

# **Club Constitution 2019**

## **Cobra Running and Triathlon Club Constitution**

### **Club Name & Colours**

The Name of the Club is “Cobra Running and Triathlon Club”. Cobra was established in 1991. The Club Colours shall be a “yellow vest or t-shirt” with “COBRA in black” front and rear. Triathlon kit will similarly be marked Cobra Tri. Club colours must be worn by all members representing the club at all competitive meetings (excluding those competitions governed by National Club/Bodies where they are first claim members such as Track, Field and Fell Running, Midland Masters, Masters World or European Championships where national colours are worn, and events raising money for and sponsored by charities. When participating in sponsored events where Cobra have entered a team, then club colours are required).

### **Objects of the Club**

The Objects of the Club are:

- (a) to facilitate participation in and promotion of recreational and competitive running and triathlon in the area of Halesowen and amongst the community and related sporting & social activities;
- (b) 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; and,
- (c) 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 running and triathlon, regardless of sex, age, disability, ethnicity, race, nationality, sexual orientation, occupation, religion, political or other beliefs. The number of members is limited to 250 due to available facilities.

There will be a lower age limit of 18 years.

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

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 and that they are aged over 18 at the date of their application. Ordinary Members shall be entitled to receive notice of, attend and vote at general meetings of the Club.

#### **Life Members**

Life Membership will ordinarily be granted only in recognition of a significant personal contribution to the Club's affairs. The total number of Life Members is not limited, but only two Life Memberships may be granted in one financial year. Individuals to be appointed as Life Members shall be proposed and voted on by the Committee at a meeting of the Committee in order to announce any successful proposals at the next Annual General Meeting without the need for a vote at that Annual General Meeting. However, where the individual being proposed is a current serving member of the Committee, that proposal must be voted on at an Annual General Meeting and must have the support of 51% of voting members present. Life Members are exempt from payment of annual subscriptions but shall otherwise have the same rights as Ordinary Members.

#### Honorary Members

Honorary membership may be conferred by the Committee upon individuals who are not members but are or have been active in club affairs. Honorary Members shall be listed in the club membership but not have voting rights, shall not pay subscriptions and will not be registered with English Athletics. Honorary membership shall end when so determined by the Committee.

#### 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.

At the discretion of the committee, subscription fees may be reduced or waived for Members in full time education, or receiving unemployment benefits.

Ordinary Members shall pay their subscription fees to the Membership Secretary to be forwarded to the Treasurer for payment into the Club's Bank Account by such date as the Committee shall prescribe each year.

Members having arrears of subscriptions of more than twelve weeks 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.

Under UKA rules Cobra can only enter fully paid up members in team races e.g. National and Regional Road relays, and National and League cross country events with the exception of Master events where members are required to be fully paid up for both club and Area Masters Association.

#### Cessation of Membership

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

Before resigning from membership any outstanding subscription must be paid.

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.

Except in special or extenuating circumstances on joining from or resigning to join another club, before competing, the Hardship Rule as set out by the UKA will be adhered to.

## **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 eight Ordinary Committee Members.

### **Ex-Officio Honorary Officer (Club President)**

At the end of three years as Chairperson (or at the end of a longer period as Chairperson), on stepping down, the Chairperson shall become Club President for three years (or at the end of a longer period where the Chairperson continues as Chair). Former Presidents shall become Honorary Vice-Presidents of the Club.

The President is required to Chair the AGM.

The President and Vice-Presidents may be called upon to give advice to the Management Committee but have no voting rights. If the Chairperson resigns his/her position before the end of the 3 year term then he/she shall not become President, unless agreed otherwise by a 51% majority vote at the relevant AGM. In the event of a resignation where the Chairperson does not become President then the new President shall be agreed by a motion at the relevant AGM. The Honorary President of the Club shall perform duties representing the Club and may provide guidance on strategy and probity as required.

### **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 three years after their election until the end of the Annual General Meeting in the third 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.

A Vice-chair may be nominated from, and with the approval of, the Committee

### **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 three-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 (as set out in the Remits for Officers and Committee Members – appendix 1) 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.

Sub- Committees may be established for specific functions including, Cobra Tri, Cobra Classic, Social events. The Committee may co-opt Club members to undertake specific roles and functions for a period of one year.

### **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 (In the event of a post not being filled, Officers or

Ordinary Committee members may take on these functions). 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 the Committee Meetings for more than two consecutive or one third of Committee meetings without the explicit consent of the Committee, such consent to be recorded in the minutes of the Committee. A member of the Committee who is absent from one third (rounded 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 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;
- (f) 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 six times each year in person and as often as may from time to time be necessary. Any additional meetings (above 6) may be held in a manner agreeable to the committee (including by telephone conference call).

10% (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 eight 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.

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.

#### Club Meetings

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 the Vice-chair or 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. Votes may be given personally or by proxy. Every resolution submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes, on a matter on which the Chair has not voted, 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 10% of Members being 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.

#### Annual General Meetings

### Calling Of AGM

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

- (a) to receive from the committee an Annual Report, balance sheet and statement of accounts for the preceding financial year;
- (b) to elect the Honorary Officers and the Committee and to ratify the selection of the Honorary President.
- (c) 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.

