

Rules
of
Winchester Running Club

1. Interpretation

Unless the context requires otherwise, the following terms in these Rules shall have the following meanings respectively:

AGM has the meaning given in rule 12.1;

Committee means the management committee of the Club from time to time;

Chair means the person from time to time appointed as chair of the Club in accordance with these Rules;

Club means the club intended to be regulated by these Rules;

EGM has the meaning given in rule 12.2;

England Athletics means England Athletics Limited (company number: 05583713) (or its successor body);

General Meeting means a general meeting of the Members (being either an AGM or an EGM);

Member means a member of the Club (and a member shall be legally bound by these Rules in accordance with rule 10);

Objects has the meaning given in rule 3;

Officers means the members of the Committee;

Secretary means the person from time to time appointed as secretary of the Club in accordance with these Rules;

Treasurer means the person from time to time appointed as treasurer of the Club in accordance with these Rules;

UKA means UK Athletics Limited (company number 03686940) (or its successor body);

Writing and written includes email and other electronic means.

2. Name and Office

2.1 The Club shall be called **Winchester Running Club**

2.2 The principal office of the Club shall be situated in England.

3. Objects

The objects of the Club (**Objects**) are for the public benefit generally, but with particular reference to the inhabitants of Winchester and its surrounding areas to promote community participation in healthy recreation by providing (a) a platform for people to participate in athletics including running, track & field and such other related sports capable of improving fitness and health and (b) coaching, competition and other services to support these activities.

4. Ethos

4.1 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.’

4.2 The Club respects the rights, dignity and worth of every person and shall treat everyone with equal respect within the context of their sport, regardless of age, sex, disability, gender reassignment, race, religion, sexual orientation, pregnancy/maternity, civil partnership/marriage and wider characteristics (e.g. socio-economic status).

4.3 The Club is committed to everyone having the right to enjoy their sport in an environment free from threat of intimidation, harassment and abuse.

4.4 All Members have a responsibility to oppose discriminatory behaviour and promote equality of opportunity.

4.5 The Club will deal with any incidence of discriminatory behaviour seriously according to the Club's disciplinary procedures.

5. Exercise of Powers

In furtherance of the Objects but not otherwise the Club may exercise the following powers:

5.1 to carry on a sports club;

- 5.2 to provide sports coaching, training and equipment;
- 5.3 to participate in and organise leagues, competitions, tournaments and matches and related activities;
- 5.4 to provide information, advice and guidance in running and/or athletics, competitions, coach development and other related activities;
- 5.5 to publish or distribute information including by means of reports, books, leaflets, films, videos, websites and any other media;
- 5.6 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to open and operate bank accounts in the name of the Club;
- 5.7 to accept or disclaim gifts of money or any other property;
- 5.8 to raise funds and to invite and receive contributions;
- 5.9 to purchase, take on, hire, lease, acquire, alter, improve, construct and maintain property and equip it for use;
- 5.10 to sell, charge, let, mortgage or otherwise dispose of property and buildings;
- 5.11 to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provisions for the payment of pensions and superannuation to staff and their dependants;
- 5.12 to reconstitute as a body corporate and transfer some or all of the undertaking, assets and liabilities of the Club to its corporate successor;
- 5.13 to insure the property of the Club against any foreseeable risk and to take out other insurance policies to protect the Club and the Officers when required including the provision of indemnity insurance to cover the liability of the Officers, coaches and other staff and volunteers;
- 5.14 to set aside income for special purposes or as a reserve against future expenditure but only in accordance with a policy in Writing on reserves determined by the Committee; and
- 5.15 to do all such other lawful things as may further or are conducive to the Objects or any of them.

6. Club Finances and Property

- 6.1 A bank account shall be opened and maintained in the name of the Club (**Club Account**). Designated account signatories shall be the Chair, the Secretary (if any) and the Treasurer. No sum shall be expended from the Club

Account except by cheque signed by two of the designated signatories or by electronic transfer approved by at least one of the designated signatories subject to a maximum amount fixed by the Committee. All monies payable to the Club shall be received by the Treasurer and deposited in the Club Account as soon as is reasonably practicable. The Club Account shall be managed in accordance with any finance policy drawn up by the Committee and/or in accordance with the reasonable instructions of the Committee (acting collectively) from time to time.

6.2 The Club's financial year shall end on 31 March each year or such other date as the Committee may determine from time to time.

