

Bedford Harriers AC Constitution.

As amended 27th March 2019

The following 'Proposed Constitution' was included in a document entitled Club Governance that was put before a Special General Meeting of Bedford Harriers AC on the 30th November 2016 and was formally adopted by the Membership of that meeting. Minutes of the Special General Meeting can be found at the end of this document and include reference to two amendments to the Constitution that have now been incorporated; the original and amended text is indicated within the body of the text.

At the Bedford Harriers AGM held on 27th March 2019 the Membership was advised that following on from incorporation of the Club as a Company Limited by Guarantee, on 28th April 2018, incorporation includes compliance with the Companies Act 2006. One of the provisions of the 2006 Act is that companies provide for 'Proxy Voting' The Club's Constitution contains the condition that 'Votes may be given in person only'

The Club has no option other than to include a provision for Proxy Voting in the Club's Constitution and to allow for it in future AGMs and EGMs. This provision has now been incorporated into the constitution below and the condition that 'Votes may be given in person only' has been struck out.

Club constitution

Proposed Constitution

Legal status

The Club is formally registered as a Limited Company, limited by guarantee.

In the event of the Club being wound up all Members have their personal liability limited to £1, except Members under 18 where their liability is zero.

Community Amateur Sports Club

The Club is registered with HMRC as a Community Amateur Sports Club (CASC) per pertinent Corporation Tax Act and Community Amateur Sports Clubs Regulations.

Club Name & Colours

The Name of the Club is Bedford Harriers Athletic Club and it was established in 1985. The Club Colours shall be a gold top with a diagonal black strip and black shorts. Variations on the kit styles and forms are permitted as long as the base gold and black colours are maintained.

Objects of the Club

The Objects of the Club are:

- To facilitate participation in, and promotion of, the amateur sports of recreational and competitive running (including cross country, trail running/racing, multi-terrain), athletics, triathlon and duathlon and related sporting & social activities, in the area of Bedfordshire and amongst the local community.
- To provide other ordinary benefits of an amateur sports club as set out in the statues Corporation Tax Act and Community Amateur Sports Clubs Regulations and their amendments.
- 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.
- The club will keep subscriptions at levels that will not pose a significant obstacle to people participating. The club committee may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute. Appeal against refusal or removal may be made to the members.
- Be organised on an amateur basis.

Membership of the Club

Membership Application

Membership of the Club shall be open, on application, to anyone interested in the amateur sports of recreational and competitive running (including cross country, trail running/racing, multi-terrain), athletics, triathlon and duathlon and related sporting & social activities, regardless of sex, age, disability, ethnicity, race, nationality, sexual orientation, occupation, religion, political or other beliefs except as a necessary consequence of the requirements of the governing bodies of, UK Athletics, Association of Running Clubs, England Athletics, British Triathlon Federation, Triathlon England (or their relevant successor bodies) and other sport governing body requirements.

The number of members is unlimited, subject to Health & Safety and welfare considerations as determined from time to time by the Club's Committee.

Individuals who wish to become members of the Club must apply using the Membership Application Form.

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 the aforementioned governing bodies.

Membership Classes

The Club shall have the different classes of membership set out below

Class description	Age	Voting rights	Renewable	Renewal fees
Full member	Over 18	1 vote	Periodically	As agreed by the membership from time to time
Junior member	Under 18	0 vote	Periodically	As agreed by the membership from time to time
Concessionary member over 60	Over 60	1 vote	Periodically	As agreed by the membership from time to time
Concessionary member full time student	Over 18	1 vote	Periodically	As agreed by the membership from time to time
Honorary member	Over 18	1 vote	Periodically	As agreed by the membership from time to time
Honorary member	Under 18	0 vote	Periodically	As agreed by the membership from time to time

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 Membership at an AGM/EGM provided that the Membership shall ensure that the subscription fees are set on a non-discriminatory basis and do not preclude open membership of the club.

Cessation of Membership

Members may resign from membership at any time by notice to that effect given to the Club 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 that individual to remain a member. Such expulsion shall be carried out in accordance with the Disciplinary Procedures (or similar) as published by the sports' governing bodies.

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 ~~five~~ six* Honorary Officers, comprising of Chair, Vice Chair, Treasurer, Secretary, Membership Secretary, Race Management Secretary and not less than seven Ordinary Committee Members, (the maximum being at the discretion of the AGM), all of whom to be elected annually. Six Committee members are required to form a quorum at Committee meetings. The Committee may co-opt any member to the Committee as it deems necessary.

