



CONSTITUTION OF GYMNASTICS NORTHERN IRELAND (NI)

This constitution was formally adopted on the 22nd day of April 2008 by the members of the association at an Annual General Meeting

SIGNED: _____ (Chair)

_____ (Finance & Administration Director)

1. TITLE

The name of this Association shall be Gymnastics Northern Ireland, known also as Gymnastics NI or GNI in short (hereinafter referred to as 'the Association'); previously known as the Northern Ireland Amateur Gymnastics Association (NIAGA).

2. ADMINISTRATION

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by the members of the Management Board constituted by Article 5 of this constitution ('the Board').

3. OBJECTS

3.1. To act as the governing body for Gymnastics in all its forms in Northern Ireland. To sustain, promote, encourage and develop the sport of gymnastics (in this and the following provisions of this clause, the word 'Gymnastics' includes, without limitation, all or any of Artistic Gymnastics, Rhythmic, Acrobatic Gymnastics, Aerobic Gymnastics, Gymnastics for All, Gymnastics and Movement for People with Disabilities, Trampoline Gymnastics and such other areas of physical education and other physical activities as are from time to time approved by the British Gymnastics (BG)Board.

- a) Affiliate to British Gymnastics as the UK Governing Body recognised by the Union of European Gymnastics (UEG) and Federation International Gymnastique (FIG) and to comply with such conditions of affiliation as may be determined from time to time by the BG Board of Directors provided always that such conditions are not in conflict with any other objects herein.
- b) Safeguarding the interests of the sport by regulation and supervision of standards.
- c) Seeking the affiliation to the Association of all Amateur Gymnastic Clubs (including NISGA Clubs) and related organisations in Northern Ireland which have training facilities in that area and are willing to abide by the rules of the Association and those of British Gymnastics.
- d) Promoting and organising championships, competitions and such other events as may be necessary in Northern Ireland, and promoting facilitating the attendance of suitably qualified Northern Ireland gymnasts at National and International competitions and championships.
- e) Promoting and organising courses aimed at improving and broadening the standards of coaching, judging and gymnastics within Northern Ireland and facilitating the attendance of those suitably qualified at such courses elsewhere.
- f) Providing judges and such other officials as may be necessary for Northern Ireland competitions and such other competitions as BG may nominate.
- g) To do all other things necessary or desirable for the promotion of the interests of Gymnastics.



- h) Generally doing such things which are necessary or incidental to the effective achievement of any of the objects mentioned in the previous sub-clauses of this article.
- i) Promoting practices which safeguard the interests and well-being of children participating in the sport.
- j) To make vary, alter, maintain and enforce rules and regulations which reflect current legislation in relation to Child Protection, Anti-Doping and Equality.
- k) To make vary, alter, maintain and enforce rules and regulations for the control and governance of Gymnastics in Northern Ireland; and to promote the observance of the said codes procedures programmes measures and rules by its members and others.

3.2. Powers

The Association shall have, without prejudice to the generality of the foregoing, power to do all such lawful things as will further the foregoing objectives and in particular: -

- a) To obtain, collect and receive money and funds by way of contributions, subscriptions, fees, donations, legacies, awards, grants, covenants, or by organising functions or events, or by any other lawful methods and to accept and receive gifts of property of any description.
- b) To decide appropriate doubtful or disputed points arising within Northern Ireland in connection with Gymnastics.
- c) To purchase, lease, or by any other means acquire interests on, or take options over any property whatever and any rights or privileges of any kind over or in respect of any property.
- d) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or part of the Association's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Association of any obligation or liability it may undertake or which may become binding on it.
- e) To enter into any arrangements with any government body, or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges, and concessions.
- f) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Association or its directors or employees, or may be connected with any town or place where the Association carries on business.
- g) Power to employ such staff as are necessary for the proper pursuit of the objects.
- h) Power to appoint and constitute such advisory committees as the Management Board may think fit.
- i) Power to do all such other lawful things as are necessary for the achievement of the objects.

AND so that: -

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms



of any other sub-clause of this Clause or by reference to or inference from the name of the Association.

None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Association shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate association.