7. Affiliation

Subject to these Rules and the general law, the Club shall (as the case may be) become a member of or affiliate to England Athletics and any constituent body designated to it by England Athletics and the Club shall comply with and uphold the rules and regulations of England Athletics and of any such constituent body for the time being in force.

8. Club Membership

8.1 The Members from time to time shall be those persons listed in the Club's register of members which shall be maintained by the Secretary.

8.2 The Committee may make bye laws under rule 28 below establishing classes of membership with different rights and obligations and shall record such rights and obligations in the Club's register of members.

9. Admission to Membership

9.1 Any person who wishes to be a Member must apply in such form as is determined by the Committee from time to time and deliver it to the Chair or the Secretary.

9.2 Membership of the Club is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of sport or the good conduct and interests of the Club. No person shall be denied membership of the Club on the grounds of their age, sex, disability, gender reassignment, race, religion, sexual orientation, pregnancy/maternity, civil partnership/marriage or wider characteristics (e.g. socio economic status). A person may appeal against any denial of membership in accordance with rule 29 below.

9.3 The Committee may from time to time fix the levels of admission fees and annual subscriptions to be paid by different categories of Members provided that the Committee shall use its best endeavours to ensure that any such fees or subscriptions do not preclude open membership of the Club.

9.4 Membership is not transferable to anyone else.

10. Conditions of Membership

10.1 These Rules, including any bye laws made under rule 28 below, shall form a binding agreement between each Member and Members shall comply with these Rules and bye laws.

10.2 The Members shall pay any admission fees and annual subscriptions set by the Committee under rule 9.3 above.

10.3 Subject to these Rules and the general law, the Members shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business and affairs of the Club are carried out in furtherance of the Objects and in accordance with the rules and regulations of England Athletics and UKA for the time being in force.

11. Cessation of Membership

11.1 Membership of the Club shall terminate if:

11.1.1 the Member dies;

11.1.2 Subject to the discretion of the Committee, the Member is convicted of a criminal offence which involves dishonesty, breach of safeguarding, drugs, violence or any offence against children;

11.1.3 the Member resigns by notice in writing to the Club by giving at least seven days' notice in writing to the Club provided that upon such resignation the number of Members is not less than one;

11.1.4 the Member is in arrears to the Club and their subscriptions or any other payments are at least one month overdue;

11.1.5 the Member is removed from membership by a resolution of the Committee as a result of application of the Club's (or England Athletics') disciplinary policy.

11.2 Pending a resolution of the Committee under rule 11.1.2 or rule 11.1.5, the Committee may suspend the member from the Club's activities until the meeting has considered the matter (save that they shall be entitled to attend the meeting in question for the purpose of making representations to the meeting). A person may appeal against a decision to remove them from membership in accordance with rule 29 below.

11.3 Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription fee. Without prejudice to the foregoing, the

Committee may refund an appropriate part of a resigning Member's subscription fee if it considers it appropriate in all the circumstances.

11.4 In the event of a Member's resignation or expulsion, their name shall be removed from the Club's register of members.

12. General Meetings

12.1 The Committee shall call an Annual General Meeting (**AGM**) each year and no more than fifteen months shall pass between one AGM and the next following one. The business of an AGM shall include:

12.1.1 the receipt of a report of the activities of the Club over the previous year;

12.1.2 the receipt of a report of the Club's finances over the previous year;

12.1.3 the election and retirement of Officers; and

12.1.4 any other business.

12.2 All General Meetings other than the AGM shall be called Extraordinary General Meetings (**EGMs**).

12.3 An EGM may be convened at any time by the Committee and also upon receipt by the Secretary of a requisition in Writing, signed by not less than ten per cent of Members stating the purposes for which the EGM is required and the resolutions proposed and is approved by or on behalf of the Member(s) making the request. The Notice of Meeting shall be sent to members within fourteen days of the receipt by the Secretary of a such a requisition. Business at an EGM may be any business that may be transacted at an AGM. A resolution may only properly be proposed if it is lawful, and it is not defamatory, frivolous or vexatious.

13. Notice of General Meetings

13.1 An AGM or EGM shall be called on at least twenty one clear days before the meeting save that 90% of all the Members may agree to shorter notice.

13.2 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.

13.3 The Secretary shall send to each Member at their last known address and / or via their last known email address written notice of the date of a General Meeting (whether an AGM or an EGM) together with the resolutions to be proposed.

