

WELSH ARCHERY ASSOCIATION
CONSTITUTION



Adopted by the Welsh Archery Association at its meeting on 5th December 2013.
Review required every 2 years

Glossary of Terms

In the Constitution, unless the context requires otherwise;-

“Annual General Meeting” shall be the annual meeting of the Members;

“Archery” shall mean the sport of Archery in all its forms excluding bow hunting;

“Association” shall mean the Welsh Archery Association (WAA);

“Byelaws” shall mean any set of regulations, agreed by the Council, relating to the general administration of the WAA as amended from time to time;

“Chairman” means the Chairman for the time being of the Association;

“Council” shall mean the main decision making committee of the Association as defined in Section 3.4;

“County” shall mean the duly recognised body for club representation within a specified locality;

“County Representative” is the person appointed by a county to the Council;

“Document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Executive Officer” means Chairman, Vice Chairman, Treasurer and Secretary of the Association;

“General Meeting” means a meeting of the Members formerly called by the WAA;

“Grand National Archery Society” is governing body for the sport of archery in the United Kingdom; Archery GB is the trading name of the Grand National Archery Society, a company limited by guarantee no. 1342150 Registered in England;

“Member” shall mean an individual over the age of 18 who pays the appropriate fee to join the Association as has voting rights, including persons appointed as Honorary Members;

“National Director” is the Grand National Archery Society (GNAS) Director elected by the Association in accordance with the GNAS Articles and the Laws.

“Participate”, in relation to a meeting, has the meaning given in Section 15.9;

“Proxy notice” has the meaning given in Section 25;

“Regional Society” A regionally-based organisation in the United Kingdom all of whose members are Members of the GNAS, properly constituted with the objects of the practice in and promotion of Archery in any of its forms other than bow hunting and duly affiliated to the GNAS;

“Secretary” means the Secretary for the time being of the Association;

“Special resolution” is one that requires a 75% majority; it must be identified as such in the agenda of the meeting. Special resolutions are required to change the Constitution, removal of an Officer from post and removal of an appointed Accountant;

“Substitute representative” is a person appointed by a County Representative/County to attend a Council meeting due to the unavailability of the usual representative, without voting rights;

“Vice Chairman” means the vice chairman for the time being of the Association;

“Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Words importing the singular number only shall include the plural number and vice-versa and words importing the masculine gender shall include the feminine gender.

N.B. Section heading and numbering are for information only.

TITLE

The Association shall be called the “**Welsh Archery Association**” (**WAA**) and shall be the National Governing Body for the sport of Archery in Wales and represent Wales as a Regional Society of the Grand National Archery Society (GNAS).

1. OBJECTS

- 1.1. to act as the governing body for the Sport of Archery in Wales and in doing so promote and encourage the growth and development of the sport;
- 1.2. to carry out the day to day administration of Archery in Wales;
- 1.3. to promote the development of the Archery club structure in Wales;
- 1.4. to encourage participation in Archery by all individuals and to initiate, support and co-operate with others in proposals and activities designed to assist in the promotion of the Association’s objects, including increased participation amongst young, elite and recreational athletes;
- 1.5. to encourage communication and co-operation between clubs and individuals within Wales and to communicate and disseminate information to, and from, the Association and the GNAS (also known as Archery GB);
- 1.6. to co-ordinate and be responsible for Wales’ participation in international competition at all ages;
- 1.7. to co-operate with GNAS in the promotion and achievement of their objectives;
- 1.8. to promote drug free sport and adhere to any rules, regulations or guidance which may be published for the time by the World Anti-Doping Agency, GNAS or Sport Wales;
- 1.9. to demonstrate WAA’s belief in and commitment to good practice and child protection;
- 1.10. to ensure that all persons irrespective of their age, gender, race, ethnic origin, creed colour, social status, religious or sexual orientation, have a genuine and equal opportunity to participate in Archery at all levels of performance and in all support capacities
- 1.11. to develop, lead and assist in commercial, marketing and public relations policies and activities for Archery in Wales, including in particular the sourcing and procuring of commercial support and sponsorship;
- 1.12. to contribute to national and international goodwill, friendship and understanding in co-operation with GNAS its member bodies and other bodies having similar or sympathetic aims;
- 1.13. to be affiliated to and adhere to the Articles of the GNAS and any rules, regulations, policies and procedures they may publish from time to time;
- 1.14. to make and enforce regulations and to formulate and issue guidelines concerning all forms and aspects of Archery in Wales within the aforesaid GNAS rules;
- 1.15. to protect the interests of the Archery in Wales and to work for improved facilities for the sport;
- 1.16. to create and promote by publicity and education an informed and interested public opinion on the value and importance of Archery in Wales;
- 1.17. to maintain an effective coaching structure;
- 1.18. To maintain an effective judging structure.

