



*Heaton Harriers*

**Club Standard 1:**

**Constitution**



Heaton Harriers Constitution

January 2025

**The Companies Act 2006**

**Private Company Limited by Guarantee**

**Articles of Association**

**of**

**Heaton Harriers & Athletics Club Limited**

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## 1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles, unless the context requires otherwise:

<b>2006 Act</b>	the Companies Act 2006 as modified by statute or re-enacted from time to time.
<b>Articles</b>	these Articles of Association, as may be amended from time to time.
<b>Chair</b>	the person from time to time elected in accordance with these Articles as the chair of the Club.
<b>Club</b>	Heaton Harriers & Athletics Club Limited.
<b>Committee</b>	the board of elected Directors of the Club.
<b>Director</b>	a Member who is a director of the Club as determined in Articles 9 and 10, and includes any person occupying the position of director, by whatever name called.
<b>Members</b>	the persons admitted to the membership of the Club in accordance with Article 11 and any Rules from time to time in force.
<b>Non-Voting Members</b>	all Members other than the Senior Members and who shall not be members for the purposes of the Companies Acts.
<b>Objects</b>	the objects for which the Club is established as set out in Article 2.
<b>Rules</b>	any rules of the Club made by the Committee, as amended from time to time.
<b>Senior Members</b>	the Members who, under Article 11.4, are entitled to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the Companies Acts.

1.2 In these Articles:

- 1.2.1 references to **running activities** are to competitive and recreational road running, cross country running, fell running and other athletic, sports, fitness and leisure activities;
- 1.2.2 unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act;
- 1.2.3 words importing the singular number shall include the plural number and vice versa; and

- 1.2.4 for the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

## **2. OBJECTS**

The objects for which the Club is established are:

- 2.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the unincorporated association known as Heaton Harriers Athletics Club and to indemnify , its officers and Members against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of and in respect of all liabilities, obligations and commitments (whether legally binding or not) of and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 2.2 to encourage and facilitate the pursuit and enjoyment of running activities;
- 2.3 to provide other ordinary benefits of an amateur sports club including without limitation provision of coaching courses, insurance, medical treatment and other support to expenses incurred from Members' participation in running activities;
- 2.4 to obtain funding for the activities of the Club by collecting race entry fees, membership subscriptions, and by obtaining sponsorship and other available funding;
- 2.5 to promote recreational and competitive running activities within the Club;
- 2.6 to acquire, establish or own any goods or services appropriate to the operation of the Club and the Members;
- 2.7 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club;
- 2.8 to make donations or offer support to other organisations which are charities, community amateur sports clubs or other entities connected to running activities; and
- 2.9 to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

## **3. POWERS**

- 3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects.
- 3.2 Subject to these Articles, any Rules made pursuant to them and the 2006 Act, the Committee is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club.

3.3 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members of the Club or third parties other than a registered community amateur sports club or charity. The Club will not pay a salary, bonus fee or other remuneration to any Member.

3.4 Nothing in this Article 3 shall prevent the payment in good faith by the Club:

3.4.1 to any director or Member of reasonable and proper out-of-pocket expenses incurred in pursuit of the Objects;

3.4.2 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Club; and

3.4.3 other payments as are permitted by these Articles, including the purchase or lease of goods or services appropriate to the pursuance of the Objects or donations to organisations set out in Article 2.8.

3.5 The Committee shall have the power to make, vary and revoke Rules including, but not limited to, rules:

3.5.1 setting out different categories of membership of the Club;

3.5.2 setting any reasonable grounds for admission to membership of the Club for the different categories of Members; and

3.5.3 setting or adopting such other regulations or policies, including for example child protection and equality policies, as the Committee thinks fit,

and, in the event that the Club becomes a Community Amateur Sports Club under Schedule 18 Finance Act 2002, provided that nothing in those Rules shall prejudice the Club's status as such a Community Amateur Sports Club and provided that the said Rules shall be consistent with these Articles and the Companies Acts.

#### **4. LIABILITY OF MEMBERS**

4.1 The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Club in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for any of the items set out in Article 4.2.

4.2 The items for which the Members undertake to contribute are:

4.2.1 payment of the Club's debts and liabilities contracted before that person ceases to be a Member;

4.2.2 payment of the costs, charges and expenses of winding up; and

4.2.3 adjustment of the rights of the contributories among themselves.

## **5. DELEGATION BY THE COMMITTEE**

5.1 Subject to these Articles, the Committee may delegate any of the powers which are conferred on it under these Articles to an individual Member or group of Members as it thinks fit.

5.2 Any such delegation may authorise further delegation of the Committee's powers by any person to whom they are delegated.

5.3 The Committee may revoke any delegation in whole or part or alter its terms and conditions.

## **6. DECISION-MAKING BY THE COMMITTEE**

6.1 Any decision of the Committee must be a majority decision, either taken in a meeting of the Committee at which a quorum of Directors was present or when all Directors have expressed a view.

6.2 If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the meeting of the Committee has a casting vote.

## **7. MEETINGS OF THE COMMITTEE**

7.1 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least six such meetings shall be held in each year.

