

Constitution of North West Region – England Fencing

1. Definitions

In this Constitution:

- “the Laws”:
the Region shall be subject to all laws, bye-laws, regulations and policies of England Fencing Ltd (“EF”) or British Fencing Ltd (“BF”), according to their responsibilities as agreed by these organisations and the Region in writing and where directly supplied to the Regional Committee in writing by EF or BF.
- “the Objectives”:
the Objectives of the Region are as detailed in Section 5 of this Constitution.
- “the Region”:
the North West Region – England Fencing whose geographical purview shall be as defined within the EF Regions Articles.
- “the Regional Committee”
the Officers and Committee Members defined in this Constitution.

- 1.1. The Regional Committee shall act for and on behalf of the Region as defined in the Objectives and subject to the Laws and terms of this Constitution.

2. Regional Structure

2.1. Members

- 2.1.1. “Members” of the Region are any persons connected to the Region by geographical location or immediate family relationship.

2.2. Affiliated Members

- 2.2.1. “Affiliated Members” of the Region are current individual members of British Fencing connected to the Region by geographical location or immediate family relationship.

2.3. Regional Clubs

- 2.3.1. “Regional Clubs” are all fencing clubs that meet or train within the geographical purview of the Region.
- 2.3.2. All Regional Clubs shall have the right to register with the Region.

2.4. Affiliated Clubs

2.4.1. "Affiliated Clubs" are clubs meeting the definition of Regional Clubs who have registered with the Region.

2.4.2. Affiliated Clubs shall:

2.4.2.1. Be on the Region's mailing list;

2.4.2.2. Receive the support offered by the Region;

2.4.2.3. Be expected to promote the activities of the Region in accordance with the Objectives in Section 5 of this Constitution.

2.4.3. The Region may accept the registration of a club from outside of the geographical purview of the Region but is not required to do so.

2.5. Elected Officers of the Region ("Officers")

2.5.1. The Elected Officers of the Region shall be Chairman, Vice Chairman, Treasurer, and Secretary. Descriptions of the roles of the Officers shall be located on the North West Region's Website ("the Website").

2.6. Regional Committee

2.6.1. The "Regional Committee" shall consist of:

2.6.1.1. The Elected Officers of the Region;

2.6.1.2. The Welfare Officer;

2.6.1.3. The Regional Team Captain;

2.6.1.4. The Development Officer, acting as head of any Development Team;

2.6.1.5. The Website Manager.

(together, "the Committee Members").

2.6.2. Descriptions of the roles of the Committee Members shall be located on the Website.

2.6.3. All Committee Members shall be Members of the Region aged over 18 years of age.

2.6.4. All Committee Members shall declare conflicts of interest in line with the EF Conflict of Interest Policy.

2.7. The Development Team

- 2.7.1. The Development Officer may, but is not required, to request the Regional Committee's approval to appoint between 1 and 3 Affiliated Members ("the Development Captains") to form a Sub-Committee to be known as "the Development Team".
- 2.7.2. The Development Team, if formed, shall consist of the Development Officer, acting as "Chairman of the Development Team", and up to three Development Captains and shall be governed by the rules on Sub-Committees detailed in Clause 3.1.2.5.
- 2.7.3. Descriptions of the role of the Development Team and its members shall be located on the Website.

2.8. Honorary Officials

- 2.8.1. An Honorary President and Honorary Vice President(s) may be appointed and removed at Annual General Meeting ("AGM") or Extraordinary General Meeting ("EGM") in appreciation of outstanding service to fencing in the Region.
- 2.8.2. The Honorary President and Honorary Vice President(s) shall have no routine duties, but may:
- 2.8.2.1. Attend regional Committee meetings, but may not vote, and their presence does not constitute part of a quorum;
 - 2.8.2.2. Temporarily chair an AGM or EGM for the purposes of an election if the post of Chairman is contested.