*Amended to read six as agreed at the SGM 30th November 2016

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 before the Annual General Meeting or by completion of the published nomination form prior to the Annual General Meeting.

A Member may accept nomination for, and hold, more than one Officer position.

If the number of candidates for the post of any Honorary Officer is only one, that candidate shall be declared elected unopposed. If the number of candidates is more than one, candidates may address the AGM seeking approval. A majority ballot of the AGM will decide the successful candidate.

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, a majority ballot of the AGM will decide the successful candidates.

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.

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 a meeting.

Proceedings of the Committee

The Committee shall meet monthly in person. Additional meetings may be called as deemed necessary.

Two-thirds (rounded to the nearest whole), or a minimum of six 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 this Constitution.

Proposals 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 record the minutes of each meeting, and the recorded minutes put before the next meeting for approval prior to publication to the Membership. 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 this Constitution and must be available to Members.
- (b) operate a Member's Welfare policy in accordance with the requirements of the sport/s governing bodies.
- (c) make and give receipts, releases and other discharges for any amount payable to the Club and for claims and demands of the Club.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) pay all the costs and expenses of, and incidental to, any of the aforesaid matters and things.
- (h) determine how and by whom any such power shall be executed, operations effected and documents signed or things done.
- (i) 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.
- (j) organise Club activities.

The members of the Committee 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

Annual General Meetings

Calling Of AGM

The Annual General Meeting of the Club shall be held as close as practical to the last Wednesday in March each 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:

To receive;

Annual reports

Financial reports including balance sheet and statement of accounts

To elect;

Honorary Officers

Ordinary Committee Members

To decide;

On resolutions and proposals put before the meeting

The Club Secretary shall record any elections conducted at the meeting.

Extraordinary General Meetings

The Club Secretary shall, on the requisition in writing (including email) of not less than twenty Members entitled to vote at such meetings, convene an Extraordinary General Meeting within 28 days of the receipt by him or her of the requisition stating the business to be raised. No other business is to be discussed at an Extraordinary General Meeting

Notice of an Annual or Extraordinary General Meeting must be given, by the Club Secretary, to the Membership at least 21 days prior to the date of the meeting.

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 or an Extraordinary 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 or an Extraordinary General Meeting.

At all such meetings the 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 General Meetings or Extraordinary General Meeting every Member shall have one vote unless excepted from voting by the Constitution. ~~Votes may be given in person only.~~ *Votes may be given in person or by Proxy Voting as provided for by the Companies Act 2006 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.

* Amended 27th March 2019 to comply with the 2006 Companies Act.

The following rules shall apply to all General Meetings:

(a) the quorum for a General Meeting shall be thirty five members personally present and entitled to vote. No business shall be transacted at any General Meeting unless the required quorum is present.

(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 and provide Committee Members with accurate financial reports on monthly basis. The Club's financial records shall always be open to inspection by the Committee.

The Club's Financial Year shall run from 1st January to 31st December 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~~ trustees* who shall deal with the property as directed by resolution of the Committee.

*Amended to read trustees as agreed at the SGM 30th November 2016

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. No surpluses or assets will be distributed to members or third parties.

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 Committee 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 Extra Ordinary General Meeting carried by a majority 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 an Extraordinary or Annual General Meeting.

Dissolution of the Club

If at any Extraordinary or Annual General Meeting a resolution for the dissolution of the Club shall be passed by a majority of the Members present, a further

Extraordinary General Meeting shall be convened, to be held not less than forty two days thereafter, to further consider the matter.

If, at the subsequent Extraordinary General Meeting, the Members there present, vote to dissolve the Club the Committee shall proceed to realise the property of the Club and discharge all liabilities.

Upon dissolution of the club any remaining assets shall be given or transferred to another registered CASC, a registered charity or the sport's governing body for use by them in related community sports as provided for in the HMRC CASC regulations and as nominated at the Extraordinary General Meeting.

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].

