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# St Helens Sutton Athletic Club Constitution September 2010

## 1. Club Name & Colours

The Name of the Club is "St Helens Sutton Athletic Club" ("the Club") and it was established in 1990. The Club Colours shall be a "white vest with black and red panels".

## 2. Objects of the Club

The Objects of the Club are:

- to facilitate participation in and promotion of recreational and competitive running in the area of St Helens and amongst the community and related sporting & social activities;
- to do all such things as the 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 above.

## 3. Membership of the Club

### 3.1 Membership Application

Membership of the Club shall be open, on application, to anyone interested in recreational or competitive running, regardless of sex, age, disability, ethnicity, race, nationality, sexual orientation, occupation, religion, political or other beliefs.

Individuals who wish to become members of the Club must apply using the Membership Application Form approved by the Committee. Applications must be accompanied by the subscription fee and accepted by the Committee.

Every candidate for membership shall be considered by the Committee, which shall admit that person to membership unless to do so would be contrary to the best interests of the sport or the good conduct and interests of the Club.

By becoming a member of the Club, every member agrees to abide by the Club's Constitution and Rules; the Rules of Competition and other rules and regulations of UK Athletics Limited; and the rules and regulations of England Athletics Limited (or relevant successor bodies).

### 3.2 Membership Classes

The Club shall have the different classes of annual membership set out below. Members will enjoy the rights and obligations specifically outlined in this document. Members must also designate themselves as either "First Claim" or "Second Claim" Members.

#### (a) Senior Members

Anyone satisfying the general admission criteria (as determined from time to time by the Committee) can become a Senior Member, provided that: they are an amateur as defined from time to time by UK Athletics and that they are aged over 18 at the date of their application. Senior members shall be entitled to receive notice of, attend and vote at general meetings of the Club.

#### (b) Junior Members

Anyone under the age of 18 years at the date of their application (or under the age of 21 provided they remain in full time education) shall join as a Junior Member. Junior Members do not have voting rights.

#### (c) Family Members

Family membership shall enable any number of immediate family members to benefit from discounted membership at a fee equivalent to the combined total of a Senior and Junior membership subscription. Voting rights will be restricted to one vote per family.

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### **(d) Life Members**

Life Membership will ordinarily be granted only in recognition of a significant personal contribution to the Club's affairs. Individuals to be appointed as Life Members shall be proposed by the Committee and elected at an Annual General Meeting and must have the support of two thirds of voting members present. Voting shall take place by a paper ballot. Life Members are exempt from payment of annual subscriptions but shall otherwise have the same rights as Senior Members.

### **(e) Honorary Members**

Honorary membership may be conferred by the Committee upon individuals who are active in club affairs. Honorary Members shall not have voting rights and shall not pay subscriptions. Honorary membership shall end when so determined by the Committee.

**3.3** Membership shall be effective from the date of election by the Committee at a properly convened meeting.

**3.4** Senior members, other than Second Claim, shall be eligible for election to office.

**3.5** Members shall be eligible to vote at General Meetings and stand for office only if election is agreed by the Committee prior to the notification of that General Meeting.

### **3.6 Subscriptions**

Members shall, as a condition of membership, be required to pay annual membership fees as determined at the Annual General Meeting. Membership shall be due on 1<sup>st</sup> January. Members are required to pay other periodic subscription fees as determined from time to time by the Committee. Any change in fees shall be made known to members at the Annual General Meeting or by placing a notice on the Club Notice Board and website.

Members having arrears of subscriptions on 28<sup>th</sup> February may have their membership terminated and may not be eligible to participate in the affairs or activities of the Club, including voting in any General Meeting. Payment of a full subscription and any other debts at a later date will enable the former member to be readmitted by the Committee.

### **3.7 Cessation of Membership**

Members may resign from membership at any time by notice to that effect given to the Secretary. A member who resigns shall not be entitled to any refund of subscriptions in respect of the remaining period.

Membership shall not be transferable and shall cease on the failure of the member to comply with any condition of membership set out in this Constitution.

The Committee shall have the power to expel a Member when in its opinion it would not be in the interests of the sport or the Club for him / her to remain a member. Such expulsion shall be carried out in accordance with the Disciplinary Procedures set out at para. 15 below.

Any person shall, upon ceasing to be a Member of the Club, forfeit all rights to and claims upon the Club and its property and funds.

