



TRI-MK

Phoenix Tri-MK

CLUB CONSTITUTION

TRI-MK

## 1. NAME

1.1. The name of the club shall be **Phoenix Tri – MK** and the club is a **not for profit** organisation.

## 2. OBJECTS

2.1. The objects of the club are to offer coaching, training and competitive multisport opportunities in Triathlon. In the furtherance of these objects:

2.1.1. The Club is committed to treating everyone equally within the context of its activity and with due respect to the differences of individuals. It shall not apply nor endorse unlawful or unjustified discrimination, and shall act in compliance with the protections afforded by the **Equality Act 2010**.

2.1.2. In respect of swimming, the Club shall implement the **A.S.A. Equality Policy** (*as may be amended from time to time*).

2.2. The club is affiliated to **Triathlon England**, and shall adopt and conform to the rules of this association, and to such other bodies as the Club may determine from time to time.

2.3. The business and affairs of the Club shall at all times be conducted in accordance with the Laws and Technical Rules of Triathlon England and A.S.A.

2.3.1. The Club shall in accordance with A.S.A. Laws adopt the **A.S.A. Child Safeguarding Policy**, Regulations and Procedures; and shall recognise that the **welfare of children is everyone's responsibility and that all children and young people have a right to have fun, be safe and be protected from harm**.

2.3.2. Members of the Club shall in accordance with A.S.A. Laws comply with the A.S.A. Child Safeguarding Policy, Regulations and Procedures.

2.4. In the event that there shall be any conflict between any rule or by-law of the Club and any of the Governing Body Rules then the relevant Governing Body Rule **shall prevail**.

### 3. ETHOS

- 3.1.** The Club is committed to ensuring that equity is incorporated across all aspects of its operations, activities and development. In doing so, the Club acknowledges and adopts the following **Sport England** definition of sports equity:

*Sports equity is about fairness in sport, equality of access, recognising inequalities and taking steps to address them. It is about changing the culture and structure of sport to ensure it becomes equally accessible to everyone in society.*

- 3.2.** The Club respects the rights, dignity and worth of every person and shall treat everyone equally within the context of their sport, regardless of age, ability, gender, race, ethnicity, religious belief, sexuality or social \ economic status.
- 3.3.** The Club is committed to everyone having the right to enjoy their sport in an environment free from threat of intimidation, harassment and abuse.
- 3.4.** All members of the Club have a responsibility to oppose discriminatory behaviour and promote equality of opportunity.
- 3.5.** The Club will deal with any incidence of discriminatory behaviour seriously according to the Club's disciplinary procedures.

### 4. MEMBERSHIP

- 4.1.** The total membership of the Club **shall not** normally be limited. If however the Committee considers that there is a good reason to impose any limit from time to time then the Committee shall put forward appropriate proposals for consideration at a General Meeting of the Club. The members shall have the right to impose (*and remove*) from time to time any limits on total membership (*or any category of membership*) of the Club.
- 4.2.** All persons who assist in any way with the Club's activities shall become members of the club. Assisting with the Club's activities shall include, but not be restricted to, Administrators, Associate Members, Voluntary Instructors, Teachers and Coaches, Committee Members, Helpers, Honorary Members, Life Members, Officers, Patrons, Presidents, Technical and Non-Technical Officials, Temporary Members, Vice Presidents and Verifies or Tutors of the A.S.A.'s or Triathlon England Educational Certificates.
- 4.3.** Paid instructors, teachers and coaches who are not members of the Club must be members of a body which accepts that's its members are bound by either the A.S.A.'s or Triathlon England's **Code of Ethics**, the **Laws to Child Safeguarding** and those parts of the Judicial Laws, Judicial Rules and procedures necessary for their implementation and whilst engaged in activities under the jurisdiction of Triathlon England or the A.S.A. shall be subject to all the constraints and privileges of the Judicial Laws and Rules.
- 4.4.** Any person who wishes to become a member of the Club **must submit a signed application** to the Secretary (*and in the case of a junior swimmer the application must be signed by the swimmer's parent of guardian*). Election to membership shall be determined by the Club Secretary but other person(s) authorised by the Committee may make recommendations as the applicant's acceptability. The Club

Secretary shall be required to give reasons for the refusal of any application for membership. Any person refused membership may seek a review of this decision before a Review Panel appointed by the Committee (*"Review Panel"*) comprised of not less than three members (*who may or may not be members of the Committee*). The Review Panel shall wherever practicable include one independent member nominated by Triathlon England. The person refused membership shall be entitled to make representation to the Review Panel. The procedures for review shall be at the discretion of the Review Panel whose decision shall be **final and binding**.

