

NORTH WEST ROWING COUNCIL  
ESTABLISHED 1967  
CONSTITUTION (Approved Nov 2019)

1. DEFINITIONS

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

- 1.1 "British Rowing": shall mean the British Rowing Limited to which Clubs and Competitions within the North West 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 North West Region as constituted under these rules and as referred to in the British Rowing Regulations in Article 3 and the Corporate Governance Handbook in Article 17.
- 1.4 "President" shall mean the Chair of the regional Rowing Council General meetings.
- 1.5 "the Regional Chair" shall mean the Chair of the Rowing Council Executive Committee.
- 1.6 "the Regional Representative(s)" shall mean the person(s) elected to represent the Region at General Meetings of British Rowing.
- 1.7 "the Region" shall comprise the North West 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.
- 1.8 "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 North West Region and shall include Universities, Colleges and Schools so registered.
- 1.9 "Competitions": shall mean competitions affiliated with British Rowing. The definition shall include Regattas, Processional and Simulated Rowing Events.
- 1.10 "Member(s)" shall mean and include Member Clubs and Competitions.
- 1.11 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.
- 1.12 A "Regional Dispute" is defined in Appendix 6 of the British Rowing Regulations and its resolution is referenced in Article 13.4 of this constitution.

## 2. OBJECTS

2.1 To promote and develop the sport of rowing in the Region at all levels.

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 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.

2.6 To support the development of resources within the region so that they are utilised to the full.

2.7 To support the individuals of the Region so that their talents are developed to the full.

## 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;

3.1.2 Ensure that Members elect the number of Regional Representatives as provided for by British Rowing;

3.1.3 Disseminate information on the resolutions of the Board of British Rowing;

3.1.4 Be responsible for the fair and proportionate resolution of Regional Disputes as provided for in the Regulations;

3.1.5 in respect of any funds received from British Rowing Be accountable for its correct allocation or distribution

3.1.6 Be responsible for the proper discharge of any funds received from British Rowing or generated through other sources;

3.2 The Council may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Council and its Committees, but such rules must not be inconsistent with any provision of this constitution. Copies of any such rules currently in force must be made available to any Member of the Council on request

#### 4. COMPOSITION OF THE COUNCIL

4.1 Each Member should appoint one Representative to represent that Member.

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 three years by the Annual General Meeting. The Chair may not serve continuously on the Council for more than three terms. 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(s) who shall be elected for a term of three years by each of the Members. The Regional Representative(s) may not serve continuously for more than three terms.

5.2.1 The method of electing the Regional Representatives shall be determined by a resolution of the Council. The election may be a simple majority.

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 an Honorary Secretary and an Honorary Treasurer.

5.4 The Council shall further appoint from amongst its Representatives any other Officer to a position on the Council it may choose.

5.5 The Council shall elect from amongst its Representatives a President in recognition of services to rowing within the region and shall be the Chair of the Council.

5.6 The Council shall appoint an Honorary Auditor/Examiner (who shall not be an officer of the Council).

5.7 No Officer shall be entitled to vote at General Meetings of the Council save for the Chair of the meeting 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 Executive Committee may from time to time constitute or establish 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.

6.3 Such Committees shall have clear terms of reference that identify their responsibilities and the powers delegated to them by the Executive Committee.

6.4 Appointments to Committees, if any, are made by the Committee Chairs and confirmed by the Executive Committee.

6.5 The Council shall, without restriction as to numbers, appoint the Chair of the Regional Committees, except the Regional Umpiring Committee, each of which shall have power to co-opt from within or outside the Council.

6.6 The Chair of the Regional Umpires Committee shall be nominated from within the Regional Umpires Committee and shall be a Qualified Umpire registered within the Region.

6.7 The Council shall approve the nomination of the Chair of the Regional Umpires Committee for a term of no more than three years and for no more than three consecutive terms, to be appointed in accordance with the rules of British Rowing.

6.8 The Executive Committee shall approve the nomination of the other members of the Regional Umpires Committee for a term of three years.

6.9 The Chair of the Regional Coaching Committee shall be a Qualified Coach registered within the Region.

6.10 The Council shall appoint representatives on all relevant National Committees as required by British Rowing Corporate Governance Handbook. The terms of office of these representative are those set out in the British Rowing Corporate Governance 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, 5.3 and 5.5 above.

7.1.2 All other persons appointed as Officers of the Council under 5.4 above.

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.

8.2 At the Annual General Meeting there shall be made the appointments referred to in Articles 5 and 6.5 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 Annual General Meeting of the Council and require the consent of the person so nominated; these nominations shall be notified to all Members as and when they occur. Subsequent nominations for Regional Representatives and Officers on the Council shall then only be made by Members' Representatives at the Annual General Meeting of the council.

8.4 Apart from the Annual General Meeting (AGM), all other General Meetings of the Council shall be called Extraordinary General Meetings (EGM). 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:-

8.4.1 Consideration of the accounts.

8.4.2 Election of Officers and appointments to Committees.

8.4.3 Appointment of an Honorary Auditor/Examiner.

8.5 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 ten Members. The Hon Secretary shall give written/electronic 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 (except for an AGM where the required notice is defined in Article 8.7).

8.6 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.

8.7 Notice for the Annual General Meeting will be given in writing or electronically, to all members (Clubs and Competitions) of the Council at least 28 days prior to that meeting. This notice will include an Agenda listing all matters to be considered with relevant papers and a nomination form for all appointments defined by Article 8.2.

## 9. COMMITTEES - GENERAL

9.1 Generally, meetings of the Executive Committee and its committees etc. shall be held as required at the request of the respective Chair.

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, or other real or perceived conflict of 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 one-quarter of its members. 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 (except constitutional change referenced in Article 12.1) 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, each voting member having one vote. In the event of equality of votes, the Chair shall have a second or casting vote.

## 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 Officers of the Council or Members of the Executive Committee (except where Members of the Council receive surplus reserves defined in Article 11.6)

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 Executive Committee 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 All financial transactions shall be subject to the Financial Procedures, in operation at the time, as approved by the Council at each Annual General Meeting.

11.9 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 payments less than a single signature limit, set at a General Meeting of the Council, where the signature of the Treasurer alone is acceptable.

11.10 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/Examiners shall be presented to the Annual General Meeting for acceptance.

11.11 Upon acceptance of the annual accounts by the Council at its Annual General Meeting, the Treasurer shall forward a copy of the audited/examined accounts to the Treasurer 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 After adoption by the Council a copy of this Constitution and any subsequent amendments shall be passed to British Rowing.

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 two-thirds majority of a Quorum shall be required to pass such resolution.

12.3.2 Any assets remaining after the satisfaction of debts and liabilities shall be redistributed among the Members of the Region.

12.3.3 Any assets which have been funded by the Lottery or other grants from Public Bodies shall be disposed of in accordance with the funding agreement. In the absence of such agreement, they shall be given or transferred to other voluntary organisations having objects similar to those of the Region in priority to any other assets which shall have been funded by the Region itself or its Members.

12.3.4 In the case of funds being insufficient to discharge the liabilities, Members shall advise on how the shortfall balance shall best be provided.

12.4 In addition to the above rules, the rules set out in the schedule hereto which are special to the Region (see Article 3.2) 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 Any case(s) of misconduct involving an Officer or Member of the Executive Committee shall be referred to the British Rowing Disciplinary and Grievance Panel.