3. Regional Governance

3.1. Conducting Business

- 3.1.1. The ordinary business of the Region shall be conducted by the Regional Committee at General Meetings, to be held at least four times annually.
- 3.1.2. The ordinary business of the Region is as defined in the Objectives of the Region at Section 5 of this Constitution, and shall include any other matters as deemed necessary by the Regional Committee.
- 3.1.3. The Regional Committee may co-opt as non-voting representatives, anybody that it sees fit to assist in the development of fencing in the Region ("the Representatives"). The Representatives shall be subject to the same duties as

Committee Members as described in Clause 3.3 and their appointment shall subsist until the next AGM, unless terminated prior.

3.1.4. The Regional Committee shall report on the ordinary business conducted annually at the annual AGM.

3.1.5. Any other business shall be conducted by Extraordinary General Meeting.

3.2. Powers and Duties of the Regional Committee

3.2.1. The Regional Committee will work positively in promoting the Objectives detailed in Section 5 of this Constitution.

3.2.2. The Regional Committee will conduct the GMs and AGM in accordance with this Constitution.

3.2.3. The Regional Committee will hold, administer and protect the Region's income, property and monies, will use these solely towards the Region's Objectives and deal with these according to this Constitution.

3.2.4. The Regional Committee will take any other actions, hold any other meetings or conduct any other business that they deem necessary to comply with the Region's Objectives or this Constitution.

3.2.5. The Regional Committee shall ensure that copies of all documents relating to the Region are available on the Region's website as soon as possible, and are available in writing to all Members on request.

3.2.6. The Regional Committee may create any sub-committee deemed necessary to further the Objectives (a "Sub-Committee"), subject to the following conditions:

- 3.2.6.1. The Regional Committee may create the sub-committee by majority approval at any GM, if permitted by the Chairman in any other business at AGM, or at any EGM convened for that purpose;
- 3.2.6.2. The party proposing the sub-committee must produce a written statement of its purpose and objectives for Regional Committee discussion at the meeting in question;
- 3.2.6.3. A Committee Member must agree to stand as "Chairman of the Sub-Committee", and will undertake the same duties as the Chairman of the Region in respect of the sub-committee only. The other parties involved in the sub-committee shall be known as "Sub-Committee Members" who shall be subject to the same duties as Committee Members as described in Clause 3.3;

- 3.2.6.4. If the Regional Committee approve creation of the sub-committee, they will produce a written statement of the sub-committee's purpose, management, powers and duties, any specific limitations on the sub-committee and their reporting requirements to the Regional Committee ("the Sub-Committee Statement"). The Sub-Committee Statement may be produced at the meeting in question or subsequently, subject to further determination by the Regional Committee;
- 3.2.6.5. The sub-committee will not be deemed formed until the date on the Sub-Committee Statement and shall not undertake any actions on behalf of the Region until the Sub-Committee Statement is provided by the Regional Committee to the sub-committee;
- 3.2.6.6. The sub-committee will be managed in the manner detailed in the Sub-Committee Statement provided by the Regional Committee;
- 3.2.6.7. Sub-committees shall have power to co-opt any Member of the Region to assist with their stated aims, should this be provided for in the Sub-Committee Statement, to be known as "Sub-Committee Representatives";
- 3.2.6.8. Sub-Committee Representatives shall be subject to the same duties as Committee Members as described in Clause 3.3 and their appointment shall subsist until dissolution of the sub-committee at the next AGM, unless terminated prior;
- 3.2.6.9. **No sub-committee shall have any power in respect of the income, property or funds of the Region and shall be required to submit proposals to the Chairman of the Sub-Committee for referral to the Regional Committee at the next GM;**
- 3.2.6.10. **For the avoidance of doubt, no sub-committee is authorised to act as agent on the Region's behalf without the prior written approval of the Regional Committee, be that in the Sub-Committee Statement, or through referral to the Regional Committee for specific authority;**
- 3.2.6.11. All sub-committees will be deemed dissolved at the next dated AGM, however there shall be no prohibition on the newly elected Regional Committee voting to reconstitute the sub-committee in the same format and on the same terms as previously at that AGM.

