



TRINIDAD & TOBAGO ROAD RUNNERS CLUB
Constitution

ARTICLE 1- NAME:

The Organisation shall be called the **TRINIDAD & TOBAGO ROAD RUNNERS CLUB** and is hereinafter referred to as “the Club”.

ARTICLE 2- REGISTERED OFFICE:

The Registered Office of the Club shall be at such place as may from time to time be decided by the Executive Committee.

ARTICLE 3- OBJECTIVES:

The objectives of the Club are:

- (a) to promote the enjoyment of and participation in the sport of Road Running by its members;
- (b) to affiliate itself with the Trinidad and Tobago National Amateur Athletic Association (NAAA) and cooperate with that body in providing for the promotion and improvement of the sport of Road Running;
- (c) to provide for members information on technical and other developments relating to the sport of Road Running;
- (d) generally to promote the material, social and educational welfare of the members in any lawful manner which the Annual General Meeting or Special General Meeting may from time to time deem expedient;
- (e) to raise funds to enable the Club to carry out its functions and to invest such funds of the Club in such stocks, funds, securities or other investments or in whatsoever manner the Annual General Meeting or Special General Meeting may decide;
- (f) to hold, purchase, lease, lend, borrow, mortgage or otherwise deal with real and or personal property;
- (g) to do all lawful things such as are incidental or conducive to the attainment of the above or any of them.



ARTICLE 4- MEMBERSHIP:

(a) (i) Membership in the Club shall be open to anyone interested in the activities of the Club.

(ii) **Application for Membership:**

Every applicant for membership in the Club shall complete an application form appended to this Constitution, modified or revised, as agreed upon by the Executive Committee from time to time.

(iii) **Membership Register:**

A Register of Membership shall be maintained by the Secretary.

(b) **Classes of Membership:**

(i) Ordinary Membership is the only class of membership for which application can be made and it is granted at the discretion of the Executive Committee. Ordinary Members are entitled to all the benefits of the Club, may be elected to office and have a vote at all General Meetings unless they are deemed to be non-financial.

(ii) Life Membership may be granted to any Ordinary Member by the Club in General Meeting on the recommendation of the Executive Committee. Life Members enjoy the same status as Ordinary Members but are exempt from the payment of Annual Subscription.

(iii) Honorary Membership may be granted to any person by the Club in General Meeting on the recommendation of the Executive Committee.

(iv) Honorary Members are entitled to all the benefits of the Club but if they pay neither Entrance Fee nor Annual Subscription, they are not entitled to be elected to office and shall have no vote at any meeting which they may attend.

Membership is not assumed until the entrance fee has been paid.

ARTICLE 5- FEE AND SUBSCRIPTIONS

There shall be annual subscription of one hundred (\$100) dollars or such sum as the Club may in Annual General Meeting only, determine from time to time. This sum becomes due on the first day of January of each year.

Any member who assumes membership after the 30th of June will pay for that financial year half of the annual subscription.



Any member who has not paid his subscription for a period of three (3) or more months after it becomes due shall be deemed to be non-financial.

ARTICLE 6- EXECUTIVE COMMITTEE:

(a) The administrative responsibility of the Club shall be vested in the Executive Committee. It shall be responsible to the members in General Meetings, between meetings it shall have the authority to act in the name of the Club.

(b) The Executive Committee shall be elected at the Annual General Meeting and shall comprise the officers of the Club who shall be the President Vice President, Honorary Secretary, Honorary Treasurer, Honorary Assistant Secretary/Treasurer and two elected members.

(c) The Executive Committee shall manage and superintend the business of the Club wherever such business may be transacted and shall take every means to secure the observance of the Constitution and Bye-laws of the Club by every member.

(d) The Executive Committee shall perform all duties allotted to it by the Constitution and Bye-laws of the Club and shall further the objectives of the Club and protect all its funds from misappropriation.

(e) The Executive Committee shall direct the action of the Trustees and be responsible for the proper administration of all funds of the Club.

(f) The Executive Committee shall have the power to institute any and all legal proceedings that may be necessary on behalf of the Club.

(g) The Executive Committee shall assign to Executive Officers such duties and functions as may from time to time be deemed expedient.

(h) The Executive Committee shall have power to authorise the dealing with, use or expenditure of the funds of the Club for all or any of the objectives of the Club or for any purposes which are incidental or conducive thereto.

(i) The Executive Committee may from time to time appoint such special or sub-committees as it may think necessary, of which at least one-third but not less than two (2) members shall form a quorum.

(j) The Chairmen of Standing Committees shall attend all of any meetings of the Executive Committee when directed to do so by the Executive Committee. At such meetings they may speak but shall neither be entitled to vote nor shall they be counted for the purpose of a quorum.

