

## Constitution Guidance – January 2018

This guidance document explains some of the provisions of the University Sports Club Constitution template. It has been developed, in conjunction with the University's Legal Services Office, to help unincorporated University Sports Clubs to implement a governance structure that is likely to:

- a. meet the requirements of University Sports Club Registration; and
- b. satisfy the requirements for Linked Charity Status.<sup>1</sup>

Where Clubs manage property, employ staff, have significant assets or risks and/or run major sporting events etc. it is possible that more senior level engagement is already in place to manage the operations of the Club. In such circumstances, alternative constitutional arrangement may be approved by the University as long as the fundamental aims and objectives of the Club remains primarily for the benefit of students. Clubs should seek advice from the Sports Service and, where necessary, take external legal advice on alternative structures so that their Constitution is still likely to meet the Club Registration requirements and Linked Charitable Status. Incorporated Clubs should also review their Articles of Association against the Constitutions Template to ensure that the principles of the template are captured effectively.

Clubs should note that the template uses terms such as Executive Committee, President etc. These can, of course, remain as per the existing Club governance arrangements if they are fit for purpose. The only role that is specifically required by the University is that of Senior Treasurer.

The Constitution Guidance table on pages 2-6 provide some basic guidance on each of the clauses and why it is important to include them in a Club Constitution.

Key:

Orange	The wording in the template, or text that clearly follows to the spirit of the clause, must be used.
Blue	The Club must ensure that adequate provision/information that is relevant to their Club operations is provided in the area.

If a Club has any questions or concerns regarding their Constitution then they should contact Lucy McGennity in the first instance at: [Lucy.McGennity@sport.cam.ac.uk](mailto:Lucy.McGennity@sport.cam.ac.uk)

<sup>1</sup> As a body 'Linked' to the University (which is an exempt charity), Sports Clubs may be able to benefit from the University's charitable status themselves. For more information about charitable status and the benefits this can bring, please see the relevant section in the Sports Service Sports Club Guidance document.



## CONSTITUTION GUIDANCE TABLE

### NAME

Clause	Effect	Purpose / Guidance
1	Ensures that the full name is clearly identified.	To ensure that the Club follows naming conventions, as identified in the Registration and Operation of University Sports Club Guidance.

### AIMS AND OBJECTIVES

Clause	Effect	Purpose / Guidance
2	Provides the objects of the Club, in line with those of the University.	To ensure insofar as possible that the objects of the Club satisfy the requirements for linked charity status. This includes the student 'primary benefit' requirement.

### MEMBERSHIP

Clause	Effect	Purpose / Guidance
3(1)	Ensures the Club is open to all student members.	To ensure that any Student at the University may apply for membership / trial for a team.
3(2)	Ensures that the different types of membership available are defined.	This is important as it forms the basis of fee levels, competition eligibility, voting rights etc.
3(3)	If non-student membership exceeds 10% of total Club membership, the Executive Committee and Senior Treasurer must decide that it is in the best interests of the student members of the Club for this to be the case.	To ensure insofar as possible that the objects of the Club satisfy the requirements for linked charity status and to ensure that the Club prioritises the benefit for student sport and that there is sufficient accountability between the University and Club members.
3(4)	Defines where and how membership fees are set.	This gives clarity to Club members.
3(5)	Specifies that all Club Members must adhere to the Constitution.	Makes clear that by joining the Club, members will adhere to the provisions of the Constitution. This should be supported by the Membership Form where members should acknowledge their acceptance of this as well as Codes of Conducts etc.

### EQUALITY

Clause	Effect	Purpose / Guidance
4	The Club adopts a constitutional policy on equality.	To incorporate principles of equality within the Club and encourage best practice in this area. This may be adapted from the relevant NGB Equality Statement as long as it adheres to University requirements. It should also be detailed in the Club Code of Conduct.



**THE EXECUTIVE COMMITTEE (OR EQUIVALENT CLUB SPECIFIC NAME)**

Clause	Effect	Purpose / Guidance
5(1)	Identifies who is responsible for the day to day operation of the Club.	This provides the authority for the relevant Committee to make decisions on behalf of the Club in line with the provisions of the Constitution.
5(2)	Provides a summary of the responsibilities of each member of the Executive Committee.	To ensure there is a clear distinction of roles and responsibilities in relation to management of the Club.
5(3)	Provides requirements for the Senior Treasurer to be a member of the Regent House or other person approved by the Sports Service.	The Senior Treasurer acts as a key bridge between the University and the Club, and they therefore provide the link of accountability required to satisfy University and charity law criteria.
5(4)	Identifies that all members of the Executive Committee, with the exception of the Senior Treasurer, are members of the Club. *	To ensure that student control of the Club is maintained for the purposes of further satisfying the accountability requirements of the University and charity law.  * As previously stated, it is recognised that where Clubs manage property, employ staff, have significant budgets or assets and/or run major sporting events, an alternative governance structure may be required. In such cases, the Sports Service will work with Clubs to review the provisions of their Constitution so that it adheres, as far as reasonably practicable, to the various principles.
5(5)	A majority of Executive Committee members shall be students of the University.*	
5 (6-8)	Meeting protocols and responsibilities are clearly identified.	To allow each Club to set the quorum for Executive Committee meetings, decide how they are held and to define their decision making powers.
5(9)	Allows for experts to be included in Committee discussions without carrying a vote themselves.	To allow Clubs to operate at maximum efficiency and not be immobilised by strict voting position requirements.

