



**MEDWAY & MAIDSTONE ATHLETIC CLUB
CONSTITUTION ADOPTED 24TH OCTOBER 2008**

**Medway & Maidstone
Athletic Club**

PART 1

1. Adoption of the Constitution
The Club and its property shall be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.
2. Name
The Club shall be called Medway and Maidstone Athletic Club.
3. Objects of the Club
 - 3.1 The advancement of the amateur sport of athletics in the towns of Medway and Maidstone and the surrounding districts.
 - 3.2 The promotion of community participation in healthy recreation for the benefit of the inhabitants of Medway and Maidstone and the surrounding districts by the provision of facilities for athletics.
4. Registered Colours
The Club's registered colours are a Red Vest with a single horizontal Black Band.
5. Application of income and property
 - 5.1 The Club is a non-profit-making organisation. All surpluses will be used solely to maintain and improve the Club's facilities as well as to further the Club's Objects.
 - 5.2 Members, including Trustees, may be reimbursed reasonable out-of-pocket expenses incurred when competing for or acting on behalf of the Club subject to the approval of the Management Committee.
 - 5.3 None of the income or property of the Club may be paid or transferred directly or indirectly by way of profit to any member of the Club. However,
 - (a) a member who is also not a Trustee may receive reasonable and proper remuneration for goods or services supplied to the Club;
 - (b) a trustee may buy goods and services and also receive benefits from the Club upon the same terms as ordinary members;
 - (c) indemnity insurance may be purchased on behalf of the Trustees against any liability that, by virtue of any rule of law, would otherwise be attached to a trustee or other officer of the Club in respect of negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Club but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising from fraud, dishonesty and wilful or reckless misconduct of the trustee or other officer;
 - (iii) liabilities to the Club that result from conduct that a trustee or other officer knew or ought to have known was not in the best interests of the Club.
 - 5.4 Trustees shall neither be paid nor receive any other benefit for being a trustee.
 - 5.5 A trustee may:
 - (a) sell goods, services or any interest in land to the Club;
 - (b) be employed by or receive any form of remuneration or any other financial benefit from the Club;providing that:
 - (c) he or she is not prevented from so doing by clause 5.4; and
 - (d) the benefit is permitted by clause 5.3; or
 - (e) the benefit is authorised by the Trustees in accordance with the conditions set out in clause 5.6.
 - 5.6 Authorisation of Trustee Benefits
 - (a) If it is proposed that a trustee should receive a benefit from the Club that is not already permitted under clause 5.3, he or she must:
 - (i) declare any interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed;
 - (iii) play no part whatsoever in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.

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- (b) In cases covered by clause 5.5, those trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Club to form a contract with the said trustee rather than with someone who is not a trustee, and the reason for their decision must be recorded in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with that trustee against the disadvantage of doing so (particularly taking account of the loss of that trustee's services as a result of dealing with his or her conflict of interest).
 - (c) The Trustees may only authorise a transaction falling within clause 5.5 (a) and (b) providing that the Trustee body comprises a majority of trustees who have not received any such benefit.
 - (d) If the Trustees do not follow this procedure,
 - (i) the resolution to confer a benefit upon the trustee will be void, and
 - (ii) the trustee must repay to the Club the value of any benefit received from it.
- 5.7 A trustee shall
- (a) absent himself or herself from any discussions of the Management Committee where it is possible that a conflict might arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest), and
 - (b) take no part in the voting process.
- 5.8 With reference to clause 5, the term 'Trustee' shall be inclusive of any person, firm or company connected with the trustee.
6. Dissolution
- 6.1 A resolution to dissolve the Club shall be proposed only at an Extraordinary General Meeting called for that purpose and shall be passed only if carried by a majority of at least 75% of the Members present and voting. The dissolution shall take effect from the date of the resolution.
- 6.2 The Management Committee must collect all the assets, discharge all the Club's liabilities and apply any remaining money or property
- (a) directly towards the Objects;
 - (b) by transfer to an athletics club which is registered as a charity for the purpose of providing opportunities and facilities for the amateur sport of athletics.
- 6.3 In no circumstances shall the net assets of the Club be paid to or distributed among club members.
7. Amendments
- 7.1 The Club may amend any part of any clause contained in Part 1 of this Constitution provided that
- (a) no such amendment is made that would cause the Club to lose its charitable status, and
 - (b) any resolution is passed by not less than 75% of the members present and voting at a general meeting.
- 7.2 Any part of any clause contained in Part 2 of this Constitution may be amended provided that such an amendment is made by a resolution passed by a simple majority of the members present and voting at a general meeting.