3.3. Duties of Committee Members:

- 3.3.1. Committee Members will adhere to the duties and act within the power of the Regional Committee as stated in Clause 3.2.
- 3.3.2. Committee Members shall work positively in promoting the Objectives detailed in Section 5 of this Constitution.
- 3.3.3. Committee Members shall provide an annual report in respect of their duties at each AGM in relation to the preceding calendar year.

3.3.4. Committee Members are expected to attend all GMs held and provide prior apologies in advance of any meeting that they are unable to attend.

3.3.5. Failure by Committee Members to attend two or more consecutive GMs without providing prior apologies for their absence shall forfeit their place on the Regional Committee without notice.

3.3.6. Prior apologies shall mean notice in writing to the Secretary by midnight on the day prior to the AGM.

3.4. Dissolution of the Regional Committee

3.4.1. If at any AGM or EGM a proposal for the dissolution of the Regional Committee is passed by a 75% majority of attending eligible voters, or in the event that the Region is unable to assemble a quorate AGM for a period of 2 consecutive years, the following actions must occur:

3.4.1.1. The Regional Committee must immediately, at the AGM or EGM in question, hold elections for alternative Officers;

3.4.1.2. If insufficient Members of the Region are willing to stand as Officers, the Regional Committee must:

3.4.1.2.1. Remain in office until they can be replaced, or until the date that the next AGM is due;

3.4.1.2.2. Call an Extraordinary General Meeting within 90 days to seek members of the Region willing to take office in their place;

3.4.1.2.3. If this EGM shall not be quorate, the Regional Committee shall hold a further EGM within 90 days;

3.4.1.2.4. If the second EGM shall not be quorate, the Regional Committee shall accept this mandate from the Region to remain standing, as the Members have proposed no alternative on three occasions;

3.4.1.2.5. The Committee will stand for re-election at the next AGM and will advertise all offices for election.

3.4.1.3. Should the Region fail to form a valid Regional Committee for 3 consecutive years, any assets held by the Region will be held on trust by the current Officers individually whose only power as trustees shall be to transfer the nominated signatories on the Region's bank and any other accounts into the names of the newly elected Officers.

4. Meetings

4.1. Types of Meetings

4.1.1. General Meeting (“GM”)

- 4.1.1.1. The purpose of the GM shall be for the Regional Committee to undertake the ordinary business of the Region.
- 4.1.1.2. GMs shall be conducted quarterly, with the exact dates at the discretion of the Regional Committee.
- 4.1.1.3. Should any Committee Member forfeit their office due to lack of attendance in accordance with Clause 3.3.5, the Regional Committee shall co-opt an alternative Committee Member by 50% majority vote at the GM where it is determined that the office is forfeit, or at this first possible opportunity should this not be practicable, and the new Committee Member shall stand until the next AGM.

4.1.2. Annual General Meeting (“AGM”)

- 4.1.2.1. The purpose of the AGM shall be for presentation of Officer reports, annual accounts and appointment of Committee Members only.
- 4.1.2.2. The procedure for appointment of Committee Members shall be as follows:
 - 4.1.2.2.1. Committee Members may hold their post for one year and shall stand for re-election at each AGM;
 - 4.1.2.2.2. The Chairman shall not remain in office for more than 6 consecutive years;
 - 4.1.2.2.3. Election shall be by nomination and seconding by those present at the AGM, or by written and signed notice from Affiliated Members given prior to the AGM and presented to the Regional Committee at the AGM by the Committee Member seeking re-election at the AGM;
 - 4.1.2.2.4. Should any office be contested, election shall be by show of hands of those present and eligible to vote at the AGM.
- 4.1.2.3. **The conduct of Any Other Business is at the discretion of the Chairman.**

4.1.3. Extraordinary General Meeting:

- 4.1.3.1. The purpose of an EGM shall be for any business not the subject of a GM or AGM.

