

# Constitution

**2019 Version**

## Contents

Clause 1	Definition
Clause 2	Objects
Clause 3	Composition of the Council
Clause 4	Executive Officers of the Council
Clause 5	Discharge of the Council's Objects
Clause 5A	The Executive Board
Clause 6	The Sport Committee
Clause 7	Council Meetings
Clause 8	Committees and Commissions—General
Clause 9	Quorum and Voting
Clause 10	Finance
Clause 11	General
Schedule A	Terms of Reference for Deputy Chairs
Schedule B	Divisions and Sub-Regions of and within the Region
Schedule C	Voting System for Regional Chairs and Regional Representatives

# Constitution of the Thames Regional Rowing Council

(Adopted at the Annual General Meeting held on Sunday, 9 November 2003.)  
(Amended at the General Meetings held on Sunday, 20 November 2005;  
Wednesday, 19 November 2008; Monday, 16 November 2009;  
Monday, 21 March 2011; Monday, 7 November 2011; Tuesday, 29 May 2012;  
Wednesday, 21 November 2012; Monday, 18 November 2013;  
Wednesday, 23 November 2016; and Wednesday, 20 November 2019.)

The name of the Rowing Council shall be the Thames Regional Rowing Council (“the Council”) and shall be abbreviated as “TRRC”.

## 1. Definitions

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

- I.1 “British Rowing” shall mean British Rowing Limited, the National Governing Body for the sport of Rowing, to which Clubs and Competitions within the Thames Region and elsewhere are affiliated.
- I.2 “the Thames Region” or “the Region” shall comprise the Divisions listed at Schedule B and British Rowing Clubs and Competitions within those Divisions as recorded as affiliated from time to time in the records of British Rowing.
- I.3 “the Sub-Regions” shall mean those Divisions or clusters of Divisions defined by the Council at Schedule B from which the Regional Representatives shall be drawn.
- I.4 “the Divisions” shall mean those Divisions within the Region as defined by the Council at Schedule B.
- I.5 “the Council” shall mean the Regional Rowing Council for the Thames Region as constituted under these rules and as referred to in the rules of British Rowing.
- I.6 “the Regional Chair” shall mean the Chair of the Council, who shall represent the Region on the British Rowing Council.
- I.7 “the Regional Representatives” shall mean persons elected to represent the Region on the British Rowing Council who are not the Regional Chair. The same Regional Representatives are styled “the Divisional Representatives” on the Council, on which each represents their respective Division.
- I.8 “Member Clubs” or “Clubs” shall mean those Clubs registered as affiliated to British Rowing from time to time and classified as being in the Region and in any one of the Divisions and Sub-Regions and shall include Universities, Colleges and Schools so registered.
- I.9 “Competitions” shall mean competitions registered with British Rowing from time to time and classified as being in the Region and in any one of the Divisions and Sub-

Regions and shall include regattas, processional races and simulated rowing events but not private matches.

- 1.10 “Member/s” shall mean and include [a] Member Club/s and Competition/s
- 1.11 A “Member’s 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 must be prepared and able to produce proof of membership of the Member Club or Competition if called upon to do so. If not a member, such a person must be prepared and able to produce proof of such authorisation if called upon to do so.
- 1.12 “Affiliated Member” shall mean any member of British Rowing as defined in Article 8(ii) of the Articles of British Rowing.
- 1.13 The masculine shall be deemed to include the feminine and vice-versa, except where the contrary appears.
- 1.14 “Written”, “post”, “posted” and “notified” (but not “postal ballot”) shall be deemed to permit email as a suitable alternative to hard copy, either as supplement or replacement, except where the contrary appears.

## **2. Objects**

- 2.1 To promote 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.
  - 2.2.1 To keep under review its representation on British Rowing Council to provide an appropriate balance of representation between its Members drawn from its Sub-Regions.
- 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 the full utilisation of the talents and resources of all members of Clubs and Competitions within the Region and to promote no one receiving less favourable treatment on any grounds which cannot be shown to be relevant to performance, in accordance with British Rowing’s Equity Policy.
- 2.5 To conduct all business and activities in the Region in accordance with best practice guidance and procedures applicable to the voluntary sector.