- 4.5. In its consideration of applications for membership, the Club shall not act in a discriminatory manner and in particular, shall adhere to the **Equality Act 2010** (*as may be amended*). Accordingly, the Club shall not refuse membership on the basis of a Protected Characteristic within the Act, such as **disability; gender or gender identity; pregnancy; race; religion or belief; or sexual orientation**. Neither may refusal be made on the grounds of **political persuasion**.
- 4.6. The Club may refuse membership only for good and sufficient cause, such as conduct or character likely to bring the Club or the sport into disrepute or in the case of a swimmer being unable to achieve the entry standards as laid down and provided by the Club to the applicant for membership.

## 5. GUESTS

- 5.1. Members shall be entitled to bring one or more guests to any activity of the Club with the express consent of the Chair or Club Secretary.
- 5.2. The member in question **shall be responsible** for the acts and omissions of his or her guests and **shall be liable** to the Club for any loss or damage of any kind whatsoever suffered or incurred by the Club as a direct or indirect result of the acts or omissions of any of his or her guests.
- 5.3. Guests shall be **legally bound by these Rules** as if they were a member save that guests shall have none of the rights of membership.
- 5.4. A guest may be required to pay a visitor's fee at such amount and sign a guest register in such form as shall from time to time be determined by the Committee.

## 6. PERSONAL RISK

- 6.1.** Members and guests acknowledge and accept that playing or participating in sport of any kind can be dangerous and may result in injury and damage to property. Members and guests shall take personal responsibility for their own actions and play or participate in the Club's sporting activities at **their own risk.**
- 6.2.** Subject to clause **6.3** below, the liability of the Club and its Officers to any member is limited to the net assets of the Club.
- 6.3.** Nothing in these Rules shall limit or exclude liability:
  - 6.3.1.** for death or personal injury caused by negligence
  - 6.3.2.** for any loss or damage caused by criminal or fraudulent conduct; or
  - 6.3.3.** for any other liability which cannot lawfully be limited or excluded

[and no Officer shall have the benefit of clause **6.2** above in relation to any liability arising directly or indirectly from his or her wilful or reckless breach of trust or duty].

## 7. INDEMNITY

- 7.1.** Without prejudice to any other indemnity to which an Officer may otherwise be entitled, every Officer of the Club shall be indemnified out of the assets of the Club against any liability incurred by him or her in the proper discharge of his or her duties to the fullest extent permitted by law.

## 8. SUBSCRIPTION AND OTHER FEES

- 8.1.** The annual member's subscription shall be determined from time to time by the Committee and the Committee shall in so doing make special provision for different classes of membership as it shall determine.
- 8.2.** The annual membership fee shall be due on joining the Club and thereafter on the anniversary of joining. Monthly fees will be paid monthly by standing order on the **12<sup>th</sup> Day of every month.**
- 8.3.** Any members whose subscription is unpaid by the date falling **5 days** after the due date for payment may be suspended by the committee from some or all Club activities from a date to be determined by the Committee and until such payment is made.
- 8.4.** The Committee shall, from time to time, have the power to determine the annual membership subscription and other fees. Any increase in subscriptions shall be advised to the members via email with the reasons for any increase to be reported to the members at the next Annual General Meeting.
- 8.5.** The Committee shall have the power in special circumstances to remit the whole or part of the fees, including the Triathlon England membership fees, to address issues of social inclusion.
- 8.6.** In unforeseen circumstances, the Committee has the power to levy additional fees during the year provided that such fees are notified to the members in writing with an explanation of the reasons for the fees.

## 9. RESIGNATION

- 9.1.** A member wishing to resign membership of the Club **must give** to the Club Secretary written notice of his / her resignation. A member's resignation shall only take effect when this (**Rule 9.1**) has been complied with.
- 9.2.** The member who resigns from the club in accordance with **Rule 9.1** above **shall not** be entitled to have any part of the annual membership fee or any other fees returned.
- 9.3.** Notwithstanding the provisions of **Rule 9.1** above, a member whose subscription is more than 10 days in arrear shall be deemed to have resigned. Where the membership of a member shall be terminated in this way he \ she shall be informed in writing that he \ she is no longer a member by notice handed to him \ her or sent by post to his \ her last known address.
- 9.4.** The Triathlon England Membership Department shall be informed should a member resign when still owing money or goods to the club.

