

# Harrogate Bridge Club Ltd. - Revised Rules - Adopted 5<sup>th</sup> July 2023

*In the following, italicised material is in the nature of commentary and not a part of the rules of the club. The general aim of the revision is to preserve the previous organisation of the Club as far as is consistent with its reconstitution as a limited company. This is to reserve the actual running of the Club to the elected Management Committee while the Board of directors act much as did the former Trustees, but taking into account the responsibility of the Board under the Companies' Act for the financial stability of the Club.*

## Preamble

In the following rules, any term apparently indicating masculine gender is to be taken as including the feminine also

At their Annual General Meeting the members of Harrogate Bridge Club Ltd, a company limited by guarantee, elects separately a Management Committee and a Board of Directors. The duties and powers of each body and the general rules under which they operate are as follows.

### A) Board of Directors.

#### 1) Responsibilities.

- a) To ensure that the legal requirements of the Companies Act are met.
- b) To ensure that the Club is run on a sound financial basis.

In pursuance of this requirement the Board may veto any action of the Management Committee which they consider to be in contravention of the Companies' Act or detrimental to the long term financial stability of the Club. If no agreement can be reached, a General Meeting of the Club must be called to whose decision on the issue will be final.

#### 2) Constitution and election of the Board of Directors.

a) The Board shall consist of at least four permanent directors, a Company Secretary and also the Chairman of the Management Committee who will be ex officio a member of the board.

b) The permanent directors shall be elected by the members at a General Meeting of the Club and shall hold office until:

- 1) death, resignation or ceasing to be members of Harrogate Bridge Club.

or 2) bankruptcy, lunacy or other incapacity.

or 3) removal by resolution of a Special General Meeting called for that purpose.

c) The Chairman of the Management Committee shall be Chairman of the Company

### B) The Management Committee

3) a) The Committee shall consist of Chairman, Secretary, Treasurer, Chairmen of the Bar, House and Tournament Sub-committees and nine other members. Any change in Officers of the Club or Bar Chairman must be notified to the Police and Local Council ..

b) i) All members of the Committee are elected for a three year period. One third of the ordinary members will retire each year.

- ii) Should the Chairman, Secretary, Treasurer or a Sub-Committee Chairman leave the committee during the course of a year, a replacement will be elected to complete that year. Such replacement will then be eligible to stand for election to that office for a further three years
- c) The Committee shall have the power to fill any vacancy which might occur.
- d) The quorum at a meeting of the Committee shall be five.
- e) The chairman, officers and sub-committee chairmen may not serve in the same position for more than three consecutive years. Under exceptional circumstances they may be elected to continue in office for a further year, should it prove impossible to find a suitably qualified, willing or experienced replacement.
- f) i) The Committee shall have the management of the business of the Club and shall have full power to engage or dismiss any servant or employee of the Club, to purchase such articles and do all such things as it may deem necessary for the carrying out of the objects of the Club, but, in doing so shall have due regard to any resolution or recommendation of any General or Special General Meeting.
  - ii) The Committee will apply and comply with all legislative employment law and provisions and General Data Protection Regulations. It will also pay due regard to Health and Safety provisions and make available an Accident Report Book which will be inspected at each Committee Meeting. These provisions apply to all who lawfully enter the Club Premises.
  - iii) The Committee shall have the power to make byelaws: for regulating the conduct and affairs of the Club, provided that such byelaws are not inconsistent with the Rules of the Club. These byelaws shall be posted in some conspicuous part of the Club premises and shall be binding on all Members.
- g) The retiring members of the Committee shall be eligible for re-election, subject to Rule 3)e) above.
- h) The Chairman shall be a member of all Sub-committees of the Club.
- i) Apart from the Bar Sub-committee for which all members must be full Committee Members or Directors, not less than one half of any Sub-committee must be Committee Members.
- j) The House Chairman is responsible for maintenance and cleaning, compliance with legal requirements concerning the maintenance and operation of electrical services, fire alarms and emergency lighting, fire safety, and manages any building improvements.
- k) The Club flats are managed by the House Chairman and Treasurer who together oversee administration by the Club's managing agent. The Treasurer monitors financial matters. The House Chairman monitors maintenance issues raised by the agent, manages any improvement projects, and leads on tenancy issues.
- l) The Bar Sub-committee shall be responsible for the purchase and supply of alcoholic liquor on the Club's premises in accordance with the Licensing Acts and with the approval of the Licensing Authority. Hours of supply are at the Committee's discretion subject to the requirements of the licensing Acts for the time being in force. Such times shall be displayed on the Club notice boards and must be notified to the local police and the Local Council
- m) The Tournament Sub-committee shall be responsible for matters specifically related to the playing of Bridge in the Club, in particular the control of Club Competitions and the selection of teams to represent the Club.
- n) The Chairman of any Sub-committee is empowered to appoint other Members of the Sub-committee as he thinks necessary, having regard to Rule 3 (i).

0) The Chairman, with the approval of the committee, may designate a full member of the committee to be vice- chairman. The Vice chairman will chair meetings of the committee in the Chairman's absence and at such meetings shall have a casting vote in addition to his vote as a member.

4) The Chairman shall take the chair at all meetings of the Management Committee. In the event of the votes on any motion being equal, the Chairman shall be entitled to give a casting vote in addition to his vote as a member. In the absence of the Chairman and Vice chairman, the Meeting may by simple majority elect a deputy who shall also have a casting vote.

