

# **Constitution of Newent Cycling Group**

## **1. Name**

The Club will be called: Newent Cycling Group.

## **2. The purposes of the Club**

Newent Cycling Group (“the Club”) is established for the promotion of cycling in Newent and the surrounding area. The Club is a local volunteer group which reports to Transition Newent, an organisation set up under the Transition Town Initiative. In line with Government and County policy, the Club seeks to improve the 'cycle friendliness' of the Newent environment, to encourage and support recreational cycling, and to encourage utility cycling as a realistic form of everyday transport.

In furtherance of such purposes but not otherwise the Club may;

- 2.1 buy, sell, and supply goods and services for the purposes of, or ancillary or incidental to, the purposes of the Club;
- 2.2 raise funds and invite or receive contributions from any person or persons whatsoever by way of subscriptions, appeals and otherwise;
- 2.3 accept gifts or raise money for such objects on such terms as shall be thought fit (save that the Club shall not knowingly take any action which would cause it to go into debt);
- 2.4 open bank accounts, borrow money and give security for the same;
- 2.5 deposit or invest funds in any lawful manner;
- 2.6 set aside or apply funds in any lawful manner;
- 2.7 buy, lease or licence property and sell, let or otherwise dispose of the same;
- 2.8 take out any insurance for the Club, members, employees, contractors and third parties;
- 2.9 to create web pages, a website, or use social media sites to publish and disseminate information regarding any issues relating to cycling and cycling provision.
- 2.10 employ and engage staff and others and provide services;

- 2.11 bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- 2.12 promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof for the benefit of the public;
- 2.13 arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 2.14 make representations to any body (corporate, governmental, voluntary or individual) regarding any issues relating to cycling and cycling provision in the Newent area;
- 2.15 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- 2.16 cause to be written, printed, published online or otherwise reproduced and circulated, gratuitously or otherwise, such maps, papers, books, periodicals, pamphlets or other documents, films, recorded tapes, CDs, DVDs or other digital media as shall further the said objects;
- 2.17 subject to such consents as may be required by law, sell, lease or otherwise dispose of all or any of the assets of the Club;
- 2.18 do all such other lawful things as are reasonably necessary to advance the purposes.

### 3. **Membership**

- 3.1 Membership of the Club shall be open to all individuals who are Interested in the aims of the Club regardless of sex, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of cycling as a particular sport on a non-discriminatory basis.
- 3.2 Membership will consist of all members of the Club having paid their annual subscription and completed a membership form.
- 3.3 All members will be subject to the regulations of the Constitution and by joining the Club will be deemed to have accepted these regulations and any ride guidelines that the club has adopted.

3.4 The Club's membership year will run from 1 January to 31 December. Any member who has not paid their membership renewal subscription by the end of February will be deemed to have resigned from the Club. \*

3.5 The Committee shall have the right to refuse membership, or terminate the membership of any individual, but only for such cause as conduct or character likely to bring the Club or cycling into disrepute, provided that the individual member concerned shall have the right to be heard by the Committee before a final decision is made.

#### **4. The Committee**

4.1 Subject to this Constitution, the Committee shall have responsibility for the general management of the Club, its funds, property and affairs.

4.2 The Committee shall meet not less than 4 times a year and when complete shall consist of at least 3 members.

4.3 The Committee has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

4.4 The members of the Committee shall be elected at the Annual General Meeting of the Club in accordance with clause 6.1.

4.5 Election to the Committee shall be for one year. The Committee membership shall retire annually but shall be eligible for re-election.

4.6 Only members of the Club shall be eligible to serve as members of the Committee.

4.7 Nominations for members of the Committee must be made by members of the Club in writing (or email) and must be in the hands of the Secretary at least 7 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

4.8 The Committee members may co-opt up to 4 further members who shall be members of the Club and who shall serve until the conclusion of the next Annual General Meeting after co-option.

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\* by resolution of the members, passed at the Annual General Meeting on 19th January 2017, the first sentence of clause 3.4 was changed to:

“The Club's membership year will run from 1st April to 31st March”.

- 4.9 If a vacancy occurs in the membership of the Committee for any reason, the Committee members may appoint a member to fill the vacancy, and any person so appointed shall hold office until the conclusion of the next Annual General Meeting of the Club and shall be eligible for election at that meeting.
- 4.10 The proceedings of the Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of, any member.
- 4.11 The Committee shall have the power to create and wind up sub-committees as required. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.
- 4.12 A member of the Committee shall cease to hold office if he or she ceases to be a member of the Club; resigns his or her office by notice in writing (or email) to the Secretary; becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; and/or for good and sufficient reason three-quarters of the other members of the Committee pass a resolution that such Committee member shall be removed from office.
- 4.13 The Committee shall have the power to adopt and issue standing orders and/or rules for the Club. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Club in general meeting and shall not be inconsistent with the provisions of this Constitution.

