

Mercia Fell Runners Constitution

Club Name & Colours

The Name of the Club is "Mercia Fell Runners" ("the Club") and it was established in 1985. The colours of the Club will be yellow vest bearing a black stag and the Club name. Members may wear any colour shorts.

Objects of the Club

The Objects of the Club are:

- To promote amateur athletics and encourage fell running within the locality of the Club.
- To encourage participation in and promotion of recreational and competitive fell running amongst the community and related sporting & social activities.
- To provide other ordinary benefits of an amateur sports club as set out in Schedule 18 of the Finance Act 2002 [including without limitation provision of suitably qualified coaches, coaching courses, insurance, medical treatment, post training/meet refreshment]; and
- To do all such things as the Committee thinks fit to further the interests of the club or to be incidental or conducive to the attainment of all or any of the objects above.

Membership of the Club

Membership Application

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

Individuals who wish to become members of the Club must apply using the Membership Application Form approved by the Committee from time to time. Applications must be accompanied by the Subscription Fee.

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

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

Membership Classes

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

Ordinary Members

Anyone satisfying the general admission criteria (as determined from time to time by the Committee) can become an Ordinary Member, provided that they are an amateur as defined from time to time by UK Athletics.

There are three classes of ordinary membership; Senior, Junior and Family. Anyone under the age of 18 years at the date of their application shall join as a Junior Member and such person must have their application seconded by a coach who is already a member of the Club who will undertake to initially train that candidate. Junior Members do not have voting rights.

Ordinary Members (other than Junior Members) shall be entitled to receive notice of, attend and vote at general meetings of the Club.

Voting Rights

A membership Unit is entitled to one vote at a general meeting.

Subscriptions

The Club may, as a condition of membership, require annual or other periodic subscription fees to be paid by Members of the Club, as determined from time to time by the Committee provided that the Committee shall ensure that the subscription fees are set on a non-discriminatory basis and do not preclude open membership of the club.

Subscription fees will not be payable by Members under 18 or in full time education.

Ordinary Members shall pay their subscription fees to the Treasurer by 31st of March in each year of membership, via a method as determined by the Treasurer.

Members failing to pay their subscriptions by March 31st will have their membership automatically terminated and will not be eligible to participate in the affairs or activities of the Club, including voting in any General Meeting. Payment of a full subscription at a later date will enable the former member to be readmitted by the Committee.

Cessation of Membership

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

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

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

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

The Club Committee

The day to day management of the Club shall be deputed to a Committee consisting of three Honorary Officers and not more than seven Ordinary Committee Members.

Ex-Officio Honorary Officer (Club President)

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

Honorary Officers

The Honorary Officers of the Club shall be the Chair, the Treasurer and the Secretary who shall be nominated in accordance with the procedure entitled "Election of Committee" set out below and elected by the Members at the Annual General Meeting.

The Honorary Officers shall remain in office for a term of one year after their election and shall be eligible for re-election. These Officers may delegate and assign tasks to other members of the Committee and Club.

Ordinary Committee Members

The Ordinary Committee Members shall be nominated in accordance with the procedure entitled "Election of Committee" set out below and elected by the Members at the Annual General Meeting. The Ordinary Committee Members shall remain in office for a one year term until the end of the Annual General Meeting in the year after their election and shall be eligible for re-election.

Ordinary Committee Members shall aid the Honorary Officers by undertaking tasks and roles to facilitate the day to day operation of the Club. The allocation of these duties shall be by mutual consent between the Honorary Officers and the respective Ordinary Committee Member. Duties may be reallocated at any time as required and may be delegated to Members of the Club. The Ordinary Committee Member shall report to and advise the Committee on the status of such tasks.

Election of Committee

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

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

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

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

Leaving Office

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

- (a) resigns at any time by notice in writing to that effect given to the Secretary and such resignation shall take effect immediately.
- (b) ceases to be a member or shall be excluded or suspended from the Club under disciplinary proceedings.
- (c) is absent from one half (rounded up to the nearest whole number) or more of properly organised Committee meetings without the explicit consent of the Committee between any two AGMs shall be deemed to have vacated his or her position and shall be ineligible to stand for re-election.
- (d) becomes bankrupt or makes any arrangement with his creditors;
- (e) is or may be suffering from a mental disorder;
- (f) is suspended from holding office or taking part in any activity relating to the administration or management of a Club by a decision of England Athletics Limited or UK Athletics Limited;
- (g) is asked to resign by all the other Committee members, acting together.

