

# ELMBRIDGE ROAD RUNNERS

## Constitution 1990

*With revisions 2003,2007, 2020, 2021*

### RULES

#### 1: Name and address of Club

The name of the club is to be Elmbridge Road Runners and the address is deemed to be that of the current Secretary of the Club.

#### 2: Object

The object of the club is to provide facilities for and promote participation of the whole community in the sport of Athletics.

#### 3: Management and Officers

a. The management of the Club is vested in its officers who are termed to be the Committee. The officers are the Chair, Secretary, Treasurer, Membership Secretary, Social, Marketing & Communications, Club Captain(s) and other members (up to five in number). All officers are elected at the Annual General Meeting of the Club (AGM) and are to hold office until (i) the next AGM; or (ii) the date of their resignation prior to the next AGM; or (iii) their removal under rule 3b whichever is the earliest occurrence. A Safeguarding Officer shall be nominated from within the Committee. This person shall be DBS checked and have undertaken the necessary Safeguarding training.

b. Any of the Officers is removable at any time by a majority of two thirds of Club members present and entitled to vote at an Extraordinary General Meeting (EGM) specially called for that purpose and for which 21 days' notice is required.

c. The Committee may fill any casual vacancy which may arise but any such appointment is to be (i) held only until the next AGM; and (ii) ratified at the next AGM.

d. No Officer is to receive remuneration from the Club for his/her services but all Officers shall be reimbursed from Club funds for bona fide expenses incurred by them in the execution of their duties.

e. Each Officer shall declare the nature and extent of any direct or indirect interest in a transaction or arrangement with the Club or a third party which conflicts or may possibly conflict with his or her duties to the Club: if the Committee determines there to be a material conflict, that Officer shall withdraw from that part of the meeting and shall not vote; if it is decided there is no conflict, that Officer shall take part in the item as normal.

f. An Officer must be an active member of the Club.

#### 4: Duties of the Officers

a. The Chair shall be responsible for coordinating all activities of the Club and chairing the committee meetings, by showing active personal leadership both publicly and behind the scenes. The Chair will monitor the club's progression towards achieving its stated long-term goals, and direct the Committee to make adjustments where needed.

b. The Secretary shall ensure that all documents, records and papers of the Club are kept securely. S/he shall summon and attend all meetings and take minutes of the proceedings. S/he shall, together with the Treasurer, examine the Annual Accounts as prepared by the Auditors and, when satisfied, append her/his signature thereto. S/he shall ensure that all members are sent by email notices of AGM's and EGM's, the minutes applicable thereto, copies of audited accounts, and details of running, social and other events which s/he considers to be of interest to members. To ensure the Club's Constitution is also available on the Club's website.

c. The Treasurer shall be responsible for ensuring that all Club monies, whether received by her/himself or others, are duly paid into the Club's bank account promptly. S/he shall ensure that the credit balance of the Club's current bank account does not exceed that required for the effective day to day financial requirements of the Club. Any excess over such credit balance shall be withdrawn and invested in an interest-bearing bank or building society account, or, if determined by the Committee, other investment bearing and/or capital appreciation investment. S/he shall ensure that proper books of account are accurately maintained up to date, that receipted bills are received for all Club expenditure and that all Club debts are paid promptly. S/he shall, together with the Secretary,

# ELMBRIDGE ROAD RUNNERS

examine the Annual Accounts as prepared by the Auditors and, when satisfied, append her/his signature thereto. S/He shall further see that all Club members are fully insured in respect of Public Liability insurance whilst acting in club matters and that all Club property is fully insured against fire, storm, tempest, flood, burglary and special perils.

d) The Membership Secretary shall be responsible for maintaining a register of the Club member's names and addresses, collecting members subscriptions due and recording receipt of such subscriptions in the register. S/he will be responsible for the effective implementation of the General Data Protection Regulations (GDPR) and the security of members personal information. S/he shall ensure that the Club is at all times affiliated to England Athletics Limited.

e) The Social Officer will be responsible for organising social events throughout the year including the Christmas dinner/prizegiving evening.

f) The Marketing & Communications Officer shall be responsible for promoting membership of the club. S/he will also be responsible for convening a Marketing/Communications focus group to achieve this aim.

g) The Club Captain(s) shall promote races and other events, organise teams for races and organise groups of running members on Club nights.

h) Other Committee members shall be responsible for such duties as shall, from time to time, be decided by the Committee.

## 5: Club Finances

A bank account shall be opened and maintained in the name of Elmbridge Road Runners. Designated signatories shall be the Treasurer, Secretary and one other. All transactions, by cheque or electronic means, shall be authorised by two of the signatories. All monies paid to the Club shall be noted 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.

The Club's financial year shall end on the 31<sup>st</sup> March 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.

## 6: Auditor(s)

The AGM shall elect one or more competent persons to act as Auditor(s) of the Club. Such Auditor(s) shall hold office until the next AGM. The Committee are empowered to fill a vacancy for Auditor(s) occurring during the year. Auditor(s) appointed who are also members of the Club shall not be entitled to remuneration for their services but shall be reimbursed for bona fide expenses incurred in the course of their audit. Auditor(s) appointed who are not members of the Club shall be paid such fees as agreed by the Committee.

