

Constitution & Rules of Epsom & Ewell Harriers as a Charitable Incorporated Organisation (CIO)

Date of constitution (last amended): 4th October 2019

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is **Epsom & Ewell Harriers**

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The objects of the CIO are:

The promotion of community participation in healthy recreation for the benefit of the inhabitants of the Borough of Epsom & Ewell and the surrounding areas, by the provision of facilities for athletics, to include track and field, road running and cross country running ("facilities" means land, buildings, equipment, coaching and organising sporting activities).

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008]

4. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO's powers include 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 CIO 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 CIO. In exercising this power, the CIO 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 CIO. The CIO may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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;

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.

- (a) A trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (b) A trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a trustee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO;
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to trustees and connected persons

(1) General provisions

No trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. 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 trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.
- (b) A 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 CIO 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 trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the trustee or connected person.
- (d) A trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its 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 CIO and the 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 circumstances for the supply of the goods in question.
- (c) The other trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
- (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 him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- (f) The reason for their decision is recorded by the trustees in the minute book.
- (g) A majority of the 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 CIO” includes any company in which the CIO:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. 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 [30] (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered by the CIO which has not previously been declared;

- (2) declare any financial, commercial, legal, or professional relationship with other organisations, or with the people working with them, that could influence any transaction or arrangement entered into by the CIO; and
- (3) absent himself or herself from any discussions of the trustees 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 CIO and any personal interest (including but not limited to any financial interest).

Any 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 trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

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

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual, a corporate body, or [an individual or corporate body representing] an organisation which is not incorporated.

(b) Admission procedure

The trustees:

- i. may require applications for membership to be made in any reasonable way that they decide;
- ii. may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- iii. shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- iv. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(3) Duty of members

It is the duty of every member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

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

- i. the member dies; or
- ii. the member sends a notice of resignation to the trustees; or
- iii. any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- iv. the trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership and pass a resolution to that effect.

(b) Before the trustees take any decision to remove someone from membership of the CIO, they must follow the process as laid out in the CIO's disciplinary policy.

(5) Membership fees

The CIO may require members to pay reasonable membership fees which may be reviewed from time to time by the Trustees.

(6) Informal or associate (non-voting) membership

- (a) The trustees may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.]

10. Members' decisions

(1) General provisions

Decisions of the members of the CIO may be taken by vote at a general meeting as provided in sub-clause (2) of this clause. Three special decisions require a different procedure as indicated 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 CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting

(3) Special decisions

- (a) Any decision to remove a trustee must be taken in accordance with clause [15(2)].
- (b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs 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 CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and must elect trustees as required under clause [13].

Other general meetings of the members of the CIO may be held at any time.

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

(2) Calling general meetings

- (a) The trustees:
 - i. must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - ii. may call any other general meeting of the members at any time.
- (b) The trustees must, within 28 days, call a general meeting of the members of the CIO if:
 - i. they receive a request to do so from at least 18 of the members of the CIO; and

- ii. the request states the general nature of the business to be dealt with at the meeting and is authenticated by the members making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b) i of this clause shall have effect as if 9 were substituted for 18.
- (d) Any such request must include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the trustees fail 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.
- (h) 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.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, 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.
- (c) 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 CIO 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 trustees' annual report, details of persons standing for election or re-election as

trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the CIO's website.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or 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.
- (e) 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 CIO.

(4) Chairing of general meetings

The members will, in accordance with 13(1), appoint a person to be Trustee and Chair of the CIO. This person will normally chair all General Meetings and meetings of the Trustees. If the person appointed is unable to preside or is not present within 10 minutes after the time of the meeting, the trustees present may appoint one of their number to chair that meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or fifteen members.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 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 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start 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 discuss issues and make recommendations to the trustees but 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

- (a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) 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 chair or by at least 10% of the members present in person at the meeting.

- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - i. at the meeting at which it was demanded; or
 - ii. at some other time and place specified by the chair; or
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) 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 chair of the meeting shall be final.

(7) Adjournment of meetings

The 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 and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Trustees

(1) Functions and duties of trustees

The trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; 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:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every trustee must be a natural person.
- (b) No one may be appointed as a trustee:
 - if he or she is under the age of 18 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).

- (c) No one is entitled to act as a trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee.
- (d) Non-members (for example parents of Junior Members, coaches or other volunteers) may be elected as Trustees. (They will be deemed to be Associate Members for as long as they hold office and the Associate Member fees will be waived in recognition of services rendered).

(3) Number of trustees

- (a) There must be at least three trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the trustees, or appoint a new trustee.
- (b) The maximum number of trustees is 10. The trustees may not appoint any trustee if as a result the number of trustees would exceed the maximum.

