

Young Chelsea Bridge Club

Constitution and Rules as at 21 September 2006

1. NAME

The club is called The Young Chelsea Bridge Club ("the Club"). The Club is wholly owned by the company "Cardinbrook Ltd" which in turn is wholly owned by a discretionary trust for and on behalf of the current and future members of the Club.

2. MISSION

The Club organises bridge-related and social activities. The primary mission of the Club is to provide enjoyable facilities for people to play duplicate Contract Bridge. In doing so, the Club aims to:

- promote high quality bridge and the improvement and learning of the game at local, national and international level
- instil an appreciation of bridge in the young, and to provide them with training and experience
- reach out to people who have limited income or other barriers to participation in bridge
- support and encourage those with physical and mental disabilities
- provide social facilities for club members, their guests and visitors.

The Club seeks to fulfil its mission through the voluntary efforts of its members and, where necessary, through the use of paid employees. The Club has all the powers it needs to fulfil its mission.

The club is to be affiliated to the London Metropolitan Bridge Association and to the English Bridge Union. The club may affiliate itself to other similar or successor bodies.

3. FINANCIAL STATUS

The club is a "non profit making organisation". This means that it does not make money for its members. Although the club does raise money, for example from the supply of alcohol to adult members and their guests, it does so only to promote its mission. The club is entitled to invest surplus funds. In the unlikely event that the club cannot use surplus funds itself, and does not need the income which would arise from investing them, it will distribute them to charities with links to Bridge.

4. MEMBERSHIP

4.1 The Club membership comprises a variety of types of members, including Full Members, Student Members, Junior Members, Honorary Life Members, Associate Members and Day Members. Junior Members are those 16 years of age and under and Student Members are those over 16 who are in full-time education. Junior Members must be supervised whilst on the Club premises.

4.2 Anyone may apply to be a Full, Junior or Student Member. Applicants should request an application form from the Club Secretary or other Club official, which should be completed and signed by the applicant, who will become a member from the date of payment of the joining fee. New members will be given a membership pack, which will include a copy of this constitution.

4.3 There is a presumption in favour of granting Full, Junior or Student membership to applicants as appropriate.

- Membership will never be refused on grounds of race, religion, sex, sexual orientation or disability.
- To ensure the safety and well being of other members, membership may be refused to those with a criminal record which makes them a danger to others, for example for a crime of violence or the supply of drugs.

The Management Committee will record its decisions and (especially in cases where it refuses to admit someone) the record will give brief reasons for the decision. But the Management Committee will not be under an obligation to disclose its reasons to applicants.

4.4 In accordance with data protection legislation, members agree that personal data about them may be held by the Club in manual or computer readable form, and they consent to the disclosure of such data by the Club for proper purposes, which means that the Club undertakes not to use any personal data for purposes that are not in keeping with its overall mission.

4.5 All members are required to pay an annual subscription in advance and may be required also to pay a joining fee. The amounts of these, which may be different for different classes of member, will be determined each year by the Management Committee and notified at the Annual General Meeting. Members will receive a demand for the annual fee on the date of the anniversary of their joining the club, and this is payable within 28 days. If payment is not made, the Management Committee may suspend or cancel membership.

In addition, members will normally be asked to pay table money. Other charges may be levied for tournaments and competitions for which payment may be required in advance. The MC has the power to waive some or all of any joining fees, annual fees or table money, on grounds of financial hardship, on application from any member or proposed member.

4.6 Visitors may also play at the Club premises and are expected to abide by the Club's rules as if they were members. Visitors will normally be charged more table money than members, which will entitle them to Associate Membership or Day Membership of the Club, valid only for the day of play. A visitor that is a member of another local, national or international bridge organisation may be admitted to Associate Membership immediately. Other visitors will be admitted as Day Members, but must submit their request for Day Membership to the Club Secretary or other Club official at least 2 days before the day they wish to play (as required by licensing legislation).

4.7 All members will have the right to vote at members' meetings, except for Junior Members, Associate Members and Day Members who will have no voting rights.

5. MANAGEMENT STRUCTURE

5.1 The management of the Club will be carried out by a Management Committee (MC). The MC members will also form the board of directors of Cardinbrook Limited ("the Company").

5.2 There will be no more than five elected MC members, who will be elected by the Club members (Full, Honorary and Student members over 16 only) at Annual General Meetings.

