

HARROGATE BRIDGE CLUB RULES
Revised 5TH May 2026

1 PREAMBLE

- 1A Harrogate Bridge Club Ltd is a company limited by guarantee. Its legal documents are the Memorandum of Association and the Articles of Association, which includes certain regulations contained within Table A in the schedule to the Companies (Tables A to F) (Amendment) Regulations SI 1985/1052. Together they are legally known as the Constitution. The Memorandum is the foundational legal document that outlines the Club's relationship with the outside world. The Articles govern how the Club is run.

2 INTERPRETATIONS

- 2A In these Rules and Appendices, the following terms shall have these meanings:
- 2A1 "AGM" means an Annual General Meeting of Harrogate Bridge Club Ltd.
- 2A2 "Articles" means the Articles of Association of Harrogate Bridge Club Ltd.
- 2A3 "Board" means the Board of Directors of Harrogate Bridge Club Ltd.
- 2A4 "Chairman" means the Chairman of the Management Committee of Harrogate Bridge Club Ltd.
- 2A5 "Club" means Harrogate Bridge Club Ltd.
- 2A6 "Committee" means the Management Committee of Harrogate Bridge Club Ltd.
- 2A7 "Companies Acts" means the Companies Act 1985 and any other legislation or regulations relating to companies that apply to Harrogate Bridge Club Ltd including Table A Regulations as described here.
- 2A8 "Director" means a member of the Board of Directors of Harrogate Bridge Club Ltd.
- 2A9 "EGM" means an Extraordinary General Meeting of Harrogate Bridge Club Ltd.
- 2A10 "General Meeting" means either an Annual General Meeting or an Extraordinary General Meeting.
- 2A11 "GDPR" means General Data Protection Regulations.
- 2A12 "Member" means a Member of Harrogate Bridge Club Ltd.
- 2A13 "Memorandum" means the Memorandum of Association of Harrogate Bridge Club Ltd.
- 2A14 "Poll" means a method of voting on a resolution in which votes are cast and counted according to the voting rights of Members entitled to vote, whether by ballot (including paper or electronic means), by proxy, or any other method permitted by these Revised Rules, and not by a show of hands.
- 2A15 "Rules" means the Rules of Harrogate Bridge Club Ltd.
- 2A16 "Table A Regulations" means the Companies (Tables A to F) (Amendment) Regulations SI 1985/1052 that apply to Harrogate Bridge Club Ltd, save, insofar as they are excluded or varied, as indicated in the Articles of Association.
- 2A17 "Trustees" means the Trustees of Harrogate Bridge Club prior to its incorporation on the 22nd of February 1996.

3 BOARD OF DIRECTORS

3A Membership

- 3A1 It shall consist of at least three permanent Directors and the Chairman of the Management Committee, who will be *ex officio* a member of the Board and be its Chairman. It may also have a Company Secretary although such an appointment is not legally necessary.

4B ***Appointment, Election or Removal***

4B1 Directors shall either be appointed by the Board or be appointed or removed at an AGM, or at an EGM called for that purpose. These procedures are described in the Articles paragraph 10.

4B2 They shall hold office until their death, resignation, removal, ceasing to be a Club member, bankruptcy, lunacy or other incapacity.

5C ***Responsibilities***

5C1 The Board acts much as did the former Trustees in accordance with the legal requirements of the Companies Acts. They delegate the running of the Club to the Committee but retain responsibility for ensuring that the legal requirements of the Companies Acts are met and the Club is run on a sound financial basis.

5C2 The Board may veto any action of the Committee which they consider to contravene the Companies Acts or be detrimental to the long-term financial stability of the Club. If no agreement can be reached, a General Meeting must be called whose decision will be final.

5C3 At least one Director must be present at Committee meetings.

6 **THE COMMITTEE**

6A ***Committee Membership***

6A1 It shall consist of Officers comprising Chairman, Secretary, Treasurer, Club Tournament Director, House Manager, IT Manager, Bar Manager and five other members. At the Committee's discretion Specialist Roles such as Competitions Secretary or Webmaster need not be fulfilled by Committee members.

6A2 The Duties of Officers and Other Specialist Roles are described in Appendix 'B' to these Rules.

