

# Northern Regional Rowing Council Constitution

For adoption at the AGM to be held on 16 November 2020 (draft as issued 03-11-20)

## 1. DEFINITIONS

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

- 1.1 “British Rowing”: shall mean British Rowing Limited to which Clubs and Competitions within the Northern Region are affiliated.
- 1.2 “Company Secretary” shall mean the Company Secretary of British Rowing Limited.
- 1.3 “the Council”: shall mean the Regional Rowing Council for the Northern Region as constituted under these rules and as referred to in the British Rowing Regulations and the Corporate Governance Handbook.
- 1.4 “the Regional Chair” shall mean the Chair of the Regional Rowing Council.
- 1.5 “the Regional Representative(s)” shall mean the person(s) elected to represent the Region at General Meetings of British Rowing.
- 1.6 “the Region” shall comprise the Northern Region of British Rowing and British Rowing Clubs and Competitions within that Region as recorded as affiliated from time to time in the records of British Rowing.
- 1.7 “Member Clubs” or “Clubs” or “Members”: shall mean those Clubs or Competitions registered as affiliated to British Rowing from time to time and classified as being in the Northern Region and shall include Universities, Colleges and Schools so registered.
- 1.8 “Competitions”: shall mean competitions registered with British Rowing. The definition shall include Regattas, Processional and Simulated Rowing Events.
- 1.9 “Member(s)” shall mean and include Member Clubs and Competitions.
- 1.10 A “Representative” shall mean a person who is authorised by a Member Club or Competition to speak and vote for the Member at meetings of the Council. Such a person shall also be a member of the Member Club or Competition and must be prepared to produce proof of such appointment and membership if called upon to do so.

## 2. OBJECTS

- 2.1 Be responsible for developing the sport of Rowing within its boundaries subject to the strategic direction of British Rowing
- 2.2 To represent the interests of the Region within British Rowing and to represent the interests of British Rowing within the Region.
- 2.3 To support all Members in the achievement of their objectives and in the conduct of their activities within the sport.
- 2.4 To promote and organise, or assist in promoting and organising Competition, meetings, championships, trials, training sessions, and general development of participation in Rowing.

- 2.5 To ensure that the talents and resources of all Members of the Council are utilised to the full and that no one receives less favourable treatment on any grounds which cannot be shown to be relevant to performance, in accordance with British Rowing's Equity Policy.

### 3. POWERS OF THE COUNCIL

- 3.1. The powers, duties and responsibilities of the Council are to:
- 3.1.1. Observe the regulations and rules established by British Rowing and ensure that they are observed within the Region;
  - 3.1.2. Ensure that Members elect the number of Regional Representatives as provided for by British Rowing;
  - 3.1.3. Follow and implement the resolutions of the Board of British Rowing and ensure that they are observed within the Region;
  - 3.1.4. Be responsible for the fair and proportionate resolution of disputes as provided for in the Regulations;
  - 3.1.5. Be accountable to British Rowing for the proper discharge of its functions and in respect of any funds received from British Rowing;
  - 3.1.6. Provide British Rowing annual certified accounts showing its income and expenditure, and a balance sheet.

### 4. COMPOSITION OF THE COUNCIL

- 4.1. Each Member must appoint one Representative to represent that Member who will in turn participate in the business and activities of the Council.
- 4.2. The Council shall be comprised of the Representatives appointed by the Members.

### 5. OFFICERS OF THE COUNCIL

- 5.1. The Regional Chair who shall be elected for a term of 3 years by the Annual General Meeting. The Chair may not serve on the Council for more than nine years continuously. The Secretary will inform the Company Secretary of the name and club of the person elected by the 1st December in each year.
- 5.2. The Regional Representative who shall be elected for a term of three years by each of the Members. The Regional Representative may not serve continuously for more than three terms.
- 5.2.1. The method of electing the Regional Representative shall be determined by a resolution of the Council and subject to approval by the Board of British Rowing.
  - 5.2.2. The term of the Regional Representative shall start on the 1<sup>st</sup> January following their election.
- 5.3. The Council shall appoint from amongst its Representatives a Secretary and an Honorary Treasurer.
- 5.4. The Council may further appoint from amongst its Representatives any other Officer to a position on the Council it may choose, which would usually include the following: Vice Chair, Coaching Coordinator, Competitions Coordinator, Junior Rowing Coordinator, Long Distance Sculling Series Coordinator, Masters Rowing Coordinator, Para Rowing

Coordinator, Regional Rowing Safety Adviser, Recreational Rowing Coordinator and Student Representative.