## **4. The Club Committee**

The day-to-day management of the Club shall be deputed to a Committee consisting of three Honorary Officers, Senior Track Captains, Senior Cross Country Captains and not more than six Ordinary Committee Members. The Committee may co-opt any number to the Committee or its sub-Committee. Co-opted members may not vote.

### **4.1 Ex-Officio Honorary Officer (Club President)**

The Honorary President of the Club shall perform duties representing the Club and may provide guidance on strategy and probity as required. The President shall not be a member of the Committee but may be invited to Committee meetings. The President shall be nominated annually by the Committee and be ratified by the members at the Annual General Meeting.

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## **4.2 Honorary Officers**

The Honorary Officers of the Club shall be the Chair, the Treasurer, the Secretary, who shall be nominated in accordance with the procedure entitled "Election of Committee" set out below and elected by the Members at the Annual General Meeting. The Honorary Officers shall remain in office for a one-year term until the end of the Annual General Meeting in the year after their election and shall be eligible for re-election. These Officers may delegate and assign tasks to other members of the Committee and Club.

## **4.3 Ordinary Committee Members**

The Ordinary Committee Members shall be nominated in accordance with the procedure entitled "Election of Committee" set out below and elected by the Members at the Annual General Meeting. The Ordinary Committee Members shall remain in office for a one-year term until the end of the Annual General Meeting in the year after their election and shall be eligible for re-election. Ordinary Committee Members shall aid the Honorary Officers by undertaking tasks and roles to facilitate the day-to-day operation of the Club. The allocation of these duties shall be by mutual consent between the Honorary Officers and the respective Ordinary Committee Member. Duties may be reallocated at any time as required and may be delegated to Members of the Club. The Ordinary Committee Member shall report to and advise the Committee on the status of such tasks.

## **4.4 Election Of Committee**

Any Member may be nominated by any other two Members, with his/her approval, as a candidate for any of the posts of Honorary Officer or Ordinary Committee Member by notice in writing (including email) to the Secretary at least two weeks before the date of the Annual General Meeting.

A Member may accept nomination for any of the separately elected posts constituting the Committee, subject to being eligible to hold only one of these posts at any time. If a Member shall be elected to a post during the prescribed course of business, his or her name shall be deleted from all subsequent voting for the remaining elected posts at that meeting.

If the number of candidates for the post of any Honorary Officer (as each falls for election) is only one, that candidate shall be declared elected unopposed. If the number of candidates is more than one, ballot papers shall be prepared containing in alphabetical order all the names thus proposed, a vote shall take place: every eligible Member may vote for each office with the first candidate to reach a majority elected.

If the number of candidates for election as the Ordinary Committee Members shall be equal to or less than the number of vacancies, they shall be declared elected unopposed. If the number of candidates is greater than the number of vacancies, ballot papers shall be prepared, containing in alphabetical order all the names thus proposed: every eligible Member may vote for as many candidates as there are vacancies and those candidates with the most votes will be elected until all vacancies were filled.

## **4.5 Leaving Office**

The office of an elected member of the Committee may be vacated if he or she:

- (a) resigns at any time by notice in writing to that effect given to the Secretary and such resignation shall take effect immediately.
- (b) ceases to be a member or shall be excluded or suspended from the Club under disciplinary proceedings.
- (c) is absent from more than one half of Committee Meetings without the explicit consent of the Committee, such consent to be recorded in the minutes of the Committee. A member of the Committee who is absent from one half or more of properly organised Committee meetings without the explicit consent of the Committee between any two AGMs shall be deemed to have vacated his or her position and shall be ineligible to stand for re-election.
- (d) is asked to resign by all the other Committee members, acting together.

## **5. Proceedings of the Committee**

**5.1** The Committee shall meet at least six times each year in person and as often as may from time to time be necessary. Any additional meetings (above 6) may be held in a manner agreeable to the committee (including by telephone conference call).

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**5.2** Two-thirds (rounded to the nearest whole), of the voting members of the Committee shall be the quorum necessary for the transaction of business. A meeting of the Committee at which a quorum is present and has been properly convened shall be competent to exercise all the powers and discretions invested in the Committee by these Rules.

**5.3** The Committee may act notwithstanding any vacancy in its numbers, so long as the number of members of the Committee entitled to vote is not reduced below six in which case it shall be entitled to act only for the purpose of arranging an SGM to elect new members of the Committee.

**5.4** Questions arising at any meeting shall be determined by a simple majority of votes illustrated by a show of hands. In the case of an equality of votes, the Chair shall have a casting vote.

