

Constitution

Of

Royal Wootton Bassett Sports Association

("The Association")

1. Name

The organisation shall be called Royal Wootton Bassett Sports Association (RWBSA).

2. Purpose

The purpose of the Association is to promote the amateur sports of football, cricket, tennis, running, pétanque, and any other such organised sport included in accordance with Rule 15(b), in the Royal Wootton Bassett area and community participation in the same.

3. Permitted means of advancing the Purpose

The elected Executive Committee has the power to:

- (a) Acquire and provide grounds, equipment, coaching, training and playing facilities, Clubhouse and licensed bar, transport, medical and related facilities, whether directly or via member clubs;
- (b) Provide coaching, training, medical treatment, and related social and other facilities, whether directly or via member clubs;
- (c) Take out any insurance for the Association, employees, contractors, players, guests and third parties;
- (d) Raise funds by appeals, subscriptions, charges, raffles, events, competitions and lotteries and any other activities or means which are compatible with furtherance of the Purpose and to invite and receive contributions;
- (e) To borrow upon such terms and upon such security as the Executive Committee resolve, with the agreement of the Trustees. All members shall be bound by such resolution whether by voting for or against the resolution or whether or not they attend the meeting;
- (f) To buy, take on lease or in exchange, hire or otherwise acquire any property necessary and to maintain and equip it for use;
- (g) To sell, lease, licence, mortgage, grant an option on or otherwise lawfully dispose of all or any part of the property owned by the Association, with the agreement of the trustees;
- (h) The proceeds of any sale lease or mortgage of property owned by the Association must in the first instance be applied to reduce or discharge any secured borrowings from any creditor. Thereafter, all proceeds must be used to advance the Purpose or to further reduce the Association's indebtedness;

- (i) Apply for and hold a relevant premises licensing or registration certificate in respect of the Association Premises for the sale of intoxicating liquor of all kinds pursuant to Schedule 8 of the Licensing Act 2003, and any entertainment, lottery or other licence or permission required in connection with the management or operation of the Association or its activities or events;
- (j) Set aside or apply funds for special purposes or as reserves, with the agreement of the ~~T~~rustees;
- (k) Deposit or invest funds in any lawful manner, with the agreement of the ~~€~~Trustees;
- (l) Employ and engage such persons as are necessary for the proper pursuit of the Purpose and to make all reasonable and necessary provision for their remuneration;
- (m) Co-operate with or affiliate to firstly any bodies regulating or organising football, cricket, tennis, running, pétanque, or any other sport included in accordance with Rule 15(b) and secondly any Club or body involved with it and thirdly with government and related agencies;
- (n) To co-operate with other CASCs, charities and voluntary bodies in furtherance of the Purpose and to exchange information and advice with them;
- (o) To engage the services of professional advisers and to make all reasonable and necessary provision for their remuneration;
- (p) Do all other things reasonably necessary to advance the Purpose.

NOTE: NONE of the above powers may be used other than to advance the Purpose consistently with the Rules below and the general law.

4. Membership

- (a) The Executive Committee may delegate the procedure of member subscriptions~~admission of members~~ to the Site Manager~~Secretary~~;
- (b) The Executive Committee shall agree annual subscription fees, and duly notify clubs and members of changes to those fees~~intended increases at each Annual General Meeting~~;
- (c) Membership of the Association is 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;
- (d) Different classes of membership and subscription on a non-discriminatory and fair basis will be permitted with subscriptions at levels that will not pose a significant obstacle to people participating;
- (e) The Association Membership, renewable annually, shall consist of the following class/type of membership:
 - Full Member Clubs – consisting of football (RWBTFC), cricket (RWBCC), and tennis (RWBTC) with each having a Usage Agreement (renewable annually) defining the terms, fees, and included facilities usage. Each Full Member Club will operate their own membership admissions procedure,

and by virtue of that club membership an individual automatically becomes a member of the Association. The membership policy each full member club operates must be approved by the Association's Executive Committee. Each Full member club will be responsible for its administration, may operate its own bank account and generate income through use of RWBSA facilities as agreed in each club's usage agreement. All cash assets and equipment purchased by the Full Member Club remain the property of that Full Member Club and may be disposed of as provided for within their own constitution. Each Full Member Club must ensure that they have sufficient funds to honour the charges as agreed within their usage agreement.

- Affiliate Club – for example the Running Club (RWB Hounds) and RWB ~~Petanque~~~~Hockey~~ Club, with each having a Usage Agreement (renewable annually) defining the terms, fees, and included facilities usage. Organisations, such as local ~~sports teams or businesses~~~~football leagues~~, may be permitted to become affiliate clubs. Again, each affiliate club may operate their own admissions and membership policy, but which must be acceptable and approved by the Executive Committee of the Association, and shall retain all cash and equipment assets. ~~Individual M~~members of Affiliate Clubs will by virtue of their club membership ~~an individual~~ automatically becomes a member of the Association.
- Social members – applicants for Social Membership shall complete an application form, and be sponsored by two existing RWBSA members. The Executive, or through its delegated body, shall consider and grant Individual membership
- Life members – appointed at the discretion of the Executive Management Committee

All classes of member shall have voting rights as identified in 5(~~h~~).

