

THIS CONSTITUTION dated 7 January 2016 establishes a Charitable Incorporated Organisation in accordance with the Charity Act 2011.

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) hereby established is **DORKING BRIDGE CLUB** which is affiliated to the English Bridge Union and the Surrey County Bridge Association.

2. Location of principal office

The principal office of the CIO is in England. The bridge club is based in England and plays at various premises in the Dorking area.

3. Objects

The objects of the CIO are:

- (1) The advancement of amateur sport by promoting the game of bridge for the benefit of the residents of Dorking and the surrounding area.
- (2) The provision of facilities for the learning, teaching and playing of bridge for the benefit of the residents of Dorking and the surrounding area with the object of improving conditions of life.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, its powers shall include the power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (“Benefits and payments to the Trustees and connected persons”) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, 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.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of its stated objects.
- (2) A Trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (3) A Trustee may benefit from any trustee indemnity insurance cover purchased at the CIO’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (4) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a Trustee receiving:

- (a) any benefit from the CIO as a beneficiary of the CIO; or
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (5) Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to the Trustees and connected persons

(1) General provisions

No Trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Trustees’ or connected persons’ benefits

- (a) A Trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that it is available generally to all the beneficiaries of the CIO.
- (b) A Trustee or connected person may enter into a contract for the supply of services or goods that are supplied in connection with the provision of services to the CIO where that is permitted in accordance with, and subject to the conditions of, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a Trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the trustee or connected person.
- (d) A Trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England base rate for the time being.
- (e) A Trustee or connected person may receive rent for premises made available by the Trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls.

The CIO and its Trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions are satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the Trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the

Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Trustees in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) "the CIO" includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) "connected person" includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A Trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest). Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership and administration of the CIO

(1) Admission of new members

(a) Eligibility

- (i) Membership is open to anyone who is interested in furthering the stated purpose of the CIO, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. A member must be an individual person and not a corporate body or organisation.
- (ii) Any person wishing to become a member shall apply for membership by completing and forwarding to the Secretary such form as may be prescribed from time to time by the Trustees.
- (iii) If any member who has been expelled as a member or who has resigned or allowed his or her membership to lapse whilst suspended from the privileges of membership shall have to formally reapply for membership in accordance with sub-clause (ii) above.

- (iv) Any bridge player, or anyone wishing to learn to play, who is over the age of eighteen years will be entitled to apply for full membership.
- (v) Any bridge player, or anyone wishing to learn to play, who is under the age of eighteen years will be entitled to apply for Junior membership but shall not be entitled to vote at general meetings and cannot be a Trustee.
- (vi) The Trustees may in their absolute discretion confer Honorary Life Membership on any member who in their opinion has rendered special service to the CIO.

(b) Admission procedure

(1) The Trustees:

- (i) may require applications for membership to be made in such reasonable way as they may from time to time determine;
 - (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
 - (iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 30 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
 - (iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
 - (v) shall keep a register of members to include details of their names, addresses and contact details.
- (2) A former member who wishes to rejoin as a member may do so without the necessity for a further formal application for membership, unless the trustees decide otherwise.
- (3) Members are automatically enrolled as members of the English Bridge Union and shall abide by its Bye Laws, rules and regulations.
- (4) In considering applications for membership the Trustees shall have regard to the playing facilities available and may from time to time decide that the CIO shall be closed to new applications for membership for such period as it may decide.

(2) **Transfer of membership**

Membership cannot be transferred to anyone else.

(3) **Duty of members**

- (a) It is the duty of each member to exercise his or her powers as a member in such way as he or she decides in good faith is most likely to further the purposes of the CIO.
- (b) All members are deemed to have accepted the regulations of this constitution and the rules and codes of conduct adopted by the CIO.

(4) **Termination of membership**

- (a) Membership of the CIO comes to an end if:
 - (i) the member dies;
 - (ii) the member sends a notice of resignation to the Trustees;
 - (iii) any sum of money owed by the member to the CIO is not paid in full within six months of falling due;
 - (iv) the Trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(v) is expelled under the Disciplinary Rules.