(4) First trustees

The first trustees of the CIO are –

David Clarke (Chairman)

Iwona Moore (Treasurer)

David Howell (Secretary)

Diana Norman (Coaching Sec.)

David Blunt (Membership Sec.)

13. Appointment of trustees

(1) Elected trustees

- (a) At the first annual general meeting of the members of the CIO all the elected trustees shall retire from office and the following shall be elected, all of whom will be trustees of the CIO:
 - i. **A Chairperson;**
 - ii. **Secretary**
 - iii. **Treasurer**
 - iv. **Membership Secretary**
 - v. **Coaching Secretary**
 - vi. **Track & Facilities Secretary**

In addition, ***up to four other persons*** will be elected to act as Trustees.

- (b) At every subsequent annual general meeting of the members of the CIO, one-third of the elected trustees shall retire from office. If the number of elected trustees is not three or a

multiple of three, then the number nearest to one-third shall retire from office, but if there is only one trustee, he or she shall retire;

- (c) The trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (d) Vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;
- (e) The members or the trustees may at any time decide to appoint a new trustee, whether in place of a trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of trustees), or as an additional trustee, provided that the limit specified in clause [12(3)] on the number of trustees would not as a result be exceeded;
- (f) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the trustees shall retire at the conclusion of the annual general meeting next following the date of his appointment and shall not be counted for the purpose of determining which of the trustees is to retire by rotation at that meeting.

14. Information for new trustees

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

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

15. Retirement and removal of trustees

(1) A trustee ceases to hold office if he or she:

- (a) retires by notifying the CIO in writing (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause;
or
- (f) is disqualified from acting as a trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

- (2) A 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 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 CIO.

16. Reappointment of trustees

Any person who retires as a trustee by rotation or by giving notice to the CIO is eligible for reappointment.

17. Taking of decisions by trustees

Any decision may be taken either:

- at a meeting of the trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the trustees, 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 trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the trustees; and
 - the majority of all of the trustees 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 trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. Delegation by trustees

- (1) The trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements –
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and

- (c) the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of trustees

(1) Calling meetings

- (a) Any trustee may call a meeting of the trustees.
- (b) Subject to that, the trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The members will, in accordance with 13(1), appoint a person to be Trustee and Chair of the CIO. This person will normally chair meetings of the Trustees and all general meetings. If the person appointed is unable to preside or is not present within 10 minutes after the time of the meeting, the trustees present may appoint one of their number to chair that meeting.

(3) 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 4 trustees, or the number nearest to one third of the total number of trustees, whichever is greater, or such larger number as the trustees may decide from time to time. A 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.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the trustees in which every participant may communicate with all the other participants.
- (b) Any trustee participating at a meeting by suitable electronic means agreed by the trustees 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 trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;

- 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 trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

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

21. Execution of documents

- (1) The CIO shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the trustees.

22. Use of electronic communications

(1) General

The CIO 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.

(2) To the CIO

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

(3) By the CIO

- (a) Any member or trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The 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 trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); [and

- (iii) submit any proposal to the members or trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or the provisions for postal voting 11(7)

(c) The trustees must:

- (i) take reasonable steps to ensure that members and 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 trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

The CIO 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 trustees.

24. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the trustees and committees of trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The trustees 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 CIO, within 10 months of the financial year end.
- (2) The trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

Subject to 11(3) the trustees or members may from time to time propose such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management

of the CIO, but such rules must not be inconsistent with any provision of this constitution. These rules will take effect if agreed by the Members at a General Meeting. Copies of any such rules currently in force must be made available to any member of the CIO on request. See Appendix.

27. Disputes

If a dispute arises between members of the CIO 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.

28. Amendment of constitution

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

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by two thirds of the votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members of the CIO 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 CIO'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.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. by a resolution passed two thirds of the votes cast, or
 - ii. by a resolution passed by 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 all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:

- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the trustees must decide how any remaining assets of the CIO 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 CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the trustees must send with their application to the Commission:
 - i. a copy of the resolution passed by the members of the CIO;
 - ii. a declaration by the trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - iii. a statement by the trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - i. by the 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, when taken together
- (e) a body corporate in which –

- i. the trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
- ii. (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 apply 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 [Part 9, Chapter 4] of the General Regulations.

“trustee” means a trustee of the CIO.

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

“Principal Office” will be the postal address (or email address) of the Secretary

31. Approval

This Constitution and Rules was agreed by the Club’s Management Committee on 13 February 2019 and will be put to the members at the next AGM.

Signed



David Clarke CBE, Club Chairman

4th October 2019

Appendix – Club Rules

In accordance with Clause 26 of the Constitution, the Members may from time to time decide to implement more specific Rules. These Rules and any amendments to them must be agreed at a General Meeting by at least two thirds of the votes cast at the meeting. These Rules will be consistent with the terms of the Constitution and outlined in this Appendix to the Constitution, but they are not in themselves an integral part of the Constitution.