13.4 The accidental omission to give notice of a General Meeting to or the non- receipt of notice of a General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

14. Proceedings at General Meetings

14.1 No business shall be transacted at any General Meeting unless a quorum is present. The quorum for an AGM or EGM shall be the greater of ten Members or 15% of the total number of Members present in person or by proxy.

14.2 If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place as the Committee may determine.

14.3 If the number of Members present at the adjourned meeting is insufficient to constitute a quorum in accordance with rule 14.1 above, the Members present shall constitute a quorum.

14.4 The Chair, or in their absence any other Officer, shall preside as the chair of the meeting. Each Member present either in person or by proxy shall have one vote. For any member under 18, their parent or guardian will be able to exercise their vote (together with any individual vote that the parent or guardian possesses in their capacity as a Member).

14.5 The Secretary, or in their absence any other Officer, shall enter the minutes into the Club's minute book, which may be held electronically on the Club's electronic storage system.

14.6 The Committee may make whatever arrangements it considers appropriate to enable Members attending a General Meeting to exercise their rights to speak or vote whether attending directly or by telephone communication or by video conference, an internet video facility or similar electronic method allowing visual and/or audio participation.

14.7 A resolution put to the vote of a meeting shall be decided on a show of hands of members present in person or by proxy, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the Chair or by 10% of the members present in person or by proxy at the meeting. Such a poll shall be conducted by the Secretary and each person present in person or by proxy shall have one vote. A representative of the Members present in person or by proxy at the Meeting may observe the conduct and of any poll and the counting of votes.

14.8 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

15. Powers of the Committee

15.1 The Committee shall be responsible for the management of all the affairs of the Club and may exercise all the powers of the Club.

15.2 No alteration of these Rules shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made.

15.3 The Committee may, while retaining responsibility pursuant to rule 15.1, delegate to any person, company or sub-committee any of its powers or functions, the implementation of any of its decisions or the day-to-day management of the affairs of the Club by such means, to such an extent, in relation to such matters or areas and on such terms as they may determine in accordance with these Rules.

15.4 Subject to these Rules and the general law, the Committee shall so exercise its rights, powers and duties and shall where appropriate use its best endeavours to ensure that others conduct themselves so that the business and affairs of the Club are carried out in furtherance of the Objects and in accordance with the rules and regulations of England Athletics and UKA for the time being in force.

16. The Committee

16.1 The Committee shall consist of a minimum of 4 Officers, including the following Officers:

16.1.1 Chair;

16.1.2 Treasurer;

16.1.3 Secretary;

16.1.4 Officers to deal with, respectively, Membership, Welfare, DBS verification, coaching and officials' issues;

16.1.5 any other Officers elected at a General Meeting.

16.2 Officers shall be elected by the Members at an AGM. Nominations for election of Members as Officers shall be made:

16.2.1 by the Committee; or

16.2.2 in Writing by the proposer and seconder, both of whom must be existing Members, to the Secretary not less than **fourteen** days before the Notice of Meeting is issued;

16.3 Each Officer shall hold office from the date of election until the conclusion of the next AGM unless they are otherwise removed or resign. A retiring Officer may be re-elected at the AGM.

16.4 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.

16.5 An Officer may not appoint an alternate or substitute to act on their behalf at any Committee meeting.

16.6 At least three members of the Committee should be unrelated or not co-habiting.

17. Calling a Committee Meeting

17.1 The Committee shall hold not less than **four** meetings each year.

17.2 A meeting of the Committee shall be called on not less than **seven** days' notice to all Officers unless the Chair determines that urgent circumstances necessitate shorter notice.

17.3 Notice of a Committee meeting shall be given to each Officer save that it shall not be necessary to give notice of a meeting to an Officer who is absent from the United Kingdom.

18. Proceedings of a Committee Meeting

18.1 Subject to the provisions of these Rules, the Committee may regulate its proceedings as it thinks fit.

18.2 Meetings of the Committee shall be chaired by the Chair or in their absence the Treasurer. The chair of the meeting shall (subject to rule 19 below) have a casting vote in the event of a tie.

18.3 The quorum for the transaction of business of the Committee shall be the greater of three Officers or two-thirds of all of the Officers (rounded up).

18.4 Decisions of the Committee shall be made by a simple majority of those Officers attending the Committee meeting.

18.5 Decisions of the Committee shall promptly be entered into the Club's minute book.

18.6 A resolution in Writing signed by all the Officers (or members of a sub-committee) entitled to vote on the matter shall be as valid and effective as if it had been passed at a meeting of Officers or (as the case may be) a sub-committee duly convened and held. Such a resolution may consist of several

documents in the same form each signed by one or more of the Officers (or members of the sub-committee).

