

VICTORIA PARK HARRIERS AND TOWER HAMLETS AC

Rules

1. Introductions

- 1.1 Before setting out the rules, a word of explanation as to how Victoria Park Harriers and Tower Hamlets AC has been constituted may be helpful. It is a company limited by guarantee which is also registered as a charity and is under the management of a Board whose members form the directors under the Companies Act and the trustees under the Charities Act. For convenience, these board members are referred to as trustees throughout these rules.
- 1.2 In order to deliver its charitable services, the company operates through a club (“the Club”) which supports athletics competition. Membership may be of the Club alone or of both the Club and company. The rules set out in section 3 below apply to everyone but the rules set out in section 2 apply only to those who have been chosen to become a member of the company as well as the Club. There is no obligation to become a member of the company but membership confers wider opportunities to have a say in how the company and Club are run. For example, those who do not become company members may use all the Club facilities but they will have no right to attend the AGM or any other general meeting and so will not have a vote on matters such as the election of trustees, operational rules etc.

2. Rules Applicable to Members of the Company

- 2.1 As a company, the principal rules governing how it is to be managed are contained in its memorandum and articles of association as filed at Companies House and with the Charity Commission. It is not necessary that everyone should be familiar with the detailed provisions contained in these documents (for example, there are 64 articles, many of which are divided into several sub-sections) although it is incumbent upon the trustees, who are responsible for day to day operations, to understand and comply with them. However, a complete copy of the memorandum and articles of association are available to members of the company on application to the secretary, Brenda Puech.
- 2.2 It is only those who are members of the company who have the right to attend and vote at the annual general meeting (“AGM”) or any other general meetings that might be called from time to time on specific issues. Anyone wishing to become a member should contact the secretary, Brenda

Puech, but it is important to understand that membership carries a small financial obligation (albeit minimal) insofar as each member guarantees (hence being a company limited by guarantee) to pay the sum of £1 in the unlikely event that the company ever becomes insolvent. This is not an upfront payment. For the form of declaration to be made in applying for membership, please refer to section 3.4 below.

- 2.3 Neither members nor trustees of the company may be paid for their services unless previously approved by the Charity Commission. The income and property of the company must be solely towards the promotion of its charitable objective and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company except as approved above. However, this does not preclude the payment to any member of the company who is not a trustee of reasonable and proper remuneration for any services rendered to the company. On dissolution of the company (if and when such might occur) any property or assets whatsoever remaining after satisfaction of all its debts and liabilities shall not be paid or transferred among members of the company or the Club, but shall be given or transferred to some charitable body or to a voluntary body with similar objectives to those of the company and which also prohibits the distribution of its income and property among its members.
- 2.4 Applications to become members of the company are considered by the trustees who have absolute discretion to approve or reject. In practice, applications are most welcome (see paragraph 3.3, 3.4 and 3.5 below for further information).
- 2.5 Membership implies that those concerned will have the company's best interests at heart and will not indulge in any conduct prejudicial to such interests. The trustees have the power to terminate the membership of any individual who acts contrary to such interests.
- 2.6 Each member is entitled to one vote on each issue put to vote at the AGM or other general meeting. However, in the event of a tie, the chair of the meeting will have a casting vote if he or she chooses to exercise it. Voting is normally done by a shown of hands but the chair may decide that a poll is to be taken. Also, two members having the right to vote at the meeting may demand that a poll be taken.
- 2.7 One third of the trustees have to retire at each AGM although they may stand for re-election. Trustees are elected by the members of the company so this is an important opportunity for them to exert their influence. Any member may stand for election but there are procedures laid down in the articles as to how nominations for election are to be dealt with and anyone

who is thinking of standing as trustee should check these with the secretary, Brenda Puech, well in advance of the AGM since, unless a retiring trustee seeking re-election, it will be necessary to give between 14 and 35 clear days notice before the AGM.

- 2.8 Emergency motions may be taken at the AGM only once the Chair of the Board has commented on whether the motion is appropriate to take as an emergency motion and upon a majority vote of company members present and voting to treat it as an emergency motion. Nominations for President must be made in writing to the Secretary prior to the final Board meeting before the AGM. The nominations will be considered by the Board and short-listed candidates will be submitted to the AGM for election, such office to held for one year. Vice Presidents and Life Vice Presidents shall be elected at the AGM from nominations made in writing to the Secretary prior to the final Board meeting before the AGM. All nominations must be approved by the Board, which may make further nominations as it considers appropriate. The office of Vice President shall be held for one year. Eligible candidates for Vice President and Life Vice president must be approved at an Annual General Meeting by a three fourths majority decision of all those members present. President must be approved by simple majority.
- 2.9 Although the articles provide the principal framework for the governance of the company, there will in practice be numerous instances which would benefit from subsidiary rules, often requiring flexibility in approach. These trustees are given power to make such rules in respect of a range of matters which include admission to and termination of membership; subscriptions and charges; conduct; and procedure at general meetings, including whether proxy voting is to be allowed and in what circumstances. This list is not exhaustive. The trustees have a duty to bring these rules to the notice of the general members and to users (whether members of the company of merely members of the Club). Any such rules can be overturned at a general meeting requisitioned by not less than one tenth of the membership who would have the right to vote at any such meeting.
- 2.10 In practice, the trustees have agreed that the rules should be reviewed at the AGM and will not in the normal course of events introduce, amend or repeal rules by decisions taken solely at Board meetings. However, subject to what is said in 2.11 below, the articles provide authority for them to do so.
- 2.11 Any rules made by the trustees must not be inconsistent with, or seek to repeal anything contained in the memorandum and articles of association which, under the Companies Act, can only be altered by a three fourths

