

# **UPPER THAMES ROWING CLUB CONSTITUTION**

## **1. NAME**

The name of the Club shall be "Upper Thames Rowing Club".

## **2. COLOURS**

The Club colours shall be white and blue.

## **3. OBJECTS**

The object of the Club shall be:-

- (a) To provide facilities for and promote participation of the whole community in the sport of rowing
- (b) To provide its members with facilities for top class rowing;
- (c) To improve the standard and enjoyment of rowing in the Upper Thames area.

## **4. MANAGEMENT OF THE CLUB**

### **(1) THE COMMITTEE.**

(a) The Executive Committee of the Club, known hereafter as the Committee, shall consist of a President, Captain, Chairman, Honorary Secretary, Membership Secretary, Regatta Chairman and Honorary Treasurer. All save the President shall be elected annually by a General Meeting of members of the Club held before the 31st October each year. Three shall form a quorum at Meetings of the Committee. Minutes of the Committee Meetings and General Meetings of the Club shall be kept by the Honorary Secretary.

(b) The Committee shall decide the amount of the entrance fee, the rates of subscription, the number of members, and the conditions of membership, and have complete management and control of the Club and have the power to make such bye-laws and regulations as they may from time to time deem necessary. No elected Officer shall be entitled to remuneration by the Club.

(c) The Committee shall have power to appoint such further sub-committees whether consisting of the Committee or of other members of the Club entitled to serve, and with such responsibilities as the Committee consider necessary. All fund raising schemes will require approval by the Committee.

(d) A Bar committee known hereafter as "The Bar Committee" of not less than three members one of whom being a member of the Committee elected under Rule 4 (1a) above shall be appointed by the Committee to carry out the functions referred to in Rule 18 together with such other functions as the Committee from time to time determine.

(e) The Committee shall have power to borrow money on behalf of the Club, and to mortgage or charge its property and assets or any part thereof subject to the approval of the trustees and provided that the total amounts of such monies shall not exceed such amount as shall have been approved by the Club in general meeting. Financial or legal liability incurred in the rightful exercise of their office shall not, however, be the personal liability of the Committee, but shall be the responsibility of the Club as a whole.

## (2) DUTIES OF THE COMMITTEE.

(a) The Founder of the Club was Peter Berkeley Douglas Sutherland who is and remains as President until death, resignation or incapacity where after any new President will be proposed by the Committee and elected by the Club in General Meeting.

(b) The President and in his absence The Chairman will preside at all General Meetings of the club and at all meetings of the Club in accordance with its general policy as expressed by the majority of its members. The Chairman shall represent or arrange for the representation of the Club at ARA regional level and at meetings of other organisations. The Chairman shall ex officio be a member of any other committee of the Club.

(c) The Captain will be responsible for training, coaching and representation of the Club in competitions.

(d) The Secretary will be responsible for the organisation of meetings of the Committee and of the Club, and the recording of minutes relating to such meetings and all correspondence relating to the general business of the Club.

(e) The Treasurer will be responsible for the collection and disbursement of all monies belonging to the Club and will keep proper accounting records of all such transactions. He or she will present to the members at the AGM a balance sheet and Income and Expenditure account showing the Club's financial position and the results of its transactions for the year. The transactions of the Club will be conducted through a bank account and will require the signatures of such numbers of members of the Committee as the Committee shall deem appropriate.

## 5. **GENERAL MEETINGS**

(a) The Committee shall be entitled to summon an (Extraordinary) General Meeting at any time on fourteen days' notice, which notice shall be deemed to have been given if it is posted on the Club notice board at least fourteen days prior to the meeting.

(b) There shall be at least one general meeting of the Club held at least once in every year and known as "The Annual General Meeting" and fifteen months must not elapse without such an "Annual General Meeting".

(c) One fifth of the total membership or 10% of the voting members (whichever number shall be less) or a Trustee shall be entitled to require the Club Secretary to summon a General Meeting by giving fourteen days' notice of

such a Meeting within fourteen days of receiving the requisition such notice to be given as in 5(a) above and in writing to all members of the Committee.