## **3. Composition and Powers of the Council**

- 3.1 The Council shall consist of one Member’s Representative from each Member Club and Competition.

- 3.2 The Council may not override the nationally agreed policies of British Rowing, and must always be consistent with the practices and guidelines of British Rowing.
- 3.3 The Council may appoint a person as its President in recognition of exceptional services to rowing within the Region.
- 3.3.1 During the final year of a President's term of office, or when a casual vacancy arises, at its meeting immediately prior to the Annual General Meeting, the Sport Committee will nominate such a person to be the President for the forthcoming period. Provided the nominee is willing to accept the role, his/her name will be put to the Annual General Meeting for approval of the appointment.
- 3.3.2 The term of office for the President shall be three years, or less if either he/she no longer wishes to retain the role, or in exceptional circumstances that he/she is removed by the Executive Board should that Board reasonably believe that his/her continuing in the role gives the Board grave concerns for the reputation of the Council. At the end of his/her term of office and unless he/she has been removed by the Executive Board, he/she shall be invited to become a Vice President.
- 3.3.3 From time to time the Council may wish to appoint a person directly to the role of Vice President. He/she shall be appointed in a similar manner to the appointment of the President.
- 3.3.4 The position of Vice President shall be held for life or until such time as he/she no longer wishes to retain the role or in exceptional circumstances until he/she is removed by the Executive Board should that Board reasonably believe that his/her continuing in the role gives the Board grave concerns for the reputation of the Council.
- 3.3.5 The President and Vice President are Non-Executive Officer roles. They shall not have the right to vote, save as provided for at paragraph 5.5.

## **4. Executive Officers of the Council**

- 4.1 The Council shall elect a Regional Chair, who will inter alia chair meetings of the Council and represent the Region to British Rowing when required.
- 4.1a The Council shall also elect from amongst its Members' Representatives a Deputy Chair for each Sub-Region. A Deputy Chair shall be a Member's Representative for a Member within the Sub-Region he/she is to represent.
- 4.1b The Council shall elect Regional Representatives, who will represent the Region, and specifically their Sub-Region and Division, at meetings of British Rowing. Each elected Regional Representative shall be the Divisional Representative for the Division from which they are elected. A Regional Representative shall be a member of a Club within the Division he/she is to represent.
- 4.1c The terms of office for the Regional Chair and the Regional Representatives shall be as specified in the Articles and Regulations of British Rowing.
- 4.2 The Council shall elect from amongst its Members' Representatives an Honorary Secretary and an Honorary Treasurer.

- 4.3 The Council may further elect from amongst its Members' Representatives, or from any of the members of Clubs and Competitions within the Region, any other Executive Officer to a permanent position on the Council it may choose.
- 4.4 *(moved to 10.9)*
- 4.5 No Executive Officer shall be entitled to vote in the affairs of the Council in his/her own right save for the Chair of the meeting at any one time who shall have a casting vote.

## **5. Discharge of the Council's Objectives**

- 5.1 The objects of the Council shall be discharged through:
- 5.1.1 an Executive Board and a Sport Committee
- 5.1.2 an Umpires' Committee, a Coaching Committee (comprising representatives from each Sub-Region), a Junior Committee (comprising representatives from each Sub-Region), a Masters Committee (comprising representatives from each Sub-Region), a Recreational Committee (comprising representatives from each Sub-Region), a Competition and Events Committee (comprising representatives from each Sub-Region), and such other bodies as from time to time appear necessary, the Chairs of which shall be Non-Executive Officers
- 5.1.3 Non-Executive Officers, including an Equipment Officer, and such other roles as from time to time appear necessary
- 5.1.4 A Regional Water Safety Adviser and such other advisers or roles as from time to time appear necessary.
- 5.2 The Council shall, without restriction as to numbers, appoint the Chair and members of the Regional Committees each of which shall have power to co-opt from within or outside the Council.
- 5.3 The Council shall appoint representatives to all National Committees as required by British Rowing.
- 5.4 *(deleted)*
- 5.5 No-one shall be entitled to vote in the affairs of the Council in his/her own right save for the chair of the meeting at any one time who shall have a casting vote.

## **5A The Executive Board**

5A.1 The Executive Board shall comprise:-

5A.1.1 Officers elected under paragraphs 4.1, 4.1a and 4.2.