2. STRUCTURE - MEMBERS - BECOMING AND CEASING TO BE A MEMBER

There shall be different categories of member and membership with different rights and privileges as agreed by the Council and set out in the membership regulations of the Welsh Archery Association as amended from time to time.

2.1. Any individual or club may make an application at any time to become a member of the Association. Any such application shall be in writing and in such form as the Association may from time to time prescribe or approve.

2.2. Membership shall cease:-

2.2.1. if a club ceases to be a recognised Archery club;

2.2.2. if an individual or club shall be expelled from membership by the Association;

2.2.3. if an individual or club resigns its membership by notice in writing to the Association;

2.2.4. if an individual or club shall fail to pay any money due to the Association including without limitation any affiliation fee payable under the Constitution and/or the Association's rules and bye laws.

2.3. Membership is not transferable.

2.4. The Association acting reasonably following the disciplinary regulations of the WAA may expel any member if it considers that it is inappropriate that membership should continue or if the conduct of the member shall bring the Association into disrepute.

3. ADMINISTRATION

The Council

3.1. The Council shall normally have at least three meetings in a year.

3.2. Subject to the Constitution, the Council is responsible for the management of the WAA business, for which purpose they may exercise all the powers of the Association.

3.3. Subject to the Constitution, the Council may from time to time make such rules, regulations, or Byelaws as they may deem necessary for the proper conduct and management of the Association.

3.3.1. The Council shall adopt such means as they deem sufficient to bring such rules, regulations, or Byelaws to the notice of members, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no rule, regulation, or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Constitution.

3.4. The Council shall consist of a maximum of twelve members, the four elected Executive Officers of the WAA, the seven appointed representatives and one skills and remit based member as outlined below:

3.4.1. the Chairman;

3.4.2. the Vice Chairman;

3.4.3. the Treasurer;

3.4.4. the Secretary;

3.4.5. the following seven appointed members being:

3.4.5.1. the Operations Coordinator;