(b) Before the Trustees take any decision to remove someone from membership they must:

- (i) inform the member of the reasons why it is proposed to remove him or her from membership;
- (ii) give the member at least 21 clear days notice in which to make representations to the Trustees as to why he or she should not be removed from membership;
- (iii) at a duly constituted meeting of the Trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations made by the member as to why he or she should not be removed;
- (v) allow the member or the member's representative, if he or she so chooses, to make those representations in person at that meeting.
- (vi) allow the member the right of appeal against the decision to the appropriate authority (the EBU or the Surrey County Bridge Association)

(5) Membership fees and subscriptions

- (a) Members shall pay an annual membership fee, the amount of which shall be decided at the AGM, to be due for payment on 1 May in each year and which must be paid by 31 July. Unless the Trustees decides otherwise, any member whose subscription remains unpaid after that latter date shall be treated as a visitor until his or her subscription has been paid in full.
- (b) All members and each guest or visitor shall pay table money on each occasion that he or she plays, the amount of which shall be decided at the AGM. This table money shall include any subscription or other monies due to the EBU for the session(s).

(6) Additional classes of membership

No additional classes of membership may be created by the Trustees without a change to the constitution as described in clause 28.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or

documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature.

- (b) The resolution in writing may comprise several copies to which one or more members has signified his or her agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) A minimum of 10% of the members of the CIO may request the Trustees to put forward a proposal for decision by the members.
- (e) The Trustees must within 21 days of receiving such a request comply with it if:
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to amend this constitution must be taken in accordance with clause 28 hereof (Amendment of Constitution).
- (b) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 hereof. Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIO's must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting and proceedings of general meetings

There must be an Annual General Meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO and subsequent AGM's must be held within 4 months of each financial year end.

At each AGM:

- (a) the Trustees shall present the annual statement of accounts (duly audited or examined where applicable) and the their annual report.
- (b) elect the officers and the Trustees as required under clause 13.

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

- (c) consider any resolutions included on the Agenda.

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

- (d) transact any other business.

Other general meetings of the members may be held at any time and must be held in accordance with the provisions of sub-clause (2) below.

(2) Calling general meetings

- (a) The Trustees :
 - (i) must call the AGM of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The Trustees must, within 21 days, call a general meeting if:
 - (i) they receive a request to do so from at least 10% of the members; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the Trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly convene the meeting, but the CIO shall be entitled to be indemnified by the Trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The Trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 days clear notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 90% of all members any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice for the AGM, the annual statement of accounts and Trustees' annual report, details of persons standing for election or re election as Trustees, or where allowed under clause 22, details of where the information may be found on the CIO's website.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was

given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The Chairman shall, if present at the general meeting and willing to act, preside as Chairman of the meeting. Failing that the members who are present at a general meeting shall elect a Chairman to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the 25% of the total number of members entitled to attend and vote.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting shall be closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the Chairman must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the Chairman or be notified to the members at least seven clear days before the date on which it will resume.
- (e) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) shall be taken by a simple majority of votes cast at the meeting. Every member shall have one vote.
- (b) A resolution put to the vote at a meeting shall be decided on a show of hands, unless a poll is duly demanded. A poll may be demanded by the Chairman or by at least 10% of the members present in person at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll announced, in such manner as the Chairman of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the Chairman of the meeting; or
 - (iii) by means of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a second, or casting vote.
- (f) Any objection to the entitlement of any member to vote must be raised at the meeting at which the vote is cast and the decision of the Chairman of the meeting shall be final.
- (g) The Trustees may in their absolute discretion make provision for members to vote by proxy or by post in lieu of a decision at a general meeting.

(7) Adjournment of meetings

The Chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at the adjourned meeting except business which could properly have been transacted at the original meeting.

