

# THAMES REGIONAL ROWING COUNCIL

## CONSTITUTION

founded 1903



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## **CONSTITUTION OF THE THAMES REGIONAL ROWING COUNCIL**

(Adopted at the Annual General Meeting held on Sunday 9 November 2003.)

(Amended at the Annual General Meeting held on Sunday 20 November 2005.)

(Amended at the Annual General Meeting held on Wednesday 19 November 2008.)

The name of the Rowing Council shall be the Thames Regional Rowing Council ("the TRRC").

### **1. DEFINITIONS**

In this constitution the following words shall have the following meanings:-

- 1.1 "the A.R.A." shall mean the Amateur Rowing Association Limited to which clubs and events within the Thames Region, and elsewhere, are affiliated.
- 1.2 "the Council" shall mean the Rowing Council for the Thames Region as constituted under these rules and as referred to in the rules of the A.R.A.
- 1.3 "the Thames Region" or "the Region" shall comprise Divisions 10, 11, 12, 13, 14, 15, 16, 17, 18 and 19 and the A.R.A. Clubs and Events within those Divisions recorded as affiliated, from time to time, in the records of the A.R.A.
- 1.4 "the Divisions" shall mean Divisions 10, Oxford University; 11, Upper Thames; 12, Reading; 13, Middle Thames; 14, Staines and Molesey; 15, Kingston and Twickenham; 16, Chiswick and Mortlake; 17, University of London; 18, Barnes and Hammersmith; and 19, Putney; as defined by the A.R.A. for representation on the A.R.A. Council and shall include those Clubs which are represented by Appointed Members on the A.R.A. Council.
- 1.5 "Member Clubs" or "Clubs" shall mean those clubs registered as affiliated, from time to time, to the A.R.A. and classified as being in any one of the Divisions and shall include universities, colleges and schools so registered.
- 1.6 "Events" shall mean those events registered as affiliated, from time to time, to the A.R.A. and classified as being in any one of the Divisions. The definition shall include regattas, processional races and simulated rowing events.
- 1.7 "Members" shall mean and include Member Clubs and Events.
- 1.8 A "Representative" shall mean a person who is authorised by a Member Club or Event to speak and vote for the member at meetings of the Council. Such a person must, if not a member of the member Club or Event, be able to produce proof of such appointment if called upon to do so.
- 1.9a "Upriver" shall refer to the stretch of the Region upriver of Richmond Lock and "Upriver Members" shall be those Members belonging to Divisions 10, 11, 12, 13, 14 and 15.

- 1.9b “Downriver” shall refer to the stretch of the Region downriver of Richmond Lock and “Downriver Members” shall be those Members belonging to Divisions 16, 17, 18 and 19.

## 2. OBJECTS

- 2.1 To promote the sport of rowing in the Region at all levels.
- 2.2 To represent the interests of the Region within the A.R.A. and to represent the interests of the A.R.A. within the Region.
- 2.3 To support all Members within the Region in the achievement of their objectives and in the conduct of their activities within the sport.
- 2.4 To ensure that the talents and resources of all members of Clubs and Events within the Region are utilised to the full and that no one receives less favourable treatment on any grounds or is disadvantaged by the conditions or requirements which cannot be shown to be relevant to performance, in accordance with the A.R.A.’s equity policy.

## 3. COMPOSITION OF THE COUNCIL

The Council shall consist of an equal number of Representatives appointed by each of the Members.

## 4. OFFICERS OF THE COUNCIL

- 4.1 The Council shall elect from amongst its Representatives a Chairman, Honorary Secretary and Honorary Treasurer.
- 4.2 The Council shall also elect from amongst its Representatives an Upriver Representative and a Downriver Representative, who shall be drawn from the Upriver Members and Downriver Members respectively.
- 4.3 The Council may further elect from amongst its Representatives, or from any of the members of Clubs and Events within the Region, any other Officers to a position on the Council it may choose, for example, a President and/or Vice-President(s).
- 4.4 The Council shall elect an independent honorary examiner to examine the books of account maintained by the Honorary Treasurer.
- 4.5 No Officer shall be entitled to vote in the affairs of the Council in their own right save for those Officers who are Representatives. The Chairman shall have a second or casting vote.

## 5. COMMITTEES AND COMMISSIONS OF THE COUNCIL

- 5.1 The objects of the Council shall be discharged through an Executive Committee, Umpires' Commission, Coaching Commission, Junior Commission, Veterans' Commission, Events' Co-ordinator, Safety Adviser, Equipment Officer and such other bodies as, from time to time, may appear necessary.
- 5.2 The Council shall, without restriction as to numbers, elect the Chairman and members of the Committees and Commissions, except for the Umpires' Commission, each of which shall have power to co-opt from within or outside the Council.
- 5.3 The Council shall appoint representatives to all National Commissions as required by the A.R.A.
- 5.4 The Council shall approve the appointment of the Chairman and members of the Umpires' Commission appointed in accordance with the rules of the A.R.A.