5A.1.2 All other persons whom the Executive Board would wish to appoint or to co-opt onto the Executive Board.

5A.2 The Chair of the Council shall be the Chair of the Executive Board.

5A.3 The Executive Board shall take decisions on urgent items that would otherwise be within the jurisdiction of the Sport Committee solely on occasions when it is not practicable to convene a meeting of the Sport Committee.

5A.4 The Executive Board shall provide to the Sport Committee as soon as is reasonably practicable a written report of any decisions made and the reasons for the matter not being raised at Sport Committee.

5A.5 The Executive Board shall not overturn a decision made by the Sport Committee or any other body, unless there is a material change in circumstances and the matter has become urgent.

## **6. The Sport Committee**

6.1 The Sport Committee shall comprise:-

6.1.1 The Officers of the Council elected under paragraphs 4.1, 4.1a, 4.1b and 4.2 above

6.1.2 All other persons elected as Officers of the Council under paragraph 4.3 above

6.1.2a Chairs of Committees appointed under paragraph 5.1.2 above

6.1.2b Non-Executive Officers appointed under paragraph 5.1.3 above

6.1.2c Other persons appointed under paragraph 5.1.4 above.

6.1.4 All other persons whom the Committee would wish to appoint or to co-opt onto the Committee.

6.2 The Chair of the Council shall be the Chair of the Sport Committee.

6.3 The Sport 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.

## **7. Council Meetings and Appointments**

- 7.1 The Council shall hold an Annual General Meeting no earlier than 1st October and no later than the 30th November in each year. Notice of the Annual General Meeting stating the agenda items, posts to be filled by election and nomination forms will be posted to Member Clubs not less than twenty-one days before the meeting.
- 7.2 At the Annual General Meeting there shall be held the elections and made the appointments referred to in clauses 4 and 5 above. Any such appointments not then made or any vacancies thereafter shall be made or filled by the Sport Committee with the exception of those Officers referred to in paragraphs 4.1 and 4.1b.
- 7.3 Nominations for Regional Chair, Regional Representatives, Executive Officers, Non-Executive Officers and other persons of the Council shall be notified to the Honorary Secretary by Clubs or Competitions not less than seven days before the meeting in each year, save that the Honorary Secretary may accept a written statement that a Member's Representative is so nominated in the absence of any information to the contrary.
- 7.4 A Member shall be responsible for the capability and suitability of a Representative to represent the Member at meetings of the Council.
- 7.5 Apart from the Annual General Meeting, all other General Meetings of the Council shall be called Extraordinary General Meetings. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the following which shall be deemed ordinary business:-
- 7.5.1 Consideration and approval of the annual accounts
- 7.5.2 Election of Officers
- 7.5.2a Appointments to Committees and other bodies, and of Non-Executive Officers and other roles under paragraphs 5.1.2, 5.1.3 and 5.1.4
- 7.5.3 Appointment of an Independent Honorary Examiner
- 7.5.4 Fixing of the annual subscription.
- 7.6 An Extraordinary General Meeting of the Council shall be held on the written requisition of the Sport Committee or on the written requisition of not fewer than three Members. The Honorary Secretary shall give written notice to all Members of such a meeting which shall be called within fourteen days of such request specifying the matters to be considered. Twenty-one days shall be the required notice of a General Meeting.
- 7.7 All appointments and elections referred to in this Constitution shall be annual, but those appointed or elected may, if eligible, be re-appointed or re-elected. The terms of office and eligibility for re-appointment of the Regional Chair and Regional Representatives are specified in the Articles and Regulations of British Rowing.

## **8. Committees—General**

- 8.1 Generally, meetings of the Executive Board, Sport Committee and other committees and bodies shall be held as required at the request of the respective Chair.
- 8.2 Committees and other bodies shall have the power to determine matters within their remit and shall report to the Council via the Sport Committee which shall itself then report to the Council.
- 8.3 All Committees may at their discretion make regulations for the better conduct of their business, such regulations to be approved by the Sport Committee with a copy being deposited with the Honorary Secretary of the Council.
- 8.4 Any person who has a financial interest in any matter coming before a Committee shall declare such interest immediately the person becomes aware of such and shall not be entitled to vote on such a matter unless permitted to do so by majority resolution of the relevant Committee.

