

# Winchester & District Athletics Club Constitution of a Charitable Incorporated Organisation

Date of constitution (last amended): 14<sup>th</sup> October 2018

## **1. Name**

The name of the Charitable Incorporated Organisation is Winchester & District Athletics Club also known as WADAC (**the "Club"**).

## **2. National Location of Principal Office**

The principal office of the Club is 10 Holly Meadows, Winchester, SO22 5FQ.

## **3. Objects**

The objects of the Club are the promotion of competition and community participation in athletics and other related sports such as triathlons and duathlons for the benefit of the inhabitants of Winchester and the surrounding district by the provision of facilities for athletics and other sports.

Nothing in this constitution shall authorise an application of the property of the Club for purposes which are not charitable.

## **4. Powers**

The Club has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Club's powers include the power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Club must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power, the Club must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the Club. The Club may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 and provided it complies with the conditions of that clause; and
- (5) deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of the Club to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

The powers of the Club shall be exercised through the Executive Committee which is a committee of all the charity trustees. Any references to statutory provisions include any amendments to such provisions.

## 5. Application of Income and Property

- (1) The income and property of the Club must be applied solely towards the promotion of the objects.
- (2) A charity trustee is entitled to be reimbursed from the monies of the Club or may pay out of such monies reasonable expenses properly incurred when acting on behalf of the Club;
- (3) None of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Club. This does not prevent a member who is not also a charity trustee from receiving:
  - (a) a benefit from the Club as a beneficiary of the Club; and
  - (b) reasonable and proper remuneration for any goods or services supplied to the Club.
- (4) Nothing in this clause shall prevent a charity trustee or connected person from receiving any benefit or payment which is authorised by Clause 6.

## 6. Benefits and Payments to Charity Trustees and Connected Persons

### (1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Club on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Club;
- (c) be employed by, or receive any remuneration from, the Club;
- (d) receive any other financial benefit from the Club;

unless the payment or benefit is permitted by sub-clause 6(2) of this clause, or authorised by the court or with the prior written consent of the Charity Commission (**the “Commission”**). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### (2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from the Club as a beneficiary of the Club provided that a majority of the charity trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Club where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the Club with goods that are not supplied in connection with services provided to the Club by the charity trustee or connected person.

- (d) A charity trustee or connected person may receive interest on money lent to the Club at a reasonable and proper rate which must be not more than the Bank of England base rate prevalent at the time the money is first lent to the Club.
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Club. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any Executive Committee meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Club on the same terms as members of the public.

### **(3) Payment for supply of goods only – controls**

The Club, the Executive Committee and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Club and the charity trustee or connected person supplying the goods (the “Supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the opinion of the Executive Committee in the circumstances for the supply of the goods in question.
- (c) The majority of members of the Executive Committee are satisfied that it is in the best interests of the Club to contract with the Supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of so doing.
- (d) The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the Supplier with regard to the supply of goods to the Club.
- (e) The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for the Executive Committee's decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

### **(4) In sub-clauses (2) and (3) of this clause:**

- (a) “the Club” includes any company in which the Club:
  - (1) holds more than 50% of the shares; or
  - (2) controls more than 50% of the voting rights attached to the shares;  
or
  - (3) has the right to appoint one or more directors to the board of the company;

- (b) “connected person” includes any person within the definition set out in clause 31 (Interpretation).

## **7. Conflicts of Interest and Conflicts of Loyalty**

A charity trustee must:

- (1) declare in writing the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared; and
- (2) absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Executive Committee on the matter.

## **8. Liability of Members to Contribute to the Assets of the Club if it is Wound Up**

If the Club is wound up, the members of the Club have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. Membership of the Club**

### **(1) Admission of new members**

#### **(a) Eligibility**

Membership of the Club is open to anyone who is interested in furthering its purposes and who is eligible under the rules of the relevant athletics governing body. The Club will be open to all regardless of age, gender, race, religion, and sexual orientation.

By applying for membership, the member has indicated agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

#### **(b) Admission procedure**

The Executive Committee:

- (i) may require applications for membership to be made in any reasonable way that they decide. If the applicant is below the age of 18, the application requires the approval of the applicant’s parent or guardian. The acceptance of any application for membership shall be at the discretion of the Executive Committee;
- (ii) may refuse an application for membership if they believe that it is in the best interests of the Club for them to do so; and
- (iii) shall, if they decide to refuse an application for membership, give the applicant their reasons in writing for doing so, within 21 days of the decision being taken.

## **(2) Transfer of membership**

Membership of the Club cannot be transferred to anyone else.

