

# RUGBY CANOE CLUB

## CONSTITUTION

Adopted 22<sup>nd</sup> Feb 2024

The club shall be known as 'Rugby Canoe Club'.

### 1 Objectives

**The objectives of the club are to promote the sport of canoeing, kayaking and other paddle sports and the activities to support these.**

### 2 Membership

(1) Membership is open to individuals over eight years of age who have paid the appropriate subscriptions. Family membership can include children who are under the age of 8 when the main member is an adult.

Classes of membership are:

- i. Full Members: Those aged 18 and over at the beginning of their membership year.
- ii. Youth Members: Those aged under 18 but over 8 years or in full time higher education at the beginning of their membership year.
- iii. Family Members: Family membership comprises a full Member and other member(s) of that family at the discretion of the Management Committee. Each Member joining as a family Member shall pay a subscription as determined by the Management Committee, but shall not receive a separate printed copy of Club publications. Where all members on the family membership qualify as Youth Members the fees will be based on a Youth Member plus the additional family membership fees. Where additional family members are added during the year a fee should be paid so as to make the total fees paid the same as if all family members had joined together at the start of their membership year.
- iv. Associate Members: May be offered by the management committee to any person who has previously been a full or youth member of the club and is no longer living in the general vicinity of Rugby or is no longer an active paddler. Associate members will be entitled to receive copies of the club publications and to attend club events but would not be allowed to attend the club's regular sessions other than on an occasional basis. They will not be allowed to vote.
- v. At the discretion of the Management Committee honorary life membership can be offered as recognition of extraordinary and sustained contribution to the ongoing operation of the club. Honorary membership gives all the rights of normal membership, except for voting rights, with no membership fee.

(2) All Members aged 16 and over except associate and honorary members shall have voting rights. Only members aged 18 years and over, or the parent or legal guardian of a member shall be eligible for election to the Management Committee.

(3) Children under 8 years may take part in Club activities if accompanied by a parent/guardian or another adult nominated by the parent/guardian who has agreed to undertake this responsibility or at the discretion of the Management Committee. At all times the child will need to be under the care of a parent/guardian or the other responsible adult. The parent/guardian or responsible adult will at all times need to be close enough to the child to exercise this care and competent enough at the activity to reasonably be considered as able to take this responsibility. In the event of a disagreement about the competency and proximity required in any particular case then the issue will be decided by the Management Committee.

(4) Any Member may introduce a guest to Club functions, provided he/she accepts full responsibility for the guest. The Management Committee may limit this facility.

(5) Membership is without prejudice to race, colour, creed, sex or disability.

### **3 Termination of Membership**

Membership is terminated if:

- i. The member dies or, if it is an organisation, ceases to exist;
- ii. The member resigns by one months clear written notice to the Club unless, after the resignation, there would be less than two members. The notice should be delivered to the secretary;
- iii. Any sum due from the member to the Club is not paid in full within one month of it falling due;
- iv. The member is removed from membership by a resolution of the Management Committee that it is in the best interests of the Club that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Management Committee at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the club) has been allowed to make representations to the meeting.

. There will be no refund of any unused portion of membership fees.

### **4 Subscriptions**

Subscriptions shall be due on the first day of the month of joining and shall be determined by the Management Committee from time to time.

The annual renewal date is on the first day of the month of joining unless there has been a clear 3 month period of lapsed membership and the member has not made any use of the club or benefited from membership in any way. In this case a new membership will be started with a new renewal date on the first day of the month of the new membership.

Payment of subscriptions shall be by the end of the calendar month in which renewal falls due.

### **5 Management Committee**

(1) The Management Committee shall conduct the affairs of the Club as a whole and shall consist of 3 elected officers (Chair, Secretary and Treasurer) and other elected Members. The term of office (for all elected members except the Chair) shall be one year from the time of election or until the date of the following AGM (whichever comes first). The term of office of the Chair shall be two years from the time of election.

(2) The three officers must not be members of the same family or household.

(3) The number of members of the Management Committee (including the officers) shall be not less than four but (unless otherwise determined by a resolution of the club in general meeting) shall not be subject to any maximum.

(4) All members of the Management Committee must be members of the club or the parent or legal guardian of a member of the club.

(5) A member of the Management Committee may not appoint anyone to act on his or her behalf at meetings of the Management Committee.

(6) The Management Committee shall meet at least three times during the year.

(7) The Management Committee shall have the power to exclude any person from the Club activities.

### **6 The Appointment of Management Committee**

(1) The Club in general meeting shall elect the Officers and the other members of the Management Committee.

