Tunbridge Wells Harriers

Club Committee - Terms of Reference

1. **Purpose**

1.1 The purpose of these Terms of Reference is to outline the responsibilities, powers and proceedings of the Committee in managing all the affairs of the Club. The Committee is authorised to exercise all the powers of the Club as defined in Section 5 of the Club Constitution and these Terms of Reference.

2. **Constitution**

2.1 The Committee shall consist of 10 Officers of the Club in those roles defined in the Club Constitution Para 13.1.

2.2 The Chair may invite standing attendees to the Meeting to present on matters, but they shall not be Officers and they shall have no voting rights.

3. **Calling a Committee Meeting**

3.1 The Committee shall hold no fewer than **six** meetings each year. All meetings may be held in a manner agreeable to the committee, whether face-to-face or on-line.

3.2 A meeting of the Committee shall be called on not less than **seven** days' notice to all Officers unless the Chair determines that urgent circumstances necessitate shorter notice.

3.3 Notice of a Committee meeting shall be given to each Officer save that it shall not be necessary to give notice of a meeting to an Officer who is absent from the United Kingdom.

3.4 The Secretary will normally circulate the agenda and papers for meetings at least **five** days before the meeting.

4. The Secretary will distribute draft minutes to all Officers promptly following a committee meeting, unless the Chair deems it inappropriate.

5. **Proceedings of The Committee**

5.1 Subject to the provisions of these Terms of Reference, the Committee may regulate its proceedings as it thinks fit.

5.2 The quorum for the transaction of business of the Committee shall be **five** of all the Officers entitled to vote provided any one of the Chair, Vice Chair or Club Secretary is present.

5.3 At the first meeting following the AGM, the Committee should elect a Vice-Chair from its number to chair in the absence of the Chair**.**

5.4 Decisions of the Committee shall be made by a simple majority of those Officers entitled to vote and attending the Committee meeting. In the case of an equality of votes the Chair, who shall not otherwise have voted, shall have a casting vote.

5.5 A meeting of the Committee at which a quorum is present and has been properly convened shall be competent to exercise all the powers and discretions invested in the Committee by the Club Constitution and these Terms of Reference.

5.6 The Committee may act notwithstanding any vacancy in its numbers, so long as the number of members of the Committee entitled to vote is not reduced below seven, in which case it shall be entitled to act only for the purpose of appointing or arranging the election of new members of the Committee.

6. Powers of the Committee

6.1 The Committee shall be responsible for the management of all the affairs of the Club and is authorised to exercise all the powers of the Club as defined in Section 5 of the Club Constitution and these Terms of Reference.

6.2 Make and approve club rules (bye laws), policies and procedures to allow for the day-to-day operation of the Club and its activities. These may not supersede or contradict provisions of the Constitution and must be reasonably available to Members.

6.3 Have the power to decide all questions and disputes arising in respect of any issue concerning the Rules.

6.4 Amend the Club Code of Conduct if required and inform the Members of any changes.

6.5 Make and give receipts, releases and other discharges for any amount payable to the Club and for claims and demands of the Club.

6.6 Invest, place on deposit and deal with any finances of the Club not immediately required upon any investments or securities which the Committee thinks fit.

6.7 Enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name of, and on behalf of, the Club as they may consider expedient.

6.8 Pay all the costs and expenses of, and incidental to, any of the aforesaid matters and things.

6.9 Determine how and by whom any such power shall be executed, operations effected, and documents signed or things done.

6.10 The Committee may, while retaining responsibility pursuant to Section 6.1, delegate to any person, company or sub-committee any of its powers or functions, the implementation of any of its decisions or the day-to-day

management of the affairs of the Club by such means, to such an extent, in relation to such matters or areas and on such terms as they may determine in accordance with these Rules.

6.11 Co-opt Members to the Committee for particular projects; co-opted Members shall not be entitled to vote.

6.12 Organise Club activities.

6.13 Deal with any matter not covered by the rules.

7. **Conflicts of Interest**

7.1 Each Officer shall declare the nature and extent of any direct or indirect interest in a transaction or arrangement with the Club or a third party which conflicts or may possibly conflict with their duties to the Club.

7.2 If the non-conflicted Officers deem there to be a material conflict, the conflicted Officer should withdraw from that part of the meeting and shall not vote.

7.3 If there is deemed not to be a material conflict by the non-conflicted Officers, the Officer that declared the conflict shall be allowed to re-join the meeting, take part and vote as applicable.

8. **Disqualification from Office**

8.1 A person shall cease to hold office as an Officer if:

8.1.1 they are disqualified from holding office as a company director;

8.1.2 they are subject to a decision of England Athletics or UKA that such person be suspended or disqualified from holding office or from taking part in any activity relating to the administration or management of a club;

8.1.3 the Committee reasonably believes that they have become incapable by reason of illness or injury of managing and administering their own affairs and it decides to remove them from office;

8.1.4 they resign from their office by notice to the Club**;**

8.1.5 they are absent without the permission of the Committee from all its meetings held within a period of six months without good reason and the Committee decide that their office be vacated;

8.1.6 a bankruptcy order or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which has an effect similar to that of bankruptcy;

8.1.7 they make a composition with their creditors generally in satisfaction of their debts;

8.1.8 they are removed from office by the Committee on the grounds that they are in material or persistent breach of the Club's code of conduct as amended from time to time. A decision to remove an Officer from office under this rule may only be passed if:

8.1.8.1 the Officer has been given at least twenty-one clear days' notice in Writing of the Committee meeting at which the decision will be made and the reasons why it is to be proposed; and

8.1.8.2 the Officer or, at the option of the Officer, the Officer's representative (who need not be an Officer) has been allowed to make representations to the meeting; or

8.1.9 he or she ceases to be a Member for any reason whatsoever.

8.2 The provisions of rule 8.1 above shall also apply to sub-committees and any member of a sub-committee who is not an Officer.

9. Sub-Committees

There should be sub-committees of the General Committee responsible for organising the Club Half Marathon race, and any other major event promoted by the Club. Any sub-committee should on request provide a report of its dealings by means of a representative attending meetings of the General Committee.

10. Other Matters

10.1 At least two committee members (usually the General Secretary and Membership Secretary) shall be trained and appointed as a DBS Verifier as required by England Athletics Club Standards.

10.2 The Committee shall appoint one of its number as the Nevill Representative to liaise with the TW Borough Council, the TW Hockey Club and the TW Cricket Club regarding the use of the Nevill Pavilion.

11. Declaration

The Club duly adopted these Terms of Reference on ***[insert date]***

Signed ……	Signed ……..
Chair	**Secretary**
[*insert name*]	**[*insert name*]**