## 6. THE EXECUTIVE COMMITTEE

- 6.1 The Executive Committee shall comprise:-
  - 6.1.1 The Officers of the Council elected under clause 4.1.
  - 6.1.2 Representatives and members of the Region elected as Officers of the Council pursuant to clauses 4.2 and 4.3.
  - 6.1.3 The A.R.A. Divisional Representatives for Divisions 10, 11, 12, 13, 14, 15, 16, 17, 18 and 19.
  - 6.1.4 The A.R.A. Appointed Members for the Council of Oxford University Rowing, Leander Club, London Rowing Club and Thames Rowing Club, and any other Members which may so be represented from time to time on the A.R.A. Council.
  - 6.1.5 All other persons whom the Executive Committee would wish to appoint or to co-opt onto the Executive Committee.
- 6.2 The Chairman of the Council shall be the Chairman of the Executive Committee.
- 6.3 The Executive Committee shall have power to fill any positions not filled at the Annual General Meeting, or any casual vacancies arising thereafter, and to co-opt from within the Council or from bodies associated with the Region in any way.

## 7. COUNCIL MEETINGS

- 7.1 The Council shall hold an Annual General Meeting no earlier than 30th September and no later than the 30th November in each year.
- 7.2 At the Annual General Meeting there shall be held the elections referred to in clauses 4 and 5. Any such positions not then filled, or any casual vacancies arising thereafter, may be made or filled by the Executive Committee.
- 7.3 Nominations for Officers of the Council shall be notified to the Honorary Secretary by Member Clubs or Events not less than two weeks before the Annual General Meeting in each year.
- 7.4 A Member shall be responsible for the capability and suitability of a Representative to represent the Member at meetings of the Council
- 7.5 All business that is transacted at an Annual General Meeting shall be deemed special business with the exception of the following which shall be deemed ordinary business:-
- 7.5.1 Consideration and approval of the annual accounts.
- 7.5.2 Election of Officers.
- 7.5.3 Election of, and approval of appointments to, Committees and Commissions.
- 7.5.4 To fix the annual subscription
- 7.6 Apart from the Annual General Meeting, all other General Meetings of the Council shall be called Extraordinary General Meetings.
- 7.7 An Extraordinary General Meeting of the Council shall be held on the written requisition of not fewer than three members of the Executive Committee or on the written requisition of not fewer than three Members, specifying the matter(s) to be considered. The Honorary Secretary shall call such a meeting within 14 days of receipt of such request, in accordance with clause 7.9.
- 7.8 All business that is transacted at an Extraordinary General Meeting shall be deemed special business.
- 7.9 The Honorary Secretary shall give written notice to all Members of any General Meeting, specifying the matter(s) to be considered. 21 clear days shall be the required notice period for any General Meeting.
- 7.9.1 The accidental omission to give notice of a meeting to, or the non-receipt of the notice of the meeting by, any Member entitled to receive notice shall not invalidate proceedings at that meeting.

- 7.10 All elections and appointments referred to in this constitution shall be annual but those elected or appointed may, if eligible, be re-elected or re-appointed.

## 8. COMMITTEES AND COMMISSIONS—GENERAL

- 8.1 Generally, meetings of the Executive Committee and other Committees and Commissions shall be held as required at the request of the respective Chairman.
- 8.2 Committees and Commissions shall have the power to determine matters within their remit and shall report to the Executive Committee which shall itself then report to the Council.
- 8.3 All Committees and Commissions may, at their discretion, make regulations for the better conduct of their business and, once such regulations have been approved by the Executive Committee, a copy thereof shall be deposited with the Honorary Secretary of the Council.
- 8.4 Any person who has a financial interest, whether directly or indirectly, in any matter coming before a Committee or Commission shall declare such interest immediately the person becomes aware of such and shall not be entitled to vote on such a matter unless permitted to do so by a simple majority resolution of the relevant Committee or Commission.

## 9. QUORUM AND VOTING

- 9.1 The quorum for, and throughout, any General Meeting of the Council shall be 15 Representatives present in person and entitled to vote, with a minimum of 5 Representatives from Upriver Members and with a minimum of 5 Representatives from Downriver Members. Before a meeting commences, every Representative present shall declare to the Honorary Secretary which Member they represent.
- 9.2 Each Committee and Commission shall, annually, fix their own quorum.
- 9.3 All matters at meetings of the Council shall, with the exception of clause 11.1, be decided by a simple majority of the Representatives present in person and entitled to vote in accordance of clauses 1.8 and 4.5. Each Representative present shall have only one vote. The Chairman shall have a second or casting vote.
- 9.4 Decisions of the Executive Committee and other Committees and Commissions shall be made by a simple majority vote of the voting members present in person; each member having one vote. The Chairman shall have a second or casting vote.

