



CONSTITUTION as a registered Charitable Incorporated Organisation

Date of Constitution (last amended) 30/01/2016

The principal office of the CIO is in England.

1) Name OF Charitable Incorporated Organisation ('the CIO'):

The club shall be known as Tyne Valley Canoe Club hereinafter known as THE CIO.

2) Objectives of the CIO

- 1) To promote and provide facilities for the sport and recreation of canoeing for any person wishing to take out membership and partake in the CIO's activities.
- 2) To provide coaching and leadership for members under the guidance of appropriately experienced and qualified coaches and leadership.
- 3) To offer the following to members:
 - Technical information on equipment, coaching and leadership and places to canoe.
 - Provision of serviceable canoeing equipment for use or for loan.
 - To educate members to adopt the Canoeists Code for use of waterways set out by British Canoeing.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008]

3. Affiliation

The CIO shall be affiliated to British Canoeing and shall incorporate its policies, regulations and guidance documents:

4. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2) (c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- (4) In sub-clauses (2) and (3) of this clause:
 - (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
 - (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee 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 CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees 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 CIO and any personal interest (including but not limited to any financial interest). Any charity trustee absents himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee of the CIO:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause [14(1) (e)].

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

(3) Number of charity trustees

(a) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(b) The maximum number of charity trustees is 10. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees are as follows, and are appointed for the following terms

Chair person..... for 3 years

Secretary..... for 2 years

Treasurer..... for 2 years

10. Appointment of charity trustees

(1) Apart from the first charity trustees, every trustee must be appointed for a term of one year by a resolution passed at a properly convened meeting of the charity trustees.

(2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

11 CIO Charity Trustees Roles

1) The CIO Charity Trustees shall conduct the affairs of the CIO as a whole and shall consist of a Chairperson, Secretary, Treasurer as 'First Trustees, and other Trustees as deemed necessary who shall be appointed annually by election at the Club Annual General meeting. If Any of these positions cannot be filled then the club will operate within a quorum of 3 members.

2) The CIO First Trustees shall elect additional Trustees responsible for each of the following roles:

- i. Coaching Officer
- ii. Welfare Officer
- iii. Junior Coordinator
- iv. Volunteer Coordinator
- v. Women's Representative.
- vi. Equipment Officer
- vii. Membership Secretary

12. Role Descriptions of Trustees

1) **Chairperson:** The Chairperson will preside at all Meetings of the CIO. He or she shall be responsible for guiding the activities of the CIO in accordance with its rules and general policy as expressed by the majority of its members. The Chairperson shall represent or arrange for the representation of the CIO at British Canoeing regional level and at meetings of other organisations. He/she shall ex-officio be a member of any other committee of the CIO.

2) **Secretary:** The Secretary will be responsible for the organisation of meetings of the CIO, and the recording of minutes relating to such meetings and all correspondence relating to the general business of the CIO.

3) **Treasurer:** The Treasurer will be responsible for the collection of all monies including subscriptions and shall keep such records of account as required by the CIO. The Treasurer shall produce at the AGM a summary of expenditure sheets showing the financial state of the General funds, accompanied by any Auditor's report. Cheques written against the CIO

funds will include the Treasurer's signature and one other First Charity Trustee who is mandated. The Treasurer must make the CIO aware of any existing potential financial or cash flow problems.

Other Officers: Trustees may be elected to be responsible for the following duties:

4) **Coaching Officer:** The Coaching Officer shall coordinate a varied programme of canoeing activities that may include competition, events and trips to develop paddler's skills technique and experiences. He/she will ensure members are informed of date and venues through the calendar that have been agreed by the CIO.

The Coaching Officer shall coordinate all personal performance, leadership, safety and coaching awards as well as the mentoring of coaches'

The Coaching Officer shall carry out an audit of the coach and leadership needs and ensure a programme of activity is provided to meet the needs.

5) **Welfare Officer** the Welfare Officer is responsible for acting as a source of advice about safeguarding and protecting children, promoting good practice and for coordinating action within the CIO on receipt of any concerns or referrals.

6) **Junior Coordinator:** The Junior Coordinator shall arrange a programme of canoeing coaching and events for junior members of the CIO. He/she will ensure when leading any organised event that the policy and guidelines of the CIO for working with young persons and children are observed.