5) The Secretary shall carry out the directions of the Committee and attend all meetings of the Committee and take minutes of the proceedings. In the unavoidable absence of the Secretary, the Chairman may appoint another member of the Committee as minutes secretary.

6) a) The Treasurer shall keep proper records of all moneys received and expended on behalf of the Club. He shall, when required to do so, render to the Management, Board of Directors, or General Meeting of the Club, an account of any moneys received or expended. The authority for cheque signatories shall be vested in the Board of Directors. The Committee shall nominate signatories for approval by the Board

7) a) The annual subscription and the amount of table money for Members and Visitors shall be such sums as the Club shall determine at its Annual General Meeting. Members shall fall into the following classes ..

1) Full Member - who is entitled to participate in all activities of the Club.

2) Honorary Life Member - A Full Member granted exemption from the annual subscription as recognition for services to the Club

All classes of membership carry the right to vote at the Annual General Meeting and at any Special General Meeting of the Club. They also carry the rights and obligations of members of Harrogate Bridge Club Ltd. A Member unable to attend a meeting may appoint a proxy to vote in his stead. The Club's year shall run from 1st April to 31st March.

b) Any person becoming a Member of the Club after the 1 st of January in any year shall pay the full current annual subscription of the Club which will be rolled over to include the following year.

c) Every candidate for Membership shall be proposed by one Member and seconded by another. All applications for Membership shall be made in writing and shall be signed by the candidate and the proposers and the election shall be at the discretion of the Management Committee. By accepting membership, a candidate becomes a member of Harrogate Bridge Club, Ltd. with the rights and liabilities arising from this.

The name of every candidate shall be displayed prominently on one of the Club notice boards for not less than seven days before his election. Any member who objects to the candidate must make his objection in writing (stating the grounds thereof) addressed to the Secretary who shall communicate the same to the Management Committee but to no other person.

d) Any Member who has not paid his subscription within one calendar month after it has become due shall become liable to such increase in subscription or forfeiture of discount as shall have been decided at a General Meeting of the Club. If still unpaid three months after the due date, he shall cease to be a Member and his name shall, at the discretion of the Committee, be erased from the list of Members. Thereupon such Member shall lose all the privileges of Membership.

e) Visitors may be introduced by Members only and must be signed in. Visitors are restricted to five visits per annum. Such Visitors may make full use of the Club facilities and may purchase

intoxicating liquor for consumption on the premises during the hours prescribed for such consumption.

8) A General Meeting of the Club shall be held each year, and on a date to be fixed by the Committee, to transact the following business:

The Meeting shall be chaired by the Chairman of the Board, in his absence by a Member elected by the meeting.

a) To receive and, if approved, to adopt a statement of the Club's accounts to the end of the preceding year.

b) To hear and consider the Chairman's report.

c) To appoint Officers, Sub-committee Chairmen and other Members of the Committee

d) To appoint Accountants

e) To consider and, if approved, sanction any duly made alterations to the rules.

f) To deal with any special matter which the Committee desires to bring before the Members and receive suggestions from the Members for consideration by the Committee.

g) To consider and sanction, or otherwise, any properly presented resolution. To be properly presented a resolution from the Committee or Board must form part of the Notice calling the Meeting. Members' Resolutions must be proposed and seconded and submitted to the Secretary or Company Secretary in writing by or email not less than fourteen days before the date of the meeting ..

h) Notice convening a General Meeting shall be sent to all Members at least twenty one days before the date of the Meeting.

9) At least twenty one days before the date appointed for the Annual General Meeting a nomination sheet shall be posted in the club by the Secretary. Candidates for each position on the Management Committee shall be proposed and seconded by Members who shall sign the sheet in person. Nomination shall close seven days before the date of the Meeting.

10) A Special General Meeting may be convened at any time by the Management Committee or the Board of Directors and shall be convened within twenty one days from the receipt of a request in writing signed by not less than twenty Members.

a) To consider and, if approved, sanction any duly made alterations to the rules.

B To deal with any special matter which the Committee or Board desire to place before the Members.

c) To deal with any special matter which the Members requiring the Meeting desire to place before the Club.

Notice convening a Special General Meeting shall be sent to the Members not less than fourteen days before the Meeting and shall specify the matters to be dealt with.

11) Members' behaviour

(a) Each member of the Club shall be required to conform to the standards of fair play, courtesy and personal deportment prescribed by the Byelaws and regulations of the EBU, or as determined within the Rules of the Club. If there is any conflict between them, the Rules of the Club shall prevail.

(b) The Club shall have the powers and procedures for the enforcement of such Rules, as published on the Club's website from time to time, under the heading of Complaints and Disciplinary Procedures.

- (c) For the avoidance of doubt, adhering to the requirements of good behaviour at all times is applicable not only to conduct at the bridge table, but also to actions and communications including, but not restricted to, social media, by members, on the Club's premises or elsewhere, to the extent that they relate to HBC members and/or may be considered damaging, directly or indirectly, to the reputation of Harrogate Bridge Club.
  - d) The attached schedule, "Complaints and Disciplinary Procedures April 2023" forms part of these rules.
- 12) The Management Committee has the power to amend the Rules at any time to facilitate the smooth running of the club, but any such amendments must be formally ratified by the members at the next AGM or SGM, if so called by the Management Committee, the Board or a quorum of members, as set out in clause 10. Any modifications must be notified to the Local Council.