**5.5** The Committee may regulate their meetings and proceedings as they think fit. The Committee shall, within two weeks of each meeting, record the decisions that it has taken and publicise these to Club Members. As soon as is reasonably possible after a meeting, the Secretary shall distribute minutes of the meeting to the other Committee members for comment.

**5.6** The Committee may invite persons who are not members of the Committee to address a meeting of the Committee.

## 6. Powers of the Committee

The Committee shall be responsible for the management of the Club and shall have the following specific powers to:

- (a) make Club Rules and regulations to allow for the day to day operation of the Club and its activities. Such Club Rules may not supersede or contradict provisions of the Constitution and must be reasonably available to Members.
- (b) operate a Members' Welfare policy in accordance with the Policy and Procedures issued by UK Athletics Limited.
- (c) make and give receipts, releases and other discharges for any amount payable to the Club and for claims and demands of the Club.
- (d) invest, place on deposit and deal with any finances of the Club not immediately required upon any investments or securities which the Committee thinks fit.
- (e) issue, sign, draw, endorse, negotiate, transfer and assign all cheques, bills, drafts, promissory notes, securities and instruments, negotiable and non-negotiable, to operate on the Club's banking accounts.
- (f) enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name of, and on behalf of, the Club as they may consider expedient.
- (g) pay all the costs and expenses of, and incidental to, any of the aforesaid matters and things.
- (h) determine how and by whom any such power shall be executed, operations effected and documents signed or things done.
- (i) appoint Members or sub-Committees consisting wholly or partly of the members of the Committee to exercise such functions as the Committee may from time to time delegate to them.
- (j) organise Club activities.

The members of the 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.

## 7. Club Meetings

**7.1** The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate the proceedings at any General Meeting. Every notice calling a meeting shall specify the general nature of the business to be transacted and shall specify if the meeting is to be an Annual General Meeting.

**7.2** At all such meetings the President or Chair, or in his or her absence a member of the Club selected by those members of the Committee present, shall take the Chair.

At all Special General Meetings every Member shall have one vote unless disqualified from voting by the Constitution. Votes may be given personally or by proxy.

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Every resolution submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes, the Chair of the meeting shall have a casting vote.

**7.3** The following rules shall apply to all General Meetings:

(a) the quorum for a General Meeting shall be 10 Members personally present and entitled to vote. No business shall be transacted at any special General Meeting unless the required quorum is present. If, within an hour following the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time and a place agreed by the majority of Members present. If, at such adjourned meeting a quorum is not present, those Members who are present shall be a quorum and may transact the business for which the meeting was called.

(b) all resolutions (and amendments thereto) shall be put to the meeting.

(c) resolutions proposed for consideration by a General Meeting shall be submitted in writing to the Secretary at least two weeks before the date of the meeting.

(d) amendments may be proposed at any time during debate, although the Chair shall have the right to require these to be put in writing together with the name of the proposer.

(e) the Chair shall deal with amendments in the strict order in which they are proposed, although he/she shall have the right to refuse amendments which negate the resolution. If an amendment to a resolution is proposed, no further amendments shall be proposed until the first is disposed of. If an amendment is lost, a further amendment may be moved to the original resolution but only one amendment shall be submitted to the meeting at one time; if an amendment to a resolution is carried, then the resolution as amended shall become the resolution to which further amendments may be proposed.

During the course of debate the proposer of a resolution may accept an amendment to the resolution, in which case the amended resolution shall become the resolution under debate. The proposer can withdraw a resolution or amendment. The resolution shall be debated and decided by the meeting.

**7.4** The Chair of the General Meeting may, with the consent of the meeting, adjourn the same 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 the point at which the adjournment took place.

## 8. Annual General Meetings

### 8.1 Calling Of AGM

The Annual General Meeting of the Club shall be held within the month of September each year, on a date and at a reasonable time and place to be fixed by the Committee for the following purposes and order of business:

- to receive from the committee an Annual Report, balance sheet and statement of accounts for the preceding financial year;
- to elect the Honorary Officers and the Committee and to ratify the selection of the Honorary President.
- to decide on any resolution which may be duly submitted to the meeting as provided by these Rules.
- to elect Life Members

**8.2** Not less than three weeks notice of an Annual General Meeting specifying the place, day and time of the meeting shall be given to the Members.

**8.3** The Annual General Meeting shall elect from those present a Returning Officer to oversee any elections conducted at the meeting.

## 9. Special General Meetings

Not less than three weeks notice of a Special General Meeting specifying the place, day and time of the meeting shall be given to the Members.