**GENERAL MEETINGS**

Clause	Effect	Purpose/Comments
6(1-2)	Defines when an AGM will take place and what items will be considered.	This is to ensure that members of the Club know when key elections will take place, key decisions will be made and how they may contribute to discussions on the Clubs future.
6(3)	Allows for a default and varied voting method for AGMs.	To ensure that Clubs can maximise member engagement with general meetings.
6(4)	General Meeting Protocols.	To ensure that abuse of process does not occur by setting out quorum requirements.
6(5)	Defines who is eligible to vote.	Ensures that only paid up members are permitted to vote.



6(6)	<b>Applies the AGM process to other general meetings (EGMs)</b>	<b>To enable the Club to decide on matters usually reserved for the AGM at other points in the year.</b>
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**FINANCIAL AND LIABILITY MATTERS**

<b>Clause</b>	<b>Effect</b>	<b>Purpose/Guidance</b>
7(2-3)	Ensures appropriate auditing of Club accounts by the Senior Treasurer or some other person approved by the University.	To ensure accurate Club accounting which can be relied upon when financial decisions are assessed by the University as part of the Club Registration Process.
7(4)	Commits the Club to University registration requirements.	To ensure compliance with governance, safety, welfare and other regulations as set out by the University. This clause of accountability also supports charity law requirements.
7(5)	Gives the Executive Committee authority to enter into contractual relations with third parties on behalf of the Club insofar as such agreements are compatible with their duties, and doing so is in the best interest of the Club and its members. Members who are not members of the Executive Committee are not permitted to do so without written authorisation given by the Executive Committee.	As an unincorporated association, the Club has no separate legal personality and as such contractual arrangements entered into by the Club are technically entered into by its members. The purpose of this clause is to operate as a check on what arrangements the Club enters into and ensures that authority lies with those that do enter into arrangements on behalf of the Club.
7(6)	If followed, the Executive Committee shall agree a limit on the liability of members (the limit being the extent of the assets of the Club, or one that is reasonable) when entering into contractual relations.	It is good practice to attempt to agree a reasonable financial limit on liability under contracts to protect the financial interests of members and to prevent the members' personal assets being at risk. It may, however, not be possible to agree a limit in the circumstances.
7 (7)	Provides constitutional protection against misuse of Club funds.	It is good practice for a Club to appoint more than one person to authorise Club expenditure and ensure it is in line with the budget and funds are monitored.
7(8)	Defines how the assets of the Club are legally held and the responsibility for the management of assets.	For certainty and to ensure assets are not misused.



7(9)	<p>This states the liability of members of unincorporated Clubs, with an indemnity provided (up to the value of the Club's realisable assets). A number of exceptions are listed, including failing to get adequate insurance, bad faith, criminal activity, and in connection with the use of motor vehicles.</p>	<p>The first sentence is to ensure that all members are aware of the extent of their unlimited personal liability as members of an unincorporated association with no separate legal personality.</p> <p>The second part of this suggested clause is an indemnity i.e. an obligation for the Club to compensate members against <i>financial</i> loss they may suffer on behalf of the Club. Where a member has acted properly and in accordance with the constitution of his or her Club, it is reasonable for the Club to offer the member financial assistance in the event of a claim or other financial loss up to the value of the Club's assets. However, the indemnity and any exceptions to it are not University requirements. Clubs should form their own view on such a protection for their members, bearing in mind it may ultimately result in a loss of all Club assets if called upon.</p>
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#### CHANGES TO THE CONSTITUTION

Clause	Effect	Purpose / Guidance
8	Defines when and how the Constitution can be amended.	This is to ensure that the Constitution is only changed by a suitable quorum of members.

#### COMPLAINTS PROCESSES

Clause	Effect	Purpose / Guidance
9(1-3)	A codified complaints process.	To ensure fairness and transparency of procedure for all members. These need to dovetail with University, Sports Service and relevant NGB Complaints Procedures (where relevant).

#### DISCIPLINARY PROCESSES

Clause	Effect	Purpose / Guidance
10(1-7)	A codified disciplinary process	To ensure fairness and transparency of procedure for all members, and also offers further means of recourse to those making, or subject to a complaint. These need to dovetail with University, Sports Service and relevant NGB Complaints Procedures (where relevant).

Clause	Effect	Purpose / Guidance
11	Defines the process for dissolving the Club.	Whilst it is hoped that Clubs will continue successfully it is important to clearly identify the process for ceasing the operation of the Club and what happens to Club assets.



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**RESERVED MATTERS**

<b>Clause</b>	<b>Effect</b>	<b>Purpose / Guidance</b>
12	Certain matters must have Senior Treasurer and member (2/3 of voting members) approval at general meetings to be effective.	To ensure that actions which may have a material impact on the Club are properly scrutinised and decided upon at a higher threshold.



#### PROVISION OF INFORMATION

Clause	Effect	Purpose
13	The Club must provide such information as is reasonably required by the University from time to time.	To ensure that the Club is compliant with the registration criteria and likely to satisfy the requirements of linked charity status.

#### DECLARATION

14	The Constitution must be signed by the President and Senior Treasurer each time that it is amended.
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#### Amending the Club Constitution

University Sports Clubs can only amend their Constitution at the AGM or at a specially convened EGM. Any amendments are subject to approval by the University Sports Service, and must be received by the Sports Service within fourteen days of the vote. Clubs are therefore advised to review their constitutions well before the AGM/EGM and discuss the proposed changes with the Sports Service before they are circulated to members for consideration. This should help reduce any issues arising following the meeting.