Interpretation of constitution conditions

Interpretation of all the above rules must be consistent with the statutory requirements for CASCs (which means Community Amateur Sports Clubs as first provided for by the Finance Act 2002)

Appendix

1	https://www.gov.uk/corporation-tax
2	https://www.gov.uk/prepare-file-annual-accounts-for-limited-company
3	<p>Personal liability of club committee members Davies v Barnes Webster & Sons Ltd 2011</p> <p>A rugby club operated as an unincorporated association. Its governing body was called the management committee. One of the committee members was also the club's president. The club treasurer signed a contract with a firm of builders agreeing to pay a fixed sum for work to be carried out at the club, and also to pay for any additional work agreed during the contract. The president witnessed the signature. The club paid the fixed sum, but the builders also claimed £147,000 for agreed additional work, which the club did not pay. The builders served a written request for the money, a statutory demand, on the president personally for the full sum. If a statutory demand is not satisfied, the creditor is entitled to make the debtor bankrupt. He argued that he was not personally liable for the debt, so the demand should be set aside.</p> <p>On appeal, the court said that he was liable to pay. Members of the governing body of an unincorporated association are personally liable for any payment due under a contract entered into on the club's behalf if the governing body has authority under the club rules to enter into it and the club fails to pay. In the absence of evidence to the contrary, the court inferred that the treasurer had been acting on the committee's authority when he signed the contract, so all the members were potentially liable.</p> <p>Even worse for the president, legally the committee members were "jointly and severally" liable. That meant the builder could start bankruptcy or any other legal action against any one of them for the full amount. It would then be up to that committee member to recover their share from the others, but that was of no concern to the builders. Club members should:</p> <ul style="list-style-type: none"> take legal advice before accepting office as a member of the committee or other governing body of an unincorporated association, to reduce the risk of being taken to court for payment of the association's debts ensure that fellow committee members are aware of their potential personal liability before an unincorporated association enters into a significant contract or carries out any activity that could create a legal liability — for example, for personal injury — if things go wrong <p>Reproduced courtesy of ICAEW http://www.icaew.com/en/archive/library/subject-gateways/law/contract-law/legal-alert/case-law-personal-liability-of-club-committee-members-highlighted</p>
4	<p>Community Amateur Sports Clubs: detailed guidance notes https://www.gov.uk/government/publications/community-amateur-sports-clubs-detailed-guidance-notes/community-amateur-sports-clubs-detailed-guidance-notes#the-benefits-of-becoming-a-casc</p>
5	<p>CASC AND CHARITY STATUS FOR CLUBS http://www.cascinfo.co.uk/</p>
6	<p>Trading subsidiary https://www.gov.uk/government/publications/community-amateur-sports-clubs-detailed-guidance-notes/community-amateur-sports-clubs-detailed-guidance-notes#the-benefits-of-becoming-a-casc</p>

Compiled & researched by Lorena Henderson & Steve Crane

Minutes of the Special General Meeting

BEDFORD HARRIERS SPECIAL GENERAL MEETING

Wednesday 30th November 2016

Chaired by – Steve Crane

PRESENT:- Bill Tallentire, Bill Kinda, Neil Lovesey, Mark Tinkler, Val Bird, Lesley Barnes, Tony Barnes, Noel Jones, Richard Watson, Steve Crane, Beverley Tredget, Jack Keenan, Jerry Pullinger, Jen Lovesey, Veronica Singleton, Graham Horne, Angela Gallivan, Stuart Bullard, Elaine Fullard, Amanda Friman, Peter Pack, Sue Pack, Kevin Willett, Russell Page, Larry Corkrey, Chris Capps, Ian Kingston, Phil Supple, Stuart Snelson, Sylvia Jones, Jenny King, Simon King, Alex Rothwell, Lorraine MacCormack, Richard Gallivan, David Prior, Judy Prior, Steve Gaunt, Lesley Gaunt, Sally Cartwright, Jacinta Horne, Shelia Humphries, Norma King, Lynne Greenard, Julie Driver, Tony Jones, Zoe Willett, Lorena Henderson.

APOLOGIES:- Gill Fullen, Graham Short, Carrie Trail, Jeannette Cheetham, Mark Taggart, Alastair Fadden, Ken Toyne, Linda Watson, Tony Parello, Chris Parello.

The Meeting was opened by the Chairman (SC) who introduced the people at the table. ZW – Secretary, LH – Committee Member and RW Treasurer.

SC explained a letter was sent to the membership dated 8th November 2016 formally inviting everyone to the Special General Meeting (SGM). Ten members had signed a document calling for an SGM. The form was available for inspection at the meeting.

SC informed all present about the format of the meeting.

A document titled Club Governance was circulated to all Harriers members for review, however there needs to be some amendments to the version.

Page 5 – under the summary stated ‘The Club’s current estimated Corporation Tax liability amounts to £17,187.65 as at the end of 2014’, should read at end of 2015

Page 8 – ‘The trading turnover restricting it to £50,000 per year’ should read £100,000 per year.

Page 12 – ‘The committee consisting of five Honorary Officers’ should read six.