6A3 The Committee shall appoint one of its members to be the Membership Secretary.

6A4 The Chairman with the approval of the Committee may designate a Committee member to be Vice Chairman, who will assume the role of Chairman in their absence.

6A5 In a situation where the Chairman (and Vice Chairman if there is one) is not available, the Committee may appoint an Acting Chairman.

6A6 The Chairman or Vice Chairman may be a member of any Sub-committee. Not less than half of any Sub-committee must be Committee members. The Chairman of any Sub-committee may appoint other members of the Sub-committee.

6A7 Any change in Officers must be notified to the Police and Local Council.

6B ***Election of Committee Members***

6B1 Committee members are elected at an AGM. Officers are elected for one year. Other Committee members are elected for three years.

6B2 Subsequently the Committee may co-opt a Member to fill any vacancy. Should an Officer leave the Committee during a year, a replacement will be elected by the Committee and be able to stand for re-election to that office for a further three years.

6B3 Retiring Committee members shall be eligible for re-election subject to the above Rules.

6C ***Committee Responsibilities***

6C1 The Committee:

6C2 Is authorised by the Board to manage the Club and may purchase such articles and do all such things as it may deem necessary to ensure the smooth running of the Club.

- 6C3 Shall comply with any Resolution or recommendation of a General Meeting.
- 6C4 May amend the Rules or introduce new Rules provided that such amendments or new Rules are not inconsistent with the Constitution. Rules changes must be approved by the Board and may then be introduced with immediate effect, when they become binding on Members and shall be posted on the website. They must be regarded as provisional until ratified by Members at the next General Meeting. Any amendments or new Rules must be notified to the Local Council.
- 6C5 Shall not incur any expenditure over £15,000 in one transaction or a series of connected transactions without initial consultation with the Board prior to consultation with Members.
- 6C6 Shall not agree to dispose of any of the Club's assets with a market value over £15,000 without the approval of the Board and then Members voting at a General Meeting.
- 6C7 Shall comply with employment, GDPR and health and safety legislation which will apply to all who lawfully enter the Club premises.
- 6C8 Shall make available an Accident Report Book which will be inspected at each Committee meeting.
- 6C9 One or more Directors must attend Committee meetings, at which the quorum shall be five.
- 6C10 Directors will receive draft minutes of Committee meetings as soon as they are issued to Committee members.
- 6C11 The authority for cheque signatories shall be vested in the Board of Directors. The Committee shall nominate signatories for approval by the Board.
- 6C12 The annual subscription and the amount of table money shall be determined at its AGM.
- 6C13 If the Club's financial circumstances change adversely the Committee may increase the table money by an amount not exceeding 20%, such increase to be ratified by the Members at the next AGM.

7 MEMBERSHIP

- 7A Members carry the rights and obligations of Members and may vote at General Meetings. The classes of Membership are:
- 7B Honorary Life Member - a Member granted exemption from the annual subscription by the Committee in recognition of distinguished services to the Club.
- 7C Full Member - carries the rights and obligations of Members and may vote at General Meetings.
- 7D Junior Member - Aged 25 years and under or in full time education and attracting a 50% reduction in annual subscription fee. Those aged 18+ years to have full voting rights; those below 18 years to carry the rights and obligations of Members except the right to vote.
- 7E Any Member who has not paid their 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. If still unpaid three months after the due date they shall cease to be a Member and their name shall, at the discretion of the Committee, be erased from the list of Members and shall lose all the privileges of membership.
- 7F Visitors may only be introduced by Members. They are restricted to five visits per annum, may make full use of Club facilities and may purchase intoxicating liquor for consumption on the premises during the hours prescribed for such consumption. They must enter their name and address in the Visitors Book and be signed in by a Member.

8 APPLICATIONS FOR MEMBERSHIP

- 8A Applicants shall apply using the Application Form and must be proposed by one Member and seconded by another. Election shall be at the discretion of the Committee. By accepting membership an Applicant becomes a Member with the rights and liabilities arising.