(2) The Management Committee may appoint any person who is willing to act as a member of the Management Committee. Subject to sub-clause 5(b) of this clause, they may also appoint members of the Management Committee to act as officers. Members of the Management Committee not appointed at a

general meeting will not be able vote at meetings of the Management Committee.

(3) Each of the members of the Management Committee except the Chair shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting. The Chair shall have a two year term and shall retire with effect from the conclusion of the second annual general meeting after his/her election. They are also eligible for re-election.

(4) No-one may be elected a member of the Management Committee or an Officer at any annual general meeting unless prior to the meeting the Club is given a notice that:

(a) is signed by two members entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a member of the Management Committee or as an officer;

(c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) (a) The appointment of a member of the Management Committee, whether by the Club in general meeting or by the Management Committee, must not cause the number of members of the Management Committee to exceed any number fixed in accordance with this constitution as the maximum number of members of the Management Committee or by any resolution at a general meeting.

(b) The Management Committee may not appoint a person to be an Officer if another person has already been elected or appointed to that office and has not vacated the office.

## **7 Removal of Members of the Management Committee**

A member of the Management Committee shall cease to hold office if he or she:

- i. Ceases to be a member of the Club.
- ii. Resigns by notice to the Club (but only if at least two other members will remain in office when the notice of resignation is to take effect).
- iii. Is absent without the permission of the other members of the Management Committee from all their meetings held within a period of six consecutive months and the Management Committee resolve that his or her office be vacated.
- iv. By a vote of no confidence at a general meeting.

## **8 Proceedings of Management Committee**

(1) The members of the Management Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) The secretary must call a meeting of the Management Committee if requested to do so by two or more members of the Management Committee.

(3) Questions arising at a meeting must be decided by a simple majority of votes.

(4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(5) The quorum shall be four or the number nearest to one third of the total number of members of the Management Committee, whichever is the greater, one of whom must be an officer.

(6) No decision may be made by a meeting of the Management Committee unless a quorum is present at the time the decision is purported to be made.

(7) A member of the Management Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Management Committee is not entitled to vote.

(8) A member is not entitled to vote on any matter in which they have a vested interest. In the event that a quorum cannot be made for a particular issue then the decision must be made at a general meeting.

(9) If the number of members of the Management Committee is less than the number fixed as the quorum, the continuing members of the Management Committee or member of the Management Committee may act

only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair meetings of the Management Committee.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Management Committee present may appoint one of their number to chair that meeting.

(12) A resolution in writing signed by all the members of the Management Committee entitled to receive notice of a meeting of the Management Committee or of a committee of members of the Management Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Management Committee or (as the case may be) a committee of members of the Management Committee duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Management Committee.

(13) All members of the Management Committee should be notified of meetings at least seven days before the commencement of the meeting.

(14) The secretary is responsible for informing members of the Management Committee of the date, time and location of meetings

## **9 Powers of Management Committee**

(1) The Management Committee must manage the business of the Club and have the following powers in order to further the Objects:

- i. to raise funds;
- ii. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- iii. to sell, lease or otherwise dispose of all or any part of the property belonging to the Club;
- iv. to co-operate with other clubs, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- v. to enter into any partnership or joint venture arrangement with any other Club formed for any of the Objects;
- vi. to set aside income as a reserve against future expenditure;
- vii. to obtain and pay for such goods and services as are necessary for carrying out the work of the Club;
- viii. 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;
- ix. payments from bank accounts should be authorised by any two from the three officers.
- x. to do all such other lawful things as are necessary for the achievement of the Objects;

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Management Committee.

(3) Any meeting of Management Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Management Committee.

## **10 Delegation**

(1) The Management Committee may delegate any of their powers or functions to a committee of two or more members of the club, one of which must be a member of the Management Committee. The terms of any such delegation must be recorded in the minute book.

(2) The Management Committee may impose conditions when delegating, including the conditions that:

- i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- ii. no expenditure may be incurred on behalf of the Club except in accordance with a budget previously agreed with the Management Committee.

(3) The Management Committee may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Management Committee.

## 11 Minutes

The Management Committee must keep minutes of all:

- i. appointments of Officers and members of the Management Committee made by the Management Committee;
- ii. proceedings at meetings of the Club;
- iii. meetings of the Management Committee and committees of members of the Management Committee including:
  - the names of the members of the Management Committee present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

## 12 Rules

(1) The Management Committee may from time to time make rules or bye-laws for the conduct of the clubs business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

- i. the admission of members of the Club (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- ii. the conduct of members of the Club in relation to one another, and to the Club's employees and volunteers;
- iii. the setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes;
- iv. the procedure at general meeting and meetings of the Management Committee in so far as such procedure is not regulated by this Constitution;
- v. the keeping and authenticating of records. (If regulations made under this clause permit records of the Club to be kept in electronic form and requires a member of the Management Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- vi. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The Club in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The Management Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Club.

