

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**



## **East Coast Gymnastics**

### **1. Title**

The title of the club shall be East Coast Gymnastics

### **2. Club Purposes and Objectives**

**2.1** The purpose of the Club shall be to encourage and promote the sport and practice of gymnastics in the District of East Lindsey and the surrounding locality, through participation in gymnastics as to develop the physical and mental capabilities of young people, so that they may be helped to grow to full maturity as individuals and members of society.

**2.2** The objective of the club shall be to provide a safe, enjoyable and progressive gymnastics experiences to all ages and levels of ability, providing opportunities for recreation and competition whilst maintaining a high quality of duty and care to all members of the club, ensuring that all current and future members receive fair and equal treatment.

### **3. Permitted means of advancing the Purposes**

#### **3.1 The Committee has the power to:**

- A)** Acquire and provide grounds, equipment, coaching, training and playing facilities, clubhouse, transport, medical and related facilities
- B)** Provide coaching, training, medical treatment, and related social and other facilities
- C)** Take out any insurance for the club, it's members, coaches, guests and third parties
- D)** Co-operate with or affiliate to firstly any bodies regulating or organising the Sport and secondly any club or body involved with it and thirdly with government and related agencies
- E)** Raise funds by appeals, subscriptions, loans and charges
- F)** Borrow money and give security for the same, and open bank accounts
- G)** Buy, lease or licence property and sell, let or otherwise dispose of the same
- H)** Make grants and loans and give guarantees and provide other benefits
- I)** Set aside funds for special purposes or as reserves
- J)** Invest funds in any lawful manner
- K)** Employ and engage staff and others and provide services
- L)** All other things reasonably necessary to advance the purposes

NONE of the above powers may be used other than to advance the purposes consistently with the Rules below and the general law

### **4. Membership**

#### **4.1 Eligibility**

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

## 4.2 Standard Membership

- A) Membership of East Coast Gymnastics is open to: -
  - 1) **Full membership** - being active gymnasts aged four years and over, subject to availability of places
  - 2) **Coach membership** - being all persons who are recognised by the Management Committee as coaches of the Club.
  - 3) **Associate membership** - being either parents or other non-gymnasts or gymnasts less than 4 years of age at the beginning of term
  - 4) **Temporary membership** - being all persons who are recognised by the Management Committee for such period and subject to such conditions as they deem fit.
- B) The Management Committee shall be responsible to the Club for the admittance of new members and may delegate the power to Club associates to enable them to admit temporary gymnast members.
- C) The Club Membership Fees shall be determined at the Annual General Meeting. All Session fees will be determined by the Management Committee subject to a one-month notice to members. Any member who fails to pay the required fees by the due date will have their membership terminated and must apply for reinstatement, however the Club will keep fees at levels that will not pose a significant obstacle to people participating
- D) Any difficulties with payment of the Club membership or session fees will be considered by the Management Committee.
- E) All members are required to behave in accordance with the rules laid down and published by the Management Committee. Failure to do so may result in loss of membership and or dismissal from the club
- F) No individual members shall take any public action or make any public announcement in the name of the Club or otherwise do anything directly or indirectly to represent that any proposal, action or statement of facts or opinion has the approval of the Club. The Management Committee alone may make announcements and publications in the name of the Club.
- G) Each member over the age of 18 agrees to pay £1 upon dissolution of the club this agreement will hold for a period no longer than one month after membership ceases.

## 4.3 Honorary Members

The Management Committee may elect any person as an Honorary Member for such period and subject to such conditions as they think fit.

## 5. Committee & Member Meetings

### 5.1 General Meeting

- A) All members may attend all general meetings of the Club in person
- B) A notice convening any General Meeting shall be made available to all members, no less than 1 week before the meeting, outlining any business to be discussed during the meeting
- C) The quorum for general meetings shall be 10 voting members.
- D) The Chairman or (in his or her absence) another member chosen at the meeting shall preside.
- E) Except as otherwise provided in these Rules every resolution shall be decided by a simple majority of the votes cast on a show of hands.
- F) Formalities in connection with each General Meeting (such as how to put down resolutions) shall be decided by the Committee and publicised to Club members.