The Committee shall have the power to appoint a Member to fill any casual vacancy on the Committee or amongst the Honorary Officers until the next Annual General Meeting. Any Committee Member so appointed shall retire at the next Annual General Meeting but shall be eligible for election at such meeting in accordance with the provisions for Proceedings at General

Meetings. Any Honorary Officer so appointed shall only remain in office until the AGM at which their predecessor was due to retire.

Proceedings of the Committee

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

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

The Committee may act notwithstanding any vacancy in its numbers, so long as the number of members of the Committee entitled to vote is not reduced below five in which case it shall be entitled to act only for the purpose of appointing or arranging the election of new members of the Committee.

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

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

Any committee member having a conflict of interest during any meeting shall declare such conflict to the committee and the committee shall take such actions as deemed necessary to remove such conflict. This may include asking the relevant committee member to leave the meeting whilst such subjects as may have caused the conflict are discussed.

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

Powers of the Committee

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

- (a) make Club Rules and regulations to allow for the day to day operation of the Club and its activities. Such Club Rules may not supersede or contradict provisions of the Constitution and must be reasonably available to Members.
- (b) operate a Member's Welfare policy in accordance with the Policy and Procedures issued by UK Athletics Limited.
- (c) appoint any person or persons to accept and hold in trust for the Club any property belonging to the Club or in which it is interested. The Chairman from time to time is nominated as the person to appoint new

trustees within the meaning of Section 36 of the Trustee Act 1925. A new trustee shall be nominated by resolution of the Committee and the Chairman shall by deed duly appoint the person or persons so nominated as the new Trustee or Trustees of the Club and the provisions of the Trustee Act 1925 shall apply to such appointment.

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

The members of the Committee and any trustees appointed under paragraph (c) above to act as trustees shall be entitled to an indemnity out of the assets of the Club for all expenses and other liabilities properly incurred by them in the management of the affairs of the Club.

Chairman Action

The Chairman is empowered to take executive actions as necessary and inform the Committee at their next meeting. Any decision with financial implications must have the prior agreement of the Treasurer

Club Meetings

Annual General Meetings

Calling of AGM

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

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

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

Special General Meetings

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

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

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

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

At all such meetings the President or Chair, or in his or her absence a member of the Club selected by those members of the Committee present, shall take the Chair. At all special General Meetings every Member shall have one vote unless disqualified from voting by the Constitution. Every resolution submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes the Chair of the meeting shall have a casting vote.

The following rules shall apply to all General Meetings:

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

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

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

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

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

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

The Chair of the General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from the point at which the adjournment took place.

Accounts

The Treasurer will ensure proper accounts are kept, including copies of all receipts of expenditure made on behalf of the club, and provide Committee Members with accurate financial reports on a regular basis. The Club's financial records shall always be open to inspection by the Committee. Bank statements shall be received by the Treasurer and at least one other member of the Committee and two properly authorised signatures shall be required for cheque signing or other authorisations to the bank for payments made from the Club's funds.

The Club's Financial Year shall run from October 1 to September 30th inclusive. The Treasurer shall present accounts for the previous Financial Year to the Annual General meeting for consideration and copies of these will be available to Members at the meeting. If the Accounts are not accepted at the Annual General Meeting, a qualified Accountant may be appointed to investigate members' concerns.

Property and Facilities

The property of the Club, other than cash at bank, shall be vested in the Trustees who shall deal with the property as directed by resolution of the Committee.

The Club's facilities shall be provided to its members without discrimination.

Application of Surplus Funds

The Club is a non-profit-distributing organisation. The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules. All surplus income or profits are to be

reinvested in the club and will be used to maintain or improve the Club's facilities or otherwise in furtherance of the Club's objects.

The club will indemnify the Committee and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).

The Club may also provide facilities, sporting equipment, coaching, courses, insurance cover, and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002. The Club may also in furtherance with the objects of the Club:

- sell and supply food, drink and related sports clothing and equipment.
- reimburse any Member or Honorary Officer his/her reasonable and proper out of pocket expenses incurred on Club business; any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Committee members in relation to the Club.
- pay for reasonable hospitality for visiting teams and guests.

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

Interpretation of Club Constitution & Rules

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

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

Dissolution of the Club

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

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

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

Disciplinary Procedures

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

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

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

Notices

Any notice required to be given under this Constitution will be deemed to have been given and received having been sent by mail or email to the last known postal or email address of the member as appropriate, or by publication on the Club's website. Notwithstanding this requirement, the Committee will endeavour to the best of its efforts to advise all Members of the details of any such notice as soon as its details are generally known.