

## **Constitution of the Halifax & District Bridge Association**

### **1. Name.**

The Club will be called the Halifax & District Bridge Association and will be affiliated to the English Bridge Union.

### **2. Objects.**

The objects of the club are:  
For the public benefit

(a) the advancement of amateur sport by promoting the game of bridge for the benefit of the residents of Halifax and the surrounding area.

(b) the provision of facilities for the learning, teaching and playing of bridge for the benefit of the residents of Halifax and the surrounding area with the object of improving conditions of life.

### **3. Membership.**

3.1. All bridge players and those wishing to learn to play who are over the age of eighteen years will be entitled to apply for full membership of the Club.

3.2. Players under the age of eighteen years will be entitled to apply for Junior membership. Such members are not entitled to vote at general meetings of the Club and cannot be Trustees of the Club.

3.4. The Club may confer Honorary Life Membership on any member who has rendered special service to the Club.

3.5. Any person wishing to become a member of the Club shall apply for membership by completing such form as may be prescribed from time to time by the Management Committee,

3.6. All members are deemed to have accepted the regulations of this constitution and the rules and codes of conduct adopted by the Club.

3.7. The Committee will keep a register of members which will include details of their names, addresses and contact details.

### **4. Membership Fees and Subscriptions.**

4.1 All members of the Club will pay an annual subscription, the amount of which shall be decided at the Annual General Meeting of the Club.

4.2. All members of the Club, and each guest or visitor will pay table money on each occasion he plays at the Club, the amount of which shall be decided at the Annual General Meeting of the Club.

4.3. Any subscription, table monies or other charges payable by a member who is:-

(i) a junior member, or

(ii) in full time education or training, or

(iii) is unemployed and/or disabled and in receipt of means tested state benefits,

shall be reduced by one half.

### **5. Refusal, Suspension and Termination of Membership.**

An application for membership may only be refused and a membership may only

be suspended or terminated by a resolution of the Committee that to do so is the best interests of the Club. Any such resolution may only be passed if:-

(i) the member has been given at least twenty one day's notice in writing of the Committee meeting at which the resolution will be proposed and the reasons why it is to be proposed;

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Club) has been allowed to make representations to the meeting.

## **6. Officers.**

6.1. The Officers of the Club will be the President, Secretary and Treasurer.

6.2. No member of the Club shall simultaneously hold more than one office.

6.3. Officers shall be elected at the Annual General Meeting of the Club. Officers shall serve for a term of three years, retiring annually in rotation, but shall be eligible for re-election.

6.4. In the event of a vacancy arising during the year in any office of the Club, the Committee shall choose one of their number to fill such vacancy until the ensuing Annual General Meeting.

## **7. Committee.**

7.1. The Committee will consist of the Officers of the Club together with four other members of the Club, who shall be elected at the Annual General Meeting of the Club.

7.2. All members of the Committee will become Charity Trustees of the Club on election or appointment for the duration of their term in office and will be required to agree in writing to act as trustees of the Club.

7.3. Committee members shall serve for a term of two years, retiring annually in rotation, but shall be eligible for re-election.

7.4. The Committee may from time to time co-opt further members of the Club to serve on the Committee until the ensuing Annual General Meeting, whether to fill a vacancy that has arisen, or as additional members, except that the total number of members of the Committee (including Officers) shall at no time exceed ten.

7.5. The Committee will meet at least two times per year. A quorum at meetings of the Committee shall be three members of the Committee at least one of whom must be an Officer of the Club.

7.6. The Committee may from time to time appoint sub-committees to undertake on its behalf such aspects of the administration of the Club as it shall think fit, and members of such sub-committees may include members of the Club who are not members of the Committee.

7.7. Proceedings and meetings of the Committee and any sub-committees shall be regulated in such manner as the Committee may from time to time decide. The Secretary will take minutes of all meetings of the Committee which minutes will include details of the persons attending, any decisions taken and where appropriate the reasons for the decisions. Minutes of Committee meetings will be available for inspection by members at the Club and will be published on the Club website.

7.8. It shall be the duty of the Committee:-

(i) to manage, regulate and generally supervise the affairs of the Club for the benefit of the members.

(ii) to prepare and set before the members at the annual general meeting an Income and Expenditure Account and

Balance Sheet showing the Club's financial position.

(iii) to report to the members at each annual general meeting on the activities and the affairs of the Club since the previous annual general meeting.

(iv) to appoint an auditor of the Club's annual accounts.

7.9. The Committee shall be empowered:-

(i) to authorize such expenditure from Club funds as they shall deem necessary.

(ii) to vary the amount of the annual subscription, table money, and visitors fees prior to the ensuing annual general meeting.

(iii) to fix any other charges they may deem necessary.