7) **Volunteer Coordinator**

The Volunteer Coordinator is responsible for supporting the voluntary workforce. This includes coordinating the recruitment, training and opportunities for volunteers. He/she will play a pivotal role in ensuring that volunteers feel positive about their volunteering experience and act as a main point of contact for volunteers within the CIO, or Trustees.

8) **Women's Representative:** The Women's Representative will ensure that any issues concerning women and their participation in the sport of canoeing are highlighted in CIO events and review British Canoeing National and Regional initiatives for women in sport.

9) **Equipment Officer**

The Equipment officer will support the General Committee in the effective management of the boat store and maintain a record of equipment owned by the CIO for use by the members. A record of condition and regular maintenance will be carried out to ensure all equipment is in good condition for the members to use. Any faulty equipment or causes for concern are to be reported to the First Trustees. Booking of equipment will be monitored by the Equipment Officer who will ensure the equipment is returned and appropriate fees for use collected.

10) **Membership Secretary:** The Membership Secretary will be responsible for co-ordinating all business concerning membership applications and the issue of membership cards. He/she will keep an up to date record of memberships and types of membership, including temporary memberships. He /she will collect subscription fees appropriate to each membership class and ensure that all monies are forwarded to the Treasurer. He/she will monitor membership numbers and inform the CIO if limitations should be applied to any membership classes according to clause 29.2.

13. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

14. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

(a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

(c) dies;

(d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) Any person retiring as a charity trustee is eligible for reappointment.

(3) A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

15. Taking of decisions by charity trustees

Any decision may be taken either:

at a meeting of the charity trustees; or

by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified

16. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

(c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

17. Meetings of charity trustees

(1) Calling meetings

(a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

18. Membership of the CIO

(1) The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

(2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO. Any member who is under the age of 16 years, shall not be eligible for election to the General Committee of the CIO.

3) Any member whose main income is derived from the sale or manufacture of canoes and/or accessories, or who is disqualified as an amateur under the rules of the British Canoeing, will not be eligible for election as a trustee of the CIO, but such a person may be co-opted without voting rights.

19. Decisions which must be made by the members of the CIO

(1) Any decision to:

(a) amend the constitution of the CIO;

(b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

(c) wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

(2) Decisions of the members may be made either:

(a) by resolution at a general meeting; or

(b) by resolution in writing, in accordance with sub-clause (4) of this clause.

(3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [35] (amendment of constitution), clause [36] (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

(4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

(a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members have signified their agreement.

Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

20. Annual General Meeting

- 1) The CIO Annual General Meeting shall be held in the month of April each year.
- 2) There shall be presented before the meeting a statement of accounts made up to the 31st day of the Month of March immediately preceding.
- 3) An Extraordinary General Meeting shall be called on the instructions of a simple majority of trustees, or on a requisition signed by not less than 20% of the members of the CIO entitled to vote.
- 4) Not less than 21 days clear notice shall be given, specifying to all members the time, place and business of the General Meeting.
- 5) The AGM shall include the following business:
 - i) The receipt of First Trustee reports.
 - ii) The receipt of CIO Committees reports.
 - iii) The election of trustees to fill the list of roles as trustees of the CIO.
 - iv) To approve the level of subscriptions for the following year.
 - v) The discussion of objectives for the following year.
 - vi) The motions presented by CIO members for discussion.
 - vii) AOB.
- 6) Motions for discussion at Annual General Meetings, not of origin from within the General Committee, shall be lodged with the Secretary at least 30 days preceding the AGM, and be signed by three members entitled to vote.
- 7) At any General Meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, of those entitled to vote, except when more than one nomination has been received for a position as a trustee, in which case voting will be by secret ballot.
- 8) At all General Meetings not less than 5 members of the CIO shall constitute a quorum.
- 10) **Absences of Quorum:** If after half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called at the request of members, shall be dissolved. In any other case the meeting will be adjourned.
- 11) **Accidental Omission:** Accidental Omission to give notice of a meeting or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of a meeting.

21. General meetings of members

(1) Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause [18] (Decisions which must be made by the members of the CIO).

(2) Notice of general meetings of members

(a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.