- (f) The Executive Committee may refuse membership, or remove it, from a club or individual, only for good cause, such as non-payment of subscriptions, conduct or character likely to bring the Association or sport into disrepute, or other behaviour unacceptable to the Association. The Executive Committee shall be at liberty to appoint a disciplinary committee to consider and decide on action and appropriate conditions relating to individual cases, and this will be the normal mode of operation other than in exceptional circumstances deemed so by the Executive Committee. The disciplinary committee must comprise of equal representation between the member club(s) of which the individual is a member and the Executive Committee.
- (g) All bona fide members of visiting teams and their supporters and visiting officials shall be admitted to the Association premises on the day on which such teams visit the Association and shall be declared by their hosting member clubs as visitors, and permitted to purchase intoxicating liquor for onsite-consumption;
- (h) The Association shall be at liberty, at the discretion of the Executive Committee, not more than Fifteen times per year to allow the use of the members bar area to any properly organised body, association or person not connected with the

Association for a properly organised function. The Association shall be at liberty to sell intoxicating liquor for consumption on the premises;

- (i) The provision of any separate room shall enable the Association to hire such a facility to any properly organised body or person not associated with the Association. The Executive Committee shall permit unlimited hiring of such a facility throughout the year;
- (j) Any member may personally introduce to the Association and to its premises during opening hours, not more than three friends or visitors as his/her guests. The name of each visitor and the signature of the member shall be entered in a book kept for that purpose;
- (k) Other organisations may be invited to become Affiliate or Full Member Clubs. The Executive Committee shall first decide whether the application for Affiliate or Full Club membership be considered, and if agreed at Executive Committee shall be presented to the members to vote on at a general meeting. Only with the agreement of a two thirds majority of the members present and voting at that general meeting in accordance with the voting rights as set out in 5.(j) below, shall the Affiliate or Full club member be approved, and the rules amended accordingly.
- (l) An Affiliate or Full Member Club can have its membership revoked. The Executive Committee shall first consider whether the removal of membership is appropriate, and if agreed at Executive Committee shall be presented to the members to vote on at a general meeting. Only with the agreement of a two thirds majority of the members present and voting at that general meeting shall endorse the removal of the Affiliate or Full club from membership, and the rules amended accordingly.

5. All General Meetings

- (a) All members may attend all general meetings of the Association in person;
- (b) Such meetings need 21 clear days' written notice to members;
- (c) No business shall be transacted at any general meeting unless a quorum is present. ~~Five~~ one members of the Association's Executive Committee, One member of each Full Member club and One member representing Affiliate clubs ~~and Ten members entitled to vote upon the business transacted~~ shall be a quorum. If such quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and places the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum;
- (d) The Chair or (in his or her absence) another member chosen at the meeting shall preside;
- (e) At the start of the meeting the Chair shall challenge those attending and entitled to vote as to any conflicts of interest that they may have with the agenda items;
- (f) Minutes of all meetings will be taken and formally approved as a true account of the meeting;

- (g) Any resolution that proposes a change to any Rule that changes or alters any of the permitted means of advancing the purpose of the Association, requires a majority of Trustees, a majority of the Executive Committee, and a majority of members at a Special or Annual General Meeting, before it can be entered in the minute book and passed as a Rule change;
- (h) 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 or ballot if the Executive Committee feels it is appropriate. Members who have not paid all subscriptions and other sums due to the Affiliate and Full Member Clubs or the Association will not be entitled to vote as a member of such club at general meetings;
- (i) Formalities in connection with General Meetings (such as how to put down resolutions) shall be decided by the ~~Management~~Executive Committee and publicised to Association members.
- (j) Voting rights for all members shall be as follows:
 - Full Member Club – each club has ten votes
 - Affiliate Club – Where the total number of affiliate clubs is four or more then collectively they have 10 votes between them. Where the total number of affiliate clubs is three or less they shall have three votes each.
 - Social Members – no individual voting rights, but social members are at liberty to form a voting body with the same rights as per Affiliate Clubs
 - Life Members – no voting rights

Note: The club votes ~~can~~shall be exercised ~~either by having the requisite number of their members present, or~~ by nominating a representative to block vote, such representative to have been notified to the Executive by way of notice approved by the club Chair and Secretary

6. Annual General Meetings

The Association will hold an AGM once in every calendar year, not later than September, and not more than 15 months after the last AGM. At every AGM:

- (a) The Executive Committee will produce accounts of the Association for the latest financial year audited as the Management Committee shall decide. The financial year of the Association shall end on the 31st December in each year to which day all accounts of the Association will be balanced;
- (b) The Executive Committee will present a report on the Association's activities since the previous AGM and a business plan for the year ahead;
- (c) The members will discuss and vote on any resolution (whether about policy or to change the Rules) and deal with any other business put to the meeting;
- (d) Officers of the Association will step down;
- (e) A new Executive Committee shall be elected.