The Auditor(s) shall prepare the Balance Sheet and Income and Expenditure Account for the Club's financial year and shall verify the correctness of same. For this purpose, s/he shall have access to all books and records of the Club and shall report in what respects that s/he finds them incorrect. S/he shall also obtain any information which he considers necessary for the purposes of his audit from members of the Club or others.

## 7: Affiliation

Subject to these Rules and the general law, the Club shall (as the case may be) become a member of or 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.

## 8: Membership

Membership of the Club is confined to amateurs as defined by England Athletics. Application for membership must be made in writing to the Membership secretary and approved by him/her. Members must be at least 18 years of age at the time their application is made. Each member shall pay an annual subscription for the current financial year as determined by the Committee and such subscription must be paid before a member may vote at any AGM or EGM. Membership is renewable

# ELMBRIDGE ROAD RUNNERS

on 1st April each year. The Committee shall be empowered to expel from the Club any member (a) whose subscription is two months in arrears, or (b) who in the opinion of the Committee is guilty of gross misconduct. To resign a member must inform the Club Secretary in writing.

Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex, or disability except as a necessary consequence of the requirements of Athletics as a particular sport.

The Club may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to the Clubs members and decided by a majority vote.

## 9: Personal Risk

Members acknowledge and accept that participating in sport of any kind can be dangerous and may result in injury. Members shall take personal responsibility for their own actions and participate in the Club's activities at their own risk. The liability of the Club and its Officers to any member is limited to the net assets of the Club. Nothing in these Rules shall limit or exclude liability: a. for death of personal injury caused by negligence; b. for any loss or damage caused by criminal or fraudulent conduct, or c. for any other liability which cannot lawfully be limited or excluded.

## 10: 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.

## 11: Annual General Meeting

The Club's financial year is to end on 31st March each year. Fourteen days' notice in writing must be given by the Secretary of the holding of the AGM (to be held once in each calendar year not later than two calendar months after 31st March) to all members, and a copy of the Club's audited Accounts must accompany such notice together with an agenda for the AGM, and a copy of the minutes from the previous year's AGM. Notice by any member of any motion for inclusion in the agenda must be submitted in writing to the Secretary not later than 31st March prior to the date of the AGM. At the AGM (i) the minutes of the previous year's AGM shall be read (or taken as read), and, if agreed by the members present, signed by the Chair as a true record of what transpired; (ii) the audited accounts for the previous financial year shall be presented to the members, and, if agreed by the members present, adopted by them; (iii) the Officers of the Club for the ensuing year shall be elected; (iv) the Auditor(s) of the Club for the ensuing year shall be elected. Every paid-up member of the Club present at the AGM shall have one vote and the Chair shall have a casting vote.

## 12: Amendments to the Constitution

Not less than five paid up members may petition the Club Secretary in writing to make any amendment to the Club's constitution. In this event the Secretary must give 21 days' notice in writing to all members of an EGM to be held for the purpose of discussing such proposed amendment(s). At the EGM a two thirds majority of paid up members present and voting is required for any amendment to be adopted.

## 13: Proxies

No member of the Committee or other member may give a proxy to any other person to attend meetings or vote thereat.

## 14: Quorums

A quorum at a Committee meeting of the Club shall not be less than three Committee members. A quorum at any other meeting of the Club shall be not less than three committee members and not less than three other paid up members.

# ELMBRIDGE ROAD RUNNERS

## 15: Dissolution

Not less than ten paid up members may petition the Club Secretary in writing to dissolve the Club. In this event the Secretary must give 21 days' notice in writing to all members of an EGM to be held for the purpose of discussing the proposed dissolution. At the EGM a two thirds majority of all members present and voting is required for the motion for dissolution to be adopted. In the event of the Club being dissolved, then all property of the Club shall be vested in the Club Treasurer, who, after payment of any liability of the Club, shall be responsible for realising the assets of the Club and shall donate them to a UK registered charity or Community Amateur Sports Club chosen by a simple majority of the EGM. An amalgamation with, or absorption by, another Club shall be deemed to be a dissolution. An absorption by Elmbridge Road Runners of another club shall not be deemed to be a dissolution.

## 16: Date of Commencement

These rules were adopted by the members at the AGM of the Club held on the 26th April 1990 and shall operate from that date. Amendments to section 5 adopted at EGM 8th May 2003. Amendments to sections 4, 7, and 12 adopted at EGM 16th January 2007. Amendments to sections 2, 7, and 15 adopted at EGM 22nd May 2007. Amendments to sections 3 and 4, and removal of Item 14 (Gender), adopted at the AGM 19<sup>th</sup> May 2020. Amendments to section 4, inclusion of new sections at 3e, 5, 7, 9, 10 adopted at the AGM 10<sup>th</sup> May 2021.

## 17: Not for Profit

The Income and Property of the Club shall be applied solely towards promoting the Club objects as set out in this constitution and no portion hereof shall be paid or transferred directly or indirectly, to the Members of the Club.