4. MEMBERSHIP

- a) Membership of the Association shall be open to the following, irrespective of ethnic identity, age, gender, sexual orientation, nationality, class, marital status, political, or religious opinion: as according to Section 75.
- b) Club Members
Any Club or Organisation whose objects support and do not conflict with the objects of the Association, and which agrees to abide by the rules of the Association and is currently registered with BG may apply for affiliation. Affiliated club members have the right to attend and speak at General Meetings of the Association and are entitled to vote.
- c) Individual Members
Individuals in the area of benefit who support the objects of the Association and whose applications for membership are accepted by the board; such members shall be called individual members but shall not be entitled to vote at meetings of the Association. [Individual members aged eighteen and over shall be eligible to nominate and to be nominated in election for the Management Board.]
- d) Any individual holding current, full or joint membership or life membership of BG may apply for individual affiliation to GNI.
- e) Applications for membership must be made annually by clubs and individuals on the correctly endorsed forms and in such a manner as may be prescribed by the Management Board. Applications must also be accompanied by payment of such an annual subscription. Affiliation shall be deemed to have lapsed if not renewed by 1st. February, each year.
- f) Each affiliated Club or Organisation may nominate two of its members or officers to attend Annual or Special General Meetings as voting delegates. Votes may be given either personally or by proxy. A proxy need not be a member.
- g) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve);

"Gymnastics Northern Ireland
I/We [*person's name(s)*] of being a member/members of the above named association, hereby appoint [*name of nominee*] of [*club name if applicable*] or failing him [*name*] of [*club name if applicable*] as my/our proxy vote in my/our name(s) and on my/our behalf at the general meeting of the Association, to be held on _____ 200 , and at any adjournment thereof.

This form and the votes exercisable by the proxy are to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against



Resolution No 2 *for *against etc *delete whichever is not desired.

Unless otherwise instructed, the proxy may abstain from voting on any resolution.

Signed this [*date*] day of [*month*] 200 ."

- h) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Association not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution.
- i) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no notice in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- j) A form of instrument appointing a proxy may be issued with the notice of any general meeting or poll. If no such form of instrument is issued, it shall be in any form which is acceptable to the Board.
- k) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- l) Votes will also be accepted in postal or electronic format as an alternative means by the Association providing that they are received by the registered office of the Association not less than forty eight hours before the time appointed for the general meeting using the form below or similar,

"Gymnastics Northern Ireland
I [*person's name*] of [*name of club if applicable*] being a member of the above named association, hereby vote for/that [] at the general meeting of the Association, to be held on 200 , and at any adjournment thereof.

Signed this [*date*] day of [*month*] 200 ."

- m) The Association shall not be required to consider whether the votes received by alternative means of post or email have been properly appointed by the organisation.
- n) The Board may at any time remove from membership of the Association any person which the Board being satisfied at its absolute discretion, believes is no longer fit and proper to be a member of the Association. Any member aggrieved by such a decision shall have the right to require the Board to convene a special general meeting of the Association which may be addressed at reasonable length and at the discretion of the Meeting Chair by the member. Such a meeting shall be held at a time and place fixed by the Board, acting reasonably, but not later than one year after the date of the expulsion in question. The decision of the Association in general meeting with respect to the expulsion shall be final and binding on all concerned.



- o) The Board may enrol, as an honorary life member or honorary life president of the Association, any person who in the opinion of the Board has given distinguished service to the sport of Gymnastics. Individuals enrolled as honorary life members or honorary life presidents pursuant to this Article shall not by virtue of such enrolment have any liability to pay subscriptions, levies or other sums due to the Association, but they have the right to receive notice of, attend and vote at general meetings of the Association. The Board shall also have the power, at their unfettered discretion, to remove any person enrolled as an honorary life member or honorary life president pursuant to this Article, at any time.