## **(3) Duty of members**

It is the duty of each member of the Club to exercise their powers as members of the Club in the way they decide in good faith would be most likely to further the objects of the Club.

## **(4) Termination of membership**

(a) Membership of the Club comes to an end if:

- (i) the member dies; or
- (ii) the member sends a notice of resignation to the Executive Committee; or
- (iii) the member has not renewed their membership within 2 months of it becoming due; or
- (iv) the Executive Committee decides that the member is unfit for membership or it is in the best interests of the Club that the member in question should be removed from membership and passes a resolution to that effect.

(b) Before the Executive Committee takes any decision to remove someone from membership of the Club they must:

- (i) inform the member in writing of the reasons why it is proposed to remove the member from membership;
- (ii) give the member at least 21 clear days' notice in which to make written representations to the Executive Committee as to why they should not be removed from membership;
- (iii) at a duly constituted meeting of the Executive Committee, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations made by the member as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

## **(5) Membership fees**

- (a) The Club may require members to pay reasonable membership fees to the Club and in the manner decided by it. Until the relevant fee (or renewal fee as relevant) has been paid by the member, he or she shall not enjoy the benefits of membership.
- (b) The Executive Committee may impose an additional payment of 20% of the membership fee for any late renewals.

- (c) The Executive Committee may in its discretion from time to time create classes of membership as it considers appropriate and shall decide how much each class of membership shall pay as subscription for membership.
- (d) The Executive Committee may nominate individuals for life membership as it may consider appropriate by way of an acknowledgement for the services rendered to the Club by such individuals. Any member of the Club may propose to the Executive Committee individuals that they wish to be considered for such nomination.

## **10. Members' Decisions**

### **(1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the Club may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

### **(2) Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of the Club may be taken by means of a resolution at a general meeting (either the annual general meeting or an extraordinary general meeting). Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot and proxy votes in accordance with the procedure at **Appendix 1**).

### **(3) Taking ordinary decisions by written resolution without a general meeting**

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (i) a copy of the proposed resolution has been sent via email or otherwise to all the members eligible to vote; and
- (ii) a simple majority of members has signified its agreement to the resolution in a document or email which is received by the Club Secretary within the period of 28 days beginning with the circulation date.

(b) The resolution in writing may comprise several copies to which one or more members have signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the Club on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of the Club may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

- (i) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory or discriminatory material;

- (ii) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - (iii) the proposal, if agreed, can lawfully be put into effect.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

**(4) Decisions that must be taken in a particular way**

- (a) Any decision to remove a charity trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the Club must be taken in accordance with clause 30 of this constitution (Voluntary Winding up or Dissolution). Any decision to amalgamate or transfer the undertaking of the Club to one or more other Charitable Incorporated Organisations must be taken in accordance with the provisions of the Charities Act 2011.

## **11. General Meetings of Members**

**(1) Types of general meeting**

There must be an annual general meeting (AGM) of the members of the Club. The first AGM must be held within 14 months of the registration of the Club, and subsequent AGMs must be held at intervals of not more than 14 months.

The business of the AGM shall be to:

- (a) receive from the Club Chair a report for the preceding year;
- (b) receive from the Club Treasurer a statement of the audited or inspected accounts for the preceding year;
- (c) elect the three Elected Trustees for the ensuing year;
- (d) consider any matter affecting the Club of which due notice in writing has been given by a member to the Club Secretary not less than 7 days prior to the AGM; and
- (e) deal with such other matters as the Executive Committee considers appropriate.

All general meetings must be held in accordance with the following provisions.

**(2) Calling general meetings**

- (a) The Executive Committee:
  - (i) must call the AGM by notifying the members of the Club in accordance with this clause and identify it as such in the notice of the meeting; and
  - (ii) may call any other extraordinary general meeting of the members at any time in accordance with this clause.

- (b) The Executive Committee must, within 21 days, call a general meeting of the members of the Club if:
  - (i) they receive a request to do so from at least 10% of the members of the Club; and
  - (ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) If the Executive Committee fails to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (f) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (g) The Executive Committee must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Executive Committee to duly call the meeting.