- 3.4.5.2. the Performance Coordinator;
 - 3.4.5.3. a County Representative appointed by each County;
 - 3.4.5.4. One skills and remit based member appointed by the Council for a specific term, but no longer than two years, agreed by the Council.
- 3.5. The Executive Officers of the Association shall meet independently of the Council at least three times a year and in addition shall deal with day to day matters on behalf of the Council as required between meetings.
- 3.6. All nominations for elected Council members must be made by a Member and seconded by another Member. The nomination must be submitted (together with the nominee's written consent) on the Association's approved form. The nomination must be received by the Secretary at least six calendar weeks before the date of the Annual General Meeting in which the election is to take place. The Secretary will confirm receipt of valid nominations in writing to the nominator as soon as reasonably practicable after such receipt.
- 3.7. Nomination details shall be forwarded to all Members at least 28 days prior to the Annual General Meeting.
- 3.8. The Chairman, Vice Chairman, Treasurer and Secretary, subject to clause 3.9, shall usually hold office for four years, retiring at the Annual General Meeting held in the fourth year of office. Appointed members other than the Council appointed members and the skills and remit based member shall usually serve for two years. Subject to clause 3.10, re-election and re-appointment is allowed.
- 3.9. In the three years immediately following the adoption of this constitution the appointment period of the Chair, Vice Chair, Treasurer and Secretary shall be varied so that a continuous four year rolling appointment term may be set up. The Chair shall be required to retire at the Annual General Meeting following the adoption, the Vice Chair and Treasurer shall be required to retire at the second Annual General Meeting after adoption and the Secretary shall be required to retire at the third Annual General Meeting after adoption.
- 3.10. An Officer may only serve for two complete terms of office. For the avoidance of doubt any period prior to the adoption of this constitution is not considered under this clause neither is any shortened term required to set up the rolling appointment process.
- 3.11. In the event of a vacancy during any appointment period for any Officer position, the Council shall decide either
- 3.11.1. to appoint a person from within to take on the role in addition to their usual duties until the next Annual General Meeting when an election shall be held; or
 - 3.11.2. to immediately call an extraordinary general meeting to elect a person to the position for the remaining period of the original appointment; or
 - 3.11.3. To leave the position vacant until the next due Annual General Meeting.
- 3.12. Subject to clause 3.10 above all elected Council members shall be eligible to stand for re-election.
- 3.13. Each County Representative shall be allowed a substitute representative in the event of unavailability of the appointed representative but without voting rights.
- 3.14. The Council shall have power to invite any person they wish to attend any Council meeting either in an advisory capacity or as an observer but without power to vote thereat.

Honorary President

4. The Council may invite an individual to become a Life Honorary President.
 - 4.1. The President may be invited to attend Council meetings in a nonvoting capacity and receive notice and attend the Annual General Meeting and any extraordinary general meetings.

National Director

5. The Association shall elect a member in accordance with the provisions contained in the Grand National Archery Society regulations to serve for three years as its National Director.
 - 5.1. All nominations for National Director must be made by a Member and seconded by another Member. The nomination must be submitted (together with the nominee's written consent) on the Association's approved form. The nomination must be received by the Secretary at least six calendar weeks before the date of the Annual General Meeting in which the election is to take place. The Secretary will confirm receipt of valid nominations in writing to the nominator as soon as reasonably practicable after such receipt
 - 5.2. The full details of the National Director elected shall be notified to the Secretary of the Grand National Archery Society prior to their next Annual General Meeting. The National Director shall take up office immediately following said Annual General Meeting.
 - 5.3. The National Director may serve a maximum two consecutive three-year terms of office and in line with the Grand National Archery Society Articles may not serve as a member of any Grand National Archery Society Committee or hold an office of the Grand National Archery Society.

Payment of Expenses

6. The Association may pay any reasonable expenses as outlined in the WAA Expenses Policy which are properly incurred by the Council members in connection with attendance at;
 - 6.1. meetings of Executive Officers, sub committees, or Council
 - 6.2. General meetings, or otherwise in connection with the discharge of their responsibilities in relation to the Association.

Members reserve power

7. The Members may, by special resolution, direct the Council to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Officers or Council have done before the passing of the resolution.

Counties

8. For administrative purposes, archery clubs in Wales shall be divided into counties or areas known as a County.
 - 8.1. The counties of Dyfed, Glamorgan, Gwent and Powys and the area of the North Wales Archery Society (NWAS) shall be administered by their respective Associations or Society under the terms of their respective constitutions providing that;
 - 8.1.1. nothing in the county constitution conflicts with this constitution;
 - 8.1.2. each county shall maintain books of accounts which shall be independently inspected annually;
 - 8.1.3. each county provides the WAA, as soon as possible following their Annual General Meeting, a full list of all of their officers appointed for the coming year;
 - 8.2. The committees of the aforesaid counties and NWAS shall be recognised as designated county committees within WAA.

9. DECISION-MAKING BY COUNCIL

Quorum for Council meetings

- 9.1. At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 9.2. The quorum for Council meetings shall be at least two Officers plus four voting members present.

Chairing of Council meetings

- 9.3. The elected Chairman will chair meetings of the Council if present and willing to do so.
- 9.4. If the Chairman is not participating in a meeting within ten minutes of the time at which it was to start, the Vice Chairman shall chair the meeting if present and willing to do so.
- 9.5. If the Vice Chairman is not present or willing to chair the meeting, the participating Executive Officers must appoint one of themselves to chair it.