## **9. Quorum and Voting**

- 9.1 The quorum for meetings of the Council shall be 15 Members' Representatives present and entitled to vote, with minimum numbers of Members' Representatives from the Sub-Regions as specified at Schedule B. Before a meeting commences, every Member's Representative present shall declare to the secretary of the meeting stating whom they represent.
- 9.2 Committees or bodies shall fix their own quorums which shall be set annually.
- 9.3 All matters at meetings of the Council, with the exception of that specified at paragraph 11.1, shall be decided by a simple majority of the Members' Representatives present and entitled to vote in accordance of paragraph 1.8 hereof, the Chair having a second or casting vote.
- 9.4 Decisions of the Executive Board, Sport Committee and other Committees and bodies shall be made by simple majority vote of the appointed members present in person, each voting member having one vote. In the event of equality of votes, the Chair shall have a second or casting vote.

## **10. Finance**

- 10.1 The Council shall apply any and all funds, income, or acquired property of the Council in pursuance of the above objects or any of them. No portion thereof shall be paid, distributed or transferred directly or indirectly by way of bonus, or otherwise howsoever by way of profit to Members of the Council.
- 10.2 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.

- 10.3 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 Executive Board.
- 10.3a 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 Executive Board.
- 10.4 The Executive Board and the Sport 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 10.3 and 10.3a above.
- 10.5 The Council shall have the power to introduce a subscription payable by the Members to enable it to carry out its objects. Such subscription shall be determined at the Annual General Meeting of the Council and failure by a Member to pay such a subscription will result in suspension from involvement in the activities and services provided by the Region and the Council shall have power to refer the suspension to British Rowing for further consideration and until such time as the subscription and any arrears have been paid in full.
- 10.6 The Honorary 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 Honorary Treasurer or the Chair, except for cheques less than one hundred pounds where the signature of the Honorary Treasurer alone is acceptable.
- 10.7 The Honorary 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 examined annually by the appointed Independent Honorary Examiner (who shall be neither an Executive Officer of the Region nor a signatory on the Bank Accounts) and the accounts signed by the Honorary Treasurer and the Independent Honorary Examiner shall be presented to the Annual General Meeting for consideration and approval.
- 10.8 Upon approval of the annual accounts by the Council at its Annual General Meeting, the Honorary Treasurer shall forward a copy of the examined and approved accounts to the Treasurer of British Rowing no later than six months after the end of the financial year.
- 10.9 The Council shall appoint an Independent Honorary Examiner to examine the books of account maintained by the Honorary Treasurer.
- 10.10 The Council's financial year shall commence on 1st October and conclude on 30th September in the following calendar year.
- 10.11 All financial transactions shall be in accordance with Financial Procedures which shall be adopted by a Region at an Annual General Meeting.

## 11. General

- 11.1 The rules of this Constitution may only be altered by a two-thirds majority of the votes cast in person by the Members of the Council present at a General Meeting duly convened in accordance with the rules hereof.
- 11.2 The rules of this Constitution and any amendments thereto shall first be approved by British Rowing before adoption by the Council.
- 11.3 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.
  - 11.3.1 Any decision to wind up the affairs of the Council may be made at a General Meeting called for that purpose at which a simple majority shall be sufficient to pass such resolution.
  - 11.3.2 Subject to paragraph 11.3.3 below, any assets remaining after the satisfaction of debts and liabilities shall be given or transferred to British Rowing who shall decide, giving due consideration to the views expressed by the Region, by resolution as to what shall be done with them including consideration of realising all the assets and converting them into money and distributing them amongst the Members of the Region.
  - 11.3.3 Any assets which have been funded by the Lottery or other grants from public bodies shall, if made a condition of such funding, be given or transferred to some other voluntary organisation having objects similar to those of the Region in priority to any other assets which shall have been funded by the Region itself or the Members.
  - 11.3.4 In the case of funds being insufficient to discharge the liabilities, British Rowing shall advise on how the shortfall balance shall best be provided.
- 11.4 In addition to the above rules, the rules set out in the schedules hereto which are special to the Region shall also form part of and be deemed to be incorporated into the rules of this Constitution.
- 11.5 The Honorary Secretary shall send a copy of the minutes of the Sport Committee, Executive Board and Council meetings to British Rowing at the same time as they are circulated within the Council.
- 11.6 The logo of the Region shall be the Thames Region logo as specified from time to time by British Rowing Ltd.