(d) At any General Meeting of the Club the President and, in his absence, the Chairman, shall act as Chairman. In the absence of both, a Chairman shall be elected by a majority vote of those members present and voting. Fifteen members shall form a quorum at a General Meeting and any resolution put to the vote of the Meeting shall be decided by a show of hands, of those entitled to vote, except when more than one nomination has been received for a position on the committee, in which case voting shall be by secret ballot.

(e) i) Only full members may vote at all meetings.

ii) For the avoidance of doubt and subject to i) above and for voting purposes only full members of the age of 18 or above may vote at all meetings and Full Members includes Life members.

(f) i) A SPECIAL GENERAL MEETING may be called at any time by no less than 75% of all the paid up full members of the Club, or at least two of the Trustees, who shall require the Club Secretary to summon such a Special General Meeting by giving not less than twenty one days' notice of such a Meeting and within 14 days of receiving the requisition such notice to be given as in 5(a) above in writing to all members of the Committee.

ii) At any Special General Meeting of the Club the President and in his absence the Chairman, shall act as Chairman, and in the absence of both a Chairman shall be elected by a majority of those present and voting. A quorum shall only be formed at such a meeting by at least 65% of the paid up full members of the Club either present or by written signed proxy (which may be by fax but may not be by email). Any resolution put to the vote of the Meeting shall be decided by a show of hands. No resolution shall be carried unless by a majority of at least 75% of the total paid up Full membership of the Club either present or by written signed proxy (which may be by fax but may not be by email). Such resolution shall be deemed a Special Resolution of the Club.

iii) Before any such resolution can be put to the meeting 21 days notice of such resolution must be given in writing or by fax or email to all Full members of the club.

## 6. **TRUSTEES**

There shall be not less than four Trustees of the Club one of whom shall be the President. Each Trustee shall remain in office until death, resignation, bankruptcy or incapacity. Any vacancy occurring in the Trustees may, and whenever the Trustees are reduced to less than two shall, be forthwith filled. All real estate and any leaseholds for the time being belonging to the Club shall be vested in, and all stocks, shares and securities for money for the time being belonging to the Club, shall be transferred into and taken in the names of the Trustees and held by them in trust for the Club which trust shall be evidenced by a properly prepared and attested trust deed approved by the Committee and by the club in General Meeting.

The Trustees shall be indemnified against loss and expense out of the property and assets of the Club without prejudice to any rights they may have against the members.

7. **ELECTION OF TRUSTEES.**

As from the date of the amendment of this constitution which brings into effect this clause, any new trustees shall be recommended by the existing Trustees approved by the Committee and appointed by the Club in General Meeting. The existing Trustees of the Club are:

Peter Berkeley Douglas Sutherland  
Brian Talfourd-Cook  
John Anthony Hawthorne West  
Michael Green.

8. **ELECTION OF MEMBERS**

(a) Membership of the Club shall be open to anyone interested in rowing on application regardless of sex, age, disability ethnicity, nationality, sexual orientation, religion or other beliefs. However limitation of membership according to available facilities or safety considerations is allowable on a non discriminatory basis.

(b) Candidates for election to membership shall make written application to the Secretary of the Club on the form provided. The power of election shall rest with the Committee. The Committee may refuse membership or remove a member, 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 club as detailed in paragraph 10c.

(c) A person who has been expelled from, or refused membership of, the Amateur Rowing Association, shall not be eligible for membership.

9. **MEMBERS**

There shall be the following categories of members:-

- (a) Full Members
- (b) Junior members.
- (c) Life members.
- (d) Associate members.
- (e) Honorary Members.
- (f) Temporary Members.

(a) **FULL MEMBERS**

Full Membership shall be restricted to past or present oarsmen and Full Members shall be 18 years of age or over. They shall be entitled to wear the Club colours, to use the Club's boats, oars and sculls under such conditions and bye-laws as may be fixed from time to time by the Committee, to represent the Club at Regattas wearing the Club colours and no others and to vote at all Club meetings on all Club matters.

(b) JUNIOR MEMBERS.

Junior members shall be rowing members restricted to those members who are under the age of 18 years at the time of the confirmation of their application or re-application.

(c) LIFE MEMBERS.

Life members shall be by invitation of the committee only and shall be Full Members for Life. Their subscription shall be determined by the Committee alone and in part by reference to the age of the member.