## **5.2 The Annual General Meeting**

- A)** The Annual General Meeting of the Club shall be held no later than 1 October each year to transact the following business: -
- 1) To approve the Minutes of the last Annual General Meeting.
  - 2) To receive and if approved, to adopt the annual report to the Management Committee and an audited statement of the accounts to the end of the last preceding financial year.
  - 3) To elect the Officers and other members of the Management Committee. Nominations should be made in writing with the name of the proposer and seconder and should be handed to the Club Secretary no less than 7 days before the date of appointed meeting. In the event of insufficient nominations the Chairman may accept nominations during the meeting
  - 4) To review and/or amend the fee structures
  - 5) To deal with any special matters which the Management Committee desires to bring before the members.
  - 6) To consider suggestions from the members, which must be received by the Club Secretary no less than 7 days before the date of appointed meeting.  
*(The Management Committee may direct that any resolution, which appears to them to be scandalous, vexatious or contrary to the provisions of the Constitution, shall not be placed upon any Agenda or discussed at the Meeting)*
- B)** A notice convening any Annual General Meeting shall be sent to all members, no less than 2 weeks before the meeting, outlining any business to be discussed during the meeting. Copies of all reports and accounts will be available on request from the Club Secretary.
- C)** Voting rights at Annual General Meetings of the Club and the right to hold any office within the Club, belong to:-
- 1) Any full or associate member over the age of 16 or coach member
  - 2) One parent or guardian for each full member under the age of sixteen. Who shall have one vote and no more, except the Chairman, who shall have only a casting vote in the case of equality of votes.
- D)** The President, or in their absence the Chairman of the Management Committee, shall preside at the Annual General Meeting or any Special Meeting. In the absence of the President and Chairman of the Management Committee, a Chairman for the meeting shall be elected from among the Management Committee Members present, by a majority vote on a show of hands.
- E)** The quorum for a Annual General Meeting of the Club shall be 30 voting members

## **5.3 Extra-ordinary General Meeting**

- A)** An extra-ordinary General Meeting of the Club may be called at any time by the Club Administrator on the instruction of: -
- 1) The President
  - 2) The Management Committee
  - 3) On receipt by the Club Administrator of a requisition in writing signed by not less than thirty voting members stating the purpose for which such meeting is desired and setting out any resolution which it is desired to propose thereat.
- B)** Such meeting shall be called within 21 days of the receipt of a requisition in accordance with A3 above.
- C)** No business shall be transacted at such meeting other than that specified in the notice

## **5.4 Committee Meetings**

- A)** A Committee Meeting of the Club may be called at any time by the Club Administrator on the instruction of: -
  - 1) The President
  - 2) Any Current Member of The Management Committee
  
- B)** A notice convening any Committee Meeting shall be made available to all Committee members, no less than 24 hours before the meeting, outlining any business to be discussed during the meeting
- C)** Whenever a Committee member has a personal interest in a matter to be discussed he/she must declare it, withdraw from that part of the meeting (unless asked to stay), not be counted in the quorum for that agenda item and withdraw during the vote and have no vote on the matter concerned.
  
- D)** The Committee may decide its own way of operating. Unless it otherwise resolves the following rules apply:
  - 1) At least 2 members must be present for the meeting to be valid;
  - 2) Committee meetings shall be held face to face;
  - 3) The Chairman or whoever else those present choose shall chair meetings;
  - 4) Decisions shall be by simple majority of those voting;
  - 5) A resolution in writing signed by every Committee member shall be valid without a meeting;
  - 6) The chairman of the meeting shall not have a casting vote unless there are an equal number of votes.

## **6. The Committee**

### **6.1 Roles**

Subject to these Rules the Committee shall have responsibility for the management of the Club, its funds, property and affairs

### **6.2 Property etc**

- A)** The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules and all surplus income or profits are to be reinvested in the club.
  
