

Wymondham Athletic Club Constitution ("Rules")¹

Title

1. The name of the club is "Wymondham Athletic Club" (the "**Club**").

Object

2. The object of the Club is the promotion of amateur athletics ("**Sport**").

Affiliations

3. The Club will be affiliated to UK Athletics ("**UKA**").
4. The Club will be affiliated to such other bodies and organisations having a function in relation to the Sport as the Committee (as defined below) shall decide from time to time.

Headquarters

5. The Club will be based at such location within three miles of the Wymondham Market Cross ("**Wymondham**") as the Committee shall decide from time to time.

Management of Club and commitments etc

6. The management of the Club will be vested in a committee ("**Committee**").
7. No person shall be entitled to enter into any commitment or accept or create any obligation or liability on the part of the Club unless either (a) they are a member of the Committee or (b) are authorised by the Committee to do so.

Composition of Committee

8. No person shall be a member of the Committee at a time at which they are not a Paid up Member (as defined below).
9. No person shall be a member of the Committee at a time at which they are a "second claim" member of the Club.
10. Subject to Rule 11, the Committee shall comprise a Chairman, a Secretary and a Treasurer (each an "**Office**") and at least two and, unless the Committee shall otherwise decide, not more than nine, further members (each person holding an Office being referred to herein as an "**Office Holder**" and each Office Holder and each such further member being referred to herein as a "**Committee Member**").
11. At any time at which an Office is vacant the remaining Committee Members shall seek to identify a Paid up Member who is not a "second claim" member who is willing to hold such Office and to co-opt (or, if there is more than one such person, seek to have elected at an EGM (as defined below) one of such persons), to such Office but the fact that an Office is vacant shall not prevent the Committee from acting.
12. Subject to Rule 13, Committee Members shall be elected by the Paid up Members at an AGM and shall stand down at the second AGM (as defined below) following their most recent election as a Committee Member. Any retiring Committee Members shall be deemed to stand down at the point in that meeting that elections to the Committee are first discussed.

¹ Adopted at SGM on 22 February 2016.

13. A Committee Member who stands down at an AGM may be re-elected at the AGM at which they stand down including to any Office including an Office in respect of which they were the Office Holder immediately prior to standing down).
14. The Committee may, by a majority vote, co-opt any Paid up Member onto the Committee (including as an Office Holder). Any person so co-opted shall be a "full" member of the Committee. Any person so co-opted must stand down at the AGM next following their co-option.
15. No payment shall be made to any Committee Member for acting as such but Committee Members shall be entitled to be reimbursed by the Club for their reasonable direct expenses incurred in acting as such.

Proceeding of the Committee

16. As soon as practicable following each AGM (and following any vacancy in the post) the Committee Members shall elect one of their number, not being an Office Holder, who is willing so to act as:
 - (a) the Vice Chairman
 - (b) the person (who need not be a coach) responsible for liaising with the senior or head coach regarding coaching matters ("**Coaching Representative**")
 - (c) the person responsible for liaising with any team of people charged with responsibility for organising public races mounted by the Club ("**Race Representative**")to hold such position until the next AGM PROVIDED THAT
 - (i) there shall not be a Vice Chairman, Coaching Representative or Race Representative at a time at which, as far as the Committee is aware, no Committee Member is willing to act as such; and
 - (ii) the Coach Representative shall not be the same person as the Race Representative.
17. Meetings of the Committee shall be convened to take place (a) at such times and such places as the Chairman shall decide and (b) as decided by the Secretary if so required in writing by not less than half in number of the Committee Members.
18. No meeting of the Committee shall be convened to take place more than 10 miles from the Wymondham unless all the Committee Members so agree.
19. No meeting of the Committee shall take place at less than 72 hours' notice unless the majority of the Committee Members so agree.
20. Notices of meetings of the Committee shall be given to each Committee Member who is in the UK at the time of giving of notice.
21. Notices of meetings of the Committee shall be given by (a) email to the intended recipient's last known email address or (b) first class post to the last known address of the intended recipient or (c) hand, as the Secretary shall decide.
22. Meetings of the Committee shall be chaired by the Chairman, in whose absence the Vice Chairman (if any), in whose absence another Committee Member decided upon by those Committee Members present at the start of such meeting.

23. No meeting of the Committee shall commence or continue unless there are present three Committee Members including at least one Office Holder **PROVIDED THAT if the Committee shall comprise seven or eight Committee Members, the relevant number of Committee Members shall be four and if the Committee shall comprise nine or more Committee Members the relevant number of Committee Members shall be five².**
24. Minutes shall be taken of each meeting of the Committee and retained for not less than five years.
25. Decisions of the Committee shall be taken by the majority of the Committee Members present and voting at a quorate meeting of the Committee or, in respect of a decision not taken at such a meeting, a decision taken by a majority of the Committee Members. In each case in the event of equality of voting in addition to a vote as a Committee Member the Chairman (if any) shall have a casting vote.
26. There may be established such formal and informal committees, including sub-committees of the Committee, with such terms of reference, composition and governance rules as the Committee shall from time to time decide. Membership of such sub-committees shall not be restricted to Committee Members but shall only Paid-up Members may be a member of any sub-committee.
27. The Committee may invite such persons as it from time to time decides to attend any meeting of the Committee and, in the case of any member of any sub-committee may require the submission by it of such relevant reports, explanations and information as the Committee may reasonably determine.
28. No past, present or future member of the Club shall bring any claim against any Committee Member in respect of any act or omission of any Committee Member where such conduct is in relation to the Club save in the case of misfeasance.
29. Save in the case of misfeasance, each Committee Member shall be entitled to be indemnified by the Club in respect of any of his acts or omissions as a Committee Member where such conduct is bona fide in relation to the Club.

Accounts

30. Proper books of account of the Club shall be maintained by the Treasurer (or such other person that the Committee may decide) that enable the financial position of the Club to be determined at any time ("**Accounts**").
31. From 1 April 2016 the accounting period of the Club shall run from 1 April to the next succeeding 31 March. There shall be a fifteen month accounting period of the Club ending on 31 March 2016.
32. The Treasurer (or such other person that the Committee may decide) will produce and present for review to such appropriately skilled and/or qualified person (not being a Committee Member) as the Committee shall decide ("**Auditor**") Accounts in respect of each accounting period. Such review will not constitute an audit unless so required by law.
33. The Auditor shall be asked to report in writing to the Committee on whether the accounts in respect of the relevant accounting period present a true and fair view of the finances of the Club during and at the end of that account

² Words added by resolution passed at EGM on 23 May 2016.

period and, if not, why not and invited to include in such report such further comments as the Auditor deems appropriate.

34. There shall be presented at each AGM the accounts of the Club for the accounting period then most recently ended to include a statement of income and expenditure (or profit and loss) and a balance sheet as at the end of such accounting period ("**Financial Statements**") together with the Report of the Auditor thereon.

Membership

35. No person shall be a member of the Club unless they are an amateur as from time to time defined by UKA.
36. Each person who is a member of the Club shall be affiliated by the Club to UKA if they have not so affiliated themselves.
37. A person wishing to join the Club or to renew their membership of the Club shall apply in such manner and providing such information, assurances, confirmation, consents, undertakings and indemnities (including agreeing to abide by the applicable rules of UKA and any body referred to in Rule 4) ("**Requirements**") as the Committee shall reasonably decide from time to time provide that all persons joining at the same time and all persons renewing at the same time in the same membership category shall be subject to the same Requirements.
38. No person who is a member of the Club shall bring the Club or the Sport into disrepute.

Subscriptions

39. There shall be such categories of membership as the Committee shall from time to time decide.
40. Subject to Rule 54, fees shall be set for each category of membership at such amount as the Committee shall from time to time decide ("**Subscription Fee**").
41. Subscription Fees shall include the amount payable by way of the person's UKA affiliation fee.
42. Subscription Fees shall include such affiliation fees (in addition to the UKA affiliation fee) as the Committee shall decide from time to time in respect of the relevant category of membership.
43. Any changes to Subscription Fees shall be notified to affected members at least seven days before coming into effect.
44. The Committee may decide to require renewing members who fail to pay their Subscription Fee by the due date and/or new members to pay a joining fee of such amount as the Committee may from time to time decide ("**Joining Fee**").
45. The period from 1 March 2015 to 31 March 2016 shall be a membership year and subsequent membership years shall run for 12 months from 1 April 2016 and each subsequent anniversary thereof (each a "**Membership Year**").
46. New members shall pay their Subscription Fee and any Joining Fee prior to election to membership.
47. A person who has paid the relevant Fees in that respect and who is elected a member of the Club during a Membership Year shall become a Paid up Member until the last day of that Membership Year.

48. A person renewing their membership during a Membership Year shall do so for the Membership Year immediately following that Membership Year and otherwise shall be deemed to be renewing their membership for the then current Membership Year.
49. A person who has been a Paid up Member in the immediately preceding Membership Year who wishes to remain as a member of the Club shall pay their Subscription Fee for the new Membership Year not later than the first day of the Membership Year to which it relates.
50. The Committee may impose on persons renewing their membership who have not paid all or part of their Subscription Fee by the due date an additional charge of such amount as the Committee may from time to time decide ("**Late Payment Fee**").
51. The Committee shall decide from time to time the means by which Subscriptions Fees, Joining Fees, Life Membership Fees and Late Payment Fees ("**Fee**") and other amounts payable to the Club by members of the Club are to be paid.
52. Provided it has notified such person in advance of its intention to do so and the amount thereof, the Committee may impose such reasonable payment charges as it may from time to time decide on persons who pay Fees and other amounts by using a method that results in the Club making payments to third parties. Such charge may exceed the amount paid by the Club to third parties in that respect.
53. The Committee may set reduced levels of Subscription Fees for persons joining the Club part way through a Membership Year provided that all persons in a particular membership category joining at the same time shall be charged the same Subscription Fee.
54. Unless prohibited by law, the Committee may operate a life membership scheme as a category of membership whereby members upon reaching the age decided upon by the Committee may elect to become life members upon a payment of a lump sum of such multiple of the then current Subscription Fee as the Committee may decide ("**Life Membership Fee**"). All members becoming a life member in the same Membership Year shall pay the same Life Membership Fee. The Committee may require life members to continue to pay annually the amount of the UKA affiliation fee for so long as they remain a life member and may terminate the membership of a person who fails to pay the same on a timely basis unless it has previously otherwise been agreed by the Committee.
55. If a person's subscription is two or more months in arrears the Committee may expel such person from the Club after at least a month has elapsed from an email having been sent to such person at their registered email address, informing them that their Subscription Fee is overdue and that the Committee may expel them if the arrears and any related Late Payment Fee or other Fee then due by such person to the Club are not settled within a month of the date that such email was sent. Any such expulsion may be reported to any organisation with which the Club is affiliated.
56. A person who has paid all sums then due to the Club for the relevant Membership Year and/or any Affiliated Body by way of subscriptions, Joining Fees, Life Membership Fees, Affiliation Fees and Late Renewal Fees (including as a second claim member) is referred to in these Rules as a **Paid up Member**.

57. The Committee may exclude any person who is not a Paid up Member from any race, meeting (including any AGM or EGM) or other activity promoted, hosted, or arranged by the Club.
58. Second claim members joining for club membership to compete purely as part of the Wymondham AC veterans Track and Field teams will be entitled to such reduction in the relevant Subscription Fee as the Committee may decide.
59. No person shall be entitled to any refund of any amount paid by way of any Fee.

Ceasing to be a member of the Club

60. A person intending to cease to be a member of the Club shall give notice of that in writing to the Secretary, and that person's membership shall terminate on the date of receipt by the secretary of that notice unless the Member owes money to the Club, in which case the Committee may delay such termination until the person has paid to the Club all the money they owe the Club or until such other time as the Committee may decide.
61. A person who does not tender their resignation as a member prior to 31 March in a Membership Year shall be liable to pay a subscription for the immediately ensuing Membership Year.

Annual General Meeting

62. A general meeting designated in the notice convening the same as an Annual General Meeting (or AGM) of the Club ("**AGM**") shall be held at least once in each calendar year and not more than 18 months shall elapse between AGMs.
63. The business of each AGM shall include the receipt of Financial Statements for the accounting period then most recently ended and the receipt of the report of the Auditor thereon (if available) and such other reports as the Committee shall decide, the election of Officers and other Committee Members and such other matters, if any, as may be decided by the Committee and identified in the notice of such AGM.