4.1.3.2. No business other than that specified in the agenda will be conducted at an EGM.

4.2. Calling Meetings

4.2.1. GM: the date of the GM shall be agreed by the Committee Members at the end of each previous meeting.

4.2.2. AGM:

4.2.2.1. The Region shall convene an AGM between June and August each year.

4.2.2.2. The date of the meeting shall be determined by the Regional Committee at the GM prior to the AGM each year, save that no more than 15 months shall elapse between AGMs.

4.2.3. EGM:

4.2.3.1. Affiliated Members may call an EGM to discuss and vote on any matter relevant to the Region. A written application to the Secretary, including a written summary of the business to be conducted, signed by at least 20 Affiliated Members shall be required to call an EGM (“the Written Application”).

4.2.3.2. Three or more Committee Members may call an EGM to discuss and vote on any matter relevant to the Region, by signed notice in writing to the Secretary including a written summary of the business to be conducted, or by raising the matter at any GM and requesting an EGM (an “EGM Notice”).

4.3. Notice

4.3.1. GM:

4.3.1.1. The date of each GM having been determined at the previous GM, no notice to Committee Members shall be required, save for the circulation of a draft Agenda by the Secretary for approval and provision of a final agenda by the Secretary not less than 7 days prior to the GM.

4.3.1.2. Notice will be provided by the Secretary 28 days prior to the GM, to any Sub-Committee, Sub-Committee Member, Representative or Sub-Committee Representative that the Regional Committee agreed to invite in the GM prior to the GM in question.

4.3.2.AGM:

4.3.2.1. The Secretary shall take all reasonable steps to give Affiliated Clubs 21 days' notice of an AGM.

4.3.2.2. Reasonable steps shall include posting a notice of the date and time of the AGM on the Region's website or sending an email or letter with these details to each Affiliated Club.

4.3.2.3. The Secretary will make the notice, agenda for the AGM, annual accounts and Officer reports available electronically.

4.3.3.EGM:

4.3.3.1. Within 28 days of receipt of the Written Application or EGM Notice, the Secretary shall take reasonable steps to issue notice of an EGM to all Affiliated Clubs unless the request is withdrawn by all of the applicants within the same period.

4.3.3.2. The EGM shall occur within 28 days of expiry of the period allowed for issue of notice.

4.3.3.3. Reasonable steps shall include posting a notice of the EGM on the Region's website or sending an email or letter to each Affiliated Club.

4.4. Attendance

4.4.1.**GM:** only Committee Members are entitled to attend the GMs, however the Regional Committee may agree to invite any other person by agreement at the GM prior to the GM in question and any Member may submit proposals for discussion to the Secretary and all such proposals shall be discussed at the next GM.

4.4.2.**AGM:** all Members of the Region may attend.

4.4.3.**EGM:** all Members of the Region may attend.

4.5. Quorum

4.5.1.**GM:** a minimum of three Committee Members shall be required for a quorum.

4.5.2. EGM:

4.5.2.1. An EGM called by Written Notice of Affiliated Members shall be deemed quorate if **all signatories** to the Written Notice and/or 5 Committee Members attend the EGM.

4.5.2.2. An EGM called by EGM Notice by Committee Member(s) shall be deemed quorate if 8 Affiliated Members attend which includes at least 3 Committee Members.

4.5.3. AGM:

4.5.3.1. The quorum for an AGM shall be a minimum of 5 in number consisting of Affiliated Members, Committee Members, Sub-Committee Members and Representatives.

4.5.3.2. If the AGM shall not be quorate, the Chairman shall cause a new AGM to be convened within 90 days, with the same notice requirements as the original AGM.

4.5.3.3. If a second such meeting is not quorate, the Regional Committee shall follow the procedure for dissolution of the Regional Committee as detailed at Clause 3.4.

4.6. Voting

4.6.1. General:

4.6.1.1. Voting at all meeting shall be by show of hands, subject to any conditions noted below.

4.6.1.2. In the event of voting being equal, the Chairman shall have the casting vote.

4.6.2. GM:

4.6.2.1. Voting is reserved to Committee Members.

4.6.2.2. Voting shall be by show of hands of Committee Members.

4.6.2.3. Each office provides entitlement to one vote, but Committee Members may not vote in more than one capacity, unless those votes would differ.