(d) ASSOCIATE MEMBERS

Associate Membership shall be restricted to those members who do not qualify for full membership and such Members shall be entitled to wear the Club tie or in the case of ladies a brooch or similar emblem; shall not be entitled to use the Club's boats, oars and sculls or to represent the Club at Regattas, and shall be entitled to vote at all Club meetings except on matters relating solely to rowing.

(e) HONORARY MEMBERS

If recommended by the Committee and supported by a confirmatory vote of two thirds of the Members present at the Annual General Meeting any person who has in the opinion of the Committee and of the Annual General Meeting given a specially distinguished service to the Club or to rowing in general may be invited to be an Honorary member without payment of any fee. Honorary Members shall be entitled to vote at all Club meetings.

(f) TEMPORARY MEMBERS

(a) Full, Associate and Honorary Members may introduce their friends as Temporary Members by entering their names and addresses in the Temporary Members Register or by giving a letter of introduction to the Secretary. Temporary Members shall not be admitted to any of the privileges of membership without an interval of at least two days between their becoming members and their admission. Temporary Members shall be subject to such other regulations and to the payment of such subscriptions as may from time to time be determined by the Committee, but no such person shall be introduced as a Temporary Member more than ten times in any one year unless that person is the child of or spouse of the Member. Temporary Members shall not be entitled to introduce friends nor to use the Club's boats, oars and sculls. No person who has been expelled from the Club, rejected for membership, or whose membership has been terminated under Rule 14, shall be eligible for introduction as a Temporary Member.

(b) Members introducing their friends as Temporary Members are responsible for any expense incurred by them with the Club.

(c) Temporary Members shall not be entitled to vote at Club meetings.

10. **REMOVAL FROM MEMBERSHIP**

(a) All subscriptions shall be due on 1st September of every year and any member who fails to pay his subscription by 31st November shall have his name posted on the notice board of the Club forthwith. Any so posted member who has failed to pay his subscription by 1st January following shall automatically cease to be a member and have his name removed from the list of members.

(b) Any member violating any of the rules or regulations of the club or being adjudged guilty of unsatisfactory conduct may, by resolution of the committee, be suspended or expelled. The Committee shall give reasons for such expulsion. No member being so expelled shall have any claim or remedy against the Club or Committee save as below(c).

(c) Any member so suspended, or expelled, or refused membership, may appeal to an independent Hearings Panel. If such an appeal is approved by at least two of the trustees of whom one may be the President of the Club, the President shall then select the panel from the membership of the Club and/ or from other Clubs in the region. The panel will hear and receive evidence, reach a conclusion, affirm or reject the sanctions imposed as appropriate. The panel should, though not must, have a legally qualified chairman who may be a member of the Club.

Any Hearings Panel must give a fair and independent hearing to the appellant within an appropriate timescale. Hearings must not contravene the Human Rights Act 1998 or any other policies of the Club and The Amateur Rowing Association.

11. **RESTRICTIONS ON AND FURTHER CATEGORIES OF MEMBERSHIP.**

(a) Any member of any category shall within one month of his/her election pay the subscription and where appropriate the racking fee and he/she shall not be entitled to enjoy the privileges of membership until such payment has been made. If his/her membership subscription has not been paid within one month he/she shall ipso facto cease to be a member.

(b) Any further categories of membership including their privileges and restrictions; the level of subscription; and the qualification for membership can be created by the committee as it shall in its absolute discretion deem appropriate from time to time but which said category of member shall not take effect until approved of by the Club in General Meeting.

(c) For the avoidance of doubt as categories of membership other than Full Member permit the member to pay a reduced or considerably reduced membership fee the committee's decision on whether a member shall enjoy the privileges of such a category shall be final.

(d) Any person who has been expelled from, or refused membership of, the Amateur Rowing Association, shall not be eligible for membership.

12. **LAPSE OF MEMBERSHIP**

A member ceasing to belong to the Club either by resignation or otherwise shall not be entitled to have any part of his/her annual subscription or other fees returned.

13. **COMPLAINTS**

All complaints shall be made either personally or by letter to the Secretary. The conduct of a servant shall, in no instance, be made a matter of personal reprimand by any member.