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PART 2

8. Membership

- 8.1 Membership of the Club is open to all sections of the community. No person shall be denied membership on the grounds of race, ethnic origin, nationality, age, disability, gender, occupation, sexual orientation, religion, political or other beliefs.
- 8.2 The classes of membership shall be determined by the Management Committee as it considers appropriate.
- 8.3 By writing to the Management Committee, members may nominate an individual(s) for an honorary life membership as an appropriate acknowledgement for services rendered to the Club.
- 8.4 Persons below the age of 18 years may be elected as Young Members but without the right to hold office.
- 8.5 Young members may use the training facilities only under the supervision of an accredited athletics coach.
- 8.6 All members must abide by the rules and standards laid down by the Club.
- 8.7 Any person who wishes to become a member shall
 - (a) submit an approved application form;
 - (b) if under 16 years of age must have guardian/parental approval;
 - (c) pay the appropriate subscriptionbefore having the right to participate in any Club activity.
- 8.8 The Management Committee may refuse application for membership only if, acting reasonably and properly, they consider it to be in the best interests of the Club.

9. Membership subscriptions

- 9.1 The Management Committee shall decide how much each class of membership shall pay as an annual membership subscription which shall be notified to members before implementation.
- 9.2 No person shall be entitled to the privileges of membership until the required annual registration fee and the annual membership subscription have been paid.
- 9.3 In addition to fees detailed in clause 9.2, members may be required to pay additional charges that are deemed necessary by the Management Committee to help offset the costs of running the Club, provided these do not preclude open membership of the Club.
- 9.4 Subscriptions shall be paid by all members, with the exception of Life members, at the time of their joining the Club and subsequently on the due date of 1st January of each year (or any such other date as the Management Committee shall decide). Annual subscriptions are deemed due until the member's resignation has been accepted in accordance with clause 10.
- 9.5 Subscriptions and any required annual registration fee not paid within 3 months of the due date may result in benefits of membership being withdrawn.

10. Termination of membership

- 10.1 Notice of resignation from the Club shall be made in writing and shall be considered by the Management Committee within one calendar month of receipt.
- 10.2 Membership shall not be transferable.
- 10.3 The Management Committee shall have the power to expel a member when, in its opinion, it would not be in the interests of the Club or the sport for that person to remain a member.
- 10.4 Before any action is taken against a member, the Management Committee shall
 - (a) inform the member of the nature of the complaint;
 - (b) give the member an opportunity both to answer that complaint in writing and to appear before the Management Committee accompanied by any witness or advisor;
 - (c) in writing, inform the member, within 7 days of the decision, of the action it proposes to take.
- 10.5 The Management Committee shall have the power to expel any member whose subscription is twelve months in arrears provided that a month's notice giving information of its proposed action has been sent to the last address notified to the Club.
- 10.6 Any dispute arising between a member and the Club may be referred to the Club's governing body for arbitration under its appeals' procedure.

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11. Liability, Loss and Damage
 - 11.1 A member causing loss or damage by negligence to Club or hired property and equipment can be held responsible for its repair or replacement.
 - 11.2 The Club accepts no liability for loss or damage to the property of any of its members or for any personal injury sustained by any member while participating or competing in any of the Club's activities.