5. MANAGEMENT

- (a) Until and unless otherwise determined by the Association in a general meeting, there shall be a maximum of nine members of the Board and the minimum number shall be three.
- (b) The Board may from time to time and at any time co-opt any person as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded.
- (c) The membership of the Board, when complete, shall be as follows:
- A Chair, appointed for a period of 3 years
 - A Finance and Administration Director, appointed for a period of 3 years
 - A Technical Director, appointed for a period of 3 years
 - A Director representing the membership, appointed for a period of 2 years
 - A Development Director, appointed for a period of 2 years
 - A Marketing Director, appointed for a period of 2 years
 - Up to 3 competency-based directors
 - The Association's Chief Executive Officer/Senior member of staff, appointed from time to time by the Board and on terms determined by the Board;
- (d) In addition the Directors may invite representatives of other organisations (including, without limitation, representatives of the Sport Northern Ireland) or individuals to join the Board as non-voting advisors.
- (e) The Members shall elect at general meetings the posts of Chair, Finance and Administration Director, and Technical Director who will each serve office for the duration of 3 years.
- (f) The members shall elect at general meetings the positions of Membership Director, Development Director and Marketing Director who will each serve office for the duration of 2 years.
- (g) The 3 competency-based Directors shall be appointed from time to time by a selection panel composed of the Chair, the Finance and Administration Director, the Association's Chief Executive Officer and at least 1 independent panel member who is not a Director. Any competency-based Director appointed by such selection panel shall serve a time agreed by all parties but not exceeding more than 2 years, and on the expiry of his term of office, be eligible for re-appointment.
- (h) At the conclusion of terms of office a Director will be eligible for re-election.



5. FINANCE

The Management Board shall be responsible for the management of the funds of the Association and shall employ them for the purposes and objects of the Association and in such ways as may seem to the Board to be in the best interests of the sport.

a) Accounts

- I. The Finance and Administration Director shall keep proper accounts of the finances of the Association.
- II. The Finance and Administration Director shall present regularly, that is monthly and/or quarterly, to the Association a report on its use of finance.
- III. The Finance and Administration Director shall present annually to the Association a report on its use of finance and an audited statement of accounts.
- IV. The financial year of the Association shall run from 1 April to 31 March.
- V. The accounts shall be examined at least once a year by an auditor or an independent person.
- VI. An auditor or independent person shall be appointed at the Annual General Meeting.
- VII. A bank account shall be opened in the name of the Association.
- VIII. The Board shall authorise in writing the Finance and Administration Director, one member of the Board and a senior staff member to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the three authorised signatories.
- IX. The Association's Financial Regulations and Procedures shall be adhered to at all times.

b) Borrowing

- I. The Board may borrow money on behalf of the Association for the purposes of the Association from time to time at their own discretion for the general upkeep of the Association or with the sanction of a General Meeting for any other expenditure, additions or improvements.
- II. When so borrowing the Executive shall have power to raise in any way any sum or sums of money and to raise and secure the repayment of any sum or sums of money in such manner or on such terms and conditions as they think fit, and in particular by mortgage of or charge upon or by the issues of debentures charged upon all or any part of the property of the Association.
- III. The Board shall have no power to pledge the personal liability of any member of the Association for the repayment of any sums so borrowed.

c) Trust property

- I. The Association may appoint and may terminate the appointment of not less than three people to act as (holding) trustees for the purpose of holding any monies or property belonging to the Association. The title to all or any such real and/or personal property which may be required by or for the purposes of the Association shall be vested in the (holding) trustees who shall hold such property in trust for the Association.
- II. The trustees shall act under the instructions of the Board who shall, subject to the approval and consent of the Association as determined by a General Meeting, have power to fill vacancies among the trustees.





6. ANNUAL GENERAL MEETING

- a) An Annual General Meeting (AGM) shall be held at such a place and time (not being more than fifteen months after the holding of the preceding Annual General Meeting) as the Board shall determine.
- b) The notice convening the AGM shall be circulated at least 21 days in advance to all members of the Management and Technical Committees, affiliated clubs, organisations and members.
- c) It shall be accompanied by copies of the Honorary Secretary's report of the Management Board's activities throughout the year, the reports of the Chairman and the Finance and Administration Director.
- d) The following business shall be transacted:
 - I. Consideration and, if appropriate, approval of Minutes of last AGM.
 - II. Consideration and, if appropriate, approval of all reports listed at (c) above and the Statement of Account for the foregoing year.
 - III. To elect the officers and members of Committees as specified at Article 5 (a) (i to iv above).
 - IV. To appoint the auditors.
 - V. To transact any other relevant business of which due notice has been given in accordance with sub-paragraph (e) of this article.
- e) Notices of relevant business for inclusion in the Agenda including nominees for posts at Article 5 (a) (i to iv above) must be received by the Honorary Secretary at least 14 days before the date of the AGM. Such notices, duly proposed and seconded by voting delegates, to the AGM (see Article 4 (f) above), or by voting members of the Management Board, may only be submitted for and on behalf of affiliated clubs or the Management Board.
- f) Prior to the AGM an agenda, including all relevant business, shall be circulated to all parties specified at 7 (b) above.