7.2 The Committee shall report on their activities to the Members at the annual general meeting.

7.3 Any director may call a meeting of the Committee by giving notice of the meeting to the Directors.

7.4 Notice of any meeting of the Committee must indicate:

7.4.1 its proposed date and time;

7.4.2 where it is to take place; and

7.4.3 items to be discussed at that meeting.

7.5 Notice of a meeting of the Committee must be given to each Director but need not be in writing.

7.6 Subject to these Articles, Directors participate in a meeting of the Committee, or part of a meeting of the Committee, when:

7.6.1 the meeting has been called and takes place in accordance with these Articles; and

- 7.6.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 7.7 At a meeting of the Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 7.8 The quorum for meetings of the Committee may be fixed from time to time by a decision of the Directors, but it must never be less than two.
- 7.9 The Chair shall preside as chair at all meetings of the Committee at which they shall be present. If at any meeting the Chair is not present the members of the Committee who are present shall choose one of their number to be chair of the meeting.

## **8. RECORDS OF DECISIONS TO BE KEPT**

- 8.1 The Committee must ensure that the Club keeps a record, in either electronic form or in writing, for at least seven years from the date of the decision recorded, of every decision taken by the Committee and by the Club at general meeting.
- 8.2 Any such records shall be circulated to all members of the Committee.

## **9. DIRECTORS**

- 9.1 The number of Directors, all of whom will be members of the Committee, shall be not less than four.
- 9.2 All acts carried out in good faith at any meeting of the Committee or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.
- 9.3 The Club may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

## **10. APPOINTMENT AND REMOVAL OF DIRECTORS**

- 10.1 At the annual general meeting each year, the Directors shall retire and shall be eligible for re-election in accordance with these Articles.
- 10.2 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:
- 10.2.1 that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- 10.2.2 a bankruptcy order is made against that person;

- 10.2.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 10.2.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 10.2.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - 10.2.6 that person shall without sufficient reason for more than three consecutive Committee meetings have been absent without permission of the Committee and all other members of the Committee resolve that their office be vacated;
  - 10.2.7 that person is requested to resign by all the other members of the Committee acting together;
  - 10.2.8 that person ceases to be a Member; or
  - 10.2.9 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 10.3 Directors shall be elected at the Annual General Meeting of the Club. Any Member may nominate a Senior Member to be one of the members of the Committee. Any nomination must be seconded by one other Senior Member in order to be considered for election. Members may be nominated and seconded in this manner either prior to or at the Annual General Meeting. The nominated member must declare to the Annual General Meeting if they are willing to be elected and that they are a fit and proper person in the sense of 2006 Act.
- 10.4 The election of Directors will be by show of hands or secret ballot, as determined by the Chair of the Annual General Meeting. Each Senior Member present at the Annual General Meeting shall have one vote.

## **11. MEMBERSHIP**

- 11.1 No person shall become a Member unless:
- 11.1.1 that person has completed an application for membership in a form approved by the Committee, and
  - 11.1.2 the Committee has approved the application.
- 11.2 Membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership

of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs.

- 11.3 The Committee may establish different classes of membership and set out different rights and obligations for each class, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept as a Member any person fulfilling those criteria.
- 11.4 All Members aged 18 or over at any point in the year of membership shall be deemed to be **Senior Members** and entitled to vote at general meetings.
- 11.5 Members aged 17 or less for the whole of the membership year shall be deemed **Junior Members**. Such Members shall be deemed Non-Voting Members and shall not be entitled to vote at general meetings.
- 11.6 All members of Heaton Harriers & Athletics Club immediately prior to the transfer of its assets to the Club shall be deemed Members and afforded the corresponding senior or junior membership.
- 11.7 From time to time, the Club may choose to award an existing Member life membership on terms to be agreed by the Committee from time to time. Such Members shall remain **Senior Members** and accordingly be entitled to vote at general meetings.
- 11.8 From time to time, the club may choose to award an individual, who is not a Member, honorary membership. Such individuals shall be deemed Non-Voting Members and not be entitled to vote at general meetings.
- 11.9 The Committee may from time to time fix the levels of annual subscriptions to be paid by the different categories of Members provided that the Committee shall use its best endeavours to ensure that the fees set by it do not preclude open membership of the Club.
- 11.10 Subscriptions will apply for the period of 12 months commencing on 1 April in each year.
- 11.11 The Members shall pay any annual subscription set by the Committee under Article 11.9. The Committee may consider any individual whose subscription fee is in arrears to have resigned their membership of the Club.
- 11.12 Members may be required to withdraw from membership of the Club in accordance with the grievance and disciplinary policy adopted, from time to time, by the Club.
- 11.13 A Member may withdraw from membership of the Club by giving seven days' notice to the Club in writing and shall be treated as withdrawing their membership by failing to pay their subscription fee by the due date for payment.

11.14 A membership terminates automatically when that person dies or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.

11.15 Membership is not transferable.

11.16 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.