- 8B Any person becoming a Member after the 1st of January in any year shall pay the full current annual subscription which will be rolled over to include the following year.
- 8C The name of every Applicant shall be displayed prominently on a noticeboard for not less than seven days before their election. Any Member who objects to an Applicant must make their objection in writing (stating the grounds) addressed to the Secretary, who shall inform the Committee but no other person.

9 **GENERAL MEETINGS**

9A ***Calling AGMs***

- 9A1 The Club's year shall run from 1st April to 31st March. An AGM shall be held each year within six months of the year-end on a date to be fixed by the Committee.
- 9A2 A notice convening an AGM shall be sent to all Members at least twenty-one days before the date of the Meeting and shall specify the matters to be dealt with.
- 9A3 Any Resolution from the Committee or Board must form part of the Notice calling the Meeting.
- 9A4 Members' Resolutions must be proposed and seconded and be submitted to the Secretary or Company Secretary in writing or by email not less than fourteen days before the date of the meeting. Any such Resolution received at least 28 days before the date of the AGM must form part of the Notice calling the meeting.
- 9A5 At least twenty-one days before the date of the AGM a Committee nomination sheet shall be posted in the Club by the Secretary. Candidates for each position on the Committee shall be proposed and seconded by Members who shall sign the sheet in person. Nominations shall close seven days before the date of the Meeting.

9B ***Calling EGMs***

- 9B1 An EGM may be convened at any time by the Committee, the Board, or after a request in writing signed by not less than twenty Members. An EGM shall then be convened within twenty-one days of such a request being received-
- 9B2 A notice convening an EGM shall be sent to the Members not less than fourteen days before the Meeting and shall specify the matters to be dealt with.

9C ***Chairing General Meetings***

- 9C1 Table A Regulations stipulate that:

Clause 42: The Chairman, if any, of the Board of Directors, or in his absence some other Director nominated by the Directors, shall preside as Chairman of the meeting, but if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, he shall be Chairman, and:

Clause 43: If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman.

9D ***Voting at General Meetings***

- 9D1 Voting procedures at meetings are set out in the Articles and include:
- 9D2 *Clause 5e - Any Member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as a Member to speak at the Meeting.*
- 9D3 Table A Regulations clause 46 (shortened) stipulates that:

A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of a show of hands, a poll is duly demanded.

A poll may be demanded:

By the Chairman, or:

By at least two Members having the right to vote at the meeting, or:

By a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A demand by a person as proxy for a Member shall be the same as a demand by a Member.

- 9D4 A Member unable to attend a General Meeting must inform the Company Secretary in writing or by email if they wish to appoint a proxy to vote in their stead.

9E *Format of AGMs.*

- 9E1 Chairman's Welcome Address.

- 9E2 Apologies.

- 9E3 Approve of minutes of previous AGM.

- 9E4 Matters arising.

- 9E5 Adoption of Directors' Report and Financial Statements.

- 9E6 Chairman's report.

- 9E7 Club Tournament Director's report.

- 9E8 To consider and, if approved, sanction any duly-made alterations to the Rules.

- 9E9 To consider and sanction, or otherwise, any properly-presented Resolution.

- 9E10 To appoint Officers and other Committee members.

- 9E11 To appoint Accountants.

- 9E12 To hear and approve the plans of anticipated expenditure and income for the following 12 months.

- 9E13 Prizegiving.

- 9E14 To deal with any matter which the Committee desires to bring before the Members and receive suggestions from the Members for consideration by the Meeting or later by the Committee.

- 9E15 Any other business.

10 MEMBERS' BEHAVIOUR

- 10A Members must 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. If there is any conflict between them the Rules shall prevail.

- 10B Appendix 'A' - Complaints and Disciplinary Procedure forms part of these Rules.

- 10C Adhering to the requirements of good behaviour at all times is applicable not only to conduct at the bridge table but also to Members' actions and communications including, but not restricted to, social media, on the Club's premises or elsewhere. This is to the extent that they relate to Members and/or may be considered damaging, directly or indirectly, to the reputation of the Club.

- 10D Attention is also drawn to the EBU policy *Best Behaviour at Bridge* which is on the website.

11 APPENDICES

- 11A Appendix 'A' - Complaints And Disciplinary Procedure.