## 10. FINANCE

- 10.1 The Council shall be non-profit making and any funds, income or acquired property of the Council shall be applied in pursuance of the Council's objects or any of them. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members.
- 10.2 Nothing herein shall prevent the reimbursement of reasonable and proper out of pocket expenses incurred in the course of furthering the objects of the Council.
- 10.3 The Council shall be entitled to solicit and receive financial support from any source but has no powers to enter into any form of borrowing or loan agreement without the written agreement of the A.R.A. under resolution of the A.R.A. Executive Committee.
- 10.3a The Council may not take any person into any form of employment or enter into any form of agreement, financial or otherwise, lasting more than twelve months without the written agreement of the A.R.A. under resolution of the A.R.A. Executive Committee.
- 10.4 The Executive Committee shall have the power to apply any funds of the Council and authorise any payments for the furtherance of its objects subject to its accountability to the Council and to the restrictions set out in clauses 10.3 and 10.3a.
- 10.5 The Council shall have the power to introduce a subscription payable by the Members to enable it to carry out its objects. Such subscription shall be determined at the Annual General Meeting of the Council. Failure by a Member to pay such a subscription will result in suspension from involvement in the activities of the Region and the services provided by the Council until such time as the subscription and any arrears have been paid in full. The Council shall have power to refer the suspension to the A.R.A. for further consideration.
- 10.6 The Honorary Treasurer shall maintain such bank accounts as are considered necessary by the Council at such financial institutions as are approved by the Council. The account(s) shall be in the name of the Council and, with the exception of payments of one hundred pounds or less, where the signature of the Honorary Treasurer alone is acceptable, shall be operated only under the joint signatures of any two Officers of the Council, one of whom shall be the Honorary Treasurer or the Chairman.
- 10.7 The Honorary Treasurer shall maintain such books of account as are required in order to give a full and complete statement of the financial affairs of the Council. The books shall be examined annually by the elected independent honorary examiner (who shall be neither the Honorary Treasurer nor a signature on the bank account(s)). The annual accounts, signed by the independent honorary examiner, shall be presented to the Annual General Meeting by the Honorary Treasurer for consideration and approval.

10.8 On approval of the examined annual accounts by the Council at its Annual General Meeting, the Honorary Treasurer shall forward a copy to the Honorary Treasurer of the A.R.A. no later than six months after the end of the financial year.

## 11. GENERAL

11.1 Subject to clause 11.2, the rules of this constitution may only be altered by a two thirds majority of the votes of the Representatives present in person and entitled to vote at a General Meeting, duly convened in accordance with the rules hereof.

11.2 The rules of this constitution and any amendments thereto shall first be approved by the A.R.A. before adoption by the Council.

11.3 Any property of the Council shall be vested in the Council, for the time being and, to this end, the Council may appoint Trustees to hold the assets of the Council and such Trustees shall be appointed or removed by a simple resolution of the Council.

11.3.1 Any decision to wind up the affairs of the Council may be made at a General Meeting called for that purpose and at which a simple majority shall be sufficient to pass such a resolution.

11.3.2 Subject to clause 11.3.3, any assets remaining after the satisfaction of debts and liabilities shall be given or transferred to the A.R.A. and the A.R.A. shall decide by resolution, giving due consideration to the views expressed by the Council, as to what shall be done with them, including consideration of realising all the assets and converting them into money and distributing them amongst the Members.

11.3.3 Any assets which have been funded by the National Lottery or grants from other public bodies shall, if made a condition of such funding, be given or transferred to some other voluntary organisation having objects similar to those of the Region in priority to any other assets which shall have been funded by the Region itself or the Members.

11.3.4 In the case of funds being insufficient to discharge the liabilities, the A.R.A. shall advise on how the shortfall balance shall be provided.

11.4 In addition to the above rules, the rules set out in the attached schedule which are special to the Region shall also form part of and be deemed to be incorporated into the rules of this constitution.

11.5 At the same time as minutes of meetings of the Executive Committee and of the Council are circulated, the Honorary Secretary shall also send a copy thereof to the A.R.A.

## **SCHEDULE**

### Terms of Reference for Upriver and Downriver Representatives:-

1. In accordance with clause 4.2 of the constitution of the Thames Regional Rowing Council, an Upriver and a Downriver Representative shall be elected by the Council.
2. The Upriver and the Downriver Representative shall be a member of one of the Member Clubs or Events from their respective section of the Region.
3. They shall be responsible for representing the specific interests of their section of the Region to the Executive Committee and to the Council and shall liaise with the Members of the Region in order to represent their views.
4. They shall liaise with the respective Upriver and Downriver Representatives on the Committees and Commissions listed in clause 5 of the constitution to ensure a commonality of approach across the Region.
5. The Upriver Representative and the Downriver Representative shall deputise for the Chairman when required to do so.