

# Constitution

## Name and Office

- 1.1 The Club shall be called **Thame Runners**
- 1.2 The principal office of the Club shall be situated in England.

## Objective

The objective of the Club is to promote and maintain an open, inclusive and friendly environment that enables and supports members to run socially and competitively. We seek to engage and develop an interest in running for residents of Thame and the surrounding area.

## Club Finances

- 1.3 A bank account shall be opened and maintained in the name of the Club (**Club Account**). Designated account signatories shall be the Chair and the Treasurer. No sum shall be expended from the Club Account except by electronic transfer (or cheque) approved by at least one of the designated signatories subject to a maximum amount fixed by the Committee. All monies payable to the Club shall be received by the Treasurer and deposited in the Club Account as soon as is reasonably practicable. The Club Account shall be managed in accordance with any finance policy drawn up by the Committee and/or in accordance with the reasonable instructions of the Committee (acting collectively) from time to time.
- 1.4 The Club's financial year shall end on **April 1** each year or such other date as the Committee may determine from time to time provided that no financial year shall be shortened to less than nine months or extended to more than fifteen months.

## Affiliation

Subject to these Rules and the general law, the Club shall affiliate to England Athletics and any constituent body designated to it by England Athletics and the Club shall comply with and uphold the rules and regulations of England Athletics and of any such constituent body for the time being in force.

## Club Membership

- 1.5 The Members from time to time shall be those persons listed in the Club's register of members which shall be maintained by the Membership Secretary.

- 1.6 The Committee may establish classes of membership with different rights and obligations and shall record such rights and obligations in the Club's register of members.

### **Admission to Membership**

- 1.7 Any person who wishes to be a Member must apply in such form as is determined by the Committee from time to time and deliver it to the Chair or the Membership Secretary.
- 1.8 Membership of the Club is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of sport or the good conduct and interests of the Club. No person shall be denied membership of the Club on the grounds of race, ethnic origin, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs.
- 1.9 The Committee may from time to time fix the levels of admission fees and annual subscriptions to be paid by different categories of Members provided that the Committee or the Members (as the case may be) shall use its best endeavours to ensure that any such fees or subscriptions do not preclude open membership of the Club.

### **Conditions of Membership**

- 1.10 These Rules shall form a binding agreement between each Member and Members shall comply with these Rules.
- 1.11 The Members shall pay annual subscriptions set by the Committee under rule 6.3 above.

### **Cessation of Membership**

- 1.12 Membership of the Club shall terminate if:
- 1.12.1 the Member dies.
  - 1.12.2 the Member, being an individual, is convicted of a criminal offence, at the committee's discretion
  - 1.12.3 the Member resigns by notice to the Club
  - 1.12.4 the Member is in arrears to the Club and his or her subscriptions or any other payments are at least one month overdue.
  - 1.12.5 the Member is removed from membership by a resolution of the Committee as a result of the application of the Club's (or England Athletics) disciplinary policy.
- 1.13 The Committee may refund an appropriate part of a resigning Member's subscription fee if it considers it appropriate in all the circumstances.
- 1.14 In the event of a Member's resignation or expulsion, his or her name shall be removed from the Club's register of members.

## General Meetings

- 1.15 The Committee shall call an Annual General Meeting (**AGM**) each year and no more than fifteen months shall pass between one AGM and the next following one. The business of an AGM shall include:
- 1.15.1 the receipt of a report of the activities of the Club over the previous year;
  - 1.15.2 the receipt of a report of the Club's finances over the previous year;
  - 1.15.3 the election and retirement of Officers; and
  - 1.15.4 any other business.
- 1.16 All General Meetings other than the AGM shall be called Extraordinary General Meetings (**EGMs**).
- 1.17 An EGM may be called at any time by the Committee at that time and shall also be called within fourteen days of the receipt by the Secretary of a requisition in Writing, signed by not less than five per cent of Members stating the purposes for which the EGM is required, and the resolutions proposed. Business at an EGM may be any business that may be transacted at an AGM.