(iv) to prescribe, amend and rescind policies, rules and codes of conduct for the proper management and organisation of the Club.

(v) to consider applications for membership.

(vi) to take whatever disciplinary action over members they may deem necessary.

## **8. General Meetings.**

8.1. The Club must hold a general meeting within twelve months of the date of adoption of this constitution.

8.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

8.3. At each annual general meeting the date and time will be fixed for the following annual general meeting. Details thereof will be included in the member's calendar and posted on the club website.

8.4. At each annual general meeting the following business will be transacted:-

(i) to receive reports from the President and Secretary;

(ii) to receive the annual accounts and the treasurer's report;

(ii) to elect the Officers and Committee members in place of those retiring.

Nominations for the posts of Officers or Committee members shall be in writing, proposed and seconded by members of the Club and must be signed by the person being proposed to show his willingness to be appointed. Nominations must be received by the Secretary at least fourteen clear days before the date fixed for the annual general meeting.

(iv) to consider any resolutions included on the Agenda.

Resolutions must be proposed and seconded by members of the Club, submitted in writing and received by the Secretary at least fourteen clear days before the date fixed for the annual general meeting.

(v) to transact any other business.

8.5. All general meetings other than annual general meetings shall be called special general meetings.

8.6. The Committee may call a special general meeting at any time.

8.7. The Committee must call a special general meeting at the request of at least ten members or one tenth of the membership whichever shall be the greater, upon notice being given in writing to the Secretary, signed by all of

them and clearly stating the purpose of the meeting. The Secretary will fix a date for the meeting within twenty eight days of receipt of the request.

8.8. No business will be transacted at any general meeting unless a quorum is present. A quorum will be constituted by ten members or one tenth of the membership whichever shall be the greater, present in person one of whom must be a member of the Committee.

8.9. At any general meeting each full member shall have one vote only save that in the event of equality in voting the President or in his absence the Chairman of the meeting shall be entitled to a second or casting vote.

8.10. The President shall normally be the Chairman at all general meetings of the club. In the absence of the President the members of the Committee present at the meeting shall elect one of their number to act as Chairman of the meeting.

8.11. At least fourteen clear days notice shall be given of any general meeting. The notice must be given to all members and must specify the date, time and place of the meeting and the general nature of the business to be transacted.

8.12. The Secretary will take minutes of all general meetings which minutes will include details of the persons attending, any appointments made and the result of any resolutions. Minutes of general meetings will be available for inspection by members at the Club and will be published on the Club website.

## **9. Notices.**

9.1. Any notice required by this constitution to be given to or by any person must be:-

- (i) in writing; or
- (ii) given using electronic communications.

9.2. The Club may give any notice to a member either:-

- (i) personally; or
- (ii) by sending it by post in a prepaid envelope addressed to the member at his address; or
- (iii) by leaving it at the address of the member; or
- (iv) by giving it using electronic communications to the member's address.

9.3. A member who does not register an address with the Club shall not be entitled to receive any notices from the Club.

9.4. A member present in person at any meeting of the Club shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## **10. Finance and Bank Accounts.**

10.1. The financial year of the Club will be from 1st April to 31st March.

10.2. The Treasurer shall cause proper books of account to be kept with respect to:-

- (i) all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
- (ii) the assets, credits and liabilities of the Club.

10.3. All funds of the Club shall as soon as possible after receipt be paid into bank accounts opened and maintained in its name.

10.4. Such accounts shall be under the control of the Committee, which shall from time to time provide their method of operation but so that the signature of at least two Officers one of whom shall be the President or the Treasurer shall at all times be required.

10.5. All payments of money to be made of behalf of the Club shall be applied towards the objects of the Club as set out in this constitution and shall be approved by the Committee.

## **11. Trustees.**

11.1. The Officers and other members of the Committee shall be the Trustees of the Club.

11.2. No one may be appointed as a Trustee if he would be disqualified from acting under the provisions of clause 13.

11.3. The first Trustees shall be those persons elected at the meeting at which this constitution is adopted.

11.4. The trustees must notify the Charities Commission (hereinafter the 'Commission') promptly of any changes to the Club's entry on the Central Register of Charities.

## **12. Powers of Trustees.**

12.1. The Trustees must manage the business of the Club and have the following powers in order to further the Objects (but not for any other purpose):-

(i) to raise funds and invite or receive contributions from any person or persons whatsoever by means of subscriptions, donations or otherwise provided that in so doing the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(ii) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006;

(iv) to borrow money and to charge the whole or any part of the property belonging to the Club as security for the repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 as amended by the Charities Act 2006, if they intend to mortgage land;

(v) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(vi) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(vii) to acquire, merge or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(viii) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(ix) to obtain and pay for such goods and services as are necessary for carrying out the work of the Club;

(x) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

(xi) to do all other lawful things as are necessary for the achievement of the Objects;

12.2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

12.3. Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

### **13. Disqualification and Removal of Trustees.**

A Trustee shall cease to hold office if he:-

(i) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(ii) ceases to be a member of the Club;

(iii) becomes incapable by reason of mental disorder, illness or injury of managing his own affairs;

(iv) resigns as a Trustee by notice to the Club ( but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

(v) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his office be vacated.