12. The Trustees

(1) Functions and duties of the Trustees

The Trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each Trustee:

- (a) to exercise his or her powers and to perform his or her functions as a Trustee in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise in the performance of those functions such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having;
 - (ii) if he or she acts as a Trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every Trustee must be a natural person.
- (b) No one may be appointed as a trustee:
 - (i) if he or she is under the age of 18 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(e).
- (c) No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Trustees decide, his or her acceptance of the office of Trustee.

(3) Number of Trustees

- (a) There must be at least five Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees or appoint a new Trustee or Trustees.
- (b) The maximum number of Trustees is ten. The Trustees may not appoint any person as a Trustee if it will result in the number of Trustees exceeding the maximum allowed.

(4) The first Trustees

The first Trustees of the CIO shall be: (i) David Doyle; (ii) Jenny Perks; (iii) Graham Osborne; (iii) Mike Tinsley; (iv) Steve Hooker; (v) Mubarak Samji; (vi) Janice Hansen; (vii) Pauline Zeronian; (viii) Val Johnston.

13. Appointment of officers and trustees

(1) Officers.

- (a) The Officers of the CIO shall be the Chairman, the Secretary and the Treasurer.
- (b) No member of the CIO shall simultaneously hold more than one office.
- (c) Officers shall be elected at the AGM and shall serve for a maximum term of three years but may then stand for re-election.
- (d) In the event of a vacancy arising during the year in any office the Trustees shall choose one of their

number to fill such vacancy until the ensuing AGM.

(2) Trustees

- (a) The Trustees shall comprise the Officers together with up to seven other members.
- (b) All the Trustees will be required to agree in writing to act as Trustees.
- (c) All the Trustees and the Officers shall retire from office at the first AGM but may stand for re-election.
- (d) The Trustees may from time to time co-opt further members to serve as trustees until the ensuing AGM, whether to fill a vacancy that has arisen or as additional members, except that the total number of trustees (including Officers) shall at no time exceed ten.
- (e) The Trustees will meet at least three times a year. A quorum at meetings of the Trustees shall be four at least one of whom must be an Officer.

14. Information for new Trustees

The Trustees shall make available to each new Trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it since adoption; and
- (b) a copy of the latest Trustees' report and the latest annual Statement of Accounts.

15. Retirement and removal of the Trustees

A Trustee shall cease to hold office if he or she:

- (a) retires by notice in writing (but only if sufficient trustees will remain in office when the notice of resignation takes effect so as to be able to form a quorum for meetings);
- (b) is absent without the permission of the other Trustees from all their meetings held within a period of six months and the other Trustees resolve that his or her office be vacated;
- (c) shall die;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (e) is disqualified from acting as a trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re enactment or modification of that provision).
- (f) ceases to be a member.

16. Reappointment of trustees

Any person who retires as a Trustee by rotation or by giving notice in writing shall be eligible for reappointment. A Trustee who has served for three consecutive terms shall not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

17. Taking of decisions by the Trustees

Any decision may be taken either:

- (a) at a meeting of the Trustees; or
- (b) by resolution in writing or electronic form agreed by all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

18. Delegation by the Trustees

- (1) The Trustees may delegate any of their powers or functions to a committee or committees and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
 - (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of the Trustees

(1) Calling meetings

- (a) Any trustee may call a meeting of the Trustees.
- (b) Subject to that, the Trustees shall decide how their meetings are to be called, and what period of notice shall be required.

(2) Chairing of meetings

The Chairman shall chair the meetings of Trustees. If he or she is not present within 10 minutes after the time of the meeting, the Trustees then present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three Trustees or the number nearest to one third of the total number of Trustees, whichever is greater, or such larger number as the Trustees may from time to time decide. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chairman shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the Trustees and by which each participant may communicate with all the other participants.
- (b) Any trustee participating at a meeting by agreed suitable electronic means in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by such electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Trustees, or of a committee of the Trustees, shall be valid notwithstanding the participation in any vote by a Trustee:
 - (a) who was disqualified from holding office;

- (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of the Trustees if, but for clause (1), the resolution would have been void, or if the Trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the Trustees.
- (3) If the CIO has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) it must only be used by the authority of the Trustees or of a committee of the Trustees duly authorised by the Trustees. The Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two trustees.