(k) The Executive Committee shall have the authority to frame Bye-laws from time to time for the proper conduct and management of the Club.



(l) In the event of the death or resignation of any member of the Executive Committee during his term of office, or the declaration of any office as vacant as provided for by Article 15(a) the Executive Committee shall have the power to appoint another member to fill vacant office for the remainder of the unexpired term.

Four (4) members shall form a quorum with the Chairman having a casting vote.

(m) Between Annual General Meetings, the Executive Committee shall interpret the Bye-laws where necessary and determine any point on which the same Bye-laws are silent.

ARTICLE 7- GENERAL MEETING:

(a) The supreme authority of the Club shall be vested in the Annual General Meeting.

(b) The Annual General Meeting shall be convened in each calendar year, not less than nine (9) months nor more than fifteen (15) months from the date of the preceding Annual General Meeting.

(i) Notification for the Annual General Meeting shall be sent to each member at least one (1) month prior to the date of the Annual General Meeting. Notices may be sent by post, hand or email.

(ii) Resolutions for inclusion on the Agenda shall be received by the Honorary Secretary from members at least two (2) clear weeks prior to the date of the Annual General Meeting.

(iii) Resolutions forwarded to the Honorary Secretary in accordance with (ii) above shall be subject to review by the Executive Committee, which shall decide whether or not the resolution will be put to the Annual General Meeting. He shall forward the resolution with his recommendations to the Executive Committee. The Executive Committee shall consider such resolutions and the recommendations of the Honorary Secretary and its findings on the basis of a majority of three-quarters of its members present at the meeting shall be final and binding in determining whether or not the resolution should be included in the agenda of the Annual General Meeting.

(iv) The Honorary Secretary shall circularize to the members copies of all available resolutions and amendments thereto and the agenda together with the Executive Committee's Annual Report, Audited Financial Report and such other available reports and other documents, as are to be discussed at least seven (7) days prior to the date of the Annual General Meeting.

(c) The business of the Annual General Meeting shall be:



with matters arising there from;

(ii) to receive reports from the Executive Committee, which shall include reports of the Standing Committees;

(iii) to approve the Club's Audited Financial Report;

(iv) to amend the rules of the Club, if necessary;

(v) to elect Executive Officers, Executive Committee members and auditors;

(vi) to review the past work of the Club and to plan future tasks;

(vii) to consider all such other matters on the Annual General Meeting Agenda.

(d) Minutes of the Annual General Meeting shall be circulated to members of the Executive Committee not later than two (2) months after the holding of such meeting.

(e) **Special General Meeting:**

(i) Special General Meetings may be summoned at any time by the Executive Committee or convened on the written request of at least one-third of the financial members of the Club, for the conduct of such business as specified in the notice convening such Special General Meeting. No other business shall be conducted at the Special General Meeting except such business incidental to the matter or matters for which the Special General Meeting was convened.

(ii) Any three (3) of the financial members of the Club may submit a resolution to the Honorary Secretary to put before a Special General Meeting. The Honorary Secretary shall convene such meetings within twenty-eight (28) days of such request.

ARTICLE 8- QUORUM AT GENERAL MEETING:

Ten members or twenty-five percent of the financial members of the Club, whichever is the lower, including at least two (2) Members of the Executive Committee shall form a quorum at the Annual General Meeting or Special General Meeting.

If after half an hour of the time appointed for a General Meeting or Quorum is not present, the meeting stands adjourned to the same time and place fourteen (14) days hence. If at the adjourned meeting a quorum is not present at the prescribed time, a period of half an hour's grace shall be granted and after this period has elapsed, the persons present shall form a quorum.



ARTICLE 9- OFFICERS AND ELECTED EXECUTIVE COMMITTEE MEMBERS:

All officers and elected executive members shall be entitled to speak and vote at any meeting of the Club at which they form part of the quorum.

The following Officers shall be elected from the members of the Club.

(a) **President:**

(i) The President shall be elected by a ballot vote at an Annual General Meeting and shall serve for a term of one (1) year or until his successor is elected. He shall be eligible for re-election.

(ii) He shall preside at all Annual and Special General Meetings and Executive Committee Meetings and shall be responsible for the proper conduct of business at all such meetings. He shall sign the minutes of each meeting at the time they are approved. He shall have an original and a casting vote at these meetings. He shall ex-officio be a member of all Committees and Sub-Committees.