5.3 Those standing for election to the MC must:

- be existing members of the club (Full, Honorary and Student members over 16 only); and
- have the support of at least five voting Club members who will have signed a nomination for election and each of whom may not support more than a total of five people; and
- have professional qualifications or relevant experience which will enable them to carry out their duties with skill and care.
- confirm in writing to the club that they are not disqualified to act as MC members.

5.4 Those standing for the MC will be disqualified if:

- they have been guilty of an offence involving fraud or dishonesty; or
- they are an undischarged bankrupt; or
- they are disqualified from acting as a director of a limited company; or
- a court has made an order by which they are not allowed to be a charity trustee.

5.5 MC members, once elected, will serve for five years (more precisely until the AGM in five years' time), unless in the meantime they are unable or unwilling to act or are removed from office because of misconduct. At the end of 5 years they may stand for re-election and there is no limit on the number of terms a member can serve if duly re-elected.

5.6 The MC may from time to time co-opt further members of the club to serve on the MC until the ensuing Annual General Meeting, whether to fill a vacancy or as additional members, so long as the total number of people serving on the MC does not exceed seven and the co-opted members would not be disqualified to serve on the MC as elected members. Co-opted members will be entitled to participate fully in the proceedings of the MC.

5.7 The MC can appoint such Sub-Committees as it sees fit and will appoint from among the membership of the club a Bridge Sub-Committee (BSC), which will include representatives of different interest groups within the club, to discuss and develop how bridge is played at the club (including events).

6 RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE

6.1 MC members are responsible for implementation of the Club's mission. As a priority, they must safeguard the Club's and Company's assets, including:

- arranging appropriate insurance
- maintaining the fabric of the building
- reserving funds for necessary future expenditure even if these arise from a surplus on the Club's activities.

6.2 MC members are further responsible for ensuring that the Club and the Company comply with their obligations as property owners and employers, and with the terms of their licences and insurances. They must implement and maintain policies for the following:

- membership
- health and safety
- discrimination
- financial management
- procurement of goods and services, including employment of staff as necessary
- insurances
- investments.

The MC will also set working practices and rules for the operation of its Sub-Committees.

6.3 Any surplus arising from the activities of the Club may only be applied by the MC for the benefit of one or more of the following:

- the Club;
- the London Metropolitan Bridge Association;
- the English Bridge Union;
- any charity or charities chosen by the members which has links to bridge.

If the MC decides that any such surplus cannot or should not be applied immediately, it can instead be invested for future contribution towards the mission of the Club.

6.4 MC members are responsible for ensuring that the Club complies with the following rules for the sale of alcohol (which are intended to comply with legal requirements for club registrations under licensing legislation).

- The purchase and supply of alcohol by the Club is to be managed by the MC.
- Alcohol is not to be supplied on the premises except by the Club, except with the express permission of the MC.
- Alcohol is not to be supplied except to members over the age of 18 and their guests.
- No arrangements are to be made for anyone to receive commission or any other form of "cut" from the supply of alcohol by the Club.
- No one is to make money from the supply of alcohol by the Club, except the Club as a whole.
- Any arrangements made which restrict the freedom of the Club to purchase alcohol where it wants, for example a tied arrangement with a brewery, may only be entered into following an analysis that demonstrates the benefits of the arrangement outweigh the costs and on agreement of all members of the MC.

6.5 No activities, whether for gain or not, may be carried out on the premises of the Club without the permission of the MC.

6.6 So far as permitted by law, the Club and the Management Committee are not to be liable to members, guests or visitors for loss or damage to property. A copy of this notice of exclusion of liability is to be displayed on the Club's notice board.

7 BUSINESS OF THE MANAGEMENT COMMITTEE

7.1 After each AGM, the MC will appoint from amongst the members of the committee a Chairman, a Club Secretary and a Treasurer. The Club Secretary will also act as company secretary to the Company and secretary to the discretionary trust. The Chairman may nominate any member of the committee to act as Chairman in his absence.

7.2 The MC will meet not less than once every 3 months. There must be not less than 3 MC members present at a meeting for decisions made to be binding. The decisions of the MC members should, if possible, be unanimous but otherwise a majority decision will suffice as long as all MC members have had the opportunity to consider the matter. If there is deadlock, the Chairman does not have a second vote and the status quo applies.

7.3 MC members must disclose all interests, direct or indirect, which will or may conflict with the interests of the Club. Where a conflict of interest arises, the affected member must not take part in the MC's discussion of the matter, and may not participate in the MC's decision.

7.4 MC members will be expected to exercise reasonable skill and care in carrying out their duties, and to take professional advice where appropriate. They will not be paid for their work as MC members, but will be entitled to reimbursement of reasonable and proper expenses, as long as these are verified by receipted invoices. MC members will not be liable to the club for any loss unless the loss arises from fraud or dishonesty on their part.