12. General Meetings
 - 12.1 An Annual General Meeting shall be held before the 30th April each year unless a specific request is made for the date to be altered.
 - 12.2 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
 - 12.3 The Management Committee may call an Extraordinary General Meeting at any time.
 - 12.4 The Management Committee shall call an Extraordinary General Meeting if requested to do so by at least 15 paid up members or 10% of the membership (whichever is the greater number). The request must be in writing and must state the nature of the business that is to be discussed.

13. Notice
 - 13.1 The date of the Annual General Meeting shall be circulated to all members eligible to vote at least 42 days before the meeting is held.
 - 13.2 Any member who wishes to raise a point for consideration or to move a motion must do so in writing to the Club's Secretary at least 28 days prior to the meeting.
 - 13.3 Details of business to be discussed shall be circulated to members at least 14 days before the Annual General Meeting.
 - 13.4 The Secretary shall call a meeting within 28 days of the receipt of a notice in accordance with clause 12.3 or of a requisition made in accordance with clause 12.4, and shall notify the membership giving at least 21 days' notice of such a meeting.
 - 13.5 Any notice required by this Constitution shall be in writing either by electronic communication or by post to the last address notified to the Club.

14. Quorum
 - 14.1 No business shall be transacted at any general meeting unless a quorum is present.
 - 14.2 The quorum for general meetings shall be 25 voting members or 10% of the voting membership of the Club (whichever is the greater number).

15. Chair
 - 15.1 The Chairperson shall normally preside at Management Committee meetings and general meetings.
 - 15.2 If he or she is absent then the members attending the meeting shall decide who shall chair the meeting providing there are no Trustees present and willing to act as Chair.

16. Voting Rights
 - 16.1 A voting member is any member not financially indebted to the Club, but includes both Associate and Life members.
 - 16.2 Parents/guardians of young members under the age of 16 shall have a proxy vote on behalf of each such member who is not financially indebted to the Club.
 - 16.3 Qualified voting members only shall be allowed to submit motions or address a general meeting.
 - 16.4 Voting members who cannot attend a general meeting may nominate, in writing, other members with voting rights to vote on their behalf when submitting their apologies for absence.
 - 16.5 If notice of an Extraordinary General Meeting has been served by the Secretary, new applicants for membership shall not be allowed to speak or vote at that meeting. Thereafter they assume normal membership rights.

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17. Management Committee, Officers and Trustees
- 17.1 The management of the Club shall be vested in the Management Committee elected in accordance with this Constitution.
- 17.2 The Management Committee shall consist of up to 12 members and allows other members to be co-opted.
- 17.3 The Management Committee shall comprise a Chairperson, Secretary, Treasurer, Coaching Secretary, Membership Secretary and any other designated positions as determined by the Management Committee.
- 17.4 The Chairperson, Treasurer, Secretary and a minimum of 6 others shall be the Trustees of the Club on election or appointment for the duration of their term in office and will be required to agree to this in writing.
- 17.5 A trustee must be a member of the Club and also a member of the Management Committee.
- 17.6 Those members of the Management Committee who have not been elected as Trustees shall be members on the basis of informal representation and feedback only. Their presence at these meetings shall not entitle them
- (a) to be included in the quorum, and
- (b) to vote on questions raised.
- 17.7 No member of the Management Committee who is under the age of 18 years shall be eligible for election as a trustee.
18. Election or Appointment, Resignation and Removal of Trustees and Management Committee Members
- 18.1 Members of the Management Committee and Trustees of the Club shall
- (a) be elected at the Annual General Meeting, and
- (b) retire annually and be eligible for re-election.
- 18.2 The Management Committee shall have the power to fill any vacancy within its own body and also may appoint any person who is willing to act as a trustee until the next Annual General Meeting, subject to clauses 17.5 and 17.7.
- 18.3 A Trustee shall cease to hold office if he or she
- (a) is disqualified as acting as a charity trustee under S72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) ceases to be a member of the Club;
- (c) becomes incapable, whether mentally or physically, of managing his or her own affairs;
- (d) resigns as a trustee by giving notice to the Club (subject to there being at least two trustees who are willing to remain in office when the notice of resignation takes effect); or
- (e) is absent without the permission of the Management Committee from three consecutive meetings and a resolution is passed that his or her office be vacated.
19. Powers of the Management Committee
- 19.1 To manage the business of the Club and have the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Management Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to create such classes of membership as it considers appropriate and decide the amount of membership fees for each class;
- (c) to affiliate to the relevant sport's governing body and to any other *bona fide* association which may be considered to be of benefit to the Club;
- (d) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (e) to sell, lease or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power, the Management Committee must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (f) to borrow money and to charge the whole or any part of the property belonging to the Club as security for repayment of the money borrowed. The Management Committee must comply as appropriate with sections 38 and 39