- 5.5 The Council shall appoint annually an Honorary Auditor/Examiner.
- 5.6 No Officer shall be entitled to vote in the affairs of the Council in his/her own right save for the Chair of the meeting at any one time who shall have a casting vote.

## 6. COMMITTEES OF THE COUNCIL

- 6.1 The management of the Council shall be discharged through an Executive Committee.
- 6.2 The Council may from time to time constitute, establish or appoint such Committees as it may deem necessary and may delegate to any such Committee such of the powers and duties of the Council as it may think fit. Such Committees shall have clear terms of reference that identify their responsibilities and the powers delegated to them by the Council.
- 6.3 The Council shall, without restriction as to numbers, appoint the Chair and members of the Regional Committees, except the Regional Umpiring Committee, each of which shall have power to co-opt from within or outside the Council.
- 6.4 The Council shall recognise the Regional Umpiring Committee as appointed under provisions set out by British Rowing and the Chair of that Committee shall ex-officio be a member of the Council's Executive Committee.
- 6.5 The Council shall appoint representatives to all National Committees as required by the British Rowing Corporate Governance Handbook. The terms of office of these representatives are those set out in the Handbook.

## 7. THE EXECUTIVE COMMITTEE

- 7.1 The Executive Committee shall comprise:-
  - 7.1.1 The Officers of the Council appointed under clauses 5.1, 5.2, and 5.3 above.
  - 7.1.2 All other persons appointed as Officers of the Council under 5.4 above plus the Chair of the Regional Umpiring Committee as under 6.4.
  - 7.1.3 All other persons whom the Committee would wish to appoint or to co-opt onto the Committee.
- 7.2 The Regional Chair shall be the Chair of the Executive Committee.
- 7.3 The Executive Committee shall have power to fill casual vacancies and to co-opt from within the Council or from bodies associated with the region in any way.

## 8. COUNCIL MEETINGS AND APPOINTMENTS

- 8.1 The Council shall hold an Annual General Meeting no earlier than 30th September and no later than the 30th November in each year. Annual General Meetings may be held electronically.
- 8.2 At the Annual General Meeting there shall be made the appointments referred to in Articles 5 and 6 above. Any such appointments not then made or any vacancies thereafter shall be made or filled by the Executive Committee.
- 8.3 Nominations for Regional Representatives and Officers on the Council shall be notified to the Hon. Secretary by Competitions or Clubs not less than 2 weeks before the meeting in

each year, save that the Secretary may accept a written statement that a Representative is so nominated in the absence of any information to the contrary.

- 8.4 A Member shall be responsible for the capability and suitability of a Representative to represent the Member at meetings of the Council.
- 8.5 Apart from the Annual General Meeting, all other General Meetings of the Council shall be called Extraordinary General Meetings. All business shall be deemed special that is transacted at an EGM and all that is transacted at an AGM shall also be deemed special with the exception of the following which shall be deemed ordinary business:-
  - 8.5.1 Consideration of the accounts.
  - 8.5.2 Election of Officers and appointments to Committees.
  - 8.5.3 Appointment of an Honorary Auditor/Examiner.
- 8.6 An Extraordinary General Meeting of the Council shall be held on the written requisition of the Executive Committee or on the written requisition of not fewer than three Members. The Hon Secretary shall give written notice to all Members of such a meeting which shall be called within fourteen days of such request specifying the matters to be considered. Fourteen days shall be the required notice of a General Meeting. Extraordinary General Meetings may be held electronically.
- 8.7 All appointments and elections referred to in this Constitution shall be annual except where these articles state otherwise, but those appointed or elected may, if eligible, be re-appointed.
- 8.8 The Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Council and its Committees, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any Member of the Council on request.

## 9. COMMITTEES - GENERAL

- 9.1 Generally, meetings of the Executive Committee and its Committees shall be held as required at the request of the respective Chair. Committee meetings may be held electronically.
- 9.2 Committees and other bodies shall have the power to determine matters within their remit and shall report to the Council via the Executive Committee which shall itself then report to the Council.
- 9.3 Any person who has a financial interest in any matter coming before a Committee 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 majority resolution of the relevant Committee.

## 10. QUORUM AND VOTING

- 10.1 The quorum for meetings of the Council shall be at not less than 20 of the total number of the Representatives entitled to vote at any given relevant meeting. Before a meeting commences, every Representative present shall declare to the secretary of the meeting stating whom they represent.
- 10.2 Committees or bodies shall fix their own quorums which shall be set annually.

