

The Club Managers Association of Europe

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CLUB MANAGERS ASSOCIATION OF EUROPE

CONSTITUTION

As agreed by members at the Annual General Meeting on 8th October 2016

1. Title

The title of the Association shall be “The Club Managers Association of Europe”.

2. Purpose

The Club Managers Association of Europe (CMAE) is a not-for-profit organisation that aims to advance the profession of club management through the provision of educational and professional development opportunities to its members.

3. Objectives

Certification – to provide club managers with a structured programme of club management education leading to internationally recognised professional qualifications

Club Services – to promote best practice in products, services and innovative programmes for the successful management of clubs

Communication – to develop and maintain effective communication with members, educational establishments, other related organisations and the media.

Education – to provide and promote educational programmes to meet diverse individual needs

Ethics – to encourage ethical standards in club management

Forum – to provide members with networking opportunities for the exchange of experiences and ideas, assistance with career development, job opportunities and recruitment

Legislative Issues – to report on current or changing social, governmental, environmental and economic issues affecting club managers

Other Organisations – to establish and foster relationships with organisations whose activities are compatible with the objectives of the CMAE

Publications and Research – to research, develop, analyse and disseminate information/data on club management and related subjects

4. Membership.

Application for membership shall be in writing and the applicant shall undertake to conform to the rules of the Association. Applications shall be subject to acceptance by the Board of Directors who will confirm election in writing in the following categories:

- a) Active Membership – Individuals who provide evidence that they are currently employed in the management of a recognised club providing hospitality, leisure and/or sports facilities. There are three types of Active Membership:
 - i. Individual – Where an individual pays the appropriate membership fee and joins the CMAE directly;
 - ii. Corporate – Where a Club pays the appropriate membership fee for a minimum of 5 employees who are engaged in management roles at the Club; and
 - iii. Alliance – Where a national association pays the appropriate membership fee for all of their members.
- b) Student Membership – Individuals who are engaged in recognised studies which lead to qualifications in club, hospitality or leisure management.
- d) Retired/Transitional Membership – Individuals who have been Active members for three consecutive years immediately prior to retirement, or for those club managers in between appointments.
- e) Associate Membership – An individual who is the appointed representative of an allied company, association, academic institution or sponsoring organisation.
- f) Honorary Life Membership – Members of the founding development committee and individuals who in the opinion of the Board of Directors have made an exceptional personal contribution to furthering the aims of the Association.
- g) Affiliate Membership – Club managers and others in the club industry who are members of any organisation that has ‘Affiliated’ with the CMAE under terms and conditions approved by the CMAE Board of Directors.

The Association reserves the right to reject a membership application from any individual without giving reason.

5. Rights of Members

- a) All Members shall be entitled to attend General Meetings of the Association, but only Active members and Honorary Life members may vote.
- b) Membership may be revoked by the Board of Directors if, in their opinion, the member is found guilty of conduct, prejudicial to the membership as a whole and liable to bring the Association, or its members, into disrepute. Such a member will have the right of appeal to the President, who will appoint two members who are not on the board but have previously served on the board who, with the President, will hear the appeal. Their decision shall be final and will be given in writing to the member within seven days.

6. Annual Membership Fees

- a) The Annual Membership Fee for all classes of membership shall be payable on the 1st January each year and will be at a rate determined by the Board of Directors. The membership year shall run from 1st July to 30th June each year. Notice of the rate of subscriptions for the coming year shall be given not less than 30 days before the due date.
- b) Individual Active Members joining after 1st July each year may have their Annual Membership Fees reduced pro-rata.
- c) A member whose Annual Membership Fee is more than two months in arrears shall cease to be a member if the subscription remains unpaid 14 days after notice has been given that it is overdue. Reinstatement after such disqualification shall be subject to the approval of the Board of Directors.

7. Management

- a) The general management of the Association shall be vested in the Board of Directors.
- b) The implementation of Board decisions, other than matters delegated to the regions, and general administration shall be the responsibility of the Director of Education, who shall report to the Board of Directors
- c) The Board shall have full powers to administer the affairs of the Association and to be the sole authority for the interpretation of the rules.
- d) The Board shall have the power to appoint sub-committees. Sub-Committees will be chaired by a member of the Board, will act in accordance with the Board's instructions, and will report directly to the Board.
- e) The Board shall appoint a member of CMAE (Active or Honorary Life) to Chair an Education Policy Board (EPB).
 - i) The EPB Chair shall be appointed at the first Board meeting after the AGM and subsequently upon retirement of the current Chair.