7. Extraordinary General Meetings (EGM)

An EGM shall be called by the ~~Secretary~~Vice-Chair within 14 days of a request to that effect from the Executive Committee or on the written request of not less than 20 members signed by them. Such EGM shall be held on not less than 21 days' notice at a place decided upon by the Executive Committee or in default by the Chair.

8. Association Property

- (a) The property owned by the Association ("the Association Property"), other than a bank account held by the Association, shall be vested in not less than three and not more than four custodians ("the Trustees"), who shall hold the Association Property for the members for the time being and deal with the Association Property as directed by the Executive Committee, and entry in the minute book shall be conclusive evidence of such a direction;
- (b) The Trustees shall hold office until death, resignation or removal from office by a resolution of the Executive Committee who may for any reason sufficient for a majority of them present and voting at any meeting remove any trustee or trustees from the office of trustee;
- (c) If it shall appear necessary to the Executive Committee that a new Trustee or Trustees should be appointed, the Executive Committee shall by resolution nominate the person or persons to be appointed. For the purpose of giving effect to such nomination the Chairman is hereby nominated as the person to appoint such new Trustees of the Association, within the meaning of section 36 of The Trustee Act 1925 and he shall by deed duly appoint the nominated person or persons as the new Trustee or Trustees;
- (d) On their removal or resignation a Trustee shall execute a Conveyance to a newly-elected Trustee or the existing Trustees as directed by the Management Committee. On the death of a Trustee any Association Property vested in them shall vest automatically in the surviving Trustees. If there is only two or less surviving Trustee, an Executive Committee meeting shall be convened as soon as possible to appoint another Trustee.

9. Executive Management Committee

- (a) Subject to these Rules the Executive Committee shall have responsibility for the management of the Association, its funds, property and affairs. When delivering on this responsibility the Executive shall have due regard to law and regulations applying to the Association's operations, such as those related to health and safety, safeguarding, discrimination, and GDPR;
- (b) The Executive Committee shall have power from time to time to make, repeal or alter regulations as to the management of the Association and its affairs, as to the duties of any officers or employees of the Association, as to the conduct of business by the Executive Committee and as to any of the matters or things within the powers or under the control of the Executive Committee provided that such regulations shall not be inconsistent with these Rules;
- (c) The Executive Committee shall be composed of at least;

- (i) President
- (ii) Chair
- (iii) ~~Vice-Chair~~Secretary
- (iv) ~~Finance Officer~~Treasurer
- (v) ~~Operations Officer~~Management Officer – Cricket
- (vi) ~~Facilities Officer~~Management Officer – Tennis
- (vii) ~~Projects Officer~~Management Officer – Football
- (viii) ~~Commercial Officer~~Facilities Manager

All of the above officers shall be elected at the Annual General Meeting. In nominating and electing officers due consideration will be given as to the skills and diversity required to fulfil the roles.

~~An operational representative of each of the full member clubs, and one representative for the affiliate clubs, may also form part of the Executive Committee. It is expected that a representative of each of the member clubs, whether full or affiliate, will attend Executive Meetings to report on and discuss club matters related to Association business and/or plans. Club representatives will though not be entitled to vote on Executive matters.~~

~~Executive meetings may also be attended by up to two guests with interest in service on the Executive and/or the matters to be discussed, though they shall have no voting rights.~~

- (d) A minimum of three people on the Executive Committee must be unrelated and/or co-habiting, and ideally no officer shall hold the post for greater than nine years unless exceptional circumstances dictate;

~~(e) There must be a minimum of five officers for the Executive to be considered quorum, and EGM's shall be held until such quorum is re-established.~~

~~(e)(f) In instances of Officers also serving on the governing body of one of the member clubs, there must be no more than two such officers from any one club. In the event of an office not being filled the full member clubs will be required to provide elected officers in rotation, but no one club can hold a majority number of the offices.~~

~~(f)(g) An officer ceases to be an officer of the Executive Committee:~~

- (i) If he/she resigns by written notice;
- (ii) On death;
- (iii) If he/she is convicted of a criminal offence and the Executive Committee

resolve that he or she should be removed from office;

- (iv) If the Executive Committee reasonably believe he or she is behaving in a manner considered to be unacceptable and not in keeping with the advancement of the Association's purpose.