### **14. Annual Report, Return and Accounts.**

14.1. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:-

(i) the keeping of accounting records for the Club;

(ii) the preparation of annual statements of account for the Club;

(iii) the preparation of an Annual Report;

(iv) the preparation of an Annual Return;

(v) the transmission of the annual statements of account, the Annual Report and the Annual Return to the Commission.

14.2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.

### **15. Title to Property and Repair and Insurance of Property.**

15.1. The Trustees must ensure the title to:

(i) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and

(ii) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.

15.2. The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and

that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.

15.3. The Trustees may remove the holding Trustees at any time.

15.4. The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Club (except those buildings that are required to be kept in repair and insured by a tenant). The Trustees must insure suitably in respect of public liability and employer's liability.

## **16. Application of Income and Property.**

16.1. The income and property of the Club shall be applied solely towards the promotion of the Objects.

16.2. A Trustee may pay out of, or be reimbursed from, the property of the Club any reasonable expense properly incurred by him when acting on behalf of the Club.

16.3. None of the income or property of the Club may be transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Club. This does not prevent:-

(i) a member who is also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Club;

(ii) a Trustee from:-

(a) buying goods or services from the Club upon the same terms as other members;

(b) receiving a benefit from the Club in the capacity of a member and on the same terms as other members;

(iii) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Club but excluding:-

(a) fines;

(b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee;

(c) liabilities to the Club that result from conduct that the Trustee knew or ought to have known was not in the best interests of the Club or in respect of which the person concerned did not care whether that conduct was in the best interests of the Club.

16.4. No Trustee may be paid or receive any other benefit for being a Trustee and in this clause 'Trustee' shall include any person firm or company connected with the Trustee.

16.5. A Trustee may:-

(i) sell goods, services or any interest in land to the Club;

(ii) be employed or receive any remuneration from the Club; (iii) receive any other financial benefit from the Club;

if:-

(iv) he is not prevented from doing so by sub-clause 16.4 of this clause; and

(v) the benefit is permitted by sub-clause 16.3 of this clause; or

(vi) the benefit is authorized by the Trustees in accordance with the conditions in sub-clause 16.6 of this clause.

16.6.

(i) If it is proposed that a Trustee should receive a benefit from the Club that is not already permitted under sub-clause 16.3 of this clause, he must:-

(a) declare his interest in the proposal;

(b) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;

(c) not be counted in determining whether the meeting is quorate;

(d) not vote on the proposal.

(ii) In cases covered by sub-clause 16.5 of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Club to contract with or employ that Trustee rather than someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest)

(iii) The Trustees may only authorise a transaction falling within paragraphs 16.5 (a) to (c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.

(iv) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Club the value of any benefit received by the Trustee from the Club.

(v) A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest) and take no part in the voting on the matter.

## **17. Amendments to the Constitution.**

17.1. No amendment may be made to this constitution which could have the effect of making the Club cease to be a charity at law.

17.2. No amendment may be made to clauses 2 and 16 without the prior consent of the Commission.

17.3. No amendment to this constitution shall be made except at a general meeting of the Club and on any resolution to amend this constitution at least two thirds of the votes cast on the resolution must be in favour.

17.4. A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## **18. Winding –Up.**

18.1. In order that a resolution that the Club shall be wound up to have effect at least two thirds of the votes cast on the resolution must be in favour, and in addition the number of votes cast in favour must exceed one half of the members of the Club entitled to attend and vote at the general meeting at which the resolution is put.

18.2. If a resolution to wind up the Club is effectively passed, the Committee shall be responsible for winding up the affairs of the Club and shall be empowered to take whatever action may be required to realise the assets of the Club.

18.3. If the winding up has been initiated with a view to amalgamating the Club with some other bridge club which has charitable status and which is



affiliated to the English Bridge Union any assets remaining after the satisfaction of all proper debts and liabilities shall be transferred to that other club. In any other case any surplus assets shall be transferred to such charitable institution or institutions having Objects similar to the Club as the members shall determine by a simple majority at the meeting at which the resolution to wind up the Club has been carried.

18.4. The Trustees of the Club must notify the Commission promptly that the Club has been dissolved and if required to do so will send the final accounts, report and returns to the Commission.