

## **Stragglers Special General Meeting – 27 November 2024**

### **The Stragglers Running Club – Proposal to apply to become a Charitable Incorporated Organisation**

#### **Background**

The Stragglers has, since its inception, operated in the form of an unincorporated association. This traditionally has been the most common type of legal form for an athletics club, being seen as the simplest, cheapest, and most informal way of running a club. Essentially, it is a club run by the members predominantly for the benefit of the members and with little or no outside control other than those requirements imposed by the club's national governing body.

In September 2023 the AGM received a proposal to explore the adoption of a new legal form for the club that better reflected the current circumstances and ambition of the club; and that AGM agreed in principle that it supported the proposal for the club to become a Charitable Incorporated Organisation (CIO).

While our current form has served us well over many years, the proposal is that the club is now operating in such a way that has outgrown the informality of an unincorporated association. Having undertaken more research, preparation and engagement since September 2023, the Committee is recommending that the club moves forward to become a CIO. This was discussed at the September 2024 AGM, and it was agreed to hold a Special General Meeting (SGM) to fully consider the proposal.

#### **Engagement before and since the AGM**

To ensure that members have full information on, and the opportunity to discuss the proposal, a series of engagement activities have been undertaken. All relevant documents are set out on the Stragglers website at [Stragglers CIO Proposal | The Stragglers](#).

- A Q&A document was published in August 2024, and has been updated before and after the AGM to address questions raised by members
- The draft CIO constitution (v0.10) was published in August, together with an explanatory guide
- A summary guide setting out background information, advantages and disadvantages was issued in October following comments and questions raised at the AGM
- Two Q&A sessions were held in October
- An online poll is being held in November to obtain further feedback from members ahead of the SGM.

Engagement has been constructive, with questions raised about what the proposal means for the future of the club, the role of trustees compared to the current management committee, ongoing member influence, and the relative merits of alternative club structures. The various engagement activities have sought to provide assurance to members over these questions.

The results of the online poll will be shared with members prior to the SGM.

## **CIO Constitution**

Work has been undertaken to develop a constitution for the CIO. The Charity Commission helpfully has published a model constitution for different types of CIO, and we were able to use the one that most closely resembled the structure of the existing club – the “association” model, in which all members (not just the committee/board) have a vote at general meetings. Developing the constitution has been a major task and has involved input from a working party (advertised via Stragmail, and including one non-committee member in addition to those from the committee), extensive review and discussion at committee meetings and a review by lawyers retained by England Athletics, Muckle LLP.

The model Charity Commission constitution is written in a different style to the existing club constitution, but great care has been taken to incorporate the key features of the current one into the new format (such as trustees being elected and subscriptions being set by the membership). An explanatory guide has also been produced and is included on the Members Information website page.

The final draft of the proposed constitution (version 0.11) has been updated slightly from that circulated as part of the Q&As. It can be found here on the members’ information page [Stragglers CIO Proposal | The Stragglers](#). The only change in this final version is to specify the initial trustee membership. It is proposed that, for the purposes of forming the CIO only, the trustees are the four officers of the club (Chair, Secretary, Treasurer and Club Captain). If the establishment of the CIO is approved by the Charity Commission, an Annual General Meeting will be held in the summer of 2025 to formally elect all trustees, as per the proposed constitution.

## **Next Steps**

For the proposal to proceed, it must be supported by a majority of at least two-thirds of the Members present at this Special General Meeting. “Present” includes those in-person and online. This is in line with the current constitutional requirement for what is in effect an amendment to the club’s rules.

If approved, the next steps are proposed to be (please note that timescales will be dependent on the timing of Charity Commission approval):

- The submission of an application comprising the latest draft constitution and related information to the Charity Commission to establish The Stragglers Running Club Charitable Incorporated Organisation.
- The Charity Commission will review the application and decide whether to approve it; it is understood that the time to be taken by the Commission varies according to the type of application submitted, but by sticking fairly tightly to the model constitution we would hope that the application could be approved in early 2025; on approval by the Charity Commission the CIO comes into existence.
- Existing club members will be invited to register as members of the CIO in the run-up to April 2025; this will be exactly the same as the existing re-registration process, with annual subscriptions at the rate agreed at the 2024 AGM (£25).
- Pending the election of trustees at the initial AGM in summer 2025 (see previous section) the transition from the existing club to the CIO will be managed by the initial trustees together with the existing committee; this will ensure a smooth transition and ensure that there is no adverse effect on the member experience.

- The existing unincorporated association club will be maintained for a transitional period before being formally dissolved through a special meeting (probably in late 2025). During the transitional period any assets of the club will be transferred to the new CIO (such as bank accounts) and any liabilities (such as tax from previous years) settled.

### **Resolution**

The Special General Meeting is asked to agree to submit an application to the Charity Commission to establish The Stragglers Running Club Charitable Incorporated Organisation; and, if approved, to adopt the draft constitution (v0.11) and authorise the initial trustees and management committee to manage the transition of the club to its new status.

**Note:** To be approved, the resolution must be supported by a majority of at least two-thirds of the Members present at this Special General Meeting