1. Ethos

The **Objects** of this Association are stated in Clause 3 of the Constitution. In meeting those objectives, the **Ethos** will be:

- The Club is committed to ensuring that equity is incorporated across all aspects of its operations, activities and development. In doing so, the Club acknowledges and adopts the following Sport England definition of sports equity:
Sports equity is about fairness in sport, equality of access, recognising inequalities and taking steps to address them. It is about changing the culture and structure of sport to ensure it becomes equally accessible to everyone in society.
- The Club respects the rights, dignity and worth of every person and shall treat everyone equally within the context of their sport, regardless of age, ability, gender, race, ethnicity, religious belief, sexuality or social/economic status.
- The Club is committed to everyone having the right to enjoy their sport in an environment free from threat of intimidation, harassment and abuse.
- All members of the Club have a responsibility to oppose discriminatory behaviour and promote equality of opportunity.
- The Club will deal with any incidence of discriminatory behaviour seriously according to the Club's disciplinary procedures. All such issues should be brought to the attention of the appointed Welfare Officers.
- It is the duty of every member to adhere to the Club Rules, which shall include supporting policies and codes. Any matters not provided for in these Rules or questions arising therefrom shall be dealt with by the Committee whose decision shall be final.

2. Colours and Badge

- a. The Club colours shall be Red and Yellow.
- b. The style of vests must be registered with England Athletics (EA). Any substantive change (i.e. a change that would have to be notified to EA) can only be made by way of a normal resolution at a general meeting.
- c. The design of the badge shall be a primrose on a red background.

3. Membership:

The Membership year starts on April 1st.

- a. **Applications:** To become a member of the Club the person must apply in writing on a form specifically provided for that purpose by the Trustees. The form shall be consistent with current EA registration requirements. Applications will be processed by the

Membership Secretary and notified to the Trustees. Where the Membership Secretary has questions about the eligibility of any applicant this will be referred to the next meeting of the Trustees for decision subject to the provisions of Clause 9 (1) (b) of the Constitution.

- b. Categories of Membership The club will have several categories of membership or associate membership as defined from time to time by the Trustees.

Full members (voting)

- (i) **Senior Members:** over the age of 18 who wish to be full members and will be registered to compete for the club and in open competitions
- (ii) **Young members:** in competition age groups U13 to U17 at the start of the subscription year
- (iii) **Olympian Life Members:** Any member having gained the distinction of competing or acting as a Technical Official at the Olympic Games or the IAC World Championships shall automatically be elevated to Olympian membership for Life.
- (iv) **Life-Members:** Trustees may from time to time propose elevation to Life Membership for anyone who has shown exceptional merit. This might be exceptional athletic or officiating achievement, albeit short of participation at Olympic or World Championship level. Or other services to the club that the Trustees deem to be exceptional. Any proposals by the Trustees must be agreed by a majority vote of the Members at a General Meeting.

Associate Members (non-voting)

- (v) **Junior Associates:** Junior athletes from school year 5 who train with the club and may take part in U11 competition will become Junior Associates until the membership year in which they become eligible for U13 competition.
- (vi) **Associate Members:** Members who wish to support the club through membership but not to compete as registered athletes.
- (vii) **Corporate Bodies or organisations who are not incorporated:** Such members can provide support and expertise benefiting members, but not to compete as registered athletes.
- (viii) **Volunteers:** Coaches, technical officials and other volunteers are not necessarily Club Members but their links with the club will, with their permission, be registered with EA. They must belong to one of the full member categories if they also wish to compete for the Club. And otherwise may elect to become Associate Members. The Associate member fee will be waived for Volunteers.

4. Membership fees

Current membership fees are as follows. (Fees for access to the track and other facilities will be payable in addition). The membership year runs from April 1st and membership should be renewed by this date for the athlete to retain registration with EA.

Member Category	Annual fee
Member	£55
2 nd Claim Member	£40
Junior Member	£50

Junior Associate	£30
Associate member	£10
Olympian Life Member	No Fee
Life Member	No Club Membership fee
(Life Members still competing will be responsible for their own EA registration fee)	

5. Trustees, Officers and Sub-Committees

Club President: The President will be the figurehead of the Club. He/she will be a long standing and respected club member and will preside at events and functions, present awards etc.

A President will be elected by the Members at a General meeting, usually the AGM. The President will serve a fixed term of 2 years which cannot be extended. Should the members so decide, a person may again be elected President but not until 5 years has elapsed from the end of the previous term of office.

The President is not automatically a trustee nor a member of any sub-committee but may allow himself/herself to be elected to any other office of the Club or as a trustee and thereby attend relevant meetings.