(5) The rules or bye-laws shall be binding on all members of the Club. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## 13 Application of Income and Property

(1) The income and property of the Club shall be applied solely towards the promotion of the Objectives. This can include social events and other activities exclusively or mainly for the members of the club not directly related to the Objectives providing these do not have a detrimental impact on the Objectives.

(2) A member of the club may pay out of, or be reimbursed from, the property of the Club reasonable expenses properly incurred by him or her when acting on behalf of the Club. This does not include :-

- i. fines;
- ii. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of the Management Committee or other officer;

- iii. liabilities to the Club that result from conduct that the member knew or ought to have known was not in the best interests of the Club or in respect of which the person concerned did not care whether that conduct was in the best interests of the Club or not.

(3) No member of the Management Committee may be paid or receive any other benefit for being a member of the Management Committee other than they would have received as a normal member of the club.

(4) All surplus income or profits are to be reinvested in the club. No surpluses or assets will be distributed to members or third parties.

## **14 Property**

(1) The Management Committee must ensure the title to:

(a) all land or property held by or in trust for the Club; and

(b) all investments held by or on behalf of the Club, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.

(2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Management Committee or by a resolution at a general meeting 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.

(3) The Management Committee may remove the holding Trustees at any time.

## **15 Repair and Insurance**

The Management Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Club (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## **16 General Meetings**

(1) The Annual General Meeting shall be held in February each year. There shall be laid before the meeting a Statement of Accounts made up to the last day of December immediately preceding. The Management Committee shall appoint external auditors for these accounts.

(2) All general meetings other than annual general meetings shall be called extraordinary general meetings.

(3) The Management Committee may call an extraordinary general meeting at any time.

(4) The Management Committee must call an extraordinary general meeting if requested to do so in writing by at least one half of the voting Club members. The request must state the nature of the business that is to be discussed. If the Management Committee fail to hold the meeting within sixty days of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of this Constitution.

(5) At a General Meeting, a resolution put to a vote of the Members shall be decided by a show of hands of the voting Members or by a ballot, by a simple majority.

(6) Each member entitled to vote shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(7) Notice for a general meeting

i. The minimum period of notice required to hold any general meeting of the Club is fourteen clear days from the date on which the notice is deemed to have been given.

ii. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

iii. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(8) The notice must be given to all the members and to the Management Committee.

(9) Quorum for a general meeting

- i. No business shall be transacted at any general meeting unless a quorum is present.
- ii. At a General Meeting, a quorum shall consist of not less than 10, or 50% of the voting Members, whichever is less.
- iii. If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Management Committee shall determine.The Management Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.  
If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

(10) Chair for general meeting

- i. General meetings shall be chaired by the person who has been elected as Chair of the Management Committee.
- ii. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a member of the Management Committee nominated by the Management Committee shall chair the meeting.
- iii. If there is only one member of the Management Committee present and willing to act, he or she shall chair the meeting.
- iv. If no member of the Management Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## 17 Adjournments of general meetings

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

## 18 Club Equipment

It may be possible to loan equipment to Club Members. It shall be loaned subject to a charge, payable to the Club, which will contribute to depreciation and normal wear. Excessive damage or loss shall be the responsibility of the person borrowing the equipment.

Charges may be waived by the Management Committee at their discretion for specific events.

## 19 Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The Club may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the Club or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Club.

(4) A member present in person at any meeting of the Club shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(5) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **20 Constitution**

- (1) The Constitution shall not be altered, amended or rescinded except by General Meeting of the Club.
- (2) Any matter not provided for in this Constitution shall be dealt with by the Management Committee.

## **21 Affiliation**

Affiliation by other groups or organisations to the Club shall be at the discretion of the Management Committee.

A representative nominated by an affiliated group may attend General Meetings but will not have voting rights.

## **22 Disclaimer**

All Members or other persons who attend Club activities do so at their own risk, and neither the Club nor its officers can accept any liabilities for loss or injury of any kind sustained during these activities, nor should the club or its officers be required to hold any insurance to cover such loss or injury.

## **23 Dissolution**

The Club can only be dissolved upon resolution accepted by the majority of the Members present at an Extraordinary General Meeting of the Club. Upon dissolution any surplus assets after completion of the accounts shall be donated to Canoe England for use by them in related community sports.