

Terms of Reference governing the Club Executive Committee of Blackheath & Bromley Harriers AC ('the Club')

INTRODUCTION

1. Establishment of the Club Executive Committee (the 'Committee')

1.1 The Committee is established by the trustees of the Club (the 'Trustees') subject to, and in accordance with:

1.1.1 the Articles; and

1.1.2 the Rules.

1.2 Subject to paragraph 1.1 above, the Committee shall be governed by these terms of reference (the '**Terms**'). Nothing in these Terms shall be inconsistent with, or shall affect or repeal, any provision of the Articles or Rules. In such circumstances the relevant provision(s) of the Articles or, as the case may be, Rules shall prevail.

2. Interpretation

2.1 In these Terms, unless the context requires otherwise:

2.1.1 **Articles** means the articles of association of the Club in force from time to time.

2.1.2 **Club Members** means the members of the Club who are granted a level of club membership as defined in the Articles.

2.1.3 **Rules** means the rules of Club membership from time to time in force.

2.1.4 **Sub-Committees** means the sub-committees of the Committee from time to time, which, at the date of adoption of these terms of reference, consist of Athletics and Social & Fund-Raising.

2.1.5 **Trustees** means the trustees of the Club.

2.2 In the event of any ambiguity the Trustees shall have the power to rule on the interpretation of these Terms.

3. Purposes of the Committee

3.1 In furtherance of the Club's purposes, e.g. "the Club's charitable purposes", the purposes of the Committee are:

3.1.1 to be responsible for the general management of the athletic and recreational activities of the Club;

3.1.2 to make representations to the Trustees to adopt new policies, codes of conduct and rules that affect the running of such activities of the Club and on other related matters.

3.2 The Committee shall not further any purposes which do not fall within the purposes of the Club.

4. Powers and responsibilities of the Committee

4.1 Subject to paragraph 1 above and to any decision or resolution of the Club, the Committee may exercise from time to time all of the powers then delegated to it by the Trustees in so far as

they relate to the objects of the Committee and are in accordance with these Terms. No alteration of these Terms and no such decision or resolution shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that decision or resolution had not been made or passed.

- 4.2 At all times, the Committee shall ensure that its actions are conducted in accordance with the objects of the Club and with the Articles and Rules.
- 4.3 Except as provided for in these Terms, in addition to all powers hereby expressly conferred upon the Committee and without detracting from the generality of the powers delegated, the Committee shall have the following powers, namely:
 - 4.3.1 appoint sub-committees, to assist with its work, including an Athletics sub-committee and such other sub-committees, as necessary, any such appointment to be (a) subject to appropriate terms of reference consistent with these Terms and (b) to be reviewed on an annual basis;
 - 4.3.2 appoint advisers to the Committee as necessary to fulfil their business; and
 - 4.3.3 all other reasonable powers necessary to carry out the day to day running of the athletic and recreational activities of the Club.
- 4.4 The Committee shall not have any powers which the Trustees are themselves unable to lawfully delegate to it.

COMPOSITION OF THE COMMITTEE

5. Membership of the Committee

- 5.1 The Committee shall consist of the:
 - 5.1.1 Committee Chair;
 - 5.1.2 Honorary Secretary;
 - 5.1.3 Honorary Treasurer;
 - 5.1.4 Club Membership Secretary;
 - 5.1.5 Club President
 - 5.1.6 Safeguarding & Welfare Officer
 - 5.1.7 Head of Athletics Activities
 - 5.1.8 Head of Communications & Social Media
 - 5.1.9 Head of Social Activities & Fundraising
 - 5.1.10 Press Officer
 - 5.1.11 Membership Administrator
 - 5.1.12 NPTM Manager
 - 5.1.13 Minutes Secretary

- 5.2 The composition of the Committee may be expanded, reduced or otherwise amended from time to time where there is a need to do so subject to receipt of approval from the Trustees, provided that the posts designated in paragraphs 5.1.1, 5.1.2, 5.1.3, 5.1.4 and 5.1.5 must be retained.
- 5.3 No person may be appointed as a member if he or she has not yet attained the age of 20 (twenty) years or would be disqualified from being a member under paragraph 7 below.
- 5.4 Membership of the Committee is personal, and is not transferable to any other person.
- 5.5 The Trustees shall maintain a register of Committee members.

6. Term of office

- 6.1 The term of office of a Committee member shall be 1 (one) year.
- 6.2 Subject to the provisions of paragraph 7, nothing in these Terms prevents a Committee member from being reappointed at the expiry of his or her term of office.

7. Disqualification from office

A Committee member shall be disqualified from holding, or continuing to hold, office as a Committee member and shall cease to hold such office if he or she:

- 7.1 Becomes disqualified by law from holding office as a company director or a charity trustee;
- 7.2 becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
- 7.3 resigns from his or her office by written notice to the Club;
- 7.4 is absent without good reason from all the meetings of the Committee held within a period of 6 (six) months and the Committee resolves that his or her office has been vacated;
- 7.5 [is the subject of 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; or
- 7.6 makes a composition with his or her creditors generally in satisfaction of his or her debts.]
- 7.7 is removed as a Committee member by a decision or resolution of the Trustees or the Club Members; or
- 7.8 ceases to be a Club Member.

PROCEEDINGS OF THE COMMITTEE

8. Calling meetings

- 8.1 The Committee will meet at least once every two months. The Committee may meet at other times during the year as agreed between the Committee members or as required.
- 8.2 The Honorary Secretary must convene meetings of the Committee and, when exercising this function, he or she must comply with any request for a meeting, or any direction given by:
 - 8.2.1 the Committee;

8.2.2 the Committee Chair, so far as such direction is not inconsistent with any direction given under paragraph 8.2.1 above; or

8.2.3 the Trustees.

