



# **Constitution**

**Version 9**

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**Sponsor: Secretary**

## **1. General**

- 1.1. The name of the organisation shall be North Highland Harriers (NHH), hereinafter referred to as the Club.
- 1.2. The aim of the Club shall be to provide opportunities for all Members, regardless of ability, to enjoy running and improve their performance. The Club shall be registered to participate in the following disciplines: road running, trail running, cross country, hill running and ultra distance.
- 1.3. The Club shall be a not-for-profit Unincorporated Association.
- 1.4. The Club shall be affiliated to Scottish Athletics (SA) as the National Governing Body.
- 1.5. The Club shall provide activities for adults only (18+ years of age).
- 1.6. The Club vest shall be blue with a yellow chevron.

## **2. Introduction**

2.1. The Constitution shall reflect the minimum level of governance required for the Club to exist and must be adhered to. The Constitution may be supported by a number of more detailed documents (hereinafter collectively referred to as Policies) including but not limited to:

- a. Standing Orders
- b. Equality Policy
- c. Disciplinary Policy
- d. Conflict of Interest Policy
- e. Code of Conduct
- f. Welfare related policies

- 2.2. The Chairperson shall be the arbiter of the Constitution.
- 2.3. Nothing in the Constitution shall overrule any mandatory requirement from Scottish Athletics.
- 2.4. The Constitution shall be reviewed at least every 3 years.

## **3. Club Governance**

- 3.1. The Committee shall provide the governance and strategic management of the Club.
- 3.2. Club Officers shall manage the routine matters of the Club. Club Officers shall be designated as either Committee positions or non-Committee positions.
- 3.3. Club activities shall be delivered by Club Officers as well as coaches, race organisers, officials and other volunteers.
- 3.4. General Meetings shall be held at least once per year and all Members shall be invited to attend in order to vote on key issues and elect Club Officers. A General Meeting shall be designated either as an Annual General Meeting (AGM) or a Special General Meeting (SGM).
- 3.5. Proposals at any meeting may be passed either by negotiating a unanimous agreement or by voting. When voting, the motion shall be phrased "for or against" with the status quo being the "against" option. All entitled attendees shall have 1 vote each including the chair. Proxy votes shall not be permitted. A majority shall be required to pass the motion ie 50% +1. If the vote is tied 50:50 then it shall fail. The chair shall not have a second casting vote.

#### **4. Membership**

- 4.1. Any adult (18+ years of age) may become a Member of the Club provided they uphold the standards of the Club and pay the appropriate membership fee.
- 4.2. All Members shall abide by the Club's Constitution, Policies and all other documentation.
- 4.3. An annual membership fee shall be paid in order to remain a Member. The membership year shall be from 1 October to 30 September. The membership fee(s) shall be agreed at a General Meeting.
- 4.4. If an individual is unable to pay the membership fee upfront, then the Club may agree a payment plan on a case by case basis.
- 4.5. Only Members shall be permitted to take part in Club activities and compete under the Club's name. The Club shall keep a register of all current Members.
- 4.6. Members shall not own a monetary share in the Club and therefore shall not have any right to take a share of the Club's assets, even upon dissolution.
- 4.7. A Member may resign from the Club at any point, but ordinarily they shall forfeit their membership fee. In exceptional circumstances the Committee may agree to reimburse all or part of their membership fee. A membership shall not be transferred to another individual.
- 4.8. The Committee shall have the power to refuse, suspend or terminate the membership of any individual whose conduct or character is likely to bring the Club into disrepute or whose presence is believed to be prejudicial to other members. In order to protect the safety and wellbeing of other members, inappropriate behaviour shall not be tolerated. The Committee's decision shall be final.

#### **5. Club Officers**

- 5.1. Club Officers shall manage the routine matters of the Club. Club Officers shall be designated as either Committee positions or non-Committee positions.
- 5.2. Club Officers shall ordinarily be elected at a General Meeting. If a Club Officer resigns their position, or a position is vacant, the Committee may co-opt a replacement until the next General Meeting.
- 5.3. Only Members shall be eligible to stand for election as a Club Officer. Any Club Officer who does not renew their membership shall automatically relinquish their position.
- 5.4. The specific positions and number of people on the Committee shall be determined by the Committee recognising the changing needs of the Club and resource available. As a minimum, the following four Club Officers shall be mandatory Committee positions and shall be collectively known as the Office Bearers:
  - a. Chairperson
  - b. Secretary
  - c. Treasurer
  - d. Welfare Officer
- 5.5. All Office Bearer positions shall be filled at all times. One person shall not hold two Office Bearer positions at the same time, even temporarily. The names of the Office Bearers shall be submitted to Scottish Athletics.
- 5.6. Club Officers may convene sub-groups and/or co-opt any Member to assist them.