(iii) He shall see to it that all officers of the Club perform their duties in conformity with the Constitution and Bye-laws and the directions of the Annual General Meeting and the Executive Committee. He shall endeavour to secure the observance by all of the Club's Constitution and Bye-laws and the decisions of the General Meetings and the Executive Committee. In the case of unsatisfactory performance of duties he may use such authority as the occasion demands pending a meeting of the Executive Committee.

(iv) He shall generally be responsible for the proper management of the Club's affairs.

(b) **Vice President:**

(i) The Vice President shall be elected by a ballot vote at an Annual General Meeting and shall serve for a term of one (1) year or until his successor is elected. He shall be eligible for re-election.

(ii) In the absence of the President or at his request the Vice President shall preside at the Annual General Meeting, Special General Meetings and Executive Committee Meetings and when so acting shall exercise all the powers of and be subject to the same limitations imposed on the President.



(iii) He shall assist the President in the performance of his duties and responsibilities and shall perform such other functions as may be assigned to him by the President, Executive Committee or a General Meeting from time to time.

(iv) In the absence of the President, the Executive Committee shall direct him to perform the duties of the President and he shall be subject to the same limitations as the President.

(c) **Honorary Secretary:**

(i) The Honorary Secretary shall be elected by ballot vote at an Annual General Meeting and shall hold office for a term of one (1) year or until his successor is elected. He shall be eligible for re-election.

(ii) He shall have charge of the records of the Club and correspondence and general office business. He shall conduct the business of the Club in accordance with the Constitution and Bye-laws and shall carry out the instructions of the General Meetings and Executive Committee and Sub-Committees.

(iii) He shall convene and attend Annual and Special Meetings and Executive Committee Meetings and shall cause to be recorded the minutes of the proceedings of such Meetings.

(iv) He shall prepare or cause to be prepared an Annual Report for submission to the Annual General Meeting subject to the approval of the Executive Committee.

(v) He shall, on the authority of the Executive Committee, bring or defend or cause to be brought or defended by action, suit, prosecution or complaint, in any Court of Law or Equity, any matter touching or concerning the property, right or claims of the Club.

(vi) He shall summon an Executive Committee Meeting or a Special General Meeting whenever necessary or when directed to do so by the President.

(d) **Honorary Treasurer:**

(i) The Honorary Treasurer shall be elected by a ballot vote at an Annual General Meeting and shall hold office for a period of one (1) year or until his successor is elected. He shall be eligible for re-election.

(ii) He shall have charge of the accounts of the Club and shall, under the jurisdiction of the Executive Committee, deal with all matters involving finance and shall be responsible for the proper keeping of all necessary books of account.



(iii) He shall receive or cause to be received all monies payable to the Club and deposit or cause to be deposited said monies in the name of the Club with the Club's bankers promptly on receipt of same.

(iv) He shall prepare or cause to be prepared and submit to the Honorary Secretary each quarter a written and signed statement of the correct finances of the Club.

(v) He shall make payments in accordance with the instructions of the Executive Committee.

(vi) He shall when required by the Executive Committee or a General Meeting, promptly deliver to whom he may be directed all papers, monies, receipts, or any property belonging to the Club.

(e) **Honorary Assistant Secretary/Treasurer:**

(i) The Honorary Assistant Secretary/Treasurer shall be elected by a ballot vote at an Annual General Meeting and shall hold office for a term of one (1) year or until his successor is elected. He shall be eligible for re-election.

(ii) The Honorary Assistant Secretary/Treasurer shall act under the direction of the Honorary Secretary and Honorary Treasurer and shall assist them in the performance of their duties and responsibilities and shall generally carry out such functions as may be assigned to him. He shall perform such other functions as directed by a General Meeting or Executive Committee.

(iii) In the absence of the Honorary Secretary or the Honorary Treasurer the Executive Committee shall direct that he shall perform the duties of the Honorary Secretary and/or the Honorary Treasurer and shall be subject to the same limitations as the Honorary Secretary and Honorary Treasurer.

(f) **Committee Members:**

Two (2) committee members shall be elected by ballot vote at the Annual General Meeting from among the membership and shall serve for a term of one (1) year or until their successors have been elected. They shall be eligible for re-election.

(g) **Casual or Temporary Appointments:**

In the event of any casual or temporary vacancy arising among Officers or Members of the Executive Committee or in the event that any such officer or member is temporarily absent from the country, the Executive Committee may fill such casual or temporary vacancy or replace the absent member or officer for the period of such absence on such terms as they may deem fit.