- 10.3 All matters at meetings of the Council shall be decided by a simple majority of the Representatives present and entitled to vote in accordance with the terms of Article 1.11, the Chair having a second or casting vote.
- 10.4 No Representative may represent a Member of which the Representative is not a member.
- 10.5 Decisions of the Executive and other Committees shall be made by majority vote of the appointed members present, each voting member having one vote. In the event of equality of votes, the Chair shall have a second or casting vote.
- 10.6 Any meeting of the Council or its Committees run in accordance with the provisions of this constitution may be held online and any reference to members being 'present'

## 11. FINANCE

- 11.1 The Council shall be non-profit making, and any funds, income, or acquired property of the Council shall be applied in pursuance of the above 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 of the Council.
- 11.2 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.
- 11.3 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 British Rowing under resolution of British Rowing's Board.
- 11.4 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 British Rowing under resolution of British Rowing's Board.
- 11.5 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 11.3 and 11.4 above.
- 11.6 The Council should maintain a level of reserves appropriate to known future commitments and liabilities in relation to their activities; the reserves remain the property of the Council, who should review at least annually both the reserves policy of the council and the current level of reserves. Should a level of reserves be above that required, following the annual review of the policy, any agreed surplus should either be returned to the member clubs on a pro-rata basis or be used to further the development of rowing in the region.
- 11.7 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 and failure by a Member to pay such a subscription will result in suspension from involvement in the activities and services provided by the Region and the Council shall have power to refer the suspension to British Rowing for further consideration and until such time as the subscription and any arrears have been paid in full.
- 11.8 The Treasurer shall maintain such bank accounts which are considered necessary by the Council at a financial institution approved by the Council. The account(s) shall be in the name of the Council and shall be operated only under the joint signatures of two Officers of the Council, one of whom shall be the Treasurer or the Chair, except for cheques less than one hundred pounds where the signature of the Treasurer alone is acceptable.
- 11.9 The 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 audited annually by the appointed Auditors/Examiners (who shall be neither the Treasurer nor a

signatory on the Bank Accounts) and the accounts signed by the Auditors shall be presented to the Annual General Meeting for acceptance.

- 11.10 Upon acceptance of the annual accounts by the Council at its Annual General Meeting, the Treasurer shall be directed to forward a copy of the audited accounts to the Company Secretary of British Rowing no later than six months after the end of the financial year.

## 12. GENERAL

- 12.1 The Articles of this Constitution may only be altered by a two-thirds majority of the votes of the Members of the Council present at a General Meeting duly convened in accordance with the rules hereof.
- 12.2 The Articles of this Constitution and any amendments thereto shall first be approved by British Rowing before adoption by the Council.
- 12.3 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 Trustee shall be appointed or removed by an ordinary resolution of the Council.
- 12.3.1 Any decision to wind up the affairs of the Council may be made at a General Meeting called for that purpose at which a simple majority shall be sufficient to pass such resolution.
- 12.3.2 Subject to clause 12.3.3 below, any assets remaining after the satisfaction of debts and liabilities shall be given or transferred to British Rowing who shall decide, giving due consideration to the views expressed by the Region, by resolution 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 of the Region.
- 12.3.3 Any assets which have been funded by the Lottery or other grants from 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.
- 12.3.4 In the case of funds being insufficient to discharge the liabilities, British Rowing shall advise on how the shortfall balance shall best be provided.
- 12.4 In addition to the above rules, the rules which are special to the Region and have been agreed under 8.8 shall be set out in a schedule hereto and shall also form part of and be deemed to be incorporated into the rules of this Constitution.
- 12.5 The Secretary shall send a copy of the minutes of the Executive Committee and Council meetings to British Rowing at the same time as they are circulated within the Council.

## 13. BRITISH ROWING STANDARDS

- 13.1 All Members will be subject to the provisions of this constitution and by joining the Member will be deemed to accept the regulations established by this constitution and any codes of conduct that the Council has adopted.
- 13.2 An Officer of the Council must (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Council or in any transaction or arrangement entered into by the Council which has not previously been declared; and (2) absent himself or herself, should the Executive Committee require, from any discussions of the Executive Committee in which it is possible that a conflict of

interest will arise between his or her duty to act solely in the interests of the Council and any personal interest (including but not limited to any financial interest).

- 13.3 The requirements with regards to Equality and Diversity, Code of Ethics and Behaviour, Safeguarding, Rowing Safety and Whistle-blowing set out in the British Rowing Corporate Governance Handbook and Regulations shall apply to all Officers and Members of the Regional Council.
- 13.4 Regional disputes shall be resolved according to the procedure set out in Appendix 6 of the British Rowing Regulations.
- 13.5 Cases of misconduct involving an Officer or Member of the Executive Committee shall be referred to the British Rowing Disciplinary and Grievance Panel.

END

Signed .....

Chair of Northern Region Rowing Council

Date .....

Signed .....

Secretary of Northern Region Rowing Council

Date .....