8.3 Subject to any direction given in accordance with paragraph 8.2 above, at least 7 (seven) clear days in advance the Honorary Secretary must give to each Committee member and to the Trustees (whether or not they are Committee members):

8.3.1 notice of the meeting;

8.3.2 a copy of the agenda for the meeting; and

8.3.3 any reports or other papers to be considered at the meeting;

provided that, where the Committee Chair so determines on the ground that there are matters demanding urgent consideration, it will be sufficient if the written notice of the meeting states that fact and the notice, agenda and reports or other papers to be considered at the meeting are given within such shorter period as he or she directs.

9. **Attendance**

Subject to paragraph 12 below, the following persons are entitled to attend any meeting of a Committee:

9.1 any Trustee;

9.2 any Committee member; and

9.3 such other persons as the Committee may determine from time to time.

10. **Quorum**

10.1 The quorum for the transaction of the business of the Committee shall be 8 (eight).

10.2 If it is not possible to form a quorum or take a vote on a particular matter, the matter may be referred to the Trustees for a decision.

11. **Voting**

11.1 Every question to be decided at a meeting of a Committee must be determined by a majority of the votes of the Committee members present and voting on the question.

11.2 Where there is an equal division of votes, the person who is acting as chair for the purposes of the meeting has a second or casting vote.

11.3 Subject to paragraph 10 above, the proceedings of the Committee are not invalidated by:

11.3.1 any vacancy among its number; or

11.3.2 any defect in the appointment of any Committee member.

CONFLICTS OF INTEREST

12. **Restrictions on participation**

12.1 Where:

12.1.1 in relation to any matter there may be a conflict between the duties or interests of a Committee member and the interests of the Club;

12.1.2 a fair hearing is required and there is any reasonable doubt about a Committee member's ability to act impartially in relation to any matter; or

12.1.3 a Committee member (or a person connected with him or her) has a pecuniary interest in any matter,

that person, if present at a meeting of the Committee at which the matter is the subject of consideration, must disclose the nature and extent of his or her duty or interest, withdraw from the meeting and (if he or she has a vote) not vote on the matter in question.

12.2 Nothing in this paragraph 12 shall be construed as precluding:

12.2.1 the Committee from:

12.2.1.1 allowing a person who appears to them to be able to give evidence to attend any hearing conducted by them into any matter and to present his or her evidence; or

12.2.1.2 hearing representations from a Committee member acting in a capacity other than that of a Committee member;

12.2.1.3 considering and voting upon proposals for the Club to take out insurance protecting the Trustees or other officers of the Club, the staff of the Club or the Committee members against liabilities incurred by them arising out of their office and nor is the Club prevented from obtaining such insurance and paying the premiums.

12.2.2 a Committee member from entering into a contract with the Club from which he or she (or a person connected with him or her) is entitled to profit;

12.3 Where there is any dispute as to whether a Committee member is required by this paragraph 12 to withdraw from a meeting of the Committee and not vote, that question must be determined by the other Committee members present at the meeting acting reasonably and in good faith.

13. **Sub-Committees**

The Sub-Committees shall meet at least 1 (one) time per year. The chairs of each Sub-Committee meeting shall report to the meetings of the Committee.

MISCELLANEOUS PROVISIONS

14. **Chair**

The Committee Chair shall preside at every meeting of the Committee at which he or she is present but, if there is no member holding that office or if the Committee Chair is unwilling or unable to preside or is not present within ten minutes after the time appointed for the meeting, the members present may appoint one of their number to be chair of the meeting.

15. **Secretary to the Committee**

15.1 The Honorary Secretary shall act as secretary for the Committee except for the purposes of taking and recording the minutes, which shall be conducted by the Minutes Secretary.

15.2 The Committee may, if the Honorary Secretary fails to attend one of its meetings, appoint any one of its Committee members to act as the Secretary for the purposes of that meeting only.

- 15.3 The Honorary Secretary shall:
- 15.3.1 convene meetings of the Committee;
 - 15.3.2 attend meetings of the Committee and ensure that minutes of the proceedings are drawn up; and
 - 15.3.3 perform any other functions determined by the Committee.
16. **Minutes**
- 16.1 Minutes of the proceedings of a meeting of the Committee must be drawn up by the Minutes Secretary (or by the person acting as the secretary for the purposes of the meeting in his or her absence);
- 16.2 Minutes shall be prepared in two versions, complete minutes (the 'Formal Minutes') and minutes omitting matters which the Committee Chair determines to be confidential (the 'Public Minutes') and both versions must be signed (subject to the approval of the Committee) by the Committee Chair at the next meeting.
- 16.3 The Committee must as soon as reasonably practicable:
- 16.3.1 provide to the Trustees in advance of their next meeting a copy of the Formal Minutes awaiting signature; and
- make available for inspection at the request of any Full Member (as defined in the Articles), a copy of the agenda and signed Public Minutes or the draft minutes (if they have been approved by the Committee Chair) for every meeting and any report or other paper considered at the meeting, save where such reports or other papers include personal or confidential matters.
17. **Communication**
- 17.1 Where there is reference in these terms of reference to communications, documents or notices, any such communication, document or notice may, at the discretion of the Committee, be sent by electronic means or by hard copy.
18. **Review**
- 18.1 The Trustees shall annually or more regularly review and determine these Terms, including the constitution, terms of reference and membership of the Committee.