

BRITISH ATHLETICS SUPPORTERS CLUB

DIRECTOR AND COMMITTEE CONDUCT POLICY



BACKGROUND

The purpose of the British Athletics Supporters Club (BASC) is to assist members in supporting athletics and to assist those involved in the sport of athletics. The Club does not become engaged in commercial activities and does not pass member's details to third party organisations.

BASC is run on a voluntary basis and no Director or Committee member receives payment for their work on behalf of BASC other than the payment of expenses incurred in performing their duties as a Director or Committee Member.

This document sets out:-

1. The way that Directors and Committee Members are appointed
2. The way that they should undertake their roles as Directors or Committee Members
3. Ensures that the BASC Committee has the skills and experience which it needs to operate effectively
4. The requirement that the interests of members are adequately represented

The Club's Memorandum and Articles of Association set out the proceedings and rules for the appointment of Directors and the conducting of meetings. This policy is supplemental to the Memorandum and Articles of Association setting out a policy that applies to the whole Committee and not just those committee members who are Directors.

1) ELECTION AND APPOINTMENT OF DIRECTORS AND COMMITTEE MEMBERS

Committee members will normally be elected at the Annual General Meeting of the Club. Such election will be by a simple show of hands.

The nature of BASC as a members' club, means that volunteers willing to become members of the committee may sometimes only be identified at the AGM and as such advanced notice of the election of specific members may not always be practical.

The Committee has the right to co-opt members on to the committee to assist it with specific projects or requirements or as temporary membership before an election can take place at an AGM.

The Directors of the Club will be appointed by the BASC Committee. A Committee Member is not automatically a Director but a Director must be a Committee Member.

There is no minimum or maximum number of Committee Members. However, the Committee will include the following officers of the Club:-

- Chairman
- Deputy Chairman
- Company Secretary
- Treasurer
- Membership Secretary

Only Full Members are entitled to vote on resolutions at AGMs. Full Members are the subscribers to the memorandum of association of the Club. Other persons as are admitted to membership in accordance with the Club's Memorandum and Articles shall be Members.

FREQUENCY OF COMMITTEE MEETINGS

The Committee will hold a minimum of four meetings per year at times to be selected by the Committee and at times convenient to the Committee. Normally meetings will be held every three months.

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LOCATION OF COMMITTEE MEETINGS

Committee meetings may take place at any UK location that is convenient to Committee members.

COMMITTEE MEETING AGENDA

There will be no set agenda for Committee meetings which will discuss matters relevant at the time of the meeting. However, all Committee meetings will include the following topics:-

- Approval of the minutes of the previous meeting
- Review of matters arising from the previous meeting
- Treasurer's Report including management accounts
- Membership report

COMMITTEE CONDUCT

- The Committee will conduct the affairs of the Club in a professional manner in the best interests of members with regard to company law.
- Any area of potential or actual conflict of interest must be declared to the Committee when any topic being discussed involves a conflict and the Committee member shall not vote in respect of such matter.
- All members of the Committee must abide by decisions of the majority and take all such steps as are necessary or desirable to give effect to such decisions and Committee members are expected to adhere to the principles of collective responsibility.
- The Committee, collectively or as individual members, shall not act in any way that will or may bring the Club into disrepute.
- The Committee shall maintain in force, bank mandates which require that any cheque issued by the Club or electronic payment from any Club accounts must be authorised by two Committee members.
- A Committee Member must not arrange for or accept any undue or improper favours from third parties which would compromise them carrying out the requirements of their membership of the Committee in the best interests of members.
- Members of the Committee acknowledge that whilst most matters discussed by the Committee are made public to members, some discussions of the Committee are strictly confidential and all Board members shall keep all such discussions or information strictly private and confidential.
- Only persons authorised by the Committee may act as spokespersons for the Club.
- Where a Director or Committee Member is delegated to make arrangements with other organisations (eg in arranging ticketing) that Director or Committee Member will ensure that all Directors are kept informed at all times and no arrangement shall be made with a third party without the Directors being informed. This applies whether a formal commitment is created between BASC and a third party or where BASC acts as a link between third parties.
- All money collected by the Club must be either forwarded to the Treasurer for entry into the Club's Bank Account or deposited in the Club's Bank Account with the consent of the Treasurer and a receipt provided to the Treasurer as soon as reasonably practicable.
- The Club may pay any reasonable expenses which Committee Members properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.
- An expenses policy will be maintained defining what expenses may be claimed by Committee Members or those acting on behalf of the committee and defining the procedure for approving and paying of expenses.

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SUB COMMITTEES

The Directors may create sub committees to address specific tasks either on a permanent or temporary basis

The permanent Sub Committees will be

- Audit Committee
- Due Diligence Committee

AUDIT COMMITTEE

A small committee, comprising of not less than 2 or more than 3 directors shall be appointed to:-

- Oversee the financial activities of the club to ensure all matters are properly accounted for and reported to members
- Ensure that all the activities and actions of the Club are handled in a clear transparent manner consistent with the legal obligations of the Club and with the Club's aims and objectives
- Assist the officers of the Club with advice on any matter affecting the Club's operation and legal obligations
- Form a point of reference and arbitration for any difference of opinion between officers of the Club

The committee should ensure policies and procedures are in place to cover the following (note it is not the responsibility of the committee to draw up these policies and procedures but to ensure they exist and are adhered to).

- The establishment and maintenance of clear accounting and, where appropriate, general operating policies and procedures
- The authorisation of all expenditure, with a clear understanding of each individual's authority to commit and authorise expenditure incurred on behalf of the club.
- A clear cheque signing mandate that specifies who can sign cheques, or authorise on line payments, detailing monetary limits and number of signatories required
- The appointment of a firm of auditors or other competent body to review the club's financial accounts on an annual basis

These policies and procedures will be drawn up by the Chairman in consultation with the Treasurer (or other officer as appropriate) and approved by the Board of Directors.

DUE DILIGENCE COMMITTEE

The Due Diligence Committee will liaise with organisations that members may use in order to facilitate travel to and attendance at athletics events or which may provide services to members attending athletics events. This will primarily be organisations that are travel related.

It is recognised that the Due Diligence Committee will comprise members with a general business background and as such they will be reviewing the operations of organisations operations not as travel industry experts.

The purpose of undertaking due diligence on organisations that provide services to members is to give members confidence that the organisation that they will use is compliant with legislation, is financially solvent and has appropriate insurances in place to protect payments made by clients before they travel and ensure repatriation in the event of the failure of a service provider once they have started their travel.

For travel related organisations, Due Diligence comprises ensuring that the travel company: -

- Complies with the requirements of The Package Travel, Package Holidays and Package Tours Regulations 1992
- Has full insurance for all services provided to travellers protecting travellers' monies and ensures repatriation in the event of failure of the travel company or when the traveller is overseas
- Provides copies of the insurance schedule and demonstrates that premiums are paid
- Ideally has ATOL bonding or similar arrangements
- Provides Terms and Conditions that are fully understandable and fair
- Has a Web site that is easy to understand, makes clear what protections are in place and has necessary legal information
- Are up to date with information provided to Companies House
- Are happy to provide up to date management accounts

The Due Diligence Committee will make recommendations to the BASC Committee as to the suitability of the organisation to receive the support of BASC.

Once initial due diligence has been undertaken, the Due Diligence Committee will make occasional contact with the organisation to ensure that:-

- Insurances remain paid
- ATOL Licence etc still valid
- Web site content remains valid
- The company has official authority to sell the tickets / travel they advertise

After such investigations the Due Diligence Committee will report to the BASC Committee if necessary with recommendations to change the status of the relationship with the organisation investigated.