## **12. GENERAL MEETINGS**

12.1 The Club shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Committee. The meeting shall be called by the notification of all Members, which may be by means of electronic communication, at least 14 clear days before that date.

12.2 The annual general meeting shall be held for the following purposes:

12.2.1 to receive from the Committee the accounts of the Club, including an independent assessment of their veracity by a person or persons not serving on the Committee;

12.2.2 to receive from the Committee a report of the activities of the Club since the previous annual general meeting;

12.2.3 to elect new Directors in accordance with these Articles; and

12.2.4 to transact such other business as may be brought before it, including determining any prizes or other recognition to Members relating to their achievements or service to the Club.

12.3 The person chairing a meeting in accordance with this Article 12 is referred to as "the Chair of the Meeting".

12.4 All Members may attend and speak at general meetings of the Club.

12.5 A general meeting of the Club, including a meeting to consider a resolution to amend the Articles of Association or to dissolve the Club, may be called at any time on at least 14 clear days' notice. A general meeting may be called by the Committee or may be called on a written request to the Committee from at least 20% of Senior Members or one-half of the total number of Senior Members if that is less. On receipt of such a written notice, the Committee must call a general meeting within 21 days and the general meeting must not be held more than 28 days after the date of the notice calling the meeting. A notice to Senior Members for a general meeting called under this Article 12.5 shall specify the time and place of the general meeting and the general nature of the business to be conducted.

12.6 All Senior Members may exercise the right to vote at a general meeting when:

- 12.6.1 they have been a Member for at least the previous 30 days;
  - 12.6.2 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 12.6.3 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.7 The Chair shall chair general meetings if present and willing to do so. Annual General Meetings will be chaired by the departing Chair. If the Chair or departing Chair shall be absent, or if at any meeting they are not present within 15 minutes after the time appointed for holding the same, the Directors present must appoint a director or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 12.8 The chair of the Meeting will determine if a vote should be conducted by a show of hands or by a secret ballot.
- 12.9 The Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 12.10 No business other than the appointment of the chair of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 12.11 20 Senior Members present in person shall be a quorum.
- 12.12 The chair of the meeting may permit other persons who are not Members to attend and speak at a general meeting.
- 12.13 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 12.14 The chair of the Meeting must adjourn a general meeting if directed to do so by the meeting.
- 12.15 Every Senior Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 12.16 A resolution shall be put to a vote at a general meeting if:
- 12.16.1 it has been submitted in writing to the Committee at least 10 days in advance of the meeting; or
  - 12.16.2 it is demanded by the Chair of the Meeting; or
  - 12.16.3 it is demanded by the Committee; or

12.16.4 it is demanded by five or more Senior Members,

provided that in the case of Articles 12.16.1, 12.16.2 and 12.16.4, notice of such resolution has been given at to Senior Members at least seven days in advance of the general meeting.

12.17 A resolution, other than to amend the Articles of Association, to dissolve the club or as required by the Companies Acts, is carried if it is supported by a majority of Senior Members present. In the event of a tie the chair of the Meeting shall have a casting vote.

12.18 The result of a vote shall be deemed to be the resolution of the meeting and the Committee is required to act upon that resolution.

### **13. DISSOLUTION AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

13.1 No resolution to amend the Articles of Association shall be made except at an annual general meeting or at a general meeting called for the purpose and unless supported by at least three-quarters of the Senior Members present. A quorum at any meeting at which a change of the Articles of Association is proposed shall be 20 Senior Members or one-half of the total number of Senior Members if that is less. Any proposed change shall be submitted to all Members at least 14 days before the meeting.

13.2 No resolution to dissolve the Club shall be made except at an annual general meeting or at a general meeting called for the purpose and unless supported by at least three-quarters of the Senior Members present. A quorum at any meeting at which the dissolution of the Club is proposed shall be 20 Senior Members or one-half of the total number of Senior Members if that is less. Such a proposal shall be submitted to all Members at least 14 days before the meeting.

### **14. ERRORS AND DISPUTES**

14.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

14.2 Any such objection must be referred to the chair of the meeting whose decision is final.

### **15. ADMINISTRATIVE ARRANGEMENTS**

15.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied by post or electronic means and in Accordance with Schedules 4 and 5 of the 2006 Act.

15.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Committee in connection with the taking of decisions by the Committee may

also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- 15.3 A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent.

## **16. INDEMNITY**

- 16.1 Subject to Article 16.2, a Director, a former Director of the Club or a member of the unincorporated association known as Heaton Harriers Athletics Club (as referenced in Article 2.1) may be indemnified out of the Club's assets against:

16.1.1 any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or the unincorporated association known as ; and

16.1.2 any other liability incurred by that Director as an officer of the Club.

- 16.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law, and any such indemnity is limited accordingly.

## **17. INSURANCE**

- 17.1 The Committee may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

- 17.2 In this Article:

17.2.1 a **relevant director** means any Director or former Director of the Club; and

17.2.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that Director's duties or powers in relation to the Club.

## **18. DISSOLUTION**

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed to one or more other company, community amateur sports club, charity or unincorporated association with similar objectives.