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of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;

- (g) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (h) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (i) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - (j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (k) to obtain and pay for such goods and services as are necessary for carrying out the work of the Club;
 - (l) to open and operate such bank and other accounts as the Management Committee consider necessary and to invest funds and to delegate the management of funds 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;
 - (m) to do all such other lawful things as are necessary for the achievement of the Objects.
- 19.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Management Committee.
- 19.3 The Management Committee may exercise all its powers at any meeting at which a quorum is present and when any relevant decision is made.

20. Proceedings of the Trustees and Management Committee

- 20.1 The Management Committee will generally meet on a monthly basis but not less than 9 times per year to conduct the business of the Club.
- 20.2 No decision shall be made unless a quorum is present.
- 20.3 Any decision made in connection with the Club's affairs shall be final.
- 20.4 The quorum shall be a minimum of four.
- 20.5 Members who wish to raise matters for consideration by the Management Committee may do so by writing to the Secretary. The Management Committee will reply either in writing or make a note in the minutes as appropriate.
- 20.6 At the invitation of the Chairperson, any member may address the Committee on a given subject or contribute to a specific issue under discussion.
- 20.7 The Management Committee may invite external guests to attend Management Committee meetings.
- 20.8 Persons attending the Management Committee meetings referred to in clauses 20.6 and 20.7 shall not be eligible to vote and may be requested to leave the meeting when subjects of a confidential nature are discussed.

21. Delegation

- 21.1 The Management Committee may appoint sub-committees to manage specific aspects of the Club's activities.
- 21.2 All sub-committees shall
 - (a) conduct their business in accordance with the directions of the Management Committee, and
 - (b) present prompt and full reports of their proceedings to the following Management Committee meeting.

22. Minutes

- 22.1 The Secretary shall
 - (a) keep minutes of all proceedings of the meetings of the Management Committee and general meetings, and
 - (b) hold a copy of all reports produced by the sub-committees.

23. Finance

- 23.1 The Club's financial year is from 1st January to 31st December or to such date as the Management Committee shall decide.
- 23.2 The Treasurer shall maintain such bank or other accounts as approved by the Management Committee.

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- 23.3 The annual accounts shall have an independent examination by two persons or by a professional firm of accountants appointed by the Management Committee as required by the rules of both the Club's Governing Body and the Charities Commission. Copies of the annual accounts will be available to members at the Annual General Meeting.
- 23.4 No Management Committee member shall be appointed as an independent examiner.
- 23.5 The Treasurer shall comply with all reporting requirements of the Charities Commission.

- 24. Property
 - 24.1 The Management Committee must ensure that title to all land held by or in trust for the Club and that is not vested in the Official Custodian of Charities is vested in not less than two, or more than four, individuals appointed by them as holding Trustees.
 - 24.2 The terms of the appointment of any holding Trustees must provide that they act only in accordance with the lawful directions of the Management Committee and that if they do so they will not be liable for the acts and defaults of the Management Committee or of the members of the Club.
 - 24.3 The Management Committee may remove the holding Trustees at any time.

- 25. Policies and Procedure
 - 25.1 The Management Committee shall define and establish policies and procedures to ensure the effective functioning of the Club.
 - 25.2 The Club in a general meeting has the power to alter, add or repeal policies and procedures.
 - 25.3 All policies and procedures must
 - (a) be notified to the membership, and
 - (b) be available to members from the Secretary.