



# Henley Rowing Club Charitable Incorporated Organisation (Registered number 1178400)

## BYE-LAWS

Initial version 28 June 2018 (for change to Charitable Incorporated Organisation)	Adopted at EGM 24 <sup>th</sup> July 2018
Amendments to clause 9 (b), 9 (e), 10 (a) and add clause 10 (f). Other administrative changes	Approved at AGM 12 <sup>th</sup> March 2019
Add clause 5.1 (k). Amend clause 10 (e). Add new clause 10 (f), re-number 10 (f) to 10 (g).	Approved at EGM 23 <sup>rd</sup> July 2019
Amend clause 19 (b) and (c) use of bar by non members	Approved at EGM 10 <sup>th</sup> May 2021

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## DEFINITIONS

The following expressions shall have the meanings set forth below:

“the Club” or “the Charity”: Henley Rowing Club Charitable Incorporated Organisation (“CIO”) registered number 1178400, to be known as Henley Rowing Club.

“the Trustees”: those named in the first constitution of the CIO as amended by registration on the Charities Commissioners’ web site.

“the Committee”: the Trustees and additional members co-opted in accordance with these bye-laws.

“the Officers”: as defined in clause 10 a)

“the Trading Company”: ‘Henley Rowing Club Trading Limited’ a wholly owned subsidiary company of the CIO.

“the Constitution”: the Constitution of the CIO.

Note: In these Bye-laws the masculine shall include the feminine and vice versa.

## 1. COLOURS

The Club Colours shall be dark blue and white.

The blazer badge shall be a white lion rampant with “HRC” in white letters and white crossed oars on a dark blue background. The blazer shall be dark blue with white trim and with the badge on the breast pocket. The Regatta cap shall be dark blue with “HRC” in white letters. The City tie shall be dark blue with motifs showing “HRC” and crossed oars in white. The Regatta tie shall be blue with white diagonal stripes.

The rowing dress shall be white, trimmed with dark blue and include the logo of Lion rampant enclosed by a roundel including the name ‘Henley Rowing Club’, ‘1839’ and crossed oars.

## 2. EQUAL OPPORTUNITIES POLICY

The Club is fully committed to the principles of equality of opportunity and is responsible for ensuring that no member, volunteer, employee or job applicant receives less favourable treatment on the grounds of age, gender, disability, race, ethnic origin, nationality, colour, parental or marital status, pregnancy, religious belief, social status, sexual orientation or political belief.

### 3. PROCEDURES FOR THE PROTECTION OF CHILDREN AND ADULTS AT RISK

The Club accepts the policy and procedures relating to Child Protection and the Protection of Adults at Risk as set out by British Rowing. The Club will maintain its own policies and procedures, in line with those of British Rowing, and requires all members to accept them as a condition of membership.

### 4. SUBSCRIPTION

The rates of subscription shall be determined by the Committee and shall be due on joining and, thereafter, on 1st September in each year. By agreement with the Membership Secretary, the subscription may be made by monthly instalments, commencing on 1st September using such arrangements as the Committee shall decide.

### 5. CLASSES OF MEMBERSHIP

#### 5.1 Henley Rowing Club is an open membership club with the following classes:

- a) Full members: members over the age of 18 years, who are entitled to row or cox under the Club colours. Full Members are entitled to vote at general meetings of the Club;
- b) Family members: a family group of at least three persons including at least one child under 18 may join as family members. The adults shall be full members and the children shall be junior members;
- c) Junior members: members under the age of 18 years, who are entitled to row or cox under the Club colours. Those under 12 years will only be admitted when one or both parents are members. Junior members under the age of 16 shall not be entitled to vote at general meetings of the Club;
- d) Associate/social: members who are not entitled to row, but may cox under the Club colours. Such members will be entitled to use all facilities of the Club, with the exception of the rowing and land training equipment (other than as a cox). Associate/social members shall be entitled to vote at general meetings of the Club;
- e) Overseas: members whose principal address is outside the United Kingdom. Such members will be entitled to use all facilities of the Club, including such limited access to rowing and land training equipment as is described in the Club application form. Overseas members shall be entitled to vote at general meetings of the Club;
- f) Vice Presidents: the Trustees may offer the position of Vice President to persons in recognition of services to Henley Rowing Club. Such persons shall hold the office for life, subject to the provisions of the Constitution of the Charity concerning cessation of membership. They shall enjoy the full Club facilities without payment of any subscription. Vice Presidents shall be entitled to vote at general meetings of the Club;