19. Conflicts of Interest

19.1 Each Officer shall declare the nature and extent of any direct or indirect interest in a transaction or arrangement or other matter with the Club or a third party which conflicts or may possibly conflict with his or her duties to the Club.

19.2 If the non-conflicted Officers deem there to be a material conflict, the conflicted Officer should withdraw from that part of the meeting and shall not vote.

19.3 If there is deemed not to be a material conflict by the non-conflicted Officers, the Officer that declared the conflict shall be allowed to re-join the meeting, take part and vote as applicable.

19.4 In the event that a conflicted Officer withdraws from a meeting, the conflicted Officer will not count towards a quorum for the part of the meeting that they are not present.

20. Disqualification from Office

20.1 A person shall cease to hold office as an Officer if:

20.1.1 they are disqualified from holding office as a company director;

20.1.2 they are subject to a decision of England Athletics or UKA that such person be suspended or disqualified from holding office or from taking part in any activity relating to the administration or management of a club;

20.1.3 the Committee reasonably believes that they have become incapable by reason of illness or injury of managing and administering their own affairs and it decides to remove them from office;

20.1.4 they resign from their office by notice to the Club;

20.1.5 they are absent without the permission of the Committee from all its meetings held within a period of six months without good reason and the Committee decide that their office be vacated;

20.1.6 a bankruptcy order or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which has an effect similar to that of bankruptcy;

20.1.7 they make a composition with their creditors generally in satisfaction of their debts;

20.1.8 they are removed from office by the Committee on the grounds that they are in material or persistent breach of the Club's code of conduct as amended from time to time. A decision to remove an Officer from office under this rule may only be passed if:

20.1.8.1 the Officer has been given at least twenty one clear days' notice in Writing of the Committee meeting at which the decision will be made and the reasons why it is to be proposed; and

20.1.8.2 the Officer or, at the option of the Officer, the Officer's representative (who need not be an Officer) has been allowed to make representations to the meeting; or

20.1.9 they cease to be a Member for any reason whatsoever;

20.1.10 they are removed by Members or not re-elected by Members at a General Meeting.

20.2 The provisions of rule 20.1 above shall also apply to sub-committees and any member of a sub-committee who is not an Officer.

21. Club Teams

21.1 At its first meeting following each AGM the Committee shall appoint one or more Members to be responsible for each of the Club's various teams.

21.2 The appointed Members shall be responsible for managing the affairs of the team. The appointed Members shall present to the Committee at its last meeting prior to an AGM a written report of the activities of the team.

22. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

23. Minutes

The Committee shall cause minutes to be made in books kept for the purpose:

23.1 of all appointments of Officers made by the Members or the Committee;

23.2 of all resolutions of the Members and of the Committee (including decisions of the Committee made outside a meeting); and

23.3 of all proceedings and reports of meetings of the Club and of the Committee, and of sub-committees, including the names of those present at each such meeting.

and such books may be kept physically and / or electronically on the Club's system and shall be made available to all members for viewing.

24. Communications by the Club

Subject to these Rules, any document or information (including any notice, report or accounts) sent or supplied by the Club under these Rules may be sent or supplied:

24.1 in hard copy form;

24.2 in electronic form; or

24.3 by making it available on a website or internet forum.

25. Personal Risk

25.1 Members 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.

25.2 Subject to rule 26.3 below, the liability of the Club and its Officers to any Member is limited to the net assets of the Club.

25.3 Nothing in these Rules shall limit or exclude liability:

25.3.1 for death or personal injury caused by negligence;

25.3.2 for any loss or damage caused by criminal or fraudulent conduct; or

25.3.3 for any other liability which cannot lawfully be limited or excluded.

26. Indemnity

Without prejudice to any other indemnity to which an Officer may otherwise be entitled, every Officer, coach or volunteer 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 their duties to the fullest extent permitted by law.

