBSCRIPTION**



We the undersigned are the controller(s) and or Director(s) / senior officer(s) of this organisation and we consent to and hereby do adopt the legal and fiduciary responsibilities associated with the administration of this organisation. We adopt the foregoing constitution consisting of the relevant pages as the constitution governing this organisation.

Name .....

Sign .....

Date .....

Name .....

Sign.....

Date .....