## Notice of General Meetings

- 1.18 An AGM or EGM shall be called on at least twenty-one clear days before the meeting save that 90% of all the Members may agree to shorter notice.
- 1.19 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.
- 1.20 The Secretary shall send to each Member notice of the date of a General Meeting (whether an AGM or an EGM) together with the resolutions to be proposed.
- 1.21 The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

## Proceedings at General Meetings

- 1.22 No business shall be transacted at any General Meeting unless a quorum is present. The quorum for an AGM or EGM shall be 10% of the total number of Members.
- 1.23 The Chair, or in his or her absence any other Officer, shall preside as the chair of the meeting. Each Member present shall have one vote but in the event of an equality of votes the chair of the meeting shall have a casting vote.

- 1.24 The Secretary, or in his or her absence any other Officer, shall record the minutes.
- 1.25 The Committee may make whatever arrangements they consider appropriate to enable Members attending a General Meeting to exercise their rights to speak or vote whether attending directly or by telephone communication or by video conference, an internet video facility or similar electronic method allowing visual and/or audio participation.

### **Powers of the Committee**

- 1.26 The Committee shall be responsible for the management of all the affairs of the Club and may exercise all the powers of the Club.
- 1.27 The Committee shall have the power to decide all questions and disputes arising in respect of any issue concerning the Rules.
- 1.28 The Committee may, while retaining responsibility pursuant to rule 1.26, delegate to any person or sub-committee any of its powers or functions.
- 1.29 Subject to these Rules and the general law, the Committee shall so exercise its rights, powers and duties and shall where appropriate use its best endeavours to ensure that others conduct themselves so that the business and affairs of the Club are carried out in furtherance of the Objects and in accordance with the rules and regulations of England Athletics and UKA for the time being in force.

### **The Committee**

- 1.30 The Committee shall consist of a minimum of three Officers, including the following:
  - 1.30.1 Club Chair.
  - 1.30.2 Club Treasurer.
  - 1.30.3 Club Secretary.
  - 1.30.4 Officers to deal with, respectively, Membership, Welfare, DBS verification and coaching
  - 1.30.5 any other Officers elected at a General Meeting.
- 1.31 Officers shall be elected by the members at an AGM. Nominations for election of Members as Officers shall be made:
  - 1.31.1 by the Committee; or
  - 1.31.2 By a proposer and seconder, both of whom must be existing Members.
- 1.32 Each Officer shall hold office from the date of election until the conclusion of the next AGM. A retiring Officer may be re-elected at the AGM.

- 1.33 Any vacancy on the Committee which arises between one AGM and the next may be filled by a member proposed by one Officer, seconded by another Officer and approved by the Committee.

### **Calling a Committee Meeting**

- 1.34 The Committee shall hold not less than four meetings each year.
- 1.35 A meeting of the Committee shall be called on not less than seven days' notice to all Officers unless the Chair determines that urgent circumstances necessitate shorter notice.

### **Proceedings of a Committee Meeting**

- 1.36 Subject to the provisions of these Rules, the Committee may regulate its proceedings as it thinks fit.
- 1.37 Meetings of the Committee shall be chaired by the Chair or in their absence the Secretary. The chair of the meeting shall have a casting vote in the event of a tie.
- 1.38 The quorum for the transaction of business of the Committee shall be three Officers.
- 1.39 Decisions of the Committee shall be made by a simple majority of those Officers attending the Committee meeting.
- 1.40 Decisions of the Committee of meetings shall be recorded in the minutes.

### **Disqualification from Office**

- 1.41 A person shall cease to hold office as an Officer if:
- 1.41.1 he or she is subject to a decision of England Athletics or UKA that such person be suspended or disqualified from holding office or from taking part in any activity relating to the administration or management of a club.
  - 1.41.2 the Committee reasonably believes that he or she has become incapable by reason of illness or injury of managing and administering his or her own affairs and it decides to remove him or her from office.
  - 1.41.3 he or she resigns from his or her office by notice to the Club.
  - 1.41.4 he or she is absent without the permission of the Committee from all its meetings held within a period of six months without good reason and the Committee decide that his or her office be vacated.
  - 1.41.5 he or she is removed from office by the Committee on the grounds that he is in material or persistent breach of the Club's code of conduct as amended from time to time.