4.6.2.4. Proposals shall be passed by a 50% majority of attending Committee Members.

4.6.2.5. Voting may be conducted by written resolution outside of a GM, subject to the following conditions:

4.6.2.5.1. The written resolution shall be notified to all Committee Members with special attention drawn to the requirement to acknowledge and vote. Communications by email must state "VOTE" in the subject line;

4.6.2.5.2. All Committee Members must acknowledge receipt of the written resolution;

4.6.2.5.3. A 50% majority of Committee Members must approve the resolution in writing within the timescale noted in the resolution. If no timescale is noted in the resolution, it must be approved within 28 days of the date of the resolution;

4.6.2.5.4. If the resolution is not passed due to lack of acknowledgement, the Regional Committee must discuss the matter at the next GM.

4.6.3. AGM:

4.6.3.1. Committee Members and Affiliated Members over 18 years of age on the date of the meeting may vote at AGM.

4.6.3.2. Voting shall be by show of hand of eligible attendees.

4.6.3.3. Each eligible attendee may vote once on their own behalf.

4.6.3.4. Proposals shall be passed by a 50% majority of eligible attendees, unless they relate to amendment of this Constitution where a 75% majority is required.

4.6.4. EGM:

4.6.4.1. Affiliated Members, Committee Members, Sub-Committee Members and Representatives over 18 years of age on the date of the meeting may vote at EGM.

4.6.4.2. Voting shall be by show of hand of eligible attendees.

4.6.4.3. Each eligible attendee may vote once on their own behalf.

4.6.4.4. Proposals shall be passed by a 75% majority of eligible attending voters.

5. Objectives of the Region (“Objectives”)

5.1. The objectives and activities of the Region shall be to:

- 5.1.1. Publicise and promote fencing in the Region;
- 5.1.2. Ensure provision of events reasonably expected by EF and set out in the EF Regions Articles, subject to consideration by the Regional Committee of appropriate use of the Region’s limited finances;
- 5.1.3. Provide opportunities to represent the Region;
- 5.1.4. Act as a two-way conduit for information between EF/BF and Affiliated Clubs and Affiliated Members;
- 5.1.5. Encourage Affiliated Clubs to work together towards shared aims;
- 5.1.6. Be the local representation of EF and support the cooperation of clubs and external local or regional organisations;
- 5.1.7. Promote the safeguarding of children and support EF in its aim to ensure fencing is a safe and enjoyable activity for all;
- 5.1.8. Ensure proper administration and use of funds along with the provision of accounts annually at the AGM of the Region, and to EF on request;
- 5.1.9. Keep proper administrative records, including minutes of all GMs, AGMs and EGMs;
- 5.1.10. Undertake other such duties as EF may from time to time reasonably request, where advised of in writing to the Regional Committee by EF and subject to the limited finances held by the Region;
- 5.1.11. Provide regional training opportunities for Members, subject to consideration by the Regional Committee of appropriate use of the Region’s limited finances;
- 5.1.12. Support EF coach, referee, and armourer education, subject to consideration by the Regional Committee of appropriate use of the Region’s limited finances;
- 5.1.13. Provide support with funding applications, on request from Members;
- 5.1.14. Provide competitive opportunities for new fencers, subject to consideration by the Regional Committee of appropriate use of the Region’s limited finances;
- 5.1.15. Promote best practice in club management and support Affiliated Clubs to meet relevant quality standards.