- g) Honorary Members: the Trustees may offer honorary membership to persons in recognition of their services to the sport of rowing. Honorary members shall hold the position for life, but shall not be entitled to vote at general meetings of the Club;
- h) Life Members: a full member may apply in writing for election to life membership. They shall enjoy the full Club facilities and shall be members for life, subject to the provisions of the Constitution of the Charity concerning cessation of membership. The subscription for life members shall be a single lump sum payment, determined by the Trustees having due regard to age and length of membership. Life Members shall be entitled to vote at general meetings of the Club;
- i) Coach Members: members who are not entitled to row, but may coach under the Club colours. Such members will be entitled to use all facilities of the Club, with the exception of the rowing and land training equipment (other than as a coach). Coach members shall be entitled to vote at general meetings of the Club. The Committee may waive the fees for the coach; and
- j) Gym Members: Members over the age of 18, who are entitled to use the full facilities of the Club, with the exception of boats, oars and sculls. Gym members shall not be entitled to vote at general meetings of the Club.
- k) Parent Members: Members over the age of 18 who are the parent/carer of a current junior member of the Club. Such members are entitled to use all facilities of the Club with the exception of rowing and land training equipment. Parent members shall not be entitled to vote at general meetings of the club.

## **5.2 Membership: general**

Membership may be refused or delayed, if it is judged by the Trustees that equipment is not available to allow a reasonable standard of provision. The Club will endeavour to keep subscriptions at levels that will not pose a significant obstacle to people participating. Applicants for membership and members renewing their membership shall abide by the Constitution and Bye-laws of the Club and the Rules and Regulations of British Rowing. If it is considered by the Trustees that the granting or renewal of membership would be detrimental to the objectives of the Club, by virtue of conduct or character likely to bring the Club or the sport of rowing into disrepute or for some other similar good cause, the Trustees shall be entitled to refuse or withdraw such membership. In doing so the Trustees shall provide full reasons for their decision and grant a right of appeal to the applicant/member(s). A person who has been expelled from, or refused membership of, British Rowing shall not be eligible for membership.

The Club shall be affiliated to and shall observe the Rules and Regulations of British Rowing. Members shall act at all times in the best interests of the Club, support as many of its activities as possible, cooperate with the

Officers, Committee members and coaches and attend meetings when requested to do so. They shall conduct themselves at all times in a proper and sportsmanlike manner and shall abide by all of the Club's applicable Codes of Conduct including those relating to dealing with children and vulnerable adults.

## **6. REGATTA ENTRANCE FEES AND EXPENSES**

Members selected to represent the Club at a regatta or head of the river race shall pay the appropriate entry fee and transportation expenses as well as defraying all personal expenses. Such payments shall be paid in advance. Failure to pay the fees by the due date may result in the member being withdrawn from the event. The Committee may waive any of the foregoing expenses and fees for the whole crew, or any member thereof.

## **7. GRIEVANCE AND DISCIPLINARY PROCEDURES**

An individual or member with a complaint about the Club should set out their grievance, in the first instance to the appropriate Committee member, i.e. welfare/safeguarding matters to the Club Welfare Officer, safety matters to the Safety Officer, rowing facilities and equipment matters to the Captain, buildings facilities and equipment matters to the Club Manager, if appointed, failing whom the Club Chairman. The Club will seek to deal with complaints in an appropriate, confidential, fair, and timely manner, with reference to the Club's policies and British Rowing's Guidelines on Grievance and Disciplinary Procedures in Rowing.

## **8. PRESIDENT**

The term of office of the President shall be one year. He or she may be nominated for re-election each and every subsequent year. The President shall be nominated by the Committee and elected by simple majority at the Annual General Meeting or at any General Meeting.

The President is primarily an honorary position within the Club and acts as the Club's representative at all formal internal and external functions. The President may attend Committee meetings but shall not be entitled to vote.

## **9. ELECTION OF TRUSTEES AND CAPTAIN**

- a) Only members over 18 years of age, who have been members for at least two years prior to election, may be elected to be a Trustee. Except in the case of nomination by the Committee in accordance with the Constitution or these Bye-laws, candidates for election must be nominated and seconded by voting members of the Club.