- B)** The Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, competition expenses, refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002.
  
- C)** The Club may also in connection with the sports purposes of the Club:
  - 1) Sell and supply food, drink and related sports clothing and equipment;
  - 2) Employ members and remunerate them for providing goods and services, on fair terms set by the Committee without the person concerned being present;
  
- D)** Pay for reasonable hospitality for visiting clubs and guests;
  
- E)** Indemnify the Committee and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).
  
- F)** The Committee will have due regard to the law on disability discrimination and child protection.

### **6.3 Composition**

- A)** The Committee shall consist of at least 5 and no more than 12 members (including Officers).
- 1) Chairperson
  - 2) Treasurer
  - 3) Club Administrator
  - 4) Director Of Coaching
  - 5) Welfare Officer
  - 6) Health & Safety Officer
  - 7) Head Fund Raiser
  - 8) Gymnasts Representative
  - 9) Parents Representative
  - 10) Secretary
  - 11) Schools Liaison Officer
  - 12) Community Liaison Officer
- B)** Any vacancy occurring in any elective office may be co-opted by the Management Committee from amongst the members of the Committee, or by any club member that the Management Committee deems suitable for the role, but any person so appointed shall retire from office at the following AGM, but shall be eligible for re-election.
- C)** Any Committee member may be re-elected or re-co-opted without limit.
- D)** A Committee member ceases to be such if he or she ceases to be a member of the Club, resigns by written notice, or is removed by the Committee for good cause after the Member concerned has been given the chance of putting his/her case to the Committee with an appeal to the Club members, or is removed by club members at a general meeting with a quorum vote of 75% of total members. The Committee shall fairly decide time limits and formalities for these steps.

### **6.4 Delegation**

The Committee may delegate any of their functions to sub-committees but must specify the scope of its activity and powers; the extent to which it can commit the funds of the Club; its membership; its duty to report back to the Committee. The Committee may wind up any sub-committee at any time or to change its mandate and operating terms.

### **6.5 Disclosure**

Annual club reports and statements of account must be made available for inspection by any member and all club records may be inspected by any Committee member.

## **7. Amendments**

- 7.1** These Rules may be amended at a general meeting by two-thirds of the votes cast but not so as to jeopardise the Club's status as a Community Amateur Sports Club as first provided for by the Finance Act 2002 and not in any event to alter its purposes unless to enhance upon them
- 7.2** The Club Purposes may be changed to include another eligible sport if the Committee unanimously agree and the members also agreed to the change by a 75% majority of votes cast.

## **8. Codes Of Conduct**

**8.1** All members shall be governed by the clubs code of conduct

**8.2** If the Management Committee shall in its discretion consider that any committee member, club member or coach, has acted in a manner gravely detrimental to the interests or reputation of the Club. An extra-ordinary meeting maybe convened immediately during which a resolution for which at least two thirds of the members of the Management Committee actually present at the meeting shall vote to remove that person from membership status. However any such member shall first be given at least fourteen days in which to receive a concise statement of the grounds upon which his/her removal was sought, and shall be entitled at a meeting of the Management Committee to make a statement in explanation and defence of his/her conduct.

**8.3** Any gymnast member dismissed from the Club, for disciplinary or other reasons, shall have the right of appeal to the Management Committee. Such appeal must be lodged in writing within 14 days of dismissal to the Administrator or other officer of the Club. The Management Committee or an appointed sub-committee, shall then arrange an appropriate review of the circumstances, and its decision shall be final.

**8.4** No resolution passed by the Management Committee shall be rescinded within one year of the date thereof except by a two-thirds majority of those present and voting at any subsequent meeting of the Management Committee. At least fourteen days' notice in writing shall be given to the Club Administrator of any proposal to rescind any such resolution and the Administrator shall give at least seven days' notice in writing of the proposal to each and every member of the Management Committee.