- ii) The EPB Chair shall hold office for a maximum of 3 years.
 - iii) The EPB shall include an Education Advisor or Advisors appointed by CMAE and one from CMAA, and additionally will have a membership, including the Chairman, of a maximum of 8 members. The Board will invite CMAE Regions and CMAE Alliance Partners to nominate candidates. Should the numbers require there will be a ballot with the proviso that there must be at least one member from an Affiliated European Association
- f) Regions
- i) Members in a geographic location may, with the agreement of the European Board, (which will not normally be withheld) form a Regional Association of CMAE members independent of the National Association (or its like) of their location". The Regional Association may use the word "Region" in their title. The terms of membership and fees of the "Region" association shall be in all ways identical to those pertaining to Alliances and their members.
 - ii) Within the region, its Board shall have responsibility for the day to day administration, organisation of events and activities, and finance, including setting local subscription rates and submitting audited accounts to the regional AGM.
8. Election of the Board of Directors
- a) The Board shall consist of:
 - (i) The President and Vice-President of the Association.
 - (ii) The locally elected President of each CMAE region.
 - (iii) The Chair of the EPB (see 7 (e) above).
 - (iv) The Honorary Treasurer
 - (v) Eight elected members of the Association.
 - b) There will be no qualification time for election to the Board.
 - c) Written nominations (or by email where available) for the Board must reach the Secretariat not less than 35 days before the subsequent Annual General Meeting, together with the names of the proposer and seconder and the consent of the Nominee.
 - d) In case of more nominees than available places on the Board, their election shall be by ballot of members. The Secretariat shall send a list of nominations for election to Active members, not less than 28 days before the Annual General Meeting. The Secretariat and two Active members shall count all votes at the AGM.

- e) Active Members and Honorary Life members only shall be eligible for election to the Board
- f) At each Annual General Meeting two of the elected Members of the Board shall retire from office. The members to retire being those who have been longest in office (in the case of equal seniority the members to retire shall be chosen by lot.) Members who retire in this manner shall be eligible for re-election in accordance with 8.g.below.
- g) Elected members of the Board shall serve for a maximum of two successive terms. After completing two successive terms, they shall not be eligible for re-election or co-option to the Board for one year, unless as President, Vice-President or EPB Chair.
- h) The Board shall have the power to co-opt a member onto the Board, to fill any vacancy occurring during the year. Any co-opted member shall serve until the next Annual General Meeting.
- i) The Board shall meet at least four times a year and five members, one of whom must be an Officer, shall form a quorum

9. Annual General Meeting

- a) The Association shall hold an Annual General Meeting within three months of the 1st September each year.
- b) 28 days notice of an Annual General Meeting shall be given to all members in writing, or where available by email, and shall include copies of:-
 - i) Annual Report
 - ii) Annual Accounts which have been independently reviewed by a suitably qualified accountant
 - iii) The names of all Directors, with the date of their election to the Board
 - iv) The names of members retiring from, and proposed for election to, the Board
 - v) Resolutions for consideration at the Annual General Meeting.
- c) The business of the Annual General Meeting shall include the following:-
 - i) The Annual Report
 - ii) The Accounts for the previous year
 - iii) Election of the Board of Directors
 - iv) The appointment of Auditors
 - v) Consideration of resolutions submitted and raised in accordance with the rules
- d) Members may submit resolutions, in writing, or by email where available, to reach the Secretariat no later than July 31st for consideration at the subsequent Annual General Meeting. Full supporting documentation (not more than 1,000 words) and the name of the seconder must be provided.

- e) Where the resolution concerns the Rules of the Association, the Board may at its discretion, choose to defer the resolution for up to one year, to allow full consideration by the members.
- f) Members' amendments to proposals or counter proposals may be made at the Annual General Meeting, in the usual manner.

10. Extraordinary General Meetings

By order of the Board of Directors or on receipt of a request signed by not less than 20 Active members, the President shall call an Extraordinary General Meeting for which members shall be given not less than 35 days' notice by post or email as available, with details of the purpose for which the meeting is being called. No other business shall be transacted at that meeting.

11. Voting

- a) Active Members and Honorary Life members only shall be entitled to one vote, recorded in person, by a ballot paper provided for this purpose, or by email (see 11 d) below).
- b) Voting for the adoption of reports and other business may be recorded by a show of hands.
- c) In the event of a close vote, or a request by not less than 30% of voting members present, ballot papers shall be completed by all present and, together with any email votes, counted. A simple majority will suffice.
- d) Voting at an AGM or EGM shall be permissible by email, providing that this is:
 - i. Online via the members secure area on the CMAE website, or other password-protected system.
 - ii. In accordance with all appropriate security measures introduced by the Board of Directors.
 - iii. Declared invalid by those responsible for counting votes upon their subsequent attendance at the specific AGM or EGM

12. Officers of the Association

- a) The Officers of the Association shall be the President and Vice-President, who shall be elected serving members of the Board.
- b) The Board shall nominate one of their members for the position of Vice-President, two years ahead of the expected retirement of the current President. This nominee shall be presented to voting members at the AGM for their approval.
- c) Members at the subsequent AGM shall be asked to confirm the holder of the position of Vice-President to be elevated to the position of President. Should that not be possible either for personal reasons of the Vice President or because of rejection by members, the Board will choose one of their number to be an interim President pending either an alternative being proposed at an AGM or an extraordinary meeting being called.

- d) Members nominated for appointment as Vice President or President of the Association shall have been members of the Board of Directors for a minimum of one year
- e) After completing their two-year period of office, Officers of the Association may subsequently, if eligible within the provisions of Section 8, stand for re-election to the Board for a further period of service.
- f) The President shall serve for not more than two years. The President shall have a second casting vote at all meetings (which should by default and in the absence of compelling evidence to the contrary, favour the status quo).
- h) In the event of the President's incapacity or unavoidable absence at a Board meeting, the Vice-President shall chair the meeting or in their absence the Board shall immediately appoint another member to chair that specific meeting.

13. Alteration to Constitution

Notification and full details of a proposed alteration to the Constitution shall be given to all members not less than 21 days before an EGM or AGM. A two-thirds majority of members voting shall be required.

14. Funds of the Association

- a) At the first Board meeting following each Annual General Meeting, the Directors shall appoint a Treasurer.
- b) The funds of the Association shall be supervised by the Treasurer and controlled by the Board of Directors.
- c) The Treasurer, The Director of Education and the Accountant shall be authorised by the Board of Directors as signatories for payments and to purchase goods and/or services on behalf of the Association. Signing and expenditure limits shall be set by the Board on an annual basis, normally at its first meeting following the AGM.
- d) The Board of Directors may borrow money on behalf of the members, using its Business Charge Card. Authority to use the Card shall be delegated to the Director of Education and the Accountant. When using the Card to procure goods and/or services, then either of these two Officials may borrow up to the maximum credit limit on the card against Association funds.
- e) The accounts for each financial year shall be independently audited before submission to the Annual General Meeting (in accordance with 9 b ii above)

15. Members Liability.

The liability of members is limited to the amount of their annual subscription in any one year.

16. Directors and Officers Liability

- a) The funds of the Association shall alone be answerable for any debts or claims against it. No Officer or Director or member of any sub-Committee shall, as between themselves and the Association, be personally liable in respect of any order or contract given or entered into by or on behalf of the Association or any such Board or sub-committee, even though they may have been a party to the order or contract, or in respect of any other liability which they incur or have incurred in the performance of their duties or as authorised by the appropriate body or person. Any such Officer, Director or member of any sub-Committee shall accordingly be indemnified out of the assets of the Association against any such liability.
- b) The Board of Directors is authorised to take whatever action is required to indemnify members, Officers and Directors in accordance with 16 a) above.

17. Dissolution

- a) 35 days notice of an EGM to discuss dissolution shall be given to all members of all categories by post or email as available, with an invitation to attend and/or send comments in writing, or by email, to the Secretariat .
- b) Active members and Honorary Life members shall be eligible to vote at the EGM.
- c) Minutes of the EGM and the President's Report shall be sent to members of all categories by post, or email as available, not less than 30 days after the EGM.
- d) A two thirds majority of members who have voted will suffice.
- e) Should dissolution be decided the Board of Directors shall direct the realisation of the Association assets following discharge of its legal liabilities to an Association or Charity considered by the Board of Directors as being closely related to the interests of the Association.