

OXFORD BRIDGE CLUB



Newsletter 2014-1

April 2014

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AGM to be held on 21st May 2014

This year's AGM will finalise all the detail of migrating from our current status as a Private Members' Club to operating as a charity in the form of Oxford Bridge Club CIO.

The formation of the OBC CIO was approved on 17th February 2014. At the moment the CIO is not active, but the intention, subject to AGM approval, is to transfer all the club's assets, liabilities and undertaking to the charity at a convenient date after the AGM - probably the end of June. The CIO constitution submitted to the Charity Commission named 10 initial Trustees all of whom will be replaced in elections to be held at the AGM. (See election details later in this newsletter)

Please put the date in your diary – 6.00pm on Wednesday 21st May 2014. Following the meeting there will be a duplicate bridge session in place of the scheduled Butler pairs session. All members may play in this session including Full Daytime members.

Help to run the club

I am pleased to let you know that we have recently filled two more officer positions. James Anderson is the new Match Secretary; Jennifer Marsden is our new Education Officer. We still hope to find another member to help with the premises project and we would like a technically competent member to offer some help with setting up and maintaining IT and related systems. Any offers?

The management of the club is intended to work in such a way that any one individual cannot dominate or dictate what we do. We arrange our affairs in such a way that individuals have to collaborate to run the many and various activities which make up the club. Of course such an approach means that we are always looking for members who are willing to participate as part of a team.

We are quite a diverse club and it is to our benefit if we can achieve a balance of participation across the membership. I am concerned that in the next phase we get some additional representation from daytime members. It's not necessary to be a star bridge player to help the club to run. Please read the nomination papers for the AGM and offer to participate in an area where you feel able to contribute.

John Fleming, Secretary (sec@oxfordbridgeclub.com)

Nominations for 2014-2015

We are now seeking nominations for the various roles that are described in the CIO Constitution and Articles of Association that were approved at our EGM on 15th January 2014. You will be receiving a separate communication which contains all the details. The following is a summary:

The OBC CIO is managed by Trustees. The Trustees comprise ten elected Officers of the club and three directly elected trustees. We will also be electing four other officers including the President, and OBC representatives to Oxfordshire Bridge Association. Volunteers and suggestions are also sought for the further set of other roles that will be appointed by the Trustees after the AGM.

This year there is a less formal nomination process – you can nominate yourself or another member (with their permission). All nominations should be sent to the Secretary as soon as possible – those that arrive by 5th May 2014 will be included in the final papers to be sent out with the formal agenda for the AGM.

What is a Trustee?

The existing management committee members have responsibilities to the members of OBC for the efficient running of all the Club's activities – both the bridge programme and the social and domestic aspects. The existing Trustees are the nominal owners of the premises and are responsible for the maintenance of the building.

Once the CIO is fully operational, the new CIO trustees will take over the responsibilities previously discharged by both of the above bodies. They will also acquire additional responsibilities for the good governance of the charity, and be answerable not only to the members but also to the Charity Commission. They are specifically required to

- ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator
- ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts
- ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there
- act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets
- ensure that the charity is and will remain solvent
- use charitable funds and assets reasonably, and only in furtherance of the charity's objects
- avoid undertaking activities that might place the charity's endowment, funds, assets or reputation at undue risk
- take special care when investing the funds of the charity, or borrowing funds for the charity to use
- use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.
- Consider getting external professional advice on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.

Update on the building refurbishment

Over the past year your committee has worked with our architect to refine the design of our refurbished building. Early in 2014 the tender document was issued to our selected builders and we now have some responses to review. As always, price is an issue and we are looking at ways to change some of the tender specifications to see if we can reduce the cost substantially.

Another major issue is the difficulty of accessing the site whilst not impacting the residents of the flats above the club. We are currently in negotiation with University Estates to try and secure access through the rear via the car park of 149 Banbury Rd. If the builders can use rear access, it will reduce both the cost and length of time for the refurbishment.

We will provide a further update at the AGM.

Care of the premises

Could we all please try to help our excellent and hard-working House Officer and Directors to maintain high standards of care of the premises? Things we all need to take care to do include (and bear in mind that this request implies that they are not always done!):

- Take all cups and glasses to the kitchen.
- Load the dishwasher, unless it is running (cups on top shelf, saucers below).
- If the dishwasher is running, leave crockery to be loaded later (don't wash/rinse by hand).
- Put all food including banana skins, tea bags and coffee filter paper with used grounds in green compost bin on work top (NOT in the tall bin on the floor).
- Put lost property (NOT rubbish) in the bin in the hall, clearly marked "Lost Property".
- Help the Director by closing windows and bringing all bridge equipment and spare stationery to the middle room at the end of the session.

Thank you for your co-operation

Richard

Becoming a Charitable Incorporated Organisation

(This article has been submitted to the EBU to outline our approach for the benefit of other clubs)

Oxford Bridge Club (OBC) owns its own premises subject to a 10-year mortgage, originally £130,000, now reduced to about £34,000. As an unincorporated organisation, OBC cannot legally own property and so four members act as trustees to hold the property on behalf of the members. Should the club default on its mortgage, these trustees are legally liable - and a not insignificant fee is payable to solicitors to transfer ownership, whenever there is a change of trustee.

In 2011, the club decided to plan a major refurbishment of the premises. Members approved an application for planning permission – subsequently granