

CONSTITUTION OF WATERSIDE GYMNASTICS CLUB
(hereinafter referred to as the Constitution)

Adopted on the 7~~th~~ day of SEPTEMBER 19 95 *DF*

a. THE NAME

The name of the club is the "Waterside Gymnastics Club" hereinafter referred to as the ("the Charity").

b. ADMINISTRATION

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee ("The Executive Committee") constituted by Clause h of this Constitution.

c. OBJECTS

The Charity's Objects ("The Objects") are to advance the education of young persons up to the age of 18 by organising or providing or assisting in the organisation and provision of a facility which will enable such persons to undertake gymnastics to standards set by The British Amateur Gymnastics Association (B.A.G.A.) or its successor and to assist in ensuring that due attention is given to the physical education, development and occupation of their minds with a view to furthering these Objects.

d. POWERS

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following:

1. Power to raise funds and invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
2. Power to buy, take on, lease or in exchange of any property necessary for the achievement of the Objects and to maintain and equip it for use.
3. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity.
4. Power subject to any consents required by law to borrow money and to charge all or any part of the property with repayment of the money so borrowed.

5. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.

6. Power to co-operate with other charities, voluntary bodies and statutory authorities in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them.

7. Power to appoint and constitute such advisory committees as the Executive Committee may think fit.

8. Power to do all such other lawful things as are necessary for the achievement of the Objects.

e. MEMBERSHIP

The membership of the Charity will be:

1. Participating members up to the age of 18 interested in furthering the Objects and who have paid the subscription laid down from time to time by the Executive Committee.

2. Parents/Guardians of participating members under the age of 18 years subject to the limit of one parent/guardian member for each participating member, coaches of the Charity who are qualified with B.A.G.A. and any member of the Executive Committee.

3. Associated Members being those persons who are interested in furthering the Objects and who are voted as such by the Executive Committee. All such members of this category are deemed to have resigned at the end of the Annual General Meeting following their election.

f. VOTING MEMBERS

Each member described in Membership categories 1 and 2 of Clause e who have attained the 18th birthday.

g. HONORARY OFFICERS

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a Chairperson, a Secretary, a Chief Coach and a Treasurer who will hold office from the conclusion of that meeting.

h. EXECUTIVE COMMITTEE

1. The Executive Committee should consist of the Honorary Officers and not more than 11 further members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

2. The Executive Committee may, in addition, appoint not more than 4 co-opted members but no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.

3. All members of the Executive Committee shall retire from office at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.

4. The proceedings of the Executive Committee shall not be invalidated where any vacancy exists among their number or by any failure to appoint or any defect in the appointment or qualification of a member of the Executive Committee.

5. No one should be appointed as a member of the Executive Committee who is under the age of 18 years or who would, if appointed, be disqualified under the provisions of the following Clause.

6. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the Minute Book of the Executive Committee a Declaration of Acceptance and of willingness to act in the trust of the Charity.

i. DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

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

1. is disqualified from acting by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision) or:
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or:
3. is absent without the permission of the Executive Committee from all their meetings held within a period of 6 months and the Executive Committee resolve that his or her office shall be vacated, or:
4. notifies the Executive Committee of a wish to resign (but only if at least 3 members of the Executive Committee will remain in office when the Notice of Resignation is to take effect).

j. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration other than expenses properly incurred in carrying out the business of the Charity or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Charity.

k. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall hold at least 4 ordinary meetings each year. A special meeting may be called at any time by the Chairperson or by any 2 members of the Executive Committee upon not less than 7 days notice being given to the other members of the Executive Committee of the matters to be discussed.
2. The Chairperson shall act as Chairperson at meetings of the Executive Committee. If the Chairperson is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairperson of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or 5 members of the Executive Committee, whichever is the greater, are present at a meeting.
4. Every matter, with the exception of sub clause 8 shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question.
5. The Executive Committee shall keep minutes, in a book kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of 3 or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.
8. The Executive Committee may by unanimous vote only and for good reason terminate the membership of any individual; providing that the individual concerned should have the right to be heard by the Executive Committee accompanied by another person, before a final decision is made.

l. RECEIPTS AND EXPENDITURE

1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

2. The funds belonging to the Charity shall be applied only in furthering the Objects.

m. PROPERTY

The Executive Committee shall cause title to:

1. all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities;
and:

2. all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than 3 individuals appointed to them as Holding Trustees. Holding Trustees may be removed from the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the Holding Trustees shall not be liable for the acts and defaults of its members.

n. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

1. The keeping of accounting records for the Charity.

2. The preparation of annual statements of account for the Charity.

3. The auditing or independent examination of the statements of account of the Charity; and

4. The transmission of the statements of account of the Charity to the Commissioners.

o. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

p. ANNUAL RETURN

The Executive Committee shall comply with their obligation under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

q. ANNUAL GENERAL MEETING

1. There should be an Annual General Meeting of the Charity which should be held in the month of November in each year or as soon as practicable thereafter.

2. Every Annual General Meeting shall be called by the Executive Committee. The Secretary should give at least 28 days notice of the Annual General Meeting to all members of the Charity. All the members of the Charity shall be entitled to attend. "and vote at the meeting notwithstanding Associate Members who may be able to attend but not vote at the Annual General Meeting".

3. Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a Chairperson of the meeting. The Chairperson shall be the Chairperson of subsequent Annual General Meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chairperson of the meeting.

4. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.

5. Nominations for election to the Executive Committee must be made by members of the Charity and must be in the hands of the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, an election shall be held by ballot of those members present.

r. SPECIAL GENERAL MEETINGS.

The Executive Committee may call a Special General Meeting of the Charity at any time if at least 12 members request such a meeting in writing stating the business to be considered. The Secretary shall call such a meeting and give 28 days notice. The notice must state the business to be discussed.

s. PROCEEDURE AT GENERAL MEETINGS

1. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.

2. THERE SHALL BE A QUORUM WHEN AT LEAST 15 VOTING MEMBERS ARE PRESENT
AT ANY ANNUAL GENERAL MEETING.

t. NOTICES

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

u. ALTERATIONS TO THE CONSTITUTION

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the Voting Members present at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

2. No amendments shall be made to clause a, clause b, clause j, clause v or this clause without the prior consent, in writing, of the Commissioners.

3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

4. The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

v. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 28 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

w. GYMNASTICS CODE OF CONDUCT

The Chief Coach shall have complete authority to deal with matters relating to the physical participation of members in gymnastics. In any event and for any reason he may refer an individual situation to the Executive Committee and their decision will be final.

x. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

Until the first Annual General Meeting takes place this constitution shall take effect as if the references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

y. CASTING VOTE OF THE CHAIRPERSON

At any meeting the Chairperson shall have a casting vote only.

z. LAW

This constitution will be governed by English Law.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed: ... *C. Goodwin* *D. Fish*
..... *M. Gardner* *J. Green* *W. Bennett*
..... *J. Rogers* *M. White* *J. M. Call*
..... *A. Taylor*
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Extract from minutes of AGM 12th December 2006

A proposal by the Acting Chairperson, Mike Garside to amend Clause 8 of the Constitution of the Club by adding the post of Welfare Officer to the Committee, as of right (this position being an appointment by the Honorary Officers of the Club).

The amended Clause 8 of the Constitution to now read: -

"The Executive Committee should consist of the Honorary Officers, the Welfare Officer (as appointed by the Honorary Officers) and not more than 10 further members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting."

This proposal was put to the meeting and was agreed by vote (for 43, abstention 1)