ARTICLE 10- TRUSTEES:

- (a) There shall be two (2) Trustees. They shall be elected by ballot vote at an Annual General Meeting, and shall hold office at the pleasure of the Club, subject to Articles (12) and (17) herein.
- (b) They shall for the time being, have vested in them all the real and personal property whatever belonging to the Club for the use and benefit of the Club and members thereof and shall deal with it in such manner as the Executive Committee, and Annual or Special General Meeting may direct.
- (c) The Trustees shall from time to time as required by the authority of a resolution of the Executive Committee, invest, re-invest, or vary the investment of the funds of the Club as may be resolved upon the Executive Committee as may be deemed desirable.
- (d) A Trustee shall be removed from office by the Executive Committee on the grounds that (owing to ill health, unsoundness of mind, removal from the country, incapacity or inability or any other reason) he is unable or unsuitable to perform the duties of his office. Upon the death or removal of any such Trustees, the real and personal property and/or estate so vested in them shall vest in the succeeding Trustee or Trustees of the Club without any conveyance or assignment being necessary.
- (e) The Trustees shall be responsible for all Deeds, Documents of Title, Property and Real Estate of the Club. They shall see that no abuses such property or estate and shall deliver to the Honorary Secretary within three (3) days all properties, documents or other securities of the Club when requested by the Executive Committee to deliver same.
- (f) They shall represent the Club in all legal matters.
- (g) They may be paid such honorarium as may from time to time be fixed by a General Meeting.

ARTICLE 11- FINANCIAL MATTERS

The financial year of the Club shall run from 1st January to 31st December.

(a) Officers' Remuneration:

The Annual General Meeting or a Special General Meeting shall be empowered to remunerate an officer or member of the Executive Committee whether his duties call for whole-time service or as soon as possible after the close of the financial year.



(b) **Auditor and Books of the Club:**

(i) The Auditor appointed by the Annual General Meeting shall audit the general accounts of the Club as soon as possible after the close of the financial year.

(ii) The Auditor shall have access to all the books and accounts of the Club and shall examine every Balance Sheet and Annual Return of the receipts and expenditure, funds and effects of the Club, which he shall verify with the accounts and vouchers relating thereto and either sign the same as correct, duly vouched, and in accordance with law or proper accounting practice or shall specially report to the Executive Committee of the Club, in what respect they are incorrect, unvouched, or not in accordance with the law or proper accounting practice.

(iii) He shall, if he requires, have the assistance of any officer or employer of the Club in making the necessary examination.

(iv) A copy of the Auditor's report shall be presented to the Annual General Meeting with the audited accounts.

(v) The books of the Club shall be kept at such place as the Executive Committee may approve and shall include a complete register of all its members.

(vi) Any member of the Executive Committee shall have the right to inspect the accounts of the Club at any reasonable time.

(c) **Club's funds and responsibility thereof:**

(i) No expenditure shall be incurred nor any payment made by any person of the Club except with prior approval of the Executive Committee or a duly authorised officer.

(ii) It shall be the responsibility of the Honorary Treasurer to see to it that quarterly financial statements of the Club are prepared for the scrutiny of the Committee.

(d) **Banking:**

(i) The Club shall deposit its funds in any Bank in Trinidad and Tobago or in any financial organisation in the name of the Club on authorisation of the Executive Committee by resolution of the said body.

(ii) Cheques against the Current Account shall be signed by the Honorary Treasurer or Honorary Assistant Secretary/Treasurer in his absence, and by the Honorary Secretary or President or Vice President.



(iii) Savings Account and/or Fixed Deposits may be established with the approval of the Executive Committee and may be operated under the same control as applies to the Current Account or as the Executive Committee may from time to time direct.

ARTICLE 12- ELIGIBILITY AND DISQUALIFICATION FOR OFFICE:

- (a) No member shall be eligible for election to office whose subscription is three (3) months or more in arrears.
- (b) Officers retiring from Office shall forthwith deliver up to their successors all monies, books, papers or any property belonging to the Club in their possession.
- (c) No member shall be elected to hold office unless he is present at his election or submits in writing his willingness to accept office if elected.
- (d) Should any officer of the Club suffer his subscription to be in arrears of six (6) months or more or cease to be a member of the Club he shall vacate his office and be replaced in accordance with Article 9.
- (e) No member having been a defaulter in request of the Funds of the Club shall in future be permitted to hold office in the Club except at the discretion of the Executive Committee.

ARTICLE 13- VOTING:

- (a) Every member who is financial at the date of the meeting shall be entitled to one (1) vote on any ordinary ballot or show of hands. The Chairman of any meeting shall have an original and a casting vote. At any General Meeting officers shall have no vote by virtue of their office held. A member entitled to vote but unable to attend a General Meeting may appoint another member as his proxy, in writing, to vote for him on his behalf, at that meeting.
- (b) At any General Meeting every question shall be decided by a show of hands other than for the election of Officers and Committee Members by ballot as provided for and a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against each resolution.