22. Use of electronic communications

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the CIO

Any member or trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

- (a) Any member or Trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give Trustees notice of their meetings in accordance with clause 19(1) (Calling meetings).
- (c) The Trustees must:
 - (i) take reasonable steps to ensure that members and the other Trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any member or trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and trustees.

24. Minutes

- (1) The Trustees must keep minutes of all of the following:
 - (a) appointments of Officers made by the Trustees;
 - (b) proceedings at general meetings;
 - (c) meetings of the Trustees and committees of the Trustees showing the names of the Trustees present at the meeting, the decisions made at the meetings, and, where appropriate, the reasons for the decisions;
 - (d) decisions made by the Trustees otherwise than in meetings.
- (2) The minutes of all meetings of the Trustees shall be made available to the membership (apart from any matters deemed inappropriate for publication).

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the end of each financial year.
- (2) The Trustees must inform the Charity Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

- (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.
- (2) Each member of the CIO shall be required in connection with the sport of Duplicate Contract Bridge to conform to the standards of fair play, courtesy and personal deportment prescribed by the Bye Laws and regulations for the time being of the EBU.
- (3) The CIO shall have the powers and procedures for the enforcement of the requirement in Clause 26(2). These are set out in the Schedule of Disciplinary Procedures (see Appendix 1 hereto) and shall stand as part of the Constitution and be subject to the same provisions of the Constitution regarding amendment.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

- (2) Any alteration of clause 1 (membership of the EBU), clause 3 (Objects), clause 29 (voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by the Trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment shall not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
 - (a) the Trustees must send with their application to the Charity Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the Trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the Trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any Trustee who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution. In this constitution:

“**connected person**” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a trustee;
- (b) the spouse or civil partner of a trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with a trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by a trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which:
 - (i) a trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“**Communications Provisions**” means the Communications Provisions in [Part 10, chapter 4] of the General Regulations.

“**Trustee**” of “**Trustees**” means a Trustee or the Trustees of the CIO

“**EBU**” means the English Bridge Union Ltd, which is the National Body for duplicate bridge in England.

“**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

Appendix 1 - Schedule of Disciplinary Procedures

1 Requirements of the Schedule

This Schedule is referred to under clause 26(3) of the Constitution of the Dorking Bridge Club (hereafter referred to as the CIO) and prescribes the powers and procedures for enforcement. It will comply with and follow the EBU disciplinary procedures and any variations thereof that are made from time to time. The CIO shall act through its Conduct and Disciplinary Committees for the enforcement of standards prescribed in clause 26(3) of the Constitution. The CIO shall have additional powers as set out in the clauses below.

2 Receipt of allegation

Any person making a complaint against one or more members of the CIO under the terms of clause 26(3) of the Constitution must do so in writing to the Secretary or the Chairman of the CIO.

3 Conduct Committee

The Trustees of the CIO shall appoint its Conduct Committee through its powers to appoint sub-committees under clause 18(1) of the Constitution. The Conduct Committee shall be responsible for investigating complaints against the CIO's members and to determine whether a disciplinary offence should be referred to the CIO's Disciplinary Committee.

The Conduct Committee shall consist of no fewer than three members of the CIO and no more than five. A quorum for any meeting shall be three of its members. It shall act by simple majority vote and its appointed chairman, or whomsoever in his absence the Conduct Committee shall select to chair its meeting, shall have a second, or casting vote in the event that there is parity of voting.

4 Disciplinary Committee.

The Trustees of the CIO shall appoint the Disciplinary Committee through its powers to appoint sub-committees under clause 18(1) of the Constitution. The Disciplinary Committee shall, determine sanctions for offences admitted by the defendant, hear charges of offences and determine whether those charges are proved and if proved, to determine the sanction imposed.