Trustees

Following the procedures in paragraphs 12 to 16 inclusive of the Constitution, the members will elect the following Officers who will also serve as Trustees. (Note that whilst this Rule may be amended the number of Trustees must not be less than or more than specified in paragraph 12(3) of the Constitution). The Trustees shall have power to appoint additional sub-committees and to delegate to them such powers as may be necessary. Sub-Committees shall have power to co-opt additional members.

- **Chairperson;** To chair general meetings of the CIO and meetings of the Trustees. In effect to have overall responsibility for the management of the club.
- **Secretary:** To be the principal point of contact with both members and outside bodies on behalf of the Club. To send and receive correspondence. To call General Meetings and Meetings of the Trustees. To be responsible for distributing information to the appropriate sections.
- **Treasurer:** To maintain the Club accounts. To advise the Trustees on the balance of income and expenditure as it affects the financial stability of the club. To produce a balance sheet of the annual accounts to 31st March each year.
- **Membership Secretary:** To maintain a list of members and receive applications for membership.
- **Track & Facilities Secretary:** To be responsible for the day to day operations of the Ewell Court track and associated facilities,

- **Coaching Secretary:** To take responsibility for organisation and planning of coaching within the Club and, with the team managers, athletic performance.

In addition, up to 4 additional Trustees will be elected without specific responsibilities.

Officers and Sub-Committees

In addition, there will be [three] Sub-Committees chaired by one of the Trustees and including other officers elected by the Members at a General Meeting. Consistent with our position on Trustees, non-members (for example parents of Junior Members, coaches or other club volunteers) may be elected as Trustees. (They will be deemed to be Associate Members for as long as they hold office and the club will waive the Associate Member fees in recognition of services rendered)

Coaching & Athletics Sub-Committee: To be chaired by the Coaching Secretary and made up of all active coaches within the Club, together with Team Managers. To ensure a progressive programme of coaching throughout the Club; to ensure every athlete has a competent coach, when required; to recommend any member to receive coaching at National courses; to recommend any person to receive training as a coach; to recommend other means of improving the standard of athletics within the club.

Ensure all coaches and athletes adhere to track and field etiquette and provide a safe training environment.

The Committee will meet at least twice per year and the Secretary will report to the Trustees.

Officers to be elected to this Committee at a General meeting:

- Team Managers:** To be responsible for team selection and travel to the fixtures obtained for the Club. Where necessary to attend AGMs of relevant leagues to help plan fixtures. To arrange officials for away fixtures.

There is a Team manager for each of the following:

- Southern League M&F
- Rosenheim League M
- Rosenheim League F
- Ebbisham League
- Lily B league
- Vets – Men
- Vets – Women
- SLAN/Super 8
- Endurance women
- XC men
- Road Men
- Young Athletes XC & Road
- Sportshall

- Officials Secretary:** To be responsible for the organisation of 'home' matches including the appointment of officials for home fixtures.

Finance Sub-Committee To be chaired by the Treasurer and include the Assistant Treasurer and other Trustees, Officers or Members as deemed appropriate. To meet at least twice a

year – to ensure the clubs longevity through transparent and sustainable finances, prepare annual accounts, consider in detail the financial requirements each year and budget for the year ahead – to recommend any alterations or additions to the financial policies of the Club.

Officers to be elected to this Committee at a General meeting:

- iii. **Assistant Treasurer:** To assist and deputise for the Treasurer.

Facilities Sub-Committee: To be chaired by the Track & Facilities Secretary and include other Trustees, Officers or Members as deemed appropriate. To meet at least once a year; to organise a comprehensive programme for the Track season; to ensure that home meetings are well-organised. Provide and maintain relevant Club-owned equipment for the use of its Members, to support coaches and for use in competitions.

Other Officers

The Members will also elect the following officers who will not formally be part of any Sub-Committee but may from time to time be asked to provide information to or attend meetings of the Trustees or Sub-Committees

- iv. **Assistant Secretary:** To assist and deputise for the Secretary
- v. **Assistant Coaching Secretary:** To assist and deputise for the Secretary
- vi. **Welfare Officer:**
- vii. **Welfare Officer 2**
- viii. **Social Secretary:** To take responsibility for the organisation and planning of social activities within the Club.
- ix. **Volunteers Co-ordinator** – to recruit & develop volunteers, providing them with a meaningful experience whilst supporting the club development plan.
- x. **Awards Secretary:** To be responsible for the collation and distribution of club awards.

Other appointments

In addition to the Officers the members will, at the AGM, elect an auditor independent of the Trustees and any sub-committees, to review the annual accounts. This appointment is to be reviewed annually.

Affiliation

The Club shall be affiliated to England Athletics (EA) and any constituent body designated to it by EA.