## **9. Finance**

**9.1** The Clubs financial year shall end on 31 March of each year.

**9.2** The income and property of the Club and all monies received by or on behalf of the Club shall be applied solely towards the furtherance, promotion and execution of the objects of the Club and no portion thereof shall be paid by way of dividend, bonus or profit to any member of the Club

**9.3** All moneys payable to the Club shall be received by the Treasurer, appointed member or such appointed Bank. All funds belonging to the Club shall (unless invested) be deposited in a banking account in the name of the Club and no sum shall be drawn from this account except by cheque signed by at least 2 members of the Management Committee. Direct Bank transfers will be allowed by appointed members provided valid documentation is available to warrant such transfer.

**9.4** Any moneys not required for immediate use may be invested by the Management Committee as herein authorised. The Management Committee shall cause true accounts to be kept of the receipts, expenditures, assets, credits and liabilities of the Club at each Annual General Meeting a properly audited Account and Balance Sheet made up to the end of the previous financial year.

**9.5** Provided that nothing expressed or contained in this constitution shall prevent the payment of reasonable office, travelling and subsistence expenses incurred by officers and to any Committee Member or to any member of the Club or other person or persons for services actually rendered by them to the Club. Then the payment maybe made by the treasurer provided valid documentation is provided upon request.

**9.6** Rates of allowance shall be fixed by the Club from time to time. All claims for expenses must be sent to the Treasurer and may require such information in regard thereto as they may think fit.

## **10. Notices**

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member, shall not invalidate any proceedings or resolutions at any meeting of the Club or any Committee thereof.

## **11. Records & Minutes**

- 11.1** Records and minutes shall be taken kept in such form as the Management Committee may direct of the proceedings at all Meetings and of sub-committee meetings and the minutes of every such meeting shall be confirmed at and signed by the Chairman of any subsequent meeting, and when so confirmed and signed shall be conclusive as to all matters and things therein recorded and purported to have been done or directed to be done and shall become final until re-discussed within accordance of the proper structure.
- 11.2** A resolution in writing signed and agreed to by all members of the Management Committee shall be as valid and effectual as if it has been passed at a meeting of the Management Committee duly called and held, and may consist of several documents each signed by one or more members of the Management Committee

## **12. Liability**

- 12.1** The liability of the members is limited.

## **13. Guarantee**

- 13.1** Each member of the Company over the age of 18 undertakes to contribute such amount to the assets of the Company as may be required (not exceeding £1). The obligation to pay this amount only arises if the Company is wound up while they are a member or within one month after they cease to be a member. The contribution can be required to be made towards the payment of the Company's debts and liabilities contracted before the member ceased to be a member, and of the costs, charges and expenses of winding up and (if appropriate) for the adjustment of the rights of the contributories amongst themselves.

## **14. Dissolution**

- 14.1** The members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal at a properly convened general meeting.
- 14.2** The Committee will then be responsible for the orderly winding up of the Club's affairs.
- 14.3** After settling all liabilities of the Club, the Committee shall dispose of the net assets remaining to one or more of the following:
- A)** to another Club with similar sports purposes which is a registered charity
  - B)** to another Club with similar sports purposes which is a registered CASC
  - C)** to the British Gymnastics Association for use by them for related community sports clubs.

## **15. Interpretation**

- 15.1** If there should be any ambiguity or difference of opinion concerning the purpose or interpretation of any rule, and to deal with any matter not provided for in these rules, reference shall be made in writing to the Club Administrator of the Club, who shall refer the matter to the Management Committee. The decision of the Management Committee shall be binding upon all parties.

## **16. Conclusion**

- 16.1** This constitution supersedes all previous constitutions. Any retyping of the constitution and standing orders must be passed by a General Meeting of the company, where at least 2 members of the current committee shall sign it as a true and fair record of the current constitution.
- 16.2** This constitution shall be available at all times to any member of the Club. Any motion passed without access to this document is invalid.