ARTICLE 14- REGULATIONS GOVERNING THE ELECTION OF OFFICERS OF THE CLUB:

(a) (i) The officers of the Club shall be elected by a ballot vote at the Annual General Meeting by the financial members present and shall hold office for a period of one (1) year or until their successors have been elected. They shall be eligible for re-election.

(ii) The officers of the Club shall be a President, Vice President, Honorary Secretary, Honorary Treasurer and Honorary Assistant Secretary/Treasurer.

(iii) Nomination for the Election of the Executive Committee will be made at the Annual General Meeting of the Club.

(iv) Nomination for the post of an officer shall be made and seconded by two (2) financial members at the date of the Annual General Meeting.

(v) Voting shall be done by secret ballot, under the supervision of a Returning Officer appointed at the Meeting from among its members to conduct the poll.

(vi) The nominee with the highest numbers of votes shall be declared the holder of the office. In the event of a tie in the number of votes cast, a new ballot shall be taken between the nominees tied as winners if the ballot was contested by more than two (2) nominees and there is a tied vote, the Returning Officer shall determine who is to serve in office.

(b) Only financial members of the Club qualified to vote in accordance with Article 13, shall be eligible to nominate candidates for election or may themselves be nominated for election to any office of the Club.

ARTICLE 15- GENERAL PROVISIONS:

(a) **Absence from meetings:**

The office of any Officer of the Executive Committee who absents himself for three (3) successive meetings without reasonable excuse acceptable to the Executive shall become vacant and it shall be filled in accordance with Article 9. This provision shall not apply to members who are not counted for the purpose of a quorum. Excuse from meetings must be communicated to the Honorary Secretary of the Club.

(b) **Irregularity not to vitiate proceedings:**

Any accidental irregularity in the election or disqualification of any person to any office or in the qualification of any person holding office, shall not invalidate or vitiate



any proceedings or meetings in which such person has taken part, nor shall any accidental irregularity in the convening or holding of any meeting or holding of a ballot invalidate such meeting or ballot.

(c) **Service of Notices:**

(i) Any notice to a member shall be deemed to have been served, if left at, or sent by prepaid post to the last address of the member or via email.

(ii) Members shall be held responsible where notices cannot be delivered through failure to notify of change of address.

(iii) Where any member is liable to lose his post owing to unauthorised absences from meetings, in disciplinary matters, in nominations for election to office and in such other instances as may be determined by the Executive Committee, notices shall be sent by registered post, email or by hand.

(d) **Members to have the constitution:**

(i) In order that no member may plead ignorance of the Constitution and Bye-laws of the Club it shall be necessary that each member of the Club shall be in possession of a copy of same from time of his admission. The Club shall supply such copy for a sum to be fixed by the Executive Committee.

(ii) Any partial alteration of the Constitution and Bye-laws shall be supplied to members free of charge.

ARTICLE 16- DISSOLUTION:

(a) The Club shall not be dissolved except by the consent of at least five-sixths of the members testified by their signatures to some instrument of dissolution.

(b) In the event of the Club being dissolved as provided above all debts and liabilities legally incurred on behalf of the Club shall be fully discharged, and the remaining funds divided amongst charitable organisations in Trinidad and Tobago as determined by the membership in (a) above.

ARTICLE 17- AMENDMENTS TO CONSTITUTION:

(a) This Constitution may be amended at an Annual General Meeting or Special General Meeting, which shall be the only body of the Club with the Authority to amend the Constitution.



(b) No individual member shall have the right to propose amendments to the Constitution except through the Executive Committee or by resolution to put to a Special General Meeting summoned for that purpose.

(c) Proposals for amendments to the rules shall be included as resolutions on the agenda of the Annual General Meeting and shall follow the same form and manner in forwarding same for inclusion on the agenda as outlined in Article 7.

(d) This Constitution may be amended by resolution carried by two-thirds majority of members present at the Annual General Meeting or Special Meeting called for that purpose.

ARTICLE 18- INTERPRETATION OF RULES:

In this Constitution words importing to singular include the plural and vice versa, and words importing the masculine include the feminine, unless otherwise required by the context.

Read and adopted by resolution duly carried unanimously at the Annual General Meeting of the Club at the Horticultural Society Offices, Lady Chancellor Road, Port of Spain on the 5th day of March in the year 2008.



We, therefore members of the **TRINIDAD & TOBAGO ROAD RUNNERS CLUB** hereby subscribe our names as indicating our acceptance of this as the new Constitution of the Club replacing the existing one.

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