## 10. EXPULSION AND OTHER DISCIPLINARY ACTION

- 10.1.** The Committee shall have power to expel a member when, in its opinion, it would not be in the interests of the Club for the individual to remain a member. The Club in exercising this power shall comply with the provisions of **Rules 10.3** and **10.4** below.
- 10.2.** Upon expulsion the former member **shall not** be entitled to have any part of the annual membership fee to be refunded and must return any Club or external body's trophy or trophies held forthwith. Clubs in exercising this power are required to comply with the provision of **Rules 10.3** and **10.4** below.
- 10.3.** The Club shall comply with the relevant Judicial Regulations for handling Internal Club Disputes (*"the Rules"*) as the same may be revised from time to time.
- 10.4.** A member may not be expelled or (subject to **Rule 10.5** below) be made subject of any other penalty unless the panel hearing the complaint shall be by a two thirds majority vote in favour of the expulsion of (or other penalty imposed upon) the member.
- 10.5.** The Officers of the Club (*or any person to whom the Committee shall delegate this power*) may temporarily suspend or exclude a member from particular training sessions and / or wider club activities, when in their opinion; such action is in the interests of the Club. Where such action is taken the incident or matter will thereafter be dealt with in accordance with the appropriate Judicial Rules.

## 11. COMMITTEE

**11.1.** There shall be **at least** three Officers of the Club but, unless otherwise determined in General Meeting, there shall be **no maximum**. The Committee shall consist of the following Officers:

**11.1.1.** Chair

**11.1.2.** Secretary

**11.1.3.** Treasurer

**11.1.4.** any other Officers elected by at a General Meeting.

**11.2.** Officers shall be elected by the members at an AGM. Nominations for election of members as Officers shall be made:

**11.2.1.** by the Committee; or

**11.2.2.** in Writing by the proposer and seconder, both of whom must be existing members of the Club, to the Secretary **not less than fourteen days** before the meeting.

**11.3.** Each Officer shall hold office from the date of election until the conclusion of the next AGM. A retiring Officer may be re-elected at the AGM.

**11.4.** Any vacancy on the Committee which arises between one AGM and the next may be filled by a member proposed by one Officer, seconded by another Officer and approved by the Committee.

**11.5.** An Officer **may not** appoint an alternate or substitute to act on his or her behalf at any Committee meeting.

All Committee members must not be less than 18 years of age, though the Committee may allow younger member(s) to attend their meetings without power to vote. The duties of all Officers are set out in Job Descriptions maintained by the Chairman and Secretary.

**11.6.** The Committee shall appoint a member of the Club as Welfare Officer who must be not less than 18 years of age, who should have an appropriate background and who is required to undertake appropriate training in accordance with Triathlon England and A.S.A. Child Safeguarding courses. The Welfare Officer will have a right to attend Committee meetings without a power to vote.

**11.7.** Any Officer or Committee member who fails to attend **3** consecutive meetings without providing adequate reason will be deemed to have resigned from the Committee.

**11.8.** Committee meetings shall be held **not less than once a month** (*save where the Committee itself shall by a simple majority resolve not to meet*), and the quorum of that meeting shall be such number as shall represent not less than a simple majority of the Committee members. The Chairman and the Secretary shall have discretion to call further meetings of the Committee if they consider it to be in the interests of the Club. The Secretary shall give all the members of the Committee not less than 5 days' written notice of a meeting. Decisions of the Committee shall be made by a simple majority (and in the event of equality of votes the Chairman (or the acting Chairman of that meeting) shall



have a casting or additional vote). The Secretary, or in his \ her absence, a member of the Committee, shall take minutes.

**11.9.** In the event that a quorum is not present within 30 minutes of the published start time, a meeting shall stand adjourned to the time and date falling seven days after the date of the meeting, or such other date and time as may be determined by the Chairman. If a quorum is not present at the adjourned meeting then those Committee members may act for the purpose of calling a Special General Meeting of the members, to which the provisions as to minimum notice contained in **Rule 15.1** shall not apply.