### **(3) Notice of general meetings**

- (a) The Executive Committee, or, as the case may be, the relevant members of the Club, must give at least 14 clear days' written notice of any general meeting to all of the members, and to any charity trustee of the Club.
- (b) Any member of the Club can propose to the Executive Committee that an issue or resolution is discussed at an AGM by giving the Executive Committee 7 clear days' written notice.
- (c) If it is agreed by not less than 50% of all members of the Club, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (d) The notice of any general meeting must:
  - (i) state the time and date of the meeting;
  - (ii) give the address at which the meeting is to take place;
  - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - (iv) if a proposal to alter the constitution of the Club is to be considered at the meeting, include the text of the proposed alteration;

- (v) include, with the notice for the AGM, the annual statement of accounts and the Club Chair's annual report, details of persons standing for election or re-election as trustees, or where allowed under clause 22, details of where the information may be found on the Club's website.
- (e) Proof that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (f) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Club.

#### **(4) Chairing of general meetings**

The Club Chair shall preside as chair of the meeting and shall have discretion to decide whether a matter shall be decided by ballot or a show of hands.

#### **(5) Quorum at general meetings**

- (a) No business may be transacted at any general meeting of the members of the Club unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 30 voting members including any proxy and postal votes in accordance with **Appendix 1**.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the Club Chair may propose that the meeting re-appoints the Elected Trustees (if there are no further nominations) on a simple majority of those present and then must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the Club Chair or be notified to the Club's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 30 minutes of the starting time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may be used to discuss issues and make recommendations to the charity trustees, but they may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### **(6) Voting at general meetings (including the AGM and extraordinary general meetings)**

- (a) Any decision other than one falling within clause 10(4) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal/email votes in accordance with **Appendix 1**).
- (b) Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution. For any member under 18, their

parent or guardian will be able to exercise their vote (together with any individual vote which the parent or guardian will possess in their capacity as a member).

- (c) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the Club Chair or by 10% of the members present at the meeting. Such a poll shall be conducted by the Club Secretary in secret and each person in attendance shall have one vote.
- (d) In the event of an equality of votes, whether on a show of hands or on a poll, the Club Chair of the meeting shall have a second, or casting vote.
- (e) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the Club Chair of the meeting shall be final.

### **(7) Adjournment of meetings**

The Club Chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time/place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12. Charity Trustees**

### **(1) Functions and duties of charity trustees**

The Executive Committee consisting of all charity trustees shall manage the affairs of the Club and may for that purpose exercise all the powers of the Club. It is the duty of each charity trustee:

- (a) to exercise their powers to perform their functions as a trustee of the Club in the way they decide in good faith would be most likely to further the objects of the Club; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that they have or hold themselves out as having.

### **(2) Eligibility for Trusteeship**

- a. Every charity trustee must be a natural person and a member of the Club.
- b. No one may be appointed as a charity trustee:
  - (i) if they are under the age of 18 years; and
  - (ii) if they would automatically cease to hold office under the clause 15(1)(f).
- c. No one is entitled to act as a charity trustee on the Executive Committee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, acceptance of the office of charity trustee. The Club Secretary must keep a record of all acceptances by new charity trustees.

### **(3) First Charity Trustees**

The first charity trustees of the Club are: Paul Cox (Club Chair), John Fuller (Club Treasurer), Stuart Horsewood (Secretary), Gary Bettridge, Alison Fenwick, Simon Harvey, Adrian Haughton, Kathryn Miles, Richard Beck, and David Sherry. These were appointed under the previous constitution.

### **13. The Executive Committee and Appointment of Charity Trustees**

- (1) The Club shall be managed by a committee of all of the charity trustees which shall be known as the Executive Committee.
- (2) Three charity trustees shall be elected on a simple majority at the AGM each year. These will be the following positions: Club Chair, Club Secretary and Club Treasurer. These shall become charity trustees and shall be referred to as the Elected Trustees.
- (3) Any member of the Club who wishes to stand for the position of Club Chair, Club Secretary or Club Treasurer must submit their nomination to the Club Secretary 14 days prior to the date of the Annual General Meeting and it shall be accompanied by a statement that they are prepared to be appointed or re-appointed and accept the responsibilities of being a charitable trustee. Such a person should be proposed by one member of the Club and seconded by another.
- (4) If a vacancy among the Elected Trustees shall occur at any time, the Executive Committee shall fill such vacancy at its discretion until the next AGM.
- (5) In addition to the Elected Trustees, the Executive Committee shall comprise a minimum of four and a maximum of nine other charity trustees including the Membership Secretary (if any), the Club Development Officer (if any) and representatives from membership as a whole. The Welfare Officer can also attend the Executive Committee meetings and may be appointed a charity trustee.
- (6) The Executive Committee may, at its discretion, appoint a Vice Chair who will stand in for the Club Chair from time to time and assist the Club Chair in their role and responsibilities. The Vice Chair will already be a member of the Club and will also become a charity trustee.
- (7) The Executive Committee should endeavour to ensure that it includes at least two qualified coaches, one qualified official, and one team manager. In addition, the Executive Committee should ensure that it has named charity trustees who can fairly represent all areas of the Club (Track and Field, Road Running, Cross Country, Social) and all age groups (junior, senior and veteran).
- (8) It is the responsibility of the Executive Committee to ensure that the correct balance of membership is present on the Executive Committee as highlighted in paragraph 13(7) above. This may be through invitation or it may at its discretion also call for nominations for election to the Executive Committee from the membership as a whole. The process for such nominations shall be set by the Executive Committee.
- (9) Any member of the Club may request or be requested to present a subject to the Executive Committee meeting although the final agenda will be determined by the Executive Committee.