1.41.6 he or she ceases to be a member for any reason whatsoever.

### **Club Teams**

1.42 The Committee shall appoint one or more Members to be responsible for each of the Club's various teams.

1.43 The appointed Members shall be responsible for managing the affairs of the team.

### **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

### **Minutes**

The Committee shall cause minutes to be kept:

1.44 of all appointments of Officers made by the Members or the Committee.

1.45 of all resolutions of the Members and of the Committee (including decisions of the Committee made outside a meeting); and

1.46 of all proceedings and reports of meetings of the Club and of the Committee, and of sub-committees, including the names of those present at each such meeting.

### **Communications by the Club**

Subject to these Rules, any document or information (including any notice, report or accounts) sent or supplied by the Club under these Rules may be sent or supplied:

1.47 in hard copy form;

1.48 in electronic form; or

1.49 by making it available on a website or app.

### **Personal Risk**

1.50 Members and guests acknowledge and accept that running can be dangerous and may result in injury and damage to property. Members and guests shall take personal responsibility for their own actions and play or participate in the Club's sporting activities at their own risk.

1.51 The liability of the Club and its Officers to any Member is limited to the net assets of the Club.

## Indemnity

Without prejudice to any other indemnity to which an Officer may otherwise be entitled, every Officer of the Club shall be indemnified out of the assets of the Club against any liability incurred by him or her in the proper discharge of his or her duties to the fullest extent permitted by law.

## Complaints and Disputes

- 1.52 All concerns, allegations or reports of malpractice or abuse relating to the welfare vulnerable adults will be recorded and responded to swiftly and appropriately in accordance with the Club's and UKA's/EA's safeguarding policy and procedures. The Welfare Officer shall be the lead Officer for all Members in the event of any safeguarding concerns. In the absence or non-availability of the Welfare Officer, the Chair will nominate another Committee Member to take this role.
- 1.53 Any complaints of misconduct (improper or unprofessional conduct) regarding the behaviour of Members or Officers shall be dealt with by the Club in accordance with its discipline and appeals process and must be presented in writing to the Secretary (and where the matter relates to the Secretary, the complaint must be submitted to the Welfare Officer). Unless exceptional circumstances apply, the Secretary will hear complaints within fourteen days of receiving a complaint. If the complaint is sufficiently evidenced, the Secretary will appoint three Club Members (who have no direct or indirect interest/involvement in the matter) to sit on a disciplinary panel. Any decision of the disciplinary panel shall be final and conclusive.
- 1.54 Any appeals must be received by the Secretary within 7 (seven) days of receiving the written decision and, if appropriate, the appeals process will be followed.
- 1.55 If a dispute arises between any Members or Officers of the Club about the validity or propriety of anything done by any Member or Officer under these Rules 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.

## Changes to the Constitution

- 1.56 Alterations or amendments to this document shall be made **either**:
  - 1.56.1 by resolution at an AGM. **Or**
  - 1.56.2 provisionally by agreement of the Committee, followed by a confirming resolution at the next AGM.

### **Dissolution**

- 1.57 A resolution to dissolve the Club may only be proposed at a General Meeting and shall be carried by the majority of at least three-quarters of the Members present.
- 1.58 The dissolution shall take effect from the date of the resolution and the Committee shall be responsible the winding up of the assets and liabilities of the Club.
- 1.59 Any surplus assets remaining after the discharge of the debts and liabilities of the Club shall be applied or transferred to another club or England Athletics for use by them related to community sports.

**London Marathon Draw.** The Committee have agreed that members of Thame Runners, rejected from the London Marathon Ballot, will have to fulfil the following criteria to be eligible for entry in the Club Ballot.

- 1.60 To have been a member of Thame Runners for at least one calendar year at the time of the draw.
- 1.61 To have taken part in at least three club events (Club Championship races and/or Chiltern Cross Country League races) where timing/attendance is monitored in the preceding twelve months.
- 1.62 Two consecutive London Marathons to have taken place since the member last obtained a Club place.

### **Declaration**

The Club duly adopted these Rules as its governing document on 1<sup>st</sup> August 2022

Signed *Andrew Newton*

**Chairman**