7.5 The Club will indemnify MC members against all liability which is incurred as an MC member, but this indemnity will not apply if the member has been fraudulent or dishonest in conducting the Club's business. The Club's indemnity will continue to apply after retirement from the MC. The MC may if it wishes take out suitable liability insurance to protect its members, such insurance being permitted to continue up to 6 years after retirement from the MC.

7.6 The MC may employ staff to carry out aspects of the business of the club and company as needed, and may delegate responsibility for day-to-day running of such aspects, as it sees fit. A Club Manager will be appointed by the MC to deal with the day-to-day running of the business of the Club.

8 REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

8.1 If a committee member is guilty of fraud or dishonesty, the MC has the power – and obligation – to remove the member from office immediately. Any MC member suspected of fraud or dishonesty may be suspended from office while the matter is investigated and will be removed from office if found to be guilty or failing to co-operate in the investigation.

8.2 Any member may be removed either on a vote of no-confidence from the Club members as a body (passed by simple majority of those voting) or by a unanimous vote of the remaining members of the MC on the grounds of being too ill or infirm to carry out his duties. Any member may also be suspended by a unanimous vote of the remaining members of the MC on the grounds that he has lost the confidence of all the other members of the MC, pending a Special General Meeting (see 10.3), which must be called within 21 days.

9 ACCOUNTS

9.1 The financial affairs of the club are to be managed at all times with skill, care and transparency.

9.2 The Treasurer is responsible for ensuring that full and accurate accounting records are kept for the Club and the Company in order to allow the Company to prepare its statutory annual accounts. A suitable summary of the accounts is to be laid at the AGM, prepared in a format deemed suitable by the MC. The Company's statutory accounts will be made available to members on request.

9.3 The Club is to maintain one or more bank accounts into which all income is to be paid and from which all expenditure will be made (subject to small amounts being dealt with through petty cash). Cheques are to be signed by a designated authorized signatory, who may be a MC member or an employee of the company. The MC may determine its own arrangements as to authorisation of expenditure.

10 GENERAL MEETINGS

10.1 There is to be an annual general meeting ("AGM") of Club members, and no more than 15 months is to elapse between one AGM and the next. The following business will be conducted at the AGM:

- Laying of a set of summary accounts for the Club
- Approval of an annual report from the Chairman
- Election of members of the Management Committee
- Notification of changes in joining and membership fees and table money rates
- Any other business that the members may ask to be put onto the agenda.

10.2 A notice of the AGM is to be displayed on the club's notice board for not less than 21 days before the meeting. The notice will say when and where the meeting is to take place, and will include the agenda for the meeting (or refer to a separate notice displayed within the Club giving the agenda). Written notice of the AGM must also be posted or e-mailed to all members not less than 21 days before the meeting.

10.3 A Special General Meeting of the Club members may be requested at any time by the MC. A Special General Meeting will also be convened if at least 20 members of the Club so request. The request is to be made to the Club Secretary, and it must include an agenda.

10.4 A notice of any Special General Meeting is to be displayed on the Club's notice board for not less than 14 days before the meeting. The notice will say when and where the meeting is to take place, and will include the agenda for the meeting (or refer to a separate notice displayed within the Club giving the agenda). Written notice of the SGM must also be posted or e-mailed to all members not less than 14 days before the meeting.

10.5 General Meetings will normally be chaired by the Chairman of the Management Committee, but the MC may appoint an alternative person to take the chair. The conduct of meetings should be flexible, fair and informal, and members should be given every reasonable opportunity to have their say. The Chairman has the power to discipline members who abuse this, including the power to order the immediate expulsion of members from the meeting if, in his view, they are disrupting the business of the meeting.

10.6 All voting members present at General Meetings have one vote, and all decisions are to be decided by a simple majority (except where a greater majority is required by these rules). No vote can be taken unless there is a minimum of 10 voting members present. If there is deadlock, the Chairman does not have a second vote and the status quo applies.

10.7 Members can vote by proxy and the MC will put appropriate arrangements in place in order for them to be able to do so.

11 RECORD KEEPING

11.1 Minutes of all meetings – whether of the members, the Management Committee or its Sub-Committees – are to be taken, and signed by the chairman of the meeting as a true record.