## **14. Information for New Charity Trustees**

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the Club's latest trustees' annual report and statement of accounts.

## **15. Retirement and Removal of Charity Trustees**

- (1) A charity trustee (including Elected Trustees) ceases to hold office if they:
  - (a) retire by notifying the Executive Committee in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) are absent without the permission of the Executive Committee from all their meetings held within a period of six months and the charity trustees resolve that their office be vacated;
  - (c) die;
  - (d) cease to be a member of the Club;
  - (e) in the written opinion of a registered medical practitioner become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
  - (f) are removed from their role by at least two thirds of the Executive Committee which has voted to remove the charity trustee from their role because that person has brought the Club into disrepute as a result of their conduct;
  - (g) are removed by the members of the Club in accordance with sub-clause (2) of this clause; or
  - (h) are disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011.
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Club.

## **16. Reappointment of Charity Trustees**

Any person who retires as a charity trustee by giving notice to the Executive Committee is eligible for reappointment.

## **17. Taking of Decisions by the Executive Committee**

Any decision may be taken either:

- (a) at a meeting of the Executive Committee; or
- (b) by resolution in writing or electronic form agreed by a majority of the Executive Committee, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
  - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable at the same time, to all of the charity trustees on the Executive Committee;
  - (ii) the majority of all of the Executive Committee has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved and delivered to the Club at its principal office or such other place as the charity trustees may resolve within 28 days of the circulation date.

## **18. Delegation by the Executive Committee**

- (1) The Executive Committee may delegate any of their powers or functions to a sub-committee or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) Any member of the Club may make a request to the Executive Committee to form a sub-committee to review a particular aspect of the Club, such a request must be approved by the Executive Committee.
- (3) Sub-committees will be responsible for their own organisation and the way in which they conduct their business. In the event that a dispute arises in regard to any matter which the sub-committee is unable to resolve it will be referred to the Executive Committee for a decision which shall be final.
- (4) Each sub-committee shall promptly notify the Club Secretary of any matters which should be referred to the Executive Committee for information, review or ratification and may be requested to attend a meeting of the Executive Committee to provide more detailed updates.
- (5) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
  - (a) A sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a charity trustee;
  - (b) the acts and proceedings of any sub-committee must be brought to the attention of the Executive Committee as a whole as soon as is reasonably practicable; and
  - (c) the Executive Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and Proceedings of Executive Committee**

### **(1) Calling meetings**

- (a) The Executive Committee shall meet at least five times per year and whenever necessary to conduct the business of the Club.
- (b) A special meeting of the Executive Committee shall be called at the request of not less than four of its members and such request shall be in writing addressed to the Club Secretary stating the purpose for which such meeting is to be called and which shall be convened within 14 days of the receipt of such request at such venue and such time as the Club Secretary in conjunction with the Club Chair shall decide.

### **(2) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is at least five charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote. Each charity trustee has a single vote.
- (c) In the case of an equality of votes, the Club Chair shall have a second or casting vote.

### **(3) Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **20. Saving Provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the Executive Committee shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office; or
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or the Executive Committee if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7.

## **21. Execution of Documents**

The Club shall execute documents by signature of two members of the Executive Committee, one of which should be the Club Chair or Club Treasurer.

## **22. Use of Electronic Communications**

### **(1) General**

The Club will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner; and
- (c) the relevant requirements set out in **Appendix 1**.

## **23. Keeping of Registers**

The Club must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

## **24. Minutes**

The charity trustees must keep minutes of all:

- (a) appointments of officers made by the charity trustees;
- (b) proceedings at general meetings of the Club;
- (c) meetings of the charity trustees including:
  - (i) the names of the trustees present at the meeting;
  - (ii) the decisions made at the meetings;
  - (iii) where appropriate the reasons for the decisions; and
  - (iv) decisions made by the charity trustees otherwise than in meetings.