7. SPECIAL GENERAL MEETINGS

- a) A Special or Extraordinary General Meeting may be summoned at any time by the Chairman on his own request or on a request signed for and on behalf of not less than 6 affiliated clubs or organisations.
- b) Such a request must contain the reason for the meeting and must be circulated, with the notice of the meeting, not less than 21 days before the appointed date of that meeting.
- c) No business, other than that for which the meeting is specifically convened, shall be dealt with at the meeting.
- d) The Chairperson or Vice-Chairperson shall preside at such meetings.
- e) The minutes of any SGM shall be circulated to all affiliated Clubs and Organisations.

8. TECHNICAL ASSEMBLIES

- a) A Technical Assembly must be summoned by the Chairperson of the Management Board before the AGM to elect the members of the Technical Committees of the Association, as specified in article 5 (b) above. All qualified coaches who are members of BG and affiliated clubs or organisations or who are individual members of the Association shall be eligible to attend and to vote.
- b) Where more than one nomination is received for any office, the voting shall be by ballot unless those voting members present and the nominees agree to a show of hands.



- c) The Chairperson of each Technical Committee shall preside over the Assembly for the purpose of dealing with the business associated with his or her Committee. In the event of a tied vote in relation to any Technical Committee the chairperson of that Committee - who will be presiding at the time - shall have a casting as well as a deliberative vote.
- d) Notification of such an Assembly must be circulated not less than 21 days before the appointed date of the meeting.

9. RULES OF PROCEDURE AT MEETINGS

- a) The quorum at General Meetings of the Association shall be 10 affiliated clubs and at meetings of the Management Board shall be 4 voting members or such other number as the Board may from time to time determine.
- b) Questions arising at any meeting shall be decided upon by a simple voting majority of those present and entitled to vote thereat. The Chairperson or person presiding at the time of the vote shall have the casting as well as a deliberative vote, in the event of a tied vote.
- c) At a General Meeting where more than one nomination is received for one office, the voting shall be by ballot, unless those voting members present (see Article 4 (f) and the nominees agree to a show of hands.
- d) No business shall be transacted at a General Meeting unless a quorum of representatives of 10 affiliated clubs is present (see Article 4).
- e) In the event of a tied vote at a General Meeting the person presiding at the time of the vote shall have a casting vote (as well as a deliberative vote if he or she is so entitled).
- f) Minute books shall be kept by the board and all other sub-boards and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
- g) Standing orders: The Board shall have the power to adopt and issue Standing Orders and/or rules or policies for the Association. Such Standing Orders and/or rules or policies shall come into operation immediately provided always that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with this constitution.

10. ALTERATIONS TO RULES

No motion for the alteration or addition to this Constitution shall be admitted except at an AGM or an SGM constituted in accordance with Articles 7 and 8 above. No change shall be validated unless two thirds of those representatives entitled to vote (in accordance with Article 4 (f) above) support the motion.

11. DISSOLUTION

- a) A resolution to dissolve the Association shall only be proposed at a Special General Meeting and shall be carried out by a majority of at least three quarters of the members present.
- b) The dissolution shall take effect from the date of the resolution and the members of the Board shall be responsible for the winding-up of the assets and liabilities of the Association.
- c) Any property remaining after the discharge of the debts and liabilities of the Association shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, such institution or institutions to be determined by the members of the Association at



or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable effect.

12. INDEMNITY

The Association shall indemnify and keep indemnified every officer, member, volunteer and employee of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising therefrom) made or brought against the Association in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment, but this indemnity shall not extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Treasurer shall with effect arrange a policy of insurance in respect of this indemnity.