11.2 Subject to the exceptions below, copies of all minutes are to be made available to members on request.

11.3 The exceptions are that the MC does not have to disclose minutes of their meetings or Sub-committee meetings if in their reasonable opinion disclosure would damage the interests of the Club. Examples are where the minutes contain commercially sensitive information, discuss litigation or consider personal matters. The committees can withhold only the minimum information they reasonably require and they should do so only for the shortest reasonable time.

11.4 The MC is to ensure that the Club maintains a permanent archive of all its documents and records.

12 CONDUCT OF MEMBERS, DISCIPLINE AND EXPULSION

12.1 Members may be expelled from the Club if found guilty of:

- a criminal offence which makes them a danger to the safety or well being of other members
- use or supply of unlawful drugs on the club's premises

- violent, drunken or grossly anti-social behaviour on the club's premises
- behaviour which is in serious breach of the club's anti-discrimination policy
- cheating, or other conduct in playing bridge that the committee decides makes them unfit to remain a member.

Members may also be suspended from attending the club, for a period of time as determined by the MC, for lesser misbehaviour.

12.2 Any member may complain about the conduct of any other member and should do so in writing to the Chairman of the MC or to the Club Manager as appointed by the MC. Allegations of misbehaviour may also be raised by the Tournament Director during any event of which he is in charge. The Tournament Director has authority to deal at first instance with all misdemeanours and poor behaviour on the premises before, during and after play. The Tournament Director has the power to admonish members and to require a member or visitor to leave the club premises if it is considered in the interests of the members to do so. In such cases players will have no rights to return of table money or prize money for the event in which they were participating. The Tournament Director will, in serious cases, attempt to consult one or more members of the MC present or by phone.

12.3 All reports of misdemeanours or offences will be referred to the MC. The MC will, at the earliest opportunity, investigate the complaint. If further action is deemed necessary by the MC, a hearing will be arranged comprising a Panel whose members will be not more than three members of the MC and any other members of the Club the MC considers it necessary to co-opt to deal with the matter. Any alleged offender(s) will be told the reasons for the hearing in advance of its taking place and will have the opportunity to attend the hearing and put their side of the story. They will also have a right of appeal against any decision reached by the hearing, such appeal to be heard by the full MC, but can be refused the right to appeal if there is no arguable defence to the decision made. Membership of the Club, and the right to attend the Club premises, may be suspended for alleged offenders pending a hearing if it is considered in the interest of the Club membership as a whole to do so.

12.4 The Panel may decide upon any appropriate action at disciplinary hearings, including a reprimand, suspension of Club membership (during which time offenders will be barred from the premises) for any period of time, or expulsion from the Club. Expulsion may be immediate for the most serious matters; in other cases, persistent offenders will be dealt with by an escalation of warnings, namely a verbal warning, a written warning, temporary suspension and then expulsion.

12.5 Any member expelled from the Club may not apply to rejoin, nor do they have any rights to the return of any portion of their joining fee or annual subscription. Any person who has been required to leave the club premises or expelled from the club may not re-enter the premises without express permission from the MC or Club Manager.

13 DISSOLUTION

13.1 The club is to be dissolved only in one of the following circumstances:

- the number of members falls below 25; or
- a court order is made to dissolve it; or
- the MC determines that dissolution is unavoidable in the near future, even though a court order has not yet been made.

13.2 In the event of dissolution, the club's surplus assets and funds, after payment of all liabilities, are to be distributed to the LMBA, the English Bridge Union or any charity or charities, preferably that have links to bridge, on the determination of the Management Committee. A final account is to be prepared and submitted to the English Bridge Union or the Charity Commission.

14 AMENDMENT OF CONSTITUTION AND RULES

14.1 The Management Committee has the power to amend the Constitution and Rules without a vote of the members only and to the extent that any change is necessary to comply with new legislation or regulation and where failure to make the change(s) would cause the club or the Company to act unlawfully.

14.2 The Constitution and Rules can be amended only by a two-thirds majority of the members that vote on the resolution (whether in person or by proxy) at the AGM or at an SGM.

14.3 Notwithstanding paragraph 14.2, both of the following changes require a two-thirds majority as described in paragraph 14.1 **and** a court order.:

- A proposal to change this rule about amendments; and/or
- A proposal to change the rules about dissolution.

15 INTERPRETATION OF CONSTITUTION AND RULES

15.1 The MC is the sole authority for the interpretation of this document, on which their decision is to be final and binding. All members and their guests are deemed to have read this document, including the club's anti-discrimination policy (whether or not they have done so) and they are bound by them.

15.2 All mentions of "he", "him" or "his" in these rules should be read to mean "he or she", "him or her" or "his or her(s)".