Extraordinary General Meeting

64. An extraordinary general meeting of the Club ("**EGM**") shall be convened (a) if decided by the Committee and (b) following receipt by the Secretary of a notice in writing signed by not less than ten Paid up Members requesting that such a meeting be convened and stating in detail the business to be brought before such a meeting ("**Requisitioned EGM**").
65. Any EGM shall be held at such time and in such place as the Committee shall decide, provided that no EGM shall be convened to be held within 10 miles of Wymondham and provided further that the date of a Requisitioned EGM shall be not more than 28 days after receipt of the relevant request.

AGM and EGM Notices

66. Notice of each AGM and EGM shall be sent to each person who is a Paid up Member at the time of giving of such notice. Such notice shall be sent not less than 14 days prior to the time of the AGM or EGM to which it relates and shall set out the date, time and place of such AGM or EGM and, in brief, the business proposed to be transacted thereat.

67. Notices of AGMs and EGMs shall be given by email to the intended recipient's last known email address or by first class post to the last known address of the intended recipient or by hand, as the Secretary shall decide.
68. Neither the accidental failure to give notice to, or the non-receipt of notice by, one or more Paid up Members in accordance with Rule 66 or Rule 67 shall invalidate such notice (or the AGM or EGM to which it relates) provided that notice is validly given to at least 50% of the Paid up Members entitled to receive such notice (whether or not notice is actually received by them).

Conduct of EGMs and AGMs

69. Unless the chairman of such meeting shall, in their absolute discretion consent to them doing so, no person shall be entitled to attend or speak at any AGM or EGM who is not a Paid up Member and any such consent may be withdrawn by such chairman at any time.
70. No person shall vote at any AGM or EGM who is not a Paid up Member.
71. Each AGM and EGM shall be chaired by the person who is the Chairman at the start of such meeting or, in the absence of the Chairman, such person as the Members then present shall decide by a simple majority vote. If the person chairing the meeting shall so decide, chairmanship of all or part of the meeting may pass to some other person of their choosing.
72. No business shall be discussed at an AGM that is not specified in the notice of such meeting unless the chairman of such meeting shall so decide in his absolute discretion provided that these Rules shall not be amended at an AGM.
73. Nothing shall be done at an AGM or EGM that is contrary to these Rules.
74. No business shall be discussed at an EGM that is not specified in the notice of such meeting.
75. The quorum for an AGM or an EGM shall be 10 Paid up Members present in person. No business shall be discussed at an AGM or EGM at a time at which a quorum is not present, provided that if a person who is not a Paid up Member shall be accidentally counted towards a quorum at an AGM or EGM such meeting shall not be inquorate as a result.
76. Decisions at AGMs and EGMs will, subject to Rule 78, be by a simple majority of Paid up Members voting in person (and not by proxy) on a show of hands or by a secret ballot as the chairman of such meeting shall decide.
77. If business set out in the notice of an AGM or EGM remains undiscussed at the AGM or EGM to which the notice relates (including because no quorum was present or maintained) the chairman of such meeting (notwithstanding that it may be inquorate at the time of such adjournment) shall adjourn that meeting to such time, date and place as he shall decide, being a date not less than 7 days after the date of the adjournment and a place within 10 miles of Wymondham. Notice shall be given of the adjourned meeting as if it were a different AGM or EGM save that such notice shall be valid if given not less than 72 hours prior to the time of the meeting as adjourned.

Alteration to Rules

78. No alteration or addition may be made to these Rules save as approved by at least three quarters of Paid up Members voting in person (and not by proxy) (on a show of hands or by a secret ballot as the chairman of such meeting

shall decide) at an EGM the notice of which specifies that the business of such meeting will comprise or include a proposal in that regard.

Dissolution

79. On the dissolution of the Club any funds in excess of those needed to satisfy the outstanding liabilities of the Club shall not be distributed to past or present members of the Club but shall be applied by the Club (or given to such other organisations as the Committee shall identify) with the intention in each case of one or more of the following:

- in establishing or contributing to a bursary or the provision of other financial support
- in purchasing a trophy or trophies
- towards the costs of operating a race or series of races
- towards the cost of training

and in each case with the intention of promoting, developing, facilitating or encouraging participation in road running and/or other athletic competition in (but not necessarily exclusively in) Norfolk.