- b) Candidates for the positions of Chairman, Secretary and Treasurer (each of whom must be Trustees) and of the other Trustees shall be proposed and seconded by voting members. If more than one candidate is proposed and seconded for any position, there shall be a secret ballot and the Trustee shall be elected by a simple majority. In the event of a tied vote, the Chairman shall have the casting vote.
- c) The Trustees shall elect a Vice-Chairman from among its number.
- d) The term of office of the Chairman, Secretary, Treasurer and of the other Trustees shall be for three years. They may immediately thereafter be nominated for re-election and, if re-elected, serve for a further year. At the end of this period, they may apply for re-election each and every subsequent year.
- e) The Captain, who must be a member of the Club, shall not be a trustee. He/she shall be elected at a Captain's Meeting held as soon as possible after Henley Royal Regatta each year. The Captain's Meeting shall be a general meeting of the Club, which all members may attend. Nominations for the position of Captain must be received by the Secretary in writing duly proposed and seconded by voting members together with the written consent of the nominee no fewer than 14 days before the Captain's Meeting. If more than one candidate is proposed and seconded, there shall be a secret ballot and the Captain shall be elected by a simple majority. In the event of a tied vote, the Chairman shall have the casting vote.
- f) The Captain may appoint vice-captains to assist in the discharge of the responsibilities of the role. Vice-captains shall not be a member of the Committee.
- g) All Officers of the Club must possess the skills and expertise necessary to fulfill the specific role as set out in clause 11 to which he or she applies to be nominated.

## 10.COMMITTEE

- a) The Committee shall be appointed by the Trustees. The Committee shall conduct the affairs of the Club as a whole and shall consist of a Chairman, Secretary, Treasurer, Captain (together "the Officers"), and other co-opted members (see clause 10 e)) as deemed necessary, together with not more than six, nor fewer than four other Trustees.
- b) The Committee shall meet at regular intervals during the year, as required to deal with the business to be transacted.
- c) Special meetings of the Committee shall be called by the Secretary on instructions from the Chairman, or no fewer than three Committee members.

- d) Six Committee members present and entitled to vote shall form a quorum.
- e) The Committee shall have the power to co-opt up to two further members who shall have the right to vote at Committee meetings unless the Committee decides otherwise at the time of appointment.
- f) The Club Welfare Officer shall be an ex officio member of the committee with full voting rights.
- g) Cessation of the position of Trustees shall imply cessation as a member of the committee and, to the extent applicable, vice versa.

## 11. DUTIES OF OFFICERS

- a) Chairman: The Chairman (or Chair) will preside at all General meetings of the Charity and at all meetings of the Trustees and of the Committee, and shall be responsible for guiding the activities of the Club in accordance with its general policy as expressed by the majority of its members. The Chairman shall represent or arrange for the representation of the Club at British Rowing regional level and at meetings of other such organisations. The Chairman shall ex officio be a member of any other committee of the Club.
- b) Captain: The Captain shall manage the Safety Officer, the coaching team and boatman and is responsible for training, coaching and representation of the Club in competitions, acting fairly and equally in support of all sections of the Club. The Captain should ensure that each coach is a member of the Club and also a Silver or Gold Member of British Rowing. The Captain is also responsible for recommending to the Committee boat and equipment buying in accordance with the strategy set out in the approved Three Year Strategic Plan detailed in clause 12.
- c) Secretary: The Secretary shall be responsible for the organisation of meetings of the Trustees, the Committee and General Meetings of the Charity, and the recording of minutes relating to such meetings and all correspondence or administration relating to the general business of the Club.
- d) Treasurer: The Treasurer shall be responsible for the collection and disbursement of all monies belonging to the Charity and will keep proper accounting records of all such transactions. At the AGM the Treasurer shall present to the members a balance sheet and income and expenditure account showing the Charity's financial position and the results of its transactions for the year. The transactions of the Charity will be conducted through a bank account to which at least four officers or Trustees shall have access. The Treasurer shall receive, pay out and be responsible for all Charity monies as authorised by the Trustees from time to time.



## **12. THREE YEAR STRATEGIC PLAN**

The Committee shall manage the Club in accordance with the Constitution, these Bye-laws and with policies and strategies laid down in a Strategic plan. The Strategic Plan shall be composed by the Trustees and approved by the members at the Annual General Meeting of the Club. It shall cover all aspects of the organisation, strategy and future development of the Club.