(b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provisions in clause 17 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

22. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

who was disqualified from holding office;

who had previously retired or who had been obliged by the constitution to vacate office;

who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

23. Execution of documents

(1) The CIO shall execute documents either by signature.

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

24. Use of electronic communications

[(1) General]

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(b) any requirements to provide information to the Commission in a particular form or manner.

25. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

26. Minutes

The charity trustees must keep minutes of all:

(1) appointments of officers made by the charity trustees;

(2) proceedings at general meetings of the CIO;

(3) meetings of the charity trustees and committees of charity trustees including:

- the names of the trustees present at the meeting;
- the decisions made at the meetings;
- where appropriate the reasons for the decisions;

(4) decisions made by the charity trustees otherwise than in meetings.

27. Accounting records, accounts, annual reports and returns, register maintenance

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

28. Rules

The charity trustees may from time to time make such reasonable and proper rules as they may deem necessary for the safe conduct of canoeing activity or expedient for the proper conduct and management of the CIO, 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 CIO on request.

29. Membership

1) **Qualification:** Any person who undertakes to behave in the best interest of canoeing shall be eligible for membership regardless of sex, age, ability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership may be applied according to available resources and support on a non-discriminatory basis.

2) **Classes of Membership:** Membership shall consist of three categories:

i) Full Members - over the age of 18.

ii) Family Members - to include spouse and/or children.

iii) Concessionary membership to include juniors U18, unwaged students in full time education, and any application submitted to the committee for consideration.

3) **Election:** Applications for membership will be through a fully completed application for membership using the form provided on the website to the Membership Secretary of the CIO. The power of election shall rest with the General Committee, who may refuse membership only for good cause such as conduct or character likely to bring the CIO or sport into disrepute. Appeal against refusal may be made to the members of the Trustees.

4) **Restriction:** A person who has been expelled from, or refused membership of the British Canoeing, or who has been expelled from any club affiliated to the British Canoeing shall not be eligible for membership.

5) **Acceptance:** The Trustees may decline to accept renewal of membership from any person only for good cause such as conduct or character likely to bring the CIO or sport into disrepute. Appeal against refusal of renewal may be made to the members of the Trustees.

30) Subscription

1) The rates of subscription shall be determined by the attending members in the Annual General Meeting and shall be due on election to the CIO and Renewed on or before the 31st March and thereafter annually. Subscriptions for new members joining after the 1st April will be proportionate and adjusted quarterly to account for the start date of membership and then annually from 1st April.

2) Membership of the CIO shall be continuous and all membership cards will be back dated to the start of the membership year.

3) A membership that has lapsed will remain an expired member for a period of 3 years and still be bound by membership rule 30;2. After this period of time if the ceased membership wishes to renew a membership this application will be categorised as a new member.

4) Any membership not renewed by the expiration date will cease to be a member of the CIO and will therefore not gain from any benefits that membership brings.

31) Cessation of Membership

- 1) Any member may resign giving one month's notice in writing to the Membership Secretary.
- 2) Any member violating rules or regulations of the CIO or being adjudged guilty of unsatisfactory conduct by a Disciplinary Committee section 14, by resolution of the General Committee, may be suspended or expelled. Any member so suspended or expelled may appeal against the judgement to the members as determined in clause 33.8.
- 3) A member shall be deemed to have resigned from the CIO if, the annual subscription has not been paid by the date of expiry. He/she may, however, rejoin the CIO at any time providing the membership fee has been paid in full as detailed in section 30.
- 4) Any renewals from members who have allowed their membership to lapse within a 3 year period will be expected to pay the full annual fee due and will not receive any prorata discount for part of year.

32. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

33. Disciplinary Procedure

- 1) Following complaint, any member violating the rules and regulations of the CIO or who has behaved in such a manner which is prejudicial to the interests of the sport and CIO may be invited to appear before a Disciplinary Panel where the member will be given the opportunity to rebut or submit to the complaint made against him/her.
- 2) Any complaint made against a member of the CIO shall be made in writing. It will be signed, dated and state the complainants address, and shall be received by or given to the Chairperson. A complainant may not be a member of the CIO but may be a member of the police or general public who has witnessed conduct, which is likely to bring the CIO into disrepute.
- 3) The Disciplinary Panel will ensure that a copy of the complaint has been handed personally to the individual member to whom it relates, together with the date the Committee shall meet and an invitation to furnish in writing within 14 days an explanation of the facts applicable to the complaint and witnesses present. The member shall be invited to be present at the meeting and invited to answer questions put by the committee.
- 4) Should a member decline to be present at the Disciplinary Hearing, the Panel shall consider the complaint in his/her absence on the basis of the facts and statements available.
- 5) Should a member be present at the Disciplinary Hearing, he/she will be invited to comment on the material statements, their written reply to the complaint and to answer questions put by the Committee. Witness statements will be taken either verbal or in writing.
- 6) The Disciplinary Panel having considered the facts concerning the complaint from both parties will decide:
 - i) To reject the complaint.
 - ii) To warn or reprimand the member concerned.
 - iii) To uphold the complaint and suspend the member from the CIO for a period of time with a maximum period for suspension being 3 months.
 - iv) To uphold the complaint and to expel the member from the CIO.
- 7) The Disciplinary Panel will inform a member in writing of its findings and decision and give notice of a right to appeal.

8) In the case of a decision falling into clauses (33.6.iii) and (33.6.iv) a member must appeal in writing within 14 days of receipt of the Disciplinary Hearings judgement.

9) Appeal hearings will be conducted by the Disciplinary Panel and will convene within 28 days and the decision reached at this hearing will be final.

10) In the event of either suspension or expulsion no refund of membership subscription will be made to a member.

34. Disciplinary Panel

1) The Disciplinary Panel shall consist of the Chairperson or Vice-Chairperson and two other trustees. In the event of the non-availability of the Chairperson or Vice Chairperson the Panel shall consist of 3 trustees

2) No person may be a member of the Disciplinary Panel if he or she is a signatory or a witness to the complaint. In the event of this the Trustees shall appoint one other trustee or suitable person to serve on the panel with full voting rights.

3) The Appeal Panel will comprise the Chairperson or Vice-Chairperson and two other trustees or suitable persons appointed by Trustees to do so. No members of the Appeal Panel will have served on the previous Disciplinary Panel.

35. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 17 (General meetings of members).

(2) Any alteration of clause 2 (Objectives), clause (36) (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

36. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause 17 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the CIO;

(ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) If the CIO is to be wound up or dissolved, any surplus assets shall be handed over to British Canoeing for use in related amateur Sport.

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

37. Interpretation

In this constitution:

“connected person” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d) (i), when taken together

(e) a body corporate in which –

(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e) (i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.

38. Declaration

Each member upon joining the CIO shall sign the following:

Name.....

Upon acceptance into membership of TYNE VALLEY CANOE CLUB I hereby accept the rules and conditions of the CIO and understand that canoeing is undertaken at my own risk. I confirm that I do not suffer from any disability or medical condition, which may render me unfit for strenuous exercise*

Signed..... Date.....


#Parent/Guardian (if under 18).....

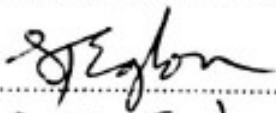
*Should a medical condition exist, this will not necessarily preclude you from membership/participation, but it must be declared. Should you be in any doubt, advice should be sought from your family doctor.

#for membership under 18, signing this section gives consent for day trips and excursions.

Tyne Valley Canoe Club

Constitution and Rules accepted and adopted by resolution of the Members of Tyne Valley Canoe Club

Signed ..... (General Committee Member).
Name..... AK PARK..... Position..... CHAIR PERSON.....

Signed ..... (General Committee Member).
Name..... S J Eglon..... Position..... Secretary.....
Date..... 16/5/16.....

Appendix

General meetings of members

(4) Proxy voting

(a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:

(i) states the name and address of the member appointing the proxy;

(ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and

(iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(5) Postal Voting

(a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

(b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than [21] days before the deadline for receipt of votes cast in this way:

(i) a notice by email, if the member has agreed to receive notices in this way under clause [21] (Use of electronic communication, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The scrutineers for [name of CIO]', at the CIO's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of member's casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

Use of electronic communications

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

(i) provide the members with the notice referred to in clause 19(2) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings); [and

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 18 (Members' decisions), 18(4) (Decisions taken by resolution in writing), or [[the provisions for postal voting] (if you have included this optional provision, please insert the correct clause number here)].

(c) The charity trustees must –

(i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.