## **6. Committee Meetings**

- 6.1. The Committee shall hold routine meetings to discuss Club business. Meetings may be held as frequently as required but shall be held at least Quarterly (4 per year). Meetings may either be held in person or virtually.
- 6.2. Committee members shall be given adequate notice of the meeting and be invited to submit items for the agenda. Meetings may be convened at short notice if an emergency occurs.
- 6.3. Where practicable, the agenda shall be sent out at least 2 days before the meeting.
- 6.4. The Chairperson shall chair the meeting. If the Chairperson is not present, then any other Committee member may be nominated to chair the meeting.
- 6.5. The quorum for the meeting shall be the higher of: at least 50% of the Committee membership (not including vacant positions) or 4 Committee members. Each Committee member present shall be entitled to 1 vote. Other Members may be invited to the meeting to discuss relevant items or to observe but shall not vote and shall not count towards the quorum.
- 6.6. If a proposal is likely to be closely contested then the Chairperson may consider deferring it to a General Meeting, depending on the implications of the proposal and time constraints.
- 6.7. Minutes shall be taken and distributed to all Committee members in a timely manner.

## **7. Annual General Meeting**

- 7.1. The Club shall hold an Annual General Meeting (AGM) each membership year. The purpose of the AGM is to vote on key issues, elect Club Officers, and promote discussion on how the Club is managed. All Members shall be entitled to attend the AGM. The Committee shall decide on a date/time and venue (or virtual).
- 7.2. All Members shall be given at least 21 days notice of the AGM and be invited to submit items for the agenda. A proposal may only be placed onto the agenda if requested by 2 Members (a Proposer and a Secunder) or it has been submitted by the Committee.
- 7.3. The agenda shall be sent out at least 5 days before the AGM. As time may be limited at the AGM, information relating to proposals shall be sent out with the agenda if possible.
- 7.4. The Chairperson shall chair the AGM. If the Chairperson is not present, then any other Committee member may be nominated to chair the meeting.
- 7.5. The quorum at the AGM shall be 4 Members. Each Member present shall be entitled to vote.
- 7.6. Any Member wishing to be a candidate in an election shall require nomination from a Proposer and a Secunder. The candidate may not be in attendance, but their Proposer and Secunder shall be present at the meeting.
- 7.7. If there are 2 or more candidates, a vote shall take place and the candidate who achieves the most votes shall be elected. If there is only 1 candidate they may be elected by unanimous agreement. If any Member present does not agree, then the chair shall reopen nominations. If the original candidate remains the only one, then a "for or against" vote shall take place.
- 7.8. To avoid confusion during the meeting, all newly elected Club Officers shall commence their duties the day after the AGM.
- 7.9. Minutes shall be taken of the meeting and distributed to all Members in a timely manner.

## **8. Special General Meeting**

8.1. A Special General Meeting (SGM) may be convened to discuss a matter if it is unsuitable to wait until the next AGM or if the debate is anticipated to take longer than the time ordinarily allocated at an AGM.

8.2. A SGM shall be convened if required by the Committee or if at least 2 Members submit a request to the Secretary. A SGM may be convened at short notice if an emergency occurs.

8.3. So far as is reasonably practicable, the procedure of a SGM shall be managed in the same manner as an AGM.

## **9. Finance**

9.1. The Club shall have a bank account in the name of North Highland Harriers and all money belonging to the Club shall be held within that account.

9.2. At least 2 people shall be required to authorise transactions from the Club account. So far as is reasonably practicable, the authorised people on the bank account shall be current Club Officers, noting a transition period may be necessary while bank details are updated after new Club Officers are elected.

9.3. No Member shall receive payment either directly or indirectly from the Club other than to reimburse legitimate expenses incurred by them on behalf of the Club.

9.4. The Treasurer shall be responsible for managing the Club's finances and allocating budgets.

9.5. At the end of the financial year the Club's accounts shall be independently verified prior to presentation at the AGM. The independent verifier shall not be a Committee member.

## **10. Dissolution**

10.1. The purpose of the dissolution process shall be to minimise financial losses incurred by individuals if the Club fails. The Committee shall make every attempt to dissolve the Club while it still has some form of governance structure in place in order to complete the dissolution process in an appropriate manner.

10.2. A proposal to dissolve the Club may be raised by the Committee or any 2 Members. A SGM shall be convened in order to discuss and vote on the motion. So far as reasonably practicable the meeting shall follow the format of a standard SGM noting that all the requirements may not be achievable as the Club may be failing to function properly at this stage. If the motion passes then the Club shall immediately enter the dissolution phase.

10.3. The remaining Committee members shall conduct the dissolution phase as soon as practicable in order to minimise financial losses. Activities shall include, but not limited to: closing membership to new applicants and renewals; cancelling future financial commitments; payment of debts; reimbursing legitimate expenses incurred by Members; and liaising with Scottish Athletics.

10.4. Remaining Club assets (if any) shall be distributed to local charities and community groups as agreed by the remaining Committee members. No Member shall receive any money from the Club during dissolution, except to reimburse legitimate expenses.

10.5. The Club may become so dysfunctional that it defaults into dissolution, regardless of the result of any vote. If the Club fails to comply with the Constitution it shall immediately attempt to rectify the shortfall. If the non-conformance still exists after a period of 6 months and there is no viable plan to address it in the near future, the Club shall automatically enter the dissolution phase.

## **11. Changes to the Constitution**

11.1. Any proposal which would result in a change to the Constitution shall be presented at a General Meeting. If the proposal would result in contravention of a Scottish Athletics requirement it shall not be permitted.

11.2. Changes to the Constitution which reflect previously agreed motions, editorial changes, or new Scottish Athletics requirements shall be approved by the Committee. The updated Constitution shall be made available to all Members.