

Constitution of Brighton Phoenix Athletics and Triathlon Club; a Charitable Incorporated Organisation with voting members in addition to its charity trustees.

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This constitution is made the 1st day of March 2019 based on a resolution ('the Vesting etc. Resolution') of the Unincorporated Association passed on the 23rd May 2018.

1. Name, Logo and Colours

The name of this Charitable Incorporated Organisation is '**Brighton Phoenix Athletics and Triathlon Club**' (hereafter referred to as 'Brighton Phoenix').

The emblem adopted by Brighton Phoenix for use as its identifying logo, which shall be under the control of the members in General Meeting, at the date of adoption of this constitution is:



The Club Colours shall be navy Logo on white background or white Logo on navy background.

2. Location of principal office

The principal office and place of activities of Brighton Phoenix is in England at Withdean Stadium, Tongdean Lane, Brighton in the County of East Sussex.

3. Objects and Mission

3.1 Objects.

The objects of Brighton Phoenix are the promotion of community participation in healthy recreation for the public benefit in Brighton and the surrounding area by providing facilities for athletics, triathlon and other sports capable of promoting physical health and fitness.

For the purposes of this clause "facilities" means organising sporting activities, providing equipment, buildings and land, offering coaching in athletics and triathlon and other sports, providing training opportunities and opportunities to participate in races and competitions of different types, providing support and

education specifically relating to training for and competing in athletics and triathlon and other sports on an amateur basis.

3.2 Mission

The Objects set out in 3.1 above exclusively define the scope of Brighton Phoenix's objects and powers, the following mission statements do not form a part of the charitable objects but are included here to further describe the ethos, history and background of Brighton Phoenix.

- Only to the extent compatible with the Objects set out at 3.1, Brighton Phoenix will take over and continue the activities of the Unincorporated Association, which will be dissolved by its board under the authority of the Vesting etc. Resolution;
- as such Brighton Phoenix will take an assignment of the assets and liabilities (including cash at bank) of the Unincorporated Association.

Only to the extent compatible with the Objects at 3.1 Brighton Phoenix will seek to:

- promote social inclusion,
- educate Members and the wider community in the principles and benefits of an ethical engagement with sport, which involves a commitment to anti-doping principles, practices and regulations,
- create performance pathways and partnerships that enable individuals with the ability to compete at an international level,
- provide volunteering roles and leadership opportunities for Members.

3.3 In this constitution '*a charitable purpose*' is a purpose that is charitable under the laws of England and Wales, and the term '*charitable*' is to be interpreted accordingly.

3.4 The activities of Brighton Phoenix are open to all and no application for membership will be refused unless reasonable grounds exist for that refusal, which are to be notified to the applicant who will have the opportunity to make representations to the Board. There will be no discrimination on grounds of age, disability, gender status or reassignment, marriage and/or civil partnership, race, religion or belief: sexual orientation or choice, political or other lawful opinion.

3.5 Nothing in this constitution shall authorise an application of the property of Brighton Phoenix for purposes that are not charitable and within the objects at 3.1 above.

4. Powers

Brighton Phoenix has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, Brighton Phoenix's powers include power to:

- 4.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. Brighton Phoenix must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.3 sell, lease or otherwise dispose of all or any part of the property belonging to Brighton Phoenix. In exercising this power, Brighton Phoenix must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.4 employ and remunerate such staff as are necessary for carrying out the work of Brighton Phoenix. Brighton Phoenix may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 below (*Benefits and payments to charity trustees and connected persons*) and provided it complies with the conditions of that clause and any other relevant provision of this constitution;
- 4.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of Brighton Phoenix 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

- 5.1 The income and property of Brighton Phoenix must be applied solely towards the promotion of the objects, however;
 - (a) a charity trustee is entitled to be reimbursed from the property of Brighton Phoenix, and/or may pay out of such property, reasonable expenses properly incurred by him or her when acting on behalf of Brighton Phoenix, and
 - (b) a charity trustee may benefit from trustee indemnity insurance cover purchased at Brighton Phoenix's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2 None of the income or property of Brighton Phoenix may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise

by way of profit to any member of Brighton Phoenix. This does not prevent a member who is not also a charity trustee receiving:

- (a) a benefit from Brighton Phoenix as a beneficiary of Brighton Phoenix; and
- (b) reasonable and proper remuneration for any goods or services supplied to Brighton Phoenix.