## 5. **All General Meetings**

- 5.1 All members may attend all general meetings of the Club in person.
- 5.2 Such meetings need 14 clear days written notice to members in writing (or by email).
- 5.3 The quorum for all general meetings shall be one-tenth of the total actual membership of the Club for the time being (or a minimum of 7 members, whichever is fewer).
- 5.4 A chairperson shall be chosen to preside at the meeting.
- 5.5 Except as otherwise provided in this Constitution, every resolution shall be decided by a simple majority of the votes cast on a show of hands.

5.6 Any notice may be served by the Secretary on any member personally, electronically to the email address given by the member to the Club, or by sending it through the post addressed to such member at his or her last known postal address in the United Kingdom, and any email or letter so sent shall be deemed to have been received within 3 working days.

## **6. Annual General Meetings (AGM)**

The Club will hold an AGM once a calendar year and not more than 15 months after the last AGM.

6.1 At the AGM the business shall include the election of members to serve on the Committee; including a Secretary and Treasurer, and such other honorary officers as the Club shall from time to time decide.

6.2 The members of the Committee shall hold office until the conclusion of the Annual General Meeting of the Club after their election.

6.3 The Treasurer will produce accounts of the Club for the latest financial year which shall be reviewed and signed by a second committee member.

6.4 The Committee will present a report on the Club's activities since the previous AGM.

6.5 At its discretion, the Annual General Meeting may appoint one or more qualified auditors and may determine their remuneration (if any).

6.6 The Members will discuss and vote on any resolution (whether about policy or to change the Constitution) and deal with the transaction of such other matters as may from time to time be necessary.

## **7. Extraordinary General Meetings (EGM)**

An EGM shall be called by the Secretary within 14 days of receiving a request to that effect from the Committee or on the written (or emailed) request of not less than 6 members giving reasons for the request. Such an EGM shall be held on not less than 14 or more than 28 days notice, at a place decided upon by the Committee.

## **8. Chairing of members meetings**

8.1 If the Committee members have appointed a chairman, the Chairman shall chair general meetings if present and willing to do so.

8.2 If the Committee members have not appointed a chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten

minutes of the time at which a meeting was due to start the Committee members present, or (if no committee members are present), the members of the meeting must appoint one of their number to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.

- 8.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

## 9. **Committee Meetings**

- 9.1 The quorum of the Committee or any sub-committee appointed under clause 4.11 shall be one-half of the Committee or (as the case may be) such other number as the Club may in general meeting from time to time decide.

- 9.2 Minutes shall be kept by the Committee and all other sub-committees, and the appropriate secretary shall enter in the minutes a record of all proceedings and resolutions.

- 9.3 The Committee members shall appoint one of their number to chair their meetings.

- 9.4 The person so appointed for the time being is known as the Chairman.

- 9.5 The Committee members may terminate the Chairman's appointment at any time.

- 9.6 If the Chairman is not present at a committee meeting within ten minutes of the time at which it was to start, the participating committee members must appoint one of themselves to chair it.

- 9.7 Whenever a Committee 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.

- 9.8 Decisions shall be by simple majority of those voting.

- 9.9 The Committee shall have the power, if so necessary, to agree a resolution in writing, signed by every Committee member, without a meeting.

- 9.10 The Chair of the meeting shall not have a casting vote.

## 10. **Payments**

All moneys raised by or on behalf of the Club shall be applied to further the objects of the Club and for no other purpose provided that nothing herein contained shall prevent:

- 10.1 the repayment to members of the Committee or of any committee appointed under clause 5 hereof of reasonable out-of-pocket expenses,
- 10.2 the Committee being entitled to effect policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Club provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew to be a breach of trust, or breach of duty, or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

## 11. **Finance**

- 11.1 The Treasurer shall keep accurate clear and unambiguous accounting records, which need not however meet formal accounting standards and need not be subject to external audit unless required by the Committee or an Annual General Meeting.
- 11.2 A bank account shall be maintained in the name of Newent Cycling Group with such bank as the Committee shall from time to time decide. All cheques must be signed by not less than two authorised signatories. The list of authorised signatories shall be decided by the Committee and confirmed by voting members present at the next following meeting of the Club.

## 12. **Alterations to the Constitution**

The Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

## 13. **Dissolution**

- 13.1 If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Club, it shall call a meeting of all members of the Club who have the power to vote of which meeting not less than 21 days' notice (stating the terms of the resolution proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Committee shall have power to dispose

of any assets held by or on behalf of the Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the Club as the Committee may determine.

- 13.2 The Committee will then be responsible for the orderly winding up of the Club's affairs.



Constitution adopted at a meeting held at:  
15 Glebe Close, Newent, Glos, GL18 1BQ

On: 26 November 2014

Signed: Linda Cox, Secretary

Witnessed by: Ann Fontbin

Occupation: Retired

Witness address:  
15 Glebe Close, Newent, Glos, GL18 1BQ