**11.10.** The Committee shall be **responsible for the management of the Club** and shall have the **sole right** of appointing and determining the terms and conditions of service of employees of the club. The Committee shall have power to enter into contracts for the purposes of the Club on behalf of all the members of the club. The Committee shall be **responsible** for ensuring that the Accounts of the Club for each financial year be examined by an independent examiner to be appointed by the members in General Meeting.

**11.11.** The members of the Committee **shall be indemnified** by the members of the Club against all liabilities properly incurred by them in the management of the affairs of the Club.

The Committee shall maintain an **Accident Book** in which all accidents to Club members at Triathlon related activities shall be recorded. Details of such accidents shall be reported to the Triathlon England Membership Department. The Club shall make an annual return to Triathlon England indicating whether or not an entry has been made in the prescribed form, which is to be found on the membership renewal form.

The Committee shall have power to make regulations, create by-laws (see **Rule 17.1**) and to settle disputed points not otherwise provided for in this constitution.

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## 12. CEREMONIAL POSITIONS AND HONORARY MEMBERS / LIFE MEMBERS

**12.1.** The Annual General Meeting of the Club, **if it thinks fit** may elect a President and Vice-Presidents. A President or Vice-Presidents need not be a member of the Club on election shall, *ex officio*, be an honorary member of the Club and must be included in the Club's Annual Return of members to Triathlon England.

**12.2.** The Committee may elect as an honorary member of the Club for such period as it thinks fit, or as a Life Member, and they shall be entitled to all the privileges of membership except that they shall **not be entitled to vote at meetings** and serve as Officers or on the Committee unless any such person shall have retained in addition their ordinary membership of the Club. Such honorary members and Life Members must be included in the Club's annual return as to membership.

## 13. ANNUAL GENERAL MEETING

**13.1.** The Annual General Meeting of the Club shall be held each year on a date in **September**. The date, time and venue for the Annual General Meeting shall be fixed by the Committee.

**13.2.** The purpose of the Annual General Meeting is to transact the following business: -

**13.2.1.** To receive the Chairman's report of the activities of the Club during the previous year

**13.2.2.** To receive and consider the accounts of the Club for the previous year and the report on the accounts of the independent examiner and the Treasurer's report as to the financial position of the Club.

**13.2.3.** To remove and elect the independent examiner (*who **must not** be a member of the Committee or a member of the family of a member of the Committee*) or confirm that he / she remain in office

**13.2.4.** To elect members of the Committee

**13.2.5.** To decide on any resolution which may be duly submitted in accordance with **Rule 13.3**

**13.3.** Nominations for election of members to any office or for membership of the Committee shall be made in writing by the proposer and seconder to the Secretary not later than **10<sup>th</sup> August**. The nominee shall be required to indicate in writing on the nomination form his / her willingness to stand for election.

Notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Secretary not later than **10<sup>th</sup> August**.

#### 14. SPECIAL GENERAL MEETING

**14.1.** A Special General Meeting **may be called at any time** by the Committee. A Special General Meeting shall be called by the Club within 28 days of receipt by the Secretary of a requisition in writing signed by not less than five members entitled to attend and vote at a General Meeting or, if greater, such number as represents one-tenth in number of such members, stating the purposes for which the meeting is required and the resolutions proposed.

#### 15. PROCEDURE AT THE ANNUAL AND SPECIAL GENERAL MEETINGS

**15.1.** The Secretary shall personally be responsible for the handing out or sending to each member at his / her last known address a written agenda giving notice of the date, time and place of the General Meeting together with the resolutions to be proposed thereat at least fourteen days before the meeting and in the case of the Annual General Meeting a list of the nominees for the Committee posts and a copy of the examined accounts. The Secretary may, alternatively, with the agreement of member(s) concerned distribute these materials via e-mail or similar form of communication. The Notice of Meeting shall in addition wherever possible be displayed on the Club Notice Board where one exists.

**15.2.** The quorum of the Annual and Special General Meetings shall be three members entitled to attend and vote at the Meeting or, if greater, such number as represents one-tenth in number of such members.

**15.3.** The Chairman, or in the Chairman's absence a member appointed by the Committee, shall take the chair. Each member present shall have one vote and resolutions shall be passed by a simple majority. For the procedures for submitting resolutions to be considered at a General Meeting members are referred to **Rule 13.3**. In the event of an equality of votes the Chairman shall have a casting or additional vote.

