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## Club Constitution February 2012

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### 1. Name and Colours

The Club, established in 1986, is called Swaledale Road Runners ("the Club").

The Club Colours are an emerald green vest with grey trim. The wearing of these colours is required when competing for the Club unless the Rules of Competition of UKA or the IAAF provide otherwise.

### 2. Definitions

- 2.1 "the IAAF" means the world governing body for athletics, which at the date of adoption of these Rules is the International Association of Athletics Federations;
- "the Chairman" means the person elected from time to time to be the chairman of the Club in accordance with Rule 9;
- "the Vice-Chairman" means the person elected from time to time to be the vice-chairman of the Club in accordance with Rule 9;
- "the Secretary" means the person elected from time to time to be the secretary of the Club in accordance with Rule 9;
- "the Treasurer" means the person elected from time to time to be the treasurer of the Club in accordance with Rule 9;
- "the Officers" means all other persons elected from time to time to be members of the Management Committee of the Club in accordance with Rule 9;
- "the Management Committee" means the committee appointed under Rule 9 to manage the Club;
- "the Members" means the members of the Club admitted from time to time to membership of the Club in accordance with Rule 5;

"National Association"	the Home Country Athletics Association to which the Club is from time to time affiliated which at the date of adoption of these Rules is England Athletics;
"the UKA"	means the UK Athletics Limited which is the governing body of athletics within the United Kingdom of Athletics House, Central Boulevard, Blythe Valley Park, Solihull B90 8AJ;

2.2 Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender.

### 3. Objectives

The objects of the Club are:

- (a) principally to generally promote, encourage and facilitate amateur athletics;
- (b) to provide a meeting venue and maintain club-owned equipment for the use of its Members;
- (c) provide other activities as a social adjunct to the sporting purposes of the Club;
- (d) to obtain funding for the activities of the Club by collecting membership subscriptions, by obtaining sponsorship and other available funding;
- (e) to affiliate to UKA and the National Association;
- (f) to comply with and uphold the Rules and Regulations of the National Associate, UKA and the IAAF as amended from time to time and the rules and regulations of any body to which UKA is affiliated;
- (g) to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including, without limitation, regulations concerning disciplinary procedures that may be taken against the Members;
- (h) to discipline the Members where permitted by its rules/regulations and to refer its Members to be disciplined by UKA or the National Association (as appropriate) where so required by the Rules and Regulations of UKA or the National Associate (as the case may be); and
- (i) to do all such other things as the Management Committee thinks fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Rule 3.

### 4. Application of Surplus Funds

4.1 The Club is a non-profit-distributing organisation. All surpluses will be used to maintain or improve the Club's facilities and in furtherance of the Club's objectives. No surplus will be distributed other than to another community amateur sports club for athletics, to UKA for use in community-related athletics initiatives, or to a charitable organisation, on winding-up or dissolution of the Club.

4.2 Nothing in Clause 4.1 shall prevent the Club from entering an agreement with a Member for his employment by the Club, provided that such arrangements are approved by the Management Committee (without the Member being present) and are agreed with the Member on an arm's length basis.

Nothing herein shall prevent the Club from entering an agreement with a Member for the supply by him to the Club of goods or services, nor prevent any payment in good faith by the Club:

- (a) of interest on money lent by a Member or its officers at a commercial rate of interest;
- (b) to any officer, committee or sub-committee member of reasonable and proper out-of-pocket expenses;
- (c) of reasonable and proper rent for premises demised or let by any Member or by any officer; or
- (d) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the officers (or any of them) in relation to the Club.

4.3 No Member shall be paid a salary, bonus fee or other remuneration for competing for the Club.

## **5. Membership**

### *5.1 Eligibility for membership*

5.1.1 Persons of either sex are eligible for membership of the Club provided they are at least 18 years old. No person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs.

5.1.2 The number of Members is unlimited.

### *5.2 Admission of Members*

Any person who wishes to become a Member must submit an application in such form as the Management Committee shall decide. Every candidate for membership shall be considered by the Management Committee, which shall admit that candidate to membership of the Club unless to do so would be contrary to the best interests of the sport or the good conduct and interests of the Club.