5.3 Nothing in this clause 5 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

6.1 General provisions

No charity trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause 6.2, or authorised by the court or where the prior written consent of 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.

6.2 Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from Brighton Phoenix as a beneficiary of Brighton Phoenix provided that the benefit is available generally to the beneficiaries of Brighton Phoenix.
- (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 Brighton Phoenix where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause 6.3 a charity trustee or connected person may provide Brighton Phoenix with goods that are not supplied in

connection with services provided to Brighton Phoenix by the charity trustee or connected person.

- (d) A charity trustee or connected person may receive interest on money lent to Brighton Phoenix 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 receive rent for premises let by the trustee or connected person to Brighton Phoenix. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of Brighton Phoenix on the same terms as members of the public.

6.3 Payment for supply of goods only – controls

Brighton Phoenix and its charity trustees may only rely upon the authority provided by sub-clause 6.2 (c) 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 Brighton Phoenix 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 Brighton Phoenix 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 Brighton Phoenix.
- (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 this clause 6.

6.4 In sub-clauses 6.2 and 6.3 “Brighton Phoenix” includes any company in which Brighton Phoenix:

- (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.

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with Brighton Phoenix or in any transaction or arrangement entered into by Brighton Phoenix which has not previously been declared; and
- (b) 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 Brighton Phoenix and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting 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 Brighton Phoenix if it is wound up

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

9. Membership of Brighton Phoenix

9.1 Admission of new members

- (a) Eligibility

Membership of Brighton Phoenix is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member.

A member must be an individual (natural person) and not a corporate body.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision generally within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of Brighton Phoenix for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) the appeal will proceed as a review of the decision by the charity trustees who shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

9.2 Transfer of membership

Membership of Brighton Phoenix is personal and cannot be transferred to anyone else.

9.3 Duty of members

It is the duty of each member of Brighton Phoenix to exercise his or her powers as a member of Brighton Phoenix in the way he or she decides in good faith would be most likely to further the purposes of Brighton Phoenix.

9.4 Termination of membership

(a) Membership of Brighton Phoenix comes to an end if:

- (i) the member dies; or
- (ii) the member sends a notice of resignation to the charity trustees;
or

- (iii) any sum of money owed by the member to Brighton Phoenix is not paid in full within six months of its falling due; or
 - (iv) the charity trustees decide that it is in the best interests of Brighton Phoenix that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove someone from membership of Brighton Phoenix they must:
- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.5 Membership fees

Brighton Phoenix may require members to pay reasonable membership fees to Brighton Phoenix.

9.6 Life, Honorary and other categories of membership

- (a) The charity trustees may create life, honorary or other classes of voting or non-voting membership, and may determine the rights and obligations of any such members (including payment and waiver of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

9.7 Membership as at the date of adoption of this Constitution

All Members of the Unincorporated Association on the date that this Constitution is adopted will become Members of Brighton Phoenix without having to make any application.

9.8 Use of electronic communications

- To Brighton Phoenix

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

- By Brighton Phoenix
 - (a) Any member or charity trustee of Brighton Phoenix, by providing Brighton Phoenix with his or her email address or similar, is taken to have agreed to receive communications from Brighton Phoenix in electronic form at that address, unless the member has indicated to Brighton Phoenix 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 provide the members with any notice of general meetings;
 - (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;
 - (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.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of Brighton Phoenix may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Any decision of the members of Brighton Phoenix may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by proxy).

(3) Decisions that must be taken in a particular way, however:

- (a) any decision to remove a trustee must be taken in accordance with clause 15,
- (b) any decision to amend this constitution must be taken in accordance with clause 25 (Amendment of Constitution), and
- (c) any decision to wind up or dissolve Brighton Phoenix must be taken in accordance with clause 26 (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of Brighton Phoenix to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of Brighton Phoenix. The first AGM must be held within 18 months of the registration of Brighton Phoenix, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 14.4.