Only members who have reached their 16<sup>th</sup> birthday shall be entitled to be heard and to vote on all matters. *(Members who have not reached their 16<sup>th</sup> birthday shall be entitled to be heard and vote only on these matters determined by the Chairman as matters concerning juniors).*

**15.4.** The Secretary, or in his / her absence a member of the Committee, shall take minutes at the Annual and Special General Meetings.

**15.5.** The Chairman shall at all General Meetings have **unlimited authority** upon every question of order and shall be, for the purpose of such meetings, the **sole interpreter** of the Rules of the Club.

## 16. ALTERATION OF THE RULES AND OTHER RESOLUTIONS

- 16.1.** The Rules may be altered by resolution at an Annual or Special General Meeting provided that the resolution is carried by a majority of at least two-thirds of members present and entitled to vote at the General Meeting. No amendment(s) to the Rules shall become effective until such amendment(s) shall have been submitted to and validated by such person as is authorised to do so by Tri Athlon England.
- 16.2.** Such number of members as represent one-tenth in number of the members entitled to attend and vote at a General Meeting shall be entitled to put any proposal for consideration at any General Meeting provided the proposal in writing shall have been handed or posted to the Secretary of the Club so as to be received by him / her not later than **10<sup>th</sup> August** in the case of the Annual General Meeting or, in the case of a Special General Meeting, **18 days** before the date of the meeting and thereafter the Secretary shall supply a copy of the proposal or resolution to the members in the manner provided in **Rule 15.1**.

## 17. BY-LAWS

- 17.1.** The Committee shall have the power to make, repeal and amend such by-laws as it may from time to time consider necessary for the wellbeing of the Club which by-laws, repeals and amendments shall have effect until set aside by the Committee or at a General Meeting.

## 18. FINANCE

- 18.1.** All moneys payable to the Club shall be received by the Treasurer and deposited in a bank account in the name of the Club. No sum shall be drawn from the accounts except by cheque signed by two of the three signatories who shall be Chairman, Secretary and Treasurer or by online banking with details of payments made recorded. **Any monies not required for immediate use may be invested as the Committee in its discretion think fit.**
- 18.2.** The income and property of the Club shall be applied only in furtherance of the objects of the Club and **no part thereof shall be paid by way of bonus, dividend or profit to any members of the Club, (save as set out in Rule 20.3).**
- 18.3.** The Committee shall have the power to authorise the payment of remuneration and expenses to any Officer, member or employee of the Club and to any other or persons for services rendered to the Club.
- 18.4.** The financial transactions of the Club shall be recorded by the Treasurer in such manner as the Committee thinks fit.
- 18.5.** The financial year of the club shall be the period commencing **1<sup>st</sup> April** and ending on **31<sup>st</sup> March**. Any change to the financial year shall require the approval of the members in a General Meeting.
- 18.6.** The Committee shall retain **all financial records** relating to the club and **copies of Minutes of all meetings for a minimum period of six years.**

## 19. DISSOLUTION

**19.1.** A resolution to dissolve the Club shall only be proposed at a General Meeting and shall be carried by a majority of at least three-quarters of the members present and entitled to vote. A specific date for the dissolution shall be included in the resolution.

**19.2.** The dissolution shall take effect from the date specified in the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Club.

**19.3.** Any property remaining after the discharge of the debts and liabilities of the Club shall be given to a charity or charities (or other non-profit making organisation having objects similar to those of the Club for the furtherance of such objects) nominated by the last Committee.

## 20. ACKNOWLEDGEMENT

**20.1.** The Members acknowledge that these Rules constitute **a legally binding contract** to regulate the relationship of the members with each other and the Club.

The following statement appears on the Club's membership form and is to be signed by the member and must also be countersigned by the parent, or person having parental responsibility for the member, if under 18 years of age:

***"I acknowledge receipt of the rules of the Club and confirm my understanding and acceptance that such rules (as amended from time to time) shall govern my membership of the Club. I further acknowledge and accept the responsibilities of membership upon members as set out in these rules."***

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This constitution was approved by Phoenix Tri-MK at a general meeting on **22<sup>nd</sup> July 2017** and supersedes all previous versions.

Signed:

Name: Stuart Sams  
Date: July 22<sup>nd</sup> 2017  
Position: Club Chairman

Signed:

Name: Crispin Watkins  
Date: July 22<sup>nd</sup> 2017  
Position: Club Secretary





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