### *5.3 Classes of Members*

There shall be the following classes of members for the Club:

1<sup>st</sup> Claim Member

2<sup>nd</sup> Claim Member

All 1<sup>st</sup> Claim Members shall be entitled to receive notice of, attend and vote at Annual and Extraordinary General Meetings. 2<sup>nd</sup> Claim Members shall be entitled to all the other privileges of membership other than the right to vote at Annual and Extraordinary General Meetings.

All Members shall be subject to these Rules and the regulations of the Club and respect the Rules for Competition as set from time to time by the IAAF.

#### 5.4 *Subscriptions*

- 5.4.1 The annual subscription for each type of Member shall be determined from time to time by the Management Committee provided that the Management Committee shall ensure that the fees set by it do not preclude open membership of the Club.
- 5.4.2 The Members shall pay any annual subscription fees set by the Management Committee.
- 5.4.3 No candidate who has been elected a Member shall be entitled to the privileges of membership until he has paid his first annual subscription.
- 5.4.4 Any Member whose subscription is not paid by 3 months after the due date shall be deemed to have resigned his membership of the Club.
- 5.4.5 The Club shall be required to register those members as defined by the National Association, for competition purposes, as being "*active members*".

### **6. Resignation**

- 6.1 A Member may withdraw from membership of the Club by providing written notice to the Management Committee. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Rules.
- 6.2 In line with the rules of the sport the club will only accept a resignation when satisfied that the member has cleared any debt owed to the club.
- 6.3 The member intending to resign should ensure that they comply with the Eligibility process of the sport in the event that they wish to join another affiliated Athletics Club.

### **7. Discipline and Appeals**

- 7.1 The Management Committee shall have power to expel a Member when, in its opinion, it would not be in the interests of the sport or of the Club for him to remain a Member.
- 7.2 Any complaint regarding the behaviour of a member should be detailed and submitted in writing to the Secretary, unless the complaint is against the Secretary, in which case it should be submitted in writing to the Chairman.
- 7.3 A Member against whom a complaint is made shall be given 14 days' written notice of the meeting of the Management Committee at which the complaint shall be heard and written details of the complaint made against him.
- 7.4 The Member shall be given an opportunity to make written representations and/or to appear before the Management Committee and at any such meeting to be accompanied by a representative or friend, who may answer complaints made against the Member and to cross-examine any witnesses on behalf of the Member. The Member must not be expelled unless at least two-thirds of the Management Committee then present vote in favour of his expulsion.

- 7.4 The Management Committee may exclude the Member from the Club's premises until the meeting considering the complaint has been held. For the avoidance of doubt, the Member shall be entitled to attend that meeting for the purpose of making his representations.
- 7.5 The outcome of a disciplinary hearing shall be given in writing to the person who lodged the complaint and the Member against whom the complaint was made within 14 days of the hearing.
- 7.6 A Member may appeal against disciplinary action in writing to the Management Committee. An appeal should be made within 14 days of receipt of the written outcome of the disciplinary hearing. The Management Committee will consider the appeal within 14 days of receipt of the appeal.

## **8. Effect of Resignation or Expulsion**

Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Club, its property and its funds and he has no right to the return of any part of his subscription.

## **9. The Management Committee**

- 9.1 The Club shall be managed by a Management Committee consisting of:
- (a) the Chairman;
  - (b) the Vice-Chairman;
  - (c) the Secretary;
  - (d) the Treasurer;
  - (e) no more than 6 other Officers elected annually at the annual general meeting.
- 9.2 All members of the Management Committee will retire each year but will be eligible for re-election.
- 9.3 The Secretary shall make available to the Members each year a nomination form for the election of members of the Management Committee in the place of those retiring. The Officer positions available for election shall be decided by the Management Committee and made clear in the Annual General Meeting Agenda. Those persons proposed to be nominated as members of the Management Committee to fill any vacancies that have arisen must be nominated by any two 1<sup>st</sup> Claim Members on the form prescribed by the Management Committee and must be submitted to the Secretary by such date as the Management Committee shall prescribe each year and must be signed by the person proposed. No Member may nominate more than one candidate for any one vacancy. In the event that no nominations are received for a position, nominations may be taken from the floor during an Annual or Extraordinary General Meeting.
- 9.4 Any person nominated as a member of the Management Committee must be a 1<sup>st</sup> Claim Member.
- 9.5 If there is only one candidate nominated to fill any particular vacancy, that candidate shall be declared elected unopposed for that particular vacancy at the Annual General Meeting. If

there is more than one candidate for any particular vacancy there shall be an election at the annual general meeting for that position. In the event of a tie, the candidate to be elected shall (unless the candidates otherwise agree) be determined by lot.