Other general meetings of the members of Brighton Phoenix may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The charity trustees:

- (i) must call the annual general meeting of the members of Brighton Phoenix in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
- (ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of Brighton Phoenix if:

- (i) they receive a request to do so from at least 10% of the members of Brighton Phoenix; and
- (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the members making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of Brighton Phoenix for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

- (f) Any general meeting called by the charity trustees at the request of the members of Brighton Phoenix must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) Brighton Phoenix must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but Brighton Phoenix shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of Brighton Phoenix, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of Brighton Phoenix who is not a member.
- (b) If it is agreed by not less than 90% of all members of Brighton Phoenix, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This subclause does not apply 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.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
 - (iv) if a proposal to alter the constitution of Brighton Phoenix is to be considered at the meeting, include the text of the proposed alteration; and
 - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re- election as trustee, or where allowed under

clause 22 (Use of electronic communication), details of where the information may be found on Brighton Phoenix's website.

- (d) 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.

- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by Brighton Phoenix.

(4) Chairing of general meetings

The person elected as Chair under 14 (1.1) below, shall, if present at the general meeting preside as chair of the meeting and if the Chair is not present the Vice Chair shall chair the meeting. If neither the Chair nor Vice Chair are present, the members of Brighton Phoenix who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of Brighton Phoenix unless a quorum is present when the meeting starts.

- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or 20 members.

- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to Brighton Phoenix's members at least seven clear days before the date on which it will resume.

- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the meeting will be deemed closed.

- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members and a quorum is not present, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy votes). Every paying member over the age of 16 has one vote, and other members (life etc.) unless the terms on which they were granted membership withheld voting rights.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the motion will not be carried.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

(8) Proxy voting

1. Any member of Brighton Phoenix 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 Brighton Phoenix. 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 Brighton Phoenix may determine; and;
 - (iv) is delivered to Brighton Phoenix in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
2. Brighton Phoenix may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 3. 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.
 4. 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.
 5. 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 Brighton Phoenix by or on behalf of that member.
 6. An appointment under a proxy notice may be revoked by delivering to Brighton Phoenix a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
 7. 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.
 8. 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.

12. Charity trustees

(1) Naming, functions and duties of charity trustees

The charity trustees shall manage the affairs of Brighton Phoenix (generally through periodic meetings, which shall be referred to as Board meetings) and

may for that purpose exercise all the powers of Brighton Phoenix. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of Brighton Phoenix in the way he or she decides in good faith would be most likely to further the purposes of Brighton Phoenix; 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 Brighton Phoenix 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.

While they are to be known formally as the 'Charity Trustees' of Brighton Phoenix, on the website and other platforms of Brighton Phoenix, and in communications with the members, they may be referred to as 'the Board', or 'Board member(s)' provided it is generally made known that they hold the capacity also (and owe duties) as charity trustees.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee: if he or she is under the age of 16 years; or if he or she would automatically cease to hold office under any of the provisions of clause 15(1).
- (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 Brighton Phoenix must be 18 years of age or over. If there is no trustee aged at least 18 years, the trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(3) First charity trustees

The first charity trustees are –

- Mike Townley as Chair
- Josh Guilmant as Vice Chair
- Paul Whelpton as Secretary

- Darryl Hards as Treasurer
- Malcolm Kemp as Director of Coaching

13. Composition of the Board and Appointment of charity trustees

13.1 Chair and Vice Chair

- (i) The Members shall appoint one of the Charity Trustees to be the Chair of the Board for a term of office of one year, and may at any time remove him or her from that office by ordinary resolution. The Chair will

act as chair of the meetings of the Board and at General Meetings of Brighton Phoenix
- (ii) The Members may appoint one of the Charity Trustees to be the Vice Chair of the Board for a term of office of one year, and may at any time remove him or her from that office by ordinary resolution.
- (iii) No individual may hold the position of Chair for more than twelve years in total.
- (iv) Where there are exceptional circumstances (such as facilitating succession planning) an extra year may be added to the normal maximum tenure by a resolution passed by at least 66.66% of the votes at a meeting of the Board.

13.2 Composition of the Board

- (i) Subject to the provisions of this constitution the Board shall consist of at least 5 Trustees all of who will be Members.
- (ii) The Board shall be able to co-opt additional Trustees on such terms as they shall see fit to fill vacancies, and up to 2 additional co-opted Trustees.
- (iii) Trustees will be elected annually at the Annual General Meeting in an open ballot conducted by a show of hands at a General Meeting.