6. Finance

6.1. General

- 6.1.1. The income and property of the Region shall be applied solely towards the promotion of its Objectives.
- 6.1.2. Budgetary control of funds held by the Region (the "Funds") shall be the responsibility of the Treasurer.
- 6.1.3. The Funds will be allocated through authorisation of the Regional Committee.
- 6.1.4. The Region's financial year shall end on 30th May in line with the EF Accounting Year. Annual accounts up to and including this date shall be presented at the AGM.
- 6.1.5. The Treasurer shall maintain a suitable bank or building society account for the Funds on behalf of the Region, which shall require a minimum of two Committee Members as authorised signatories. Connected Persons shall not be permitted to act as co-signatories and the definition of Connected Person is as follows:
- 6.1.5.1. A person is connected to another person if:
 - 6.1.5.1.1. They are members of the same family or relatives of each other;
 - 6.1.5.1.2. They are partners or joint owners of any type of business venture or of companies in the same group, or business entities with a parent/subsidiary connection; or
 - 6.1.5.1.3. They act as trustee or attorney for the other person or they are the donor of any such power to the other person.
 - 6.1.5.2. A person is connected to another person if they fulfil the above definition by way of blood, half- blood or marriage, civil partnership or other legally recognised commitment of the same nature.
 - 6.1.5.3. A person is connected to another person if they have cohabited with the other person in the manner of a marriage or civil partnership for two or more consecutive years, or cohabited with the other person in any manner for three or more consecutive years;
 - 6.1.5.4. A person is a member of the same family if they are that person's:
 - 6.1.5.4.1. Spouse or civil partner;
 - 6.1.5.4.2. Cohabitee in the manner of marriage or civil partnership for at least two consecutive years;
 - 6.1.5.4.3. Cohabitee in any manner for at least three consecutive years;
 - 6.1.5.4.4. Child, step-child, natural or adopted child or child conceived by assisted means with or without genetic link;
 - 6.1.5.4.5. Child of any connected person.

6.1.5.5. Relatives are:

6.1.5.5.1. Natural or legal parents and grandparents;

6.1.5.5.2. Siblings by blood, half-blood or marriage;

6.1.5.5.3. Natural or legal uncles, aunts, nephews and nieces;

6.1.5.5.4. First-cousins by blood, half-blood or marriage;

6.1.5.5.5. Any child that resides in the family home and is treated as a child of the family.

6.1.5.6. Family home means the main family residence of either connected person, or any person with parental responsibility of any connected child.

6.2. Annual Accounts to be Presented at the AGM

6.2.1. The Treasurer shall prepare written accounts prior to each AGM, detailing the financial transactions of the Region since the last AGM.

6.2.2. The Agenda for the AGM shall contain an item inviting attending Members to comment on or ask questions regarding these accounts.

6.2.3. If the attending Affiliated Members ask a question that it is not possible for the Treasurer to fully respond to at the AGM, the Treasurer shall investigate and report back to the Regional Committee at the next GM.

6.2.4. The Regional Committee, following checking completion of the actions by the Treasurer, shall consider the annual accounts final, and make these available to EF on request.

7. Safeguarding Children

7.1. The Region shall adopt the BF Child Protection Policy and Procedures. All Officers and Members acting on behalf of the Region are deemed to have read, understood and assented to the BF Code of Conduct ("the Code") and as such recognise and adhere to the principles and responsibilities embodied in the Code.

8. Equity

8.1. The Region is committed to ensuring that equity is incorporated across all aspects of its development. In doing so it acknowledges and adopts the following definition of sports equity:

Sports equity is about fairness in sport, equality of access, recognising inequalities and taking steps to address them. It is about changing the culture and structure of sport to ensure it becomes equally accessible to everyone in society.

9. Interpretation and amendments to the Constitution

- 9.1. Any disputes or determinations required in relation to this Constitution or matters not covered within the Constitution shall be made by the Regional Committee by 75% majority.**
- 9.2.** Any disputes between the Committee Members shall be determined at EGM which shall be deemed called by EGM notice should a 75% majority not be achieved at the relevant meeting, and the Secretary shall follow the procedure detailed in Clause 4.3.3.
- 9.3.** Any dispute arising between England Fencing regions shall be determined by the Executive Board of EF.
- 9.4.** Alterations to the Constitution may only be made at an AGM, or an EGM expressly convened for that purpose. Notice, quorum, attendance and voting requirements shall be as detailed above, save that a 75% majority of eligible attending voters shall be required.

[7th March 2020]