## **13. TRADING SUBSIDIARY COMPANY**

The Trustees have the power to incorporate a trading company which will be a wholly owned subsidiary of the CIO and which will undertake such non-charitable activities linked to the objects of the CIO as the Committee see fit.

## **14. MANAGER**

The Trustees may appoint a salaried manager to manage the day-to- day activities of the Club. The Manager shall operate in accordance with a job description and mandates agreed between the Manager and the Committee. The job description and mandates may be changed from time to time to reflect changes in Club strategy as laid down in the Three Year Strategic Plan.

The Manager shall attend Committee meetings and, following any probationary period, following the commencement of employment, shall be authorised to vote on all matters other than on matters in respect of his or her own employment.

## **15. INDEMNITY**

The Trustees may exercise all the powers of the Charity to indemnify any Trustee against the costs, charges, losses, expenses and liabilities incurred by him/her as a Trustee in the actual or purported execution and/or discharge of his/her duties, or in relation to them to the fullest extent permitted by law. For the avoidance of doubt this clause does not authorise any indemnity which would be prohibited or rendered void by any provision of the Charities Act 2011 or by any other provision of law.

## **16. AUDITOR/ACCOUNTANT**

Every Annual General Meeting shall appoint an Auditor/Accountant (as applicable and required by law) who shall at the conclusion of the next financial year audit or examine the accounting records of the Charity (as applicable and required by law), and report to the members on the annual statement of accounts that are presented to the next AGM.

## 17.SAFETY

The Officers and Committee have primary responsibility for safe practice within the Club and for observing guidance of water safety issued by British Rowing and through RowSafe. The Committee shall appoint a Safety Officer, who shall advise the Captain, Officers and coaches on matters relating to safety, both on and off the water.

It is the responsibility of all members to carry out a risk assessment prior to boating, unless as a member of a crew, in which case the risk assessment shall be carried out by a coach, if present, or by the crew by agreement.

## 18. HENLEY OPEN EVENTS

Henley Open Events (“HOE”) is the section of the Club which organises and runs competitive open events compliant with the Rules of Racing of British Rowing.

HOE events, including the Henley Sculls and the Henley Fours and Eights, will be organised by a separate sub-committee of members of Henley Rowing Club. Additionally, the Committee shall appoint the Chairman of HOE who shall be a member of Henley Rowing Club with special responsibility for HOE. The HOE committee shall appoint a representative from amongst its number to be an ex officio member of the Committee with full voting rights.

HOE shall keep a separate bank account and separate management accounts, which may be incorporated in the annual accounts of the Trading Company. The HOE account shall always retain sufficient funds, as a minimum, to cover the cancellation costs of two successive events.

## 19.BAR

- a) Supply under the control of the Trustees.

The purchase for the Club of excisable goods and the supply of the same upon Club premises shall be exclusively and solely under the control of the Trustees, or of a special sub-Committee appointed by the Trustees.

- b) Sale to persons over the age of 18

Intoxicating liquor may only be sold for consumption on the Club premises to persons over the age of 18. No one under the age of 18 may purchase or attempt to purchase intoxicating liquor within the Club premises. Purchase or attempted purchase of intoxicating liquors for persons under the age of 18 and/or in

violation of the relevant laws and/or the Club Premises Licence will result in appropriate disciplinary procedures being invoked, including against Club Members.

Intoxicating liquor may be sold to persons over the age of 18 who are not Club members in accordance with the terms of the Club's Premises Licence and only at specific permitted times as agreed with the Trustees.

c) Hours of Sale of Excisable Goods

The Trustees shall cause the Club bar to be opened (subject to terms of the Club Premises Licence) at convenient times (and such times shall be exhibited in the Club premises) for the sale of excisable goods to persons over the age of 18, as aforesaid.

d) Profits from Sale of Excisable Goods.

No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the Club. Any profit deriving from the supply of such goods shall (after deduction of the costs of providing such goods for the benefit of the Club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the Club.

## **20. CODES OF CONDUCT, POLICIES, GUIDANCE**

The Committee shall from time to time as deemed necessary introduce and publish on the Club website appropriate codes of conduct, policies and other similar guidance or standards for the membership, with which members shall comply.