13.3 The Members shall elect a Charity Trustee to hold each of the following 5 posts

- Chair
- Vice Chair
- Secretary
- Treasurer
- Director of Coaching

13.4 There will be formal written job descriptions for each of these posts, which will be readily available to the Members.

14 Committee of the Board – wider management group

14.1 There shall be a 'Committee of the Board' that will meet to deal with specific aspects of the affairs of Brighton Phoenix. Every person elected to the Committee of the Board shall be entitled to attend and speak at meetings of the Board, but shall not vote at meetings of the Board. The members of the Committee of the Board will not be deemed trustees (or charity trustees) of Brighton Phoenix.

14.2 The Members shall elect up to 7 people to fill the following posts on the Committee of the Board

- Membership Coordinator
- Parents' Representative,
- Multi-Sport Representative,
- Social Secretary,
- Communications Officer, • Women's Club Captain, and
- Men's Club Captain.

14.3 There will be formal written job descriptions for each of these, which will be readily available to the Members.

14.4 As at the date of adoption of this constitution the following are members of the Committee of the Board

- Nerine Standen as Membership Coordinator
- [Vacant] Parents' Representative
- [Vacant] Multi-Sport Representative
- [Vacant] as Social Secretary
- Tom Hooper as Communications Officer
- Amelia Culshaw as Women's Club Captain
- Paul Weir as Men's Club Captain

14.4 Appointment and term of office:

(i) At each annual general meeting of the members of Brighton Phoenix all the charity trustees shall retire from office from the close of the meeting;

(ii) The vacancies so arising will be filled by an election held at the annual general meeting; any vacancies not filled at the annual general meeting may be filled by co-option by the Board;

(iii) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;

15. Retirement and removal of charity trustees

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

- (a) retires by notifying Brighton Phoenix 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 removed by the members of Brighton Phoenix in accordance with sub-clause (2) of this clause; or
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of Brighton Phoenix.

16. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees (a Board meeting); or
- by resolution in writing or electronic form agreed by a majority of 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 which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to Brighton Phoenix at its principal office or such other place as the trustees may resolve.

17. 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 must 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.

18. Meetings and proceedings 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 Chair shall chair the meetings of the Board. If the is not present within 10 minutes after the time of the meeting, the Vice Chair will 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 three charity trustees. 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 chair shall not have a second or casting vote and the proposal will not carry.

(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.

19. Execution of documents

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

20. Use of electronic communications

Brighton Phoenix 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.

21. Keeping of Registers

Brighton Phoenix must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

22. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of Brighton Phoenix;
- (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; and
 - where appropriate the reasons for the decisions,
- (4) decisions made by the charity trustees otherwise than in meetings.

23. 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 accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of Brighton Phoenix, 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 Brighton Phoenix entered on the Central Register of Charities.

24. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of Brighton Phoenix, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of Brighton Phoenix on request.

25. Amendment of constitution

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

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of Brighton Phoenix;
or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of Brighton Phoenix.
- (2) Any alteration of clause 3 (Objects), clause 26 (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 Brighton Phoenix 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 any resolution altering the constitution, together with a copy of Brighton Phoenix's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

26. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, Brighton Phoenix may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve Brighton Phoenix can only be made:
 - (a) at a general meeting of the members of Brighton Phoenix called in accordance with clause 11 (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 Brighton Phoenix.
- (2) Subject to the payment of all Brighton Phoenix's debts:
 - (a) Any resolution for the winding up of Brighton Phoenix, or for the dissolution of Brighton Phoenix without winding up, may contain a provision directing how any remaining assets of Brighton Phoenix shall be applied.

- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of Brighton Phoenix shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of Brighton Phoenix.
- (3) Brighton Phoenix must observe the requirements of the Dissolution Regulations in applying to the Commission for Brighton Phoenix 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 Brighton Phoenix;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of Brighton Phoenix have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of Brighton Phoenix has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of Brighton Phoenix, and to any charity trustee of Brighton Phoenix who was not privy to the application.
- (4) If Brighton Phoenix is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

27. 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 Brighton Phoenix who may also be referred to as a Board Member.

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

“Unincorporated Association” the unincorporated athletics and triathlon club previously known as Brighton Phoenix which has been in existence since 1981 (until dissolved by its Board pursuant to the Vesting etc. Resolution).