The Disciplinary Committee shall consist of no fewer than three members of the CIO and no more than five. At least three of its members must be present when it makes a decision to uphold a complaint and impose sanctions on the offending member. It shall act by simple majority vote and its appointed chairman, or whomsoever in his absence the Disciplinary Committee shall select to chair its meeting, shall have a second, or casting vote in the event that there is parity of voting.

5 Conflicts of Interest and Independence of the Conduct and Disciplinary Committees

Any member of either the Conduct or Disciplinary Committee who is in any way personally involved in the allegations within a complaint will be disqualified from participating in either Committee's handling of the complaint. A member of the CIO must not be a member of both the Conduct and Disciplinary Committees.

6 The Complaints Process

6.1 Notice of Meetings.

Where a written complaint is made, or a matter otherwise comes to the attention of the Conduct Committee, it shall first consider whether such complaint or matter falls within the scope of the Disciplinary Rules and whether further action is warranted. Normally no action will be taken in respect of a complaint relating to an alleged offence which occurred three months or more prior to a formal complaint in writing made to the appropriate Officer. If it does take action the Conduct Committee secretary shall first write to the Defendant, seeking the Defendant's comments on the substance of the complaint or matter that has been raised. The

Conduct Committee shall also be entitled to make such further investigations and enquiries as it in its absolute discretion considers appropriate.

The Conduct Committee shall also be entitled to seek advice both from within the CIO and from the EBU Laws and Ethics Committee, and to obtain external legal advice.

6.2 Complaint not justified.

If the Conduct Committee decides that the complaint is not justified, all parties shall be notified and the matter ended.

6.3 Complaint justified

If the Conduct Committee decides that the complaint is justified, it may, in its absolute discretion, offer a verbal caution to the offending member, which if accepted, ends the matter.

If the caution is not accepted by the offending member, or the Conduct Committee does not feel a caution is appropriate, it shall refer the case to a hearing by the Disciplinary Committee. The Defendant shall be notified, in writing, within two weeks of this decision and of his right to make a written submission to the Disciplinary Committee and to attend the hearing. The Defendant shall have the right to be represented by legal counsel of his choice or may be accompanied by a person to speak on his behalf. The Disciplinary Committee shall give at least two weeks' notice of the hearing to the Defendant.

6.4 Disciplinary Committee's Sanctions

If after the hearing the complaint is upheld, the Disciplinary Committee may in its absolute discretion:

- (a) Give a written reprimand to the offending member(s); OR
- (b) Suspend the offending member(s) from all or some of the competitions sponsored or licensed by the CIO for such period as it shall determine; OR
- (c) Suspend the offending member(s) from attending the CIO for such period as it shall determine; OR
- (d) Expel the offending member(s) from the CIO.

If the complaint is against a member of the Committee then in addition to any other sanctions applied, the Disciplinary Committee shall have the power to suspend such member from the CIO's Committee and any of its sub committees for such a period that it shall determine.

Any sanctions imposed by the Disciplinary Committee must be communicated to the offending member(s) in writing within twenty one days of the hearing

Any Sanction imposed by the Disciplinary Committee shall take effect as soon as time for appeal has elapsed except that if the Defendant has filed Notice of Appeal within the time allowed the Sanction shall not take effect until such Appeal has been determined

6.5 Appeal

Every Defendant found guilty of an offence by the CIO Disciplinary Committee has the right to appeal to the County Disciplinary Committee. Appeals must be in writing and lodged with the Secretary of the Association within twenty one days of the written communication of the CIO's Disciplinary Committee's decision to the Defendant. No further appeal is allowed.

6.6 Referral to the EBU Laws & Ethics Committee

At any time the County Disciplinary Committee may refer a complaint to the EBU Laws & Ethics Committee for its consideration. The EBU Laws & Ethics Committee may decline to accept the referral in which case the

County must hear the case. If the EBU Laws & Ethics Committee accepts the referral then the County Disciplinary Committee shall have fully discharged its responsibilities under this Schedule.

THIS CONSTITUTION was approved by the members of Dorking Bridge Club pursuant to a formal resolution proposed and passed at an Extraordinary General Meeting validly convened and duly held on 7 January 2016.