Casting vote

- 9.6. If the numbers of votes for and against a proposal are equal, the Chairman or other person chairing the Council meeting has a casting vote.
- 9.7. But this does not apply if, in accordance with the constitution, the chairman of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes, because of a conflict of interest.

Conflicts of interest, Council and Committees

10. If a proposed decision is concerned with an actual or anticipated transaction or arrangement with the Association in which a Council member or any committee member is interested, that person is not to be counted as participating in the decision-making process for quorum or voting purposes. The decision of the chairman of the meeting shall be final as to whether or not a conflict exists.
11. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the Officers at that meeting or if no Officers present then by a majority of committee members present.

Majority or Unanimous decisions

12. Council members should take decisions collectively.
 - 12.1. The general rule about decision-making by the Council is that decisions must be either a majority decision at a meeting or a decision taken in writing in accordance with paragraph 12.3.1.
 - 12.2. The members for the time being of the Council may act notwithstanding any vacancy in their body.
 - 12.3. A decision of the Council is taken in accordance with this paragraph when all eligible members indicate to each other by any means that they share a common view on a matter.
 - 12.3.1. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Council members or to which each eligible member has otherwise indicated agreement in writing.

12.3.2. References in this section to eligible members are Council members who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting.

12.3.3. A decision may not be taken in accordance with this section if the eligible members would not have formed a quorum at such a meeting.

Records of decisions to be kept

13. The Officers must ensure that the Association keeps a record, in writing, for at least 5 years from the date of the decision recorded, of every unanimous or majority decision taken at Council meetings and all general meetings.

Council delegation

14. Subject to the constitution, the Council members may delegate any of the powers which are conferred on them under the constitution:-

- (a) To such Officer, person or committee;
- (b) By such means;
- (c) To such an extent;
- (d) In relation to such matters or territories; and
- (e) On such terms and conditions as they think fit.

14.1.If the Council agrees, any such delegation may authorize further delegation of the powers by any person to whom they are delegated.

14.2.The Council may revoke any delegation in whole or part, or alter its terms and conditions; records of all delegations of power and amendments thereof must be retained in writing by the Officers for at least 5 years.

Sub Committees and Working Groups

14.3.Any group to which the Council delegates any of their powers must follow procedures for taking of decisions as set out in this constitution.

14.4.The Council may make rules of procedure and terms of reference for all or any group.

15. THE ANNUAL GENERAL MEETING - ORGANISATION OF GENERAL MEETINGS

15.1.The Annual General Meeting shall be held within seven months of the end of the financial year on a date agreed by the Council.

15.2.The notice of the date of the meeting shall be given to Members at least 3 months prior to the meeting.

15.3.Every Member shall be entitled to attend, speak and vote at the Annual General Meeting and at all other General Meetings.

15.4.Notices of motion put forward by Members must be received by the Secretary at least 2 months before the date of the Annual General Meeting.

15.5.The agenda of the Annual General Meeting shall be sent out at least 21 days prior to the meeting, accompanied by a copy of the WAA Annual Accounts.

Attendance and speaking at general meetings

15.6.A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which they have on the business of the meeting.

15.7. A person is able to exercise the right to vote at a general meeting when;

15.7.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

15.7.2. That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

15.8. The Council may make whatever arrangements considered appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

15.9. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

15.10. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

16. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for general meetings shall be 25 Members either present or by proxy.