The Annual General Meeting shall elect from those present a Returning Officer to oversee any elections conducted at the meeting. The Secretary shall provide an up to date list of paid up members who are eligible to vote. Those wishing to may register for a proxy vote.

### 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 10 percent of 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 Secretary shall provide an up to date list of paid up members who are eligible to vote. Those wishing to may register for a proxy vote.

### Motions

**Motions before an AGM or Special General Meeting must be published to all Members in advance of the meeting.**

### Accounts

The Treasurer will ensure proper accounts are kept and provide Committee Members with accurate financial reports on at least a quarterly basis. The Club's financial records shall always be open to inspection by the Committee.

The Club's Financial Year shall run from January 1 to December 31 inclusive. The Treasurer shall present audited 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. 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 may also in furtherance with the objects of the Club:

- (a) sell and supply food, drink and related sports clothing and equipment.
- (b) remunerate members for providing goods and services, provided that such arrangements are approved by the Committee (without the Member being present) and are agreed on an arm's length basis.
- (c) pay in good faith interest on money lent by a Member at a commercial rate of interest;
- (d) reimburse any Committee Member or Honorary Officer his/ her reasonable and proper out of pocket expenses incurred on Club business;
- (e) pay 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;
- (f) 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.

#### Sponsorship

Any member (1st or 2nd claim) wishing to be considered for sponsorship must have been a bona-fide, fully paid up member at time of application of at least 2 years and renewed in the year of application .

All applications must be made in writing to the committee prior to the event (majority vote approval required). Consideration of sponsorship requests will take into account the Club's financial state and its membership needs.

Sponsorship may be for:

(a) Attendance and funding of related UKA or BTF courses.

- (i) Any agreed funding will be awarded after attendance and completion of the said course;
- (ii) Funding granted for larger funding amounts and lengthy courses will be awarded in stages, at the committees discretion, and may be part funded only (all with committee majority approval)
- (iii) Coaching commitment to the general membership will be required and to be specified at application stage

(b) Funding (or part) of County or National level race kit.

- (i) To a maximum of £75
- (ii) In return for sponsorship awarded the member will be required to re-present Cobra in a positive way.
- (iii) Liaise with the Publicity Officer and Website Officer in order to communicate their event for publication in both the club newsletter and on the club web site with narrative and photographs.
- (iv) When as member is awarded funding for courses eg. a coaching qualification, the recipient must stay a member for two years or reimburse the club the full amount. This rule applies to those in receipt of funding for County, National level or other kit

#### Selection of Club members for guaranteed Club places in London Marathon.

(a) All members wishing to be considered for inclusion in the above selection process must:

- (i) be bona-fide, fully paid up, first claim members at time of selection, and been so for at least the last 12 months (see (d)); and,
- (ii) have been refused individual entry by personal application method to the race in question (see (e));



and,

(iii) not have been awarded a club place in any of the previous five London Marathon draws; and,  
(iv) have renewed their club membership for the year of the race entry being applied for. (Members will be informed of the appropriate subscription cost for the year of the race entry by the Committee ahead of the selection process. Where the subscription cost for the year of the race entry has not been determined by the Committee at the time of the selection process the member will be required to pay an amount equal to the current year's subscription cost. If it later transpires that a subscription cost increase is necessary the successful and any unsuccessful members will be required to make up the shortfall in subscription at their next convenience.)

(b) Members satisfying conditions (a)(i)-(iv) shall be called Qualifying Applicants (with Qualifying Applications).

(c) The Club will aim to hold the draw no later than 31st October in order to provide successful applicants with as much notice of their London Marathon place as possible. However, no draw will take place until the Club has received notification from the London Marathon's organising body as to the number of places it has been allocated. The draw will take place with at least 2 available committee members and all members being made aware of the date of the draw with at least one week's notice. The results will be announced within one week of the draw.

(d) To satisfy the condition of being a fully paid up member for at least the last 12 months, a person must either:

- (i) have been a fully paid up member in the previous year and fully renewed in the current year, or
- (ii) be a new member who joined the Club and paid their subs no later than 31 January of the current year.

(e) Applicants must be in possession of the London Marathon rejection communication in their name and provided evidence of this to the Committee.

(f) In the event that there are Club places still available after the receipt of all Qualifying Applications, then:

- (i) newer members who have been with the club for less than 12 months, and
- (ii) existing members who have been awarded a Club place in any of the previous five London Marathon draws,

shall be eligible to enter a separate draw for any spare places. Members will be notified in the event of the additional draw being necessary in order to provide ample time for applications to be made. Conditions (a)(ii) and (a)(iv) will still need to be met. This additional draw will take place in the presence of at least 2 available committee members and all members being made aware of the date of the draw with at least one week's notice. The results will be announced within one week of the draw.

#### 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 51% 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 road running or athletics, [or to UK Athletics Limited for use in community-related road running initiatives] 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 51% of those present and voting at a properly convened Committee Meeting and at which no fewer than nine 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 a 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 address of the member as appropriate or by publication on the Club's website