- 9.6 The Management Committee shall be elected at the annual general meeting in each year, and subject to termination of office by resignation, removal or otherwise, the Members remain in office until they or their successors are re-elected or elected (as the case may be) at the annual general meeting following their re-election or election (as the case may be).
- 9.7 In addition to the members elected in accordance with this Rule 9, the Management Committee may co-opt up to further 2 Members who shall serve until the next annual general meeting. Co-opted members shall not be entitled to vote at the meetings of the Management Committee.
- 9.8 The Management Committee may appoint any Member to fill any vacancy on the Management Committee until the next annual general meeting when that person shall retire but shall be eligible for re-election.
- 9.9 Retiring members of the Management Committee may be re-elected.
- 9.10 A member of the Management Committee shall be deemed to have vacated office if:
- (a) he resigns his office by notice to the Club; or
  - (b) he shall without sufficient reason for more than three consecutive meetings of the Management Committee have been absent without permission of the Management Committee and the Management Committee resolves that his office be vacated; or
  - (c) he is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of the UKA.
  - (d) he is requested to resign by not less than two-thirds of the other Management Committee members acting together.

## **10. Proceedings of the Management Committee**

- 10.1 Management Committee meetings shall be held as often as the Management Committee thinks fit provided that there shall not be less than 6 meetings each year. The quorum for such meetings shall be 4 of those Management Committee members entitled to vote and must include the Chairman or Secretary. The Chairman and the Secretary shall have discretion to call emergency meetings of the Management Committee if they consider it to be in the interests of the Club. The Secretary shall give all the members of the Management Committee not less than 7 days' notice of a meeting.
- 10.2 The Chairman shall be the chairman of the Management Committee. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Management Committee at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman shall preside. If there is no Vice-Chairman or if he is unwilling to preside, or if he is not present within five minutes after the time appointed for the meeting, the members of the

Management Committee present may appoint one of their number to be chairman of the meeting.

- 10.3 Decisions of the Management Committee shall be made by a simple majority and in the event of an equality of votes the Chairman (or the acting chairman of that meeting) shall have a casting or additional vote.
- 10.4 The Management Committee may from time to time appoint from among its number such sub-committees as it considers necessary and may delegate to them such of the powers and duties of the Management Committee as the Management Committee may determine. All sub-committees shall periodically report their proceedings to the Management Committee and shall conduct their business in accordance with the directions of the Management Committee.
- 10.5 The Management Committee shall be responsible for the management of the Club and shall have the sole right of appointing and determining the terms and conditions of service of employees of the Club. The Management Committee shall have power to enter into contracts for the purposes of the Club on behalf of all the Members.
- 10.6 The Secretary, or in his absence a member of the Management Committee, shall take minutes at Management Committee meetings.
- 10.7 The members of the Management Committee shall be entitled to an indemnity out of the assets of the Club for all expenses and other liabilities properly incurred by them in the management of the affairs of the Club.
- 10.8 Any member of the Management Committee may participate in a meeting of the Management Committee by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

## **11. Annual general meeting**

- 11.1 The annual general meeting of the Club shall be held at such time as the Management Committee shall decide each year to transact the following business:
  - (a) to receive the Chairman's report of the activities of the Club during the previous year;
  - (b) to receive and consider the accounts of the Club for the previous year, the Treasurer's report as to the financial position of the Club;
  - (c) to elect the Officers and other members of the Management Committee;
  - (d) to decide on any resolution which may be duly submitted in accordance with Rule 11.2 below; and
  - (e) to deal with any special matters which the Management Committee desires to bring before the membership.
- 11.2 Notice of any resolution proposed to be moved at the annual general meeting shall be given in

writing to the Secretary not less than 14 days before the meeting.

- 11.3 No period greater than fifteen months shall elapse between one annual general meeting and the next.