Chairing general meetings

17. The Chairman shall chair general meetings if present and willing to do so.

17.1. If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start;

(a) the Vice Chairman shall chair the meeting, or

(b) if the Vice Chairman is unwilling or is not present the Secretary or Treasurer will chair the meeting, or

(c) If no Officers are present, the meeting must appoint a Council member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

17.2. The person chairing a meeting in accordance with this point is referred to as "the chairman of the meeting".

Attendance and speaking by non-members

18. The chairman of the meeting may permit non members to attend and speak at a general meeting.

Adjournment

19. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

19.1. The chairman of the meeting may adjourn a general meeting at which a quorum is present if;

(a) The meeting consents to an adjournment, or

(b) It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 19.2. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 19.3. When adjourning a general meeting, the chairman of the meeting must;
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Officers, and
 - (b) Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 19.4. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given);
- (a) To the same persons to whom notice of the Association's general meetings is required to be given, and
 - (b) Containing the same information which such notice is required to contain.
- 19.5. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting: general

20. Each Member shall have one vote as stipulated in the membership regulations and if unable to attend the general meeting shall have the right to appoint another Member or the chairman of the meeting as their proxy.
21. Any election shall always be conducted by secret ballot if there shall be more than one candidate for the post.
22. A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the constitution.
23. With the exception of decisions on changes in Constitution (clause 39) and any special resolutions, all resolutions put to the vote shall be decided by a simple majority of the votes cast.

Secret Ballot

24. A secret ballot on a resolution may be demanded;
- (a) In advance of the general meeting where it is to be put to the vote, or
 - (b) At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 24.1. A secret ballot may be demanded by;
- (a) The chairman of the meeting;
 - (b) The Officers;
 - (c) Two or more Members having the right to vote on the resolution.
- 24.2. A demand for a secret ballot may be withdrawn if;
- (a) The secret ballot has not yet been taken, and
 - (b) The chairman of the meeting consents to the withdrawal.
- 24.3. Secret ballots must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

25. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which;
- (a) States the name and address of the Member appointing the proxy;
 - (b) Identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) Is signed by the Member appointing the proxy, or is authenticated in such manner as the Executive Officers may determine; and
 - (d) Is delivered to the Association in accordance with the constitution and any instructions contained in the notice of the general meeting to which it relates.
- 25.1. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 25.2. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 25.3. Unless a proxy notice indicates otherwise, it must be treated as;
- (a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

26. Proxy notices must be received at least 48 hours prior to the commencement of the meeting to which they relate.
- 26.1. A Member is entitled to attend, speak and vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 26.2. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 26.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Errors and disputes

27. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 27.1. Any such objection must be referred to the chairman of the meeting whose decision is final.

Amendments to resolutions

28. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if notice of the proposed amendment is given to the Association in writing by the Member entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine).

29. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if;
- 29.1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 29.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
30. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

General Meetings other than the Annual General Meeting

31. A General Meeting may called by
- 31.1. the Council giving due notice below;
 - 31.2. two Counties or Areas may request a general meeting, which the Secretary will then convene within one month of the requisition being received;
 - 31.3. 25 Members from at least 5 different clubs may request a general meeting, which the Secretary will then convene within one month of the requisition being received;
 - 31.3.1. Only the business stated in the requisition shall be transacted at such meetings.
32. The Secretary shall give Members at least 14 days' notice of a general meeting; the agenda shall accompany the notice.

Financial Year

33. The Financial Year of the Association shall be agreed by the Council.

Appointment of WAA Accountant

34. The WAA Accountant shall be appointed at the Annual General Meeting annually.

Not for Profit

35. The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly, by way of dividend, bonus or otherwise by way of profit, to the Members.

Anti Doping

36. The WAA accepts the UK Anti doping rules which support the requirements of the World Anti Doping Code within the UK.

Dissolution

37. The Association may only be wound up by Special Resolution of the Members at a General Meeting.
- 37.1. If the Association is wound up or dissolved and there is any property remaining after all its debts are settled, this will be given to some other institution or institutions that support Archery provided that the receiving institution(s) also prohibits the distribution of income and property among its members in the same way as the Association. The institutions(s) will be decided by the Members at or before the time of dissolution.

Insurance

38. The Council may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any Officer or Council or Committee member or volunteer in respect of any relevant loss.

Amendments to this Constitution

39. The Association in General Meeting may agree amendments to the constitution by special resolution providing such amendments have been circulated in line with the constitution and are agreed by at least 75% majority of votes cast.