27. Bye Laws

27.1 The Committee may from time to time make such bye laws as they may deem necessary or expedient or convenient for the proper conduct and

management of the Club and for the purposes of prescribing classes of and conditions of membership and in particular the Committee may by such bye laws regulate:

27.1.1 the establishment of different categories of membership of the Club;

27.1.2 the admission and classification of Members and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

27.1.3 the creation of regulations, standing orders and bye laws for the better administration of the Club and to govern the functioning of sub-committees to assist the Committee in the better administration of the Club;

27.1.4 the adoption or alteration of such other regulations or policies as the Committee thinks fit;

27.1.5 the conduct of Members in relation to one another and to the Club's Officers, staff, volunteers or beneficiaries including disciplinary procedures;

27.1.6 the terms on which Members and guests may be permitted to take part in the Club's sporting activities;

27.1.7 the setting aside of the whole or any part of parts of the Club's premises at any particular time or times or for any particular purpose or purposes;

27.1.8 any licensable or other regulated activities of the Club.

27.1.9 the procedure at General Meetings and meetings of the Committee and sub-committees insofar as such procedures are not regulated by these Rules;

27.1.10 the appointment of proxies, the form and content of proxy notices, the delivery of proxy notices to the Club and the revocation of such appointments;

27.1.11 any procedures to assist the resolution of disputes within the Club;

27.1.12 generally, all such matters as are commonly the subject matter of club rules; provided that nothing in such bye laws shall prejudice the Club's affiliation to England Athletics.

27.2 The Club in General Meeting shall have power to alter, add to or repeal the bye laws and the Committee shall adopt such means as they think sufficient to bring to the notice of the Members all such bye laws.

28. Complaints and Disputes

28.1 All concerns, allegations or reports of malpractice or abuse relating to the welfare of children or vulnerable adults will be recorded and responded to swiftly and appropriately in accordance with the Club's and UKA's/EA's safeguarding policy and procedures. The Welfare Officer shall be the lead Officer for all Members in the event of any safeguarding concerns.

28.2 Any complaints of misconduct (improper or unprofessional conduct) regarding the behaviour of Members or Officers or coaches or volunteers shall be dealt with by the Club in accordance with its discipline and appeals process (see section 4.5) and must be presented in writing to the Secretary (and where the matter relates to the Secretary, the complaint must be submitted to the Welfare Officer). Unless exceptional circumstances apply, the Secretary will hear complaints within fourteen days of receiving a complaint. If the complaint is sufficiently evidenced, the Secretary will appoint 3 (three) Members (who are impartial towards the complainant and the respondent and have no direct or indirect interest/involvement in the matter) to sit on a disciplinary panel. Subject to rule 28.3 below, a decision of the disciplinary panel shall be final and conclusive.

28.3 Any appeals must be received by the Secretary within 7 (seven) days of receiving the written decision and, if appropriate, the appeals process will be followed.

28.4 Any complaints of serious misconduct (including, without limitation, theft, doping violations, fraud, physical violence, safeguarding policy breaches, serious breach of applicable health and safety, gambling and/or ticketing regulations or any act or omission of the Member or Officer which in the opinion of EA, acting reasonably, brings or is likely to bring the sport of athletics into disrepute) regarding the behaviour of Members or Officers shall be reported and dealt with by EA in accordance with its Disciplinary Procedures.

28.5 If a dispute arises between any Members or Officers of the Club about the validity or propriety of anything done by any Member or Officer under these Rules and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

29. Alteration of the Rules

No alterations or amendments shall be made to or in the provisions of these Rules except by resolution at a General Meeting in accordance with these Rules and shall be carried by the majority of at least three-quarters of the Members present.

30. Incorporation

30.1 The Members at a General Meeting may authorise the Committee to transfer the assets and liabilities of the Club to a limited company or charitable incorporated organisation established for purposes within, the same as or similar to the Objects and of which the Members will be entitled to be Members.

30.2 On a transfer under rule 30.1 the Committee must ensure that all necessary steps are taken as to:

30.2.1 the transfer of land and other property;

30.2.2 the assignment or novation of contracts and grants;

30.2.3 the transfer of employment and transfer of pension rights; and

30.2.4 the trusteeship of any property held as permanent endowment.

31. Dissolution

31.1 A resolution to dissolve the Club may only be proposed at a General Meeting and shall be carried by the majority of at least three-quarters of the Members present.

31.2 The dissolution shall take effect from the date of the resolution and the Committee shall be responsible the winding up of the assets and liabilities of the Club.

31.3 Any surplus assets remaining after the discharge of the debts and liabilities of the Club shall be applied to the Members.

32. Declaration

The Club duly adopted these Rules as its governing document on 1 October 2024 and amended them on 25 June 2024

Signed

Chair Tamsin Anderson

Signed

Secretary Kate Green