majority of those present and voting at a general meeting. There are also rules in the Companies Act about the notice which must be given in respect of any such proposal and these would need to be adhered to. Also, as the company is a registered charity, any change to the wording of its objects(i.e what it is set up to do) would first have to be approved in writing by the Charity Commission.

3. Rules Made Pursuant to the Powers Contained in the Articles.

3.1 These rules apply to both members of the company and to those who are members of the Club only.

3.2 As mentioned in section 1.2 above, the company will deliver its charitable objectives through the medium of the Club. Club membership will be open as follows subject to payment of the annual fees stipulated which shall be due as at 1st November for the ensuing twelve months and are to be calculated (where applicable) according to age at the date:-

Age 20 and above £70 (or 12 standing order Payments per month)

Student, Unemployed and OAP £20

Associate and Second Claim Members £20

Active Qualified Coaches and Officials £0

Age 11 to 17 £5

Non-competing Parents of under 18s £5

3.3 First-Claim, Associate and Life Members of the Club who are aged 18 or over may apply to become members of the company but in the case of the non-competing parents of under 28s only if they upgrade to associate membership.

3.4 Applicants for membership of the company shall be required to sign a declaration in the following form:-

“I am 18 or over and am a paid up member of the athletics club organised by Victoria Park Harriers and Tower Hamlets AC (“the company”). I hereby apply to become a member of the company and understand that, if my application is accepted, I could become liable to contribute up to a maximum of £1 if the company is wound up and does not have sufficient funds to pay all its debts”.

- 3.5 Second-Claim Members of the Club, those who are under 18 years of age and their non-competing parents (unless they have upgraded to associate membership) are ineligible to be admitted to membership of the company.
- 3.6 The trustees must provide proper oversight in the following areas to guarantee a viable organisation: track & field, road & cross country, youth development (liaise with community & schools), coaching, officials, maintaining club facilities, maintaining an inventory of all club-owned property, maintaining proper financial records, an awards programme, maintaining accurate membership records in accordance with the Data Protection Act, transportation, and a social programme. To that end, the Board shall consist of Chair, Secretary, Director of Finance, Director of Public Relations, Director of Facilities, Director of Men's Track & Field, Director of Women's Track and Field, Director of Youth Track & Field, Director of Men's Road & Cross Country, Director of Youth Development, Director of Coaching, Director of Officials, and Director of Entertainment. Among those Directors, the following functions will be allocated: inventory, awards, membership and transportation.
- 3.7 Club colours shall be a white vest or blouse with blue sash and a jade sash from right shoulder diagonally downwards to the left. These colours must be worn when representing the club.
- 3.8 Life membership of the club may be awarded to any member upon completion of 21 years continuous membership or for outstanding service to the Club. An eligible candidate must be recommended by the trustees and be approved at an Annual General Meeting by a three-fourths majority decision of all those members present.
- 3.9 The annual subscriptions shall be agreed at the AGM and be payable from the 1st November each year. Any qualified coach or graded official deemed by the trustees to have contributed to the Club over the previous twelve months will be offered exemption from subscriptions for the following year.
- 3.10 By the January Board meeting, a list of all paid members (as well as Life Members and Life Vice Presidents) and unpaid members will be advertised. Any member whose subscription is still outstanding by the February Board meeting shall be notified in writing and, if by the March Board meeting the subscription is still unpaid, the Board will decide upon the appropriate course of action to be taken (which may include waiver of the subscription, in whole or in part, if at the discretion of the Board in all the circumstances such a course of action is deemed to be just equitable).

- 3.11 In the event of unbecoming conduct on the part of any member of the Club, he or she may be expelled from membership by a vote of not less than a three fourths majority at a Board meeting. All trustees must be officially notified by the Secretary in advance of the meeting of the intention to consider such expulsion.
- 3.12 Any member wishing to resign from membership of the Club shall give notice in writing to the Secretary and, if all sums due to the Club have been paid, the resignation shall take effect after 14 days which shall be acknowledged in writing by the Secretary within that time.
- 3.13 Only fully paid-up, first-claim members are eligible to compete in club championships, set club records or appear in the all-time rankings.
- 3.14 To be eligible to receive a Club championship medal, an athlete must have represented the club sufficiently as approved by the Board.
- 3.15 Club training facilities will be open for the use of members from 5p.m until 9.30p.m. Monday to Wednesday, from 5p.m until 11.00p.m on Thursday, and from 9.00a.m until 2p.m on Sunday, and at such other times as may be decided by the Board.
- 3.16 Neither the Club nor the Company shall be held liable for the loss of, or damage to, any personal property.
- 3.17 No property may be taken from the Clubhouse without the prior permission of the Board.