~~(g)~~(h) The Executive Committee shall meet regularly and as required, generally every six weeks but with no more than eight weeks between meetings~~at a minimum bi-monthly~~, dates to be notified to all committee members at least ~~14~~seven days prior. ~~Affiliate/Associate m~~Member clubs wishing to have items included on the agenda ~~should~~must submit their request in writing to the ~~Vice-Chair~~Association Secretary at least ~~seven~~14 days before the date of the meeting.

10. Executive Committee Meetings

- (a) Whenever an Executive 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;
- (b) The Committee may decide its own way of operating. Unless it otherwise resolves the following rules apply:
 - (i) At least ~~five~~our of the Executive officers must be present for the meeting to be valid;
 - (ii) Committee meetings shall generally be held face to face. Online meetings are permitted, but there must be no more than three such instances in any one year;
 - (iii) The Chair or whoever else chosen by those present shall Chair meetings;
 - (iv) Decisions shall be by simple majority of the officers attending~~ose voting~~;
 - (v) A resolution in writing signed (physically or electronically) by every Committee member shall be valid without a meeting;
 - (vi) The Chair of the meeting shall have a casting vote.
 - (vii) The Executive Committee shall decide in principle an annual rental fee for use of the facilities by the full and affiliate member clubs. The fee shall be agreed after due consultation with the individual Club. The fee shall grant the full or affiliate member Club usage of the relevant part of the Association's facilities as defined in the Usage agreement, and where relevant that Club has the right to charge members of the public admission charges to that part of the facility. Special arrangements will be made for tournaments and such like.
- (c) Minutes of all meetings will be taken and formally approved as a true account of the meeting.
- (d) The Association shall indemnify the Trustees, Executive Committee and members of the Association and any sub-committee appointed by the Executive Committee acting properly in the course of the running of the Association against any liability incurred in the proper running of the Association (but only to the extent of its

assets).

11. Property, etc.

- (a) The property and funds of the Association cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules.
- (b) The Association may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-match expenses, post-match refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002.
- (e) The Association may also in connection with the sports purposes of the Association:
 - (i) Sell and supply food, drink and related sports clothing and equipment;
 - (ii) Employ members, though not for playing, and remunerate them for providing goods and services, on fair terms set by the Executive Committee without the person concerned being present;
 - (iii) Pay for reasonable hospitality for visiting teams and guests;
 - ~~(iv) The Executive Committee will have due regard to the law on disability discrimination and child protection;~~

12 Delegation, etc.

The Executive Committee may delegate any of their functions or powers to sub-committees consisting of members of the Executive Committee, members of the Association and/or other persons as decided by the Executive Committee. The Executive Committee must specify the scope of such sub-committee's activity and powers; the extent to which it can commit the funds of the Association; its membership; and its duty to report back to the Executive Committee. The Executive Committee may wind up any sub-committee at any time or to change its mandate and operating terms.

13. Disclosure

Annual Association reports and statements of account must be made available for inspection by any member club on seven days' notice and all Association records may be inspected by any Executive Committee member.

14. Irregularities

The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) and no objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and binding.

15. Amendments

- (a) These Rules may be amended at a General Meeting by two-thirds of the votes cast on the relevant resolution but not (if relevant) so as to jeopardise the Association's potential to be recognised as a Community Amateur Sports Club as first provided for by the Finance Act 2002, and not in any event to alter its purposes or winding up provisions;
- (b) The Association's Purposes may be changed to include another eligible sport with the approval of the Executive Committee and a resolution of the members passed by a 75% majority of votes cast on the resolution at an annual or extraordinary general meeting.

16. Winding Up of the Association

- (a) The members may vote to wind up the Association if not less than three quarters of those present and voting, support that proposal at a properly convened General Meeting;
- (b) The Executive Committee will then be responsible for the orderly winding up of the Association's affairs;
- (c) After settling all liabilities of the Association, the Executive Committee shall dispose of the net assets remaining to one or more charitable purpose organisation or association within the local and surrounding community with similar sports purposes to the Association, or failing that to the Football Association, Lawn Tennis Association, and English Cricket Board.

17. Clubs Notice of Termination

Any club wishing to terminate their membership of the Association must provide a minimum of six months' written notice to the Executive Committee and shall remain liable for any rent and membership fees due through that period.

Adopted at a meeting held

At Gerard Buxton Sports Ground, Royal Wootton Bassett

Date:

Chair:

Signature:

Version Control

Version	Changes to Previous	Date Adopted
7a		14/3/16
8	Rename of the Association to exclude the Royal prefix so as to align with Land Title and Bank Account	7/12/17
<u>9</u>	<u>Revision of Executive Officer roles, inclusion of pétanque, and addition of 'Clubs Notice of Termination' clause</u>	