The Secretary shall, on the requisition in writing (including email) of not less than 15 Members entitled to vote at such meetings, convene a Special General Meeting within four weeks of the receipt by him or her of the requisition stating the business to be raised. No other business is to be discussed at a Special General Meeting.

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## 10. Accounts

The Treasurer will ensure proper accounts are kept and provide Committee Members with accurate financial reports on at least a quarterly basis. The Club's financial records shall always be open to inspection by the Committee.

The Club's Financial Year shall run from April 1 to March 31 inclusive. The Treasurer shall present accounts for the previous Financial Year to the Annual General meeting for consideration and copies of these will be available to Members at the meeting. If the Accounts are not accepted at the Annual General Meeting, a qualified Accountant may be appointed to investigate members' concerns.

## 11. Property and Facilities

Club facilities shall be open to club members only. They may be extended to non-members at the discretion of the Secretary or Chairman whose decision in individual cases will only be valid if confirmed by the Committee.

## 12. Application of Surplus Funds

The Club is a non-profit-distributing organisation. All surplus income or profits are to be reinvested in the club and will be used to maintain or improve the Club's facilities or otherwise in furtherance of the Club's objects.

The Club may also in furtherance with the objects of the Club:

- sell and supply food, drink and related sports clothing and equipment.
- remunerate members for providing goods and services, provided that such arrangements are approved by the Committee (without the Member being present) and are agreed on an arm's length basis.
- Pay in good faith interest on money lent by a Member at a commercial rate of interest; reimburse any Committee Member or Honorary Officer his/ her reasonable and proper out of pocket expenses incurred on Club business; any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Committee members in relation to the Club.
- pay for reasonable hospitality for visiting teams and guests.

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

## 13. Interpretation of Club Constitution & Rules

The Constitution may be added to, repealed, or amended by resolution at any Annual or Special General Meeting carried by a majority of at least two-thirds of the Members voting thereon.

The Committee shall be the sole authority for the interpretation of the Constitution and of Club Rules. The decision of the Committee upon any questions of interpretation or upon any matter affecting the Club and not provided for by the Constitution, shall be final and binding on the Members except if otherwise directed by the Club in a Special or Annual General Meeting.

## 14. Dissolution of the Club

If at any special General Meeting a resolution for the dissolution of the Club shall be passed by a majority of the Members present, a further special General Meeting shall be convened, to be held not less than four weeks thereafter (of which two weeks written notice shall be given to each Member in addition to the other provisions for Notices), to further consider the matter.

The members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal at a properly convened special General Meeting. If successful, the Committee shall proceed to realise the property of the Club and discharge all liabilities.

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Any property remaining after the discharge of debts and liabilities of the Club shall be paid to or distributed to another community amateur sports club for road running or athletics, or to a charitable organisation having similar objects and affiliations, as nominated at the Special General Meeting.

## 15. Disciplinary Procedures

**15.1** The Club shall not tolerate the physical or mental abuse, harassment, discrimination or defamation of any of its Members during, or subsequent to, Club Events. Any Member may be disciplined or excluded from membership of the Club if his or her conduct has been, or is likely to be, prejudicial to the interests of the Club. Exclusion will be agreed by resolution of a majority of at least two thirds of those present and voting at a properly convened Committee Meeting and at which no fewer than seven of the total voting members of the Committee shall be present.

**15.2** Such Member shall have one month's clear notice of the Committee Meeting sent to him or her together with details of the case against him or her. The Member shall be entitled to attend the Meeting and be heard in defence, but shall not be entitled to be present at the voting or take part in the proceedings other than as the Committee shall permit. If the Member is a member of the Committee, he or she shall not be entitled to vote.

**15.3** Any Member disciplined or excluded from the Club for disciplinary reasons may lodge an appeal with the Committee and shall thereupon have the right to demand that the matter be referred to three arbitrators: one chosen by the Committee, one chosen and paid for by the aggrieved party and one by the two arbitrators. In the event that the first two arbitrators fail to agree on a third, the third arbitrator shall be appointed by UK Athletics or other relevant organising body as shall be nominated by the Committee. Such arbitrators shall have the power by their award to annul the disciplinary action or exclusion, or to annul it subject to the performance of any condition, which the arbitrators may think fit to impose.

## 16. Notices

Any notice required to be given under this Constitution will be deemed to have been given and received having been sent by mail or email to the last known postal or address of the member as appropriate or by publication on the Club's website.