## **25. Accounting Records**

- (1) The Executive Committee must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Club, within 10 months of the financial year end.
- (2) The Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Club entered on the Central Register of Charities.
- (3) The Club Treasurer shall maintain such bank or other accounts as may be approved by the Executive Committee from time to time.
- (4) The accounts of the Club shall be made up to such date as the Executive Committee shall decide and shall be audited or inspected by such person as may be appointed for that purpose by the Executive Committee.

## **26. Bye-Laws**

The Executive Committee may from time to time make such reasonable and proper rules, policies or bye laws as they may deem necessary or expedient for the proper conduct and management of the Club, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules, policies or bye laws currently in force must be made available to any member of the Club on request and may be available on the Club's website.

## **27. Club Vest Colours**

The Club competition colours shall be black and gold.

## **28. Disputes**

If a dispute arises between members of the Club about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation. Mediation shall take place before three charity trustees appointed by the Club Chair.

## **29. Amendment of Constitution**

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Club.
- (2) Any alteration of clause 3, clause 30, this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Club or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- (4) A copy of any resolution altering the constitution, together with a copy of the Club's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

### **30. Voluntary Winding Up or Dissolution**

- (1) As provided by the Dissolution Regulations, the Club may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Club can only be made:
- (a) at a general meeting of the members of the Club called in accordance with clause 11, of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting; or
    - (ii) by a resolution passed by a decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by 75% members of the Club.
- (2) Subject to the payment of all the Club's debts:
- (a) Any resolution for the winding up of the Club, or for the dissolution of the Club without winding up, may contain a provision directing how any remaining assets of the Club shall be applied.
  - (b) If the resolution does not contain such a provision, the Executive Committee must decide how any remaining assets of the Club shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Club.
- (3) The Club must observe the requirements of the Dissolution Regulations in applying to the Commission for the Club to be removed from the Register of Charities, and in particular:
- (a) the Executive Committee must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members of the Club;
    - (ii) a declaration by the charity trustees that any debts and other liabilities of the Club have been settled or otherwise provided for in full; and
    - (iii) a statement by the Executive Committee setting out the way in which any property of the Club has been or is to be applied prior to its dissolution in accordance with this constitution;
  - (b) the Executive Committee must ensure that a copy of the application is sent within seven days to every member and employee of the Club, and to any charity trustee of the Club who was not privy to the application.
- (4) If the Club is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### 31. Interpretation

In this constitution:

“**connected person**” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i) who, when taken together;
- (e) a body corporate in which –
  - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in the General Regulations.

“**Charity trustee**” means a charity trustee of the Club.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

## Appendix 1:

### Proxy Voting, Postal Voting and Use of electronic communications

#### (1) Proxy voting

- (a) Any member of the Club may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Club. Proxies must be appointed by a notice in writing (a "proxy notice") which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Club may determine including by email; and
  - (iv) is delivered to the Club in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The Executive Committee may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
  - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

## (2) Postal Voting

- (a) The Executive Committee may allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- (b) If postal and/or email voting is to be allowed on a matter, the Club must send to members of the Club not less than 21 days before the deadline for receipt of votes cast in this way:
  - (i) a notice by email, if the member has agreed to receive notices in this way under clause 22 including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Club, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
  - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (c) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Club Secretary'.
- (d) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (e) Email votes must be returned to an email address used only for this purpose and must be accessed only by the Club Secretary.
- (f) The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (g) The Club Secretary must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- (h) For postal votes, the Club Secretary must retain the internal envelopes (with the member's name and signature). For email votes, the Club Secretary must cut off and retain any part of the email that includes the member's name. In each case, the Club Secretary must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (i) Votes cast by post or email must be counted by the Club Secretary before the meeting at which the vote is to be taken. The Club Secretary must provide to the person chairing the meeting written confirmation of the number of valid

votes received by post and email and the number of votes received which were invalid.

- (j) The Club Secretary must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the Club Secretary declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (k) Following the final declaration of the result of the vote, the Club Secretary must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (l) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the Club. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

### **(3) Use of electronic communications**

#### **To the Club**

Any member or charity trustee of the Club may communicate electronically with the Club to an address specified by the Club for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Club.

#### **By the Club**

- (a) Any member or charity trustee of the Club, by providing the Club with an email address or similar, is taken to have agreed to receive communications from the Club in electronic form to that address, unless the member has indicated to the Club an unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
  - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
  - (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and
  - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the Club's powers under clause 10(3).
- (c) The charity trustees must:
  - i. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
  - ii. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.