Page 16 – ‘Vested in Trustees’, if proposal passed the constitution of the club will have Trustees.

How will this proposal affect individual members – it won’t. It is protection for the club as whole and individual committee members.

The document is split into four sections. Everyone has been invited to read and understand. SC gave all present a brief overview and asked for questions from the floor.

1. Contracts – who is responsible for the contracts i.e. at races? – This could change if the status changes, the individual member makes this contract and is responsible for payment. With change of status the club enters into the contract not the individual.
2. Are trading profits taxable? – Only profits generated from races is taxable.
3. When the club is solvent then the management has a responsibility to stay solvent.
4. Brilliant document and recognition goes to SC & LH for effort put in preparing.
5. If the clock is hired out who is responsible if damaged? – The person who hires it has responsibility, however if our own race we are responsible and will be covered under our own insurance.
6. Clarification on the limit of liability is £1 per member; the club would only be liable to the limit of present funds + £1 from each member.
7. SC asked if everyone understood the corporation tax and vat as per table on page 5 of the document.
8. No Limitz buy and sell our kit through their own business therefore not included nor have any influence over this.
9. There is evidence that VAT will not apply to us as an organisation. However, there is a small area of concern this is not for eligible bodies and we are one of those and our current club rules do not include. SC asked if anyone had any rules pre 2005 he would like to see them.
10. CASC registration and requirements – we would benefit by lowering the element of liability would reduce corporation tax. Rules need to comply with becoming CASC registered and the constitutions have rules around this.
11. SC has read the HMRC documents where they have a scheme to help organisations not falling into the trap to pay tax. They recommend any club exceeding £50K may wish to form a subsidiary.
12. Any help / advice from other clubs? – Some local clubs are already registered i.e. Beds & County, BCC and Serpentine.
13. Oakley and Wootton figures almost reach the limit and the chances of the club staying below £50 K are slim. Therefore, the option is there to form a trading subsidiary.
14. Page 8 of document shows a table summary of options how to proceed. There is also an explanation on how trading subsidiary would work. Any surplus generated and donated to club in not liable for tax and the club receives all monies.
15. We are not liable for money held by the club.
16. Does it affect how we spend the money – we can carry on as we do now.

17. Any purchases are vat able for races.
18. Race related purchases could be an asset of the trading subsidiary.
19. We do not have to submit each year; the club is exempt from statutory requirements of audit but need to keep records and file accounts.
20. Do we need to keep income below levels for CASC? Yes, we could be even restricting the level income from races it is difficult to prevent going over.
21. Setting up this structure reduces risk for future committees.
22. Not aware of any limit on Gift Aid trading subsidiary to give back to club.

Need to form a new committee for subsidiary. A trading subsidiary is separate and could be detrimental to the club. The directors of the trading subsidiary would be Bedford Harriers itself. More work is needed to be fully compliant.

The club constitution is presently 2 pages long and it is a requirement of CASC registration for the constitution to contain information about CASC. Therefore, the rules need to be replaced to formalise what we do.

The meeting followed a discussion on the area covered by club and to clarify the wording in the proposed club governance document. Not restricted to be active in Bedfordshire. The document will be reworded 'For the people of the areas of Bedfordshire and the local community'.

Regarding the membership applications – under 18-year olds can train with us at the discretion of the coaches with parent support on runs and the training sessions suitable for their age.

Clarification confirmed re club colours. In document.

Trading subsidiary will consist of a committee to execute contracts on behalf of the club to do with races.

Proposals

1. Proposal to be put before the membership to change the club's legal status from an Unincorporated Association to a Company Limited by Guarantee as put forward in the document entitled 'Club Governance'
 - Proposer Steve Crane
 - Seconded by Veronica Lawley

PASSED UNANIMOUSLY.

2. Proposal to be put before the membership for the Club to become a registered Community Amateur Sports Club as put forward in the document entitled 'Club Governance'

- Proposer Steve Crane
- Seconded by Lorena Henderson

PASSED UNANOMOUSLY.

3. Proposal to be put before the membership to adopt the ' Club Constitution' as put in the document entitled 'Club Governance'

- Proposed by Steve Crane
- Seconded by Richard Watson

PASSED UNANOMOUSLY.

4. Proposal to be put before the membership for the Club to establish a trading subsidiary to administer the Club's races.

- Proposed by Steve Crane
- Seconded by Jerry Pullinger

PASSED UNANOMOUSLY.

This will now be further discussed at the next committee meeting and in subsequent months advising the membership of the progress made.

Meeting closed by Steve Crane.