14. **DAMAGE TO PROPERTY**

No member shall take away from the Clubhouse any boat, blade or other rowing equipment, fitness equipment, periodical, pamphlet, book or other article belonging to the Club, and any member damaging the property of the Club may at the discretion of the Committee be called upon to make good such damage.

15. **ADDRESSES**

Every member shall communicate any change of address to the Secretary and all notices sent to such address shall be considered as duly delivered.

16. **LOST ARTICLES**

The Committee will not be responsible for the loss of or the damage to, any article brought by members or visitors into the Club.

17. **ACCOUNTS**

The Club is a non-profit making organisation. All surplus income or profits are re-invested in the club. No surpluses or assets will be distributed to members or third parties.

All fees and subscriptions due to the Club shall be paid to the Membership Secretary or his appointed deputy. The Honorary Treasurer shall keep accounts of the Club and shall expend on behalf of the Club such sums as the Committee may from time to time authorise. At each Annual General Meeting an auditor or auditors shall be elected; they shall examine the accounts for the year and report thereon. A statement of accounts duly audited shall be presented at the Annual General Meeting. The Auditor shall not by virtue of his/her appointment be a member of the Committee though this restriction shall not prevent the Committee co-opting the Auditor onto the Committee for such period of time as it thinks appropriate which shall not exceed the remaining part of the club's financial year.

18. **SUPPLY OF LIQUOR**

(a) The purchase for the Club and the supply by the Club of intoxicating liquor shall be in the absolute discretion of the Bar Committee.

(b) The Bar Committee shall ensure that at all times the appropriate legislation and regulations as to Club Premises selling intoxicating liquor are

observed including as to the hours of such sale on the premises and such licences as are necessary are obtained from the Licensing Justices or Local Authority or from such body as appropriate as such legislation requires.

(c) A list of the names and addresses of all members of the Club shall be kept on the premises and available to be produced on demand for inspection by a constable in uniform.

(d) No person under the age of eighteen years shall be served with intoxicating liquor of any kind.

(e) No person may purchase intoxicating liquor for consumption by a person under the age of eighteen years.

19. **TERMINATION.**

The Club shall not cease to exist except by a SPECIAL RESOLUTION of a Special General Meeting convened for the purpose. In such an event, (following the wishes of the Founder Peter Berkeley Douglas Sutherland on the creation of the Club) any surplus assets shall be handed over to a registered CASC(s), charity(ies) or sports governing body(ies) for use in community related sports as agreed by the meeting which formerly causes the Club to cease to exist.

20. **SAFETY.**

The Committee shall appoint a member or suitably qualified person to act as Safety Adviser whose duties will include the need to understand the requirements of the ARA Code of Practice for Water Safety and advise on their prominent display, observation and implementation at all times. In the circumstances he shall formulate for the approval of the Committee such further rules as to safety as he shall deem appropriate to local conditions and otherwise which rules will also be displayed in a prominent place in the Club premises.

21 **EQUAL OPPORTUNITIES POLICY.**

The Club will ensure that the talents and resources of all members are utilised to the full and that no member receives less favourable treatment on the grounds of gender, disability, marital status, creed, social class ethnicity ,age or sexual orientation or is disadvantaged by conditions or requirements which cannot be shown to be relevant to performance.

22. **CHILD PROTECTION PROCEDURES.**

The club accepts the policy and procedures relating to Child Protection, as set out by the ARA, and requires all members to accept them as a condition of membership.

23. **ALTERATION OF THE CONSTITUTION**

A) Save as in C below this Constitution shall not be altered, amended or rescinded except by a General Meeting of the Club.

B) A resolution to give effect to a change must be passed by at least 75% of the members present at the General Meeting, and voting on this behalf.

C) Any amendment of the Constitution as to termination of the Club, clause 19 above, shall only be by a Special Resolution of a Special General Meeting of the Club as set out in Clause 5(f) above.

24. **RULES AND INTERPRETATION**

If any doubt or difference shall arise respecting the interpretation of this Constitution, the same shall be decided by the Committee whose decision, subject to a Resolution of 75% of those present of the Club in General Meeting, shall be final.

***Constitution agreed at a UTRC EGM 19<sup>th</sup> April 2007***