## Schedule A

### Terms of Reference for Deputy Chairs:-

1. The number of Deputy Chairs and their titles and geographical jurisdictions are specified at Schedule B.
2. Each Deputy Chair shall be a member of one of the Member Clubs or Competitions from their respective Sub-Region.
3. They shall be responsible for representing the specific interests of their Sub-Region to the Executive Board, Sport Committee and to the Council and shall liaise with the Members of their Sub-Region in order to represent their views.
4. They shall liaise with their relevant Regional Representatives and with the members from their respective Sub-Regions on the Committees and other bodies listed in paragraph 5.1.2 of the constitution to ensure a commonality of approach across the Region.
5. The Deputy Chairs shall deputise for the Chair when required to do so.

## Schedule B

### Divisions and Sub-Regions of and within in the Region :-

1. The Region is comprised of the Divisions and Sub-Regions shown in Table BI. The Deputy Chair representing each Division and Section is also shown
2. London Members shall be represented externally on Greater London issues by the Deputy Chair (London) or in his/her absence the Chair or another Deputy Chair.

Table BI. Divisions and Sub-Regions of the Region

<b>Div. Code*</b>	<b>Division Name*</b>	<b>Extent of Divisions</b>	<b>Sub-Region</b>	<b>Representative Deputy Chair</b>	<b>Collective Noun for Members within Sub-Region</b>	<b>Number of Members required from each Sub-Region to form a quorum at a General Meeting</b>
TU-1	Isis-Cherwell	All reaches above Day's Lock	Thames (Upriver)	Deputy Chair (Upriver)	"Upriver Sub-Region Clubs", "Upriver Sub-Region Competitions" and "Upriver Sub-Region Members"	5
TU-2	Kennet-Thame	Day's Lock to Temple Lock				
TU-3	Wye-Colne	Temple Lock to Chertsey Lock				
TU-4	Wey-Mole	Chertsey Lock to Teddington Weir				
<b>Sub-Region boundary: Teddington Weir</b>						
TC-5	Crane-Brent	Teddington Weir to Mortlake brewery (Bull's Alley)	Thames (London)	Deputy Chair (London)	"London Sub-Region Clubs", "London Sub-Region Competitions" and "London Sub-Region Members"	5
TC-6	Bollo-Stamford	Mortlake brewery (Bull's Alley) to Beverley Brook				
TC-7	Beverley-Wandle	Beverley Brook to Wandsworth Bridge				
<b>Sub-Region boundary: Wandsworth Bridge</b>						
TL-8	Darent-Medway	Downriver of Wandsworth Bridge; Medway, Stour basins and nearby waters	Thames (South East)	Deputy Chair (South East)	"South East Sub-Region Clubs", "South East Sub-Region Competitions" and "South East Sub-Region Members"	2

\*The names and numbers of the divisions do not form part of this Constitution but are specified by an Order of the Council given by the Sport Committee.

## **Schedule C**

### **Voting System for Regional Chair and Regional Representatives**

1. The Regional Chair and the Regional Representatives shall be elected by a postal ballot.
2. The ballot shall be held by British Rowing on behalf of the Council.
3. Voting
  - 3.1 Each Member Club in the Region shall have one vote per 30 Registered Individual Members or part thereof. The number of votes due to Member Clubs shall be determined by British Rowing Ltd. immediately prior to an election using the most recent figures available and shall be communicated to Member Clubs with ballot papers.
  - 3.2 Each Member Competition in the Region shall have one vote, save for those Competitions affiliated with British Rowing as multiple-day events, which shall have one vote per day.
  - 3.3 Every Member is entitled to vote for the Regional Chair.
  - 3.4 Only those Members within any given Division may vote for the Regional Representative for that same Division.
4. In the event of a casual vacancy arising for the Regional Chair or a Regional Representative, paragraph 6.3 of the constitution will apply until such time as the vacancy is filled by an election.

Ends