## **12. Extraordinary general meetings**

An extraordinary general meeting may be called at any time by the Management Committee and shall be called within 21 days of receipt by the Secretary of a requisition in writing signed by not less than one tenth of Members stating the purposes for which the meeting is required and the resolutions proposed.

## **13. Procedures at the annual and extraordinary general meetings**

- 13.1 The Secretary shall send to each Member at his last known e-mail address written notice of the date of the general meeting at least 21 days before the meeting. The agenda together with the resolutions to be proposed will be made available at least 7 days before the meeting.
- 13.2 The quorum for the annual and extraordinary general meetings shall be one-tenth of the membership of the Club.
- 13.3 The Chairman shall preside at all meetings of the Club but if he is not present within 15 minutes after the time appointed for the meeting or has signified his inability to be present at the meeting, the Members present and entitled to vote may choose one of the other members of the Management Committee present to preside and if no other member of the Management Committee is present or willing to preside the Members present and entitled to vote may choose one of their number to be chairman of the meeting.
- 13.4 Each Member present shall have one vote and resolutions shall be passed by a simple majority of those Members present and voting. In the event of an equality of votes the chairman of the meeting shall have a casting or additional vote.
- 13.5 The Secretary, or in his absence a member of the Management Committee, shall take minutes at annual and extraordinary general meetings.
- 13.6 There shall be no right for a Member to vote by proxy. No person may represent more than one Member.

## **14. Guests**

- 14.1 Any Member may introduce guests to the Club, and any athlete, coach, other team representative, match official or spectator attending the Club's premises (by invitation of the Club) who is not a Member shall be a guest of the Management Committee, provided that no one whose application for membership has been declined or who has been expelled from the Club may be introduced as a guest.
- 14.2 A Member introducing a guest and any person introduced as a guest of the Management Committee in accordance with Rule 16.1 must enter the name and address of the guest together with the name of the introducer in a book which must be kept on the Club's premises.



14.3 No one may be admitted as a guest on more than four occasions in any calendar year.

## **15. Alteration of the Constitution**

15.1 This constitution may be altered by resolution at an annual or extraordinary general meeting provided that the resolution shall not be passed unless carried by a majority of at least two-thirds of the Members present and voting at the general meeting, the notice of which contains particulars of the proposed alteration or addition.

## **16. Regulations and Standing Orders**

The Management Committee shall have power to make, repeal and amend such policies, codes of conduct and rules as it may from time to time consider necessary for the wellbeing of the Club. Such policies, codes of conduct and rules and any repeals or amendments to them shall have effect until set aside by the Management Committee.

## **17. Finance**

17.1 All moneys payable to the Club shall be received by the person authorised by the Management Committee to receive such moneys and shall be deposited in a bank account in the name of the Club. No sum shall be drawn from that account except by cheque signed by two of the three signatories who shall be the Chairman, Secretary and Treasurer. Any moneys not required for immediate use may be invested as the Management Committee in its discretion thinks fit.

17.2 The income and property of the Club shall be applied only in furtherance of the objectives of the Club and no part thereof shall be paid by way of bonus, dividend or profit to any Member.

17.3 The Management Committee shall have power to authorise the payment of remuneration and expenses to any Officer, member of the Management Committee, Member or employee of the Club and to any other person or persons for services rendered to the Club, provided that any payment to any officer of the Club shall comply with Rule 4.2.

17.4 The financial transactions of the Club shall be recorded in such manner as the Management Committee thinks fit by the Treasurer.

17.5 Full accounts of the financial affairs of the Club shall be prepared each year. The accounts must be made available to every Member when notice concerning the annual general meeting is given.

## **19. Property**

The property of the Club shall be vested in the Management Committee.

**20. Dissolution**

- 20.1 A resolution to dissolve the Club shall be proposed only at an extraordinary general meeting and shall be passed only if carried by a majority of at least three-quarters of the Members present and voting.
- 20.2 The dissolution shall take effect from the date of the resolution and the members of the Management Committee shall be responsible for the winding-up of the assets and liabilities of the Club.
- 20.3 Any property remaining after the discharge of the debts and liabilities of the Club shall be paid to or distributed to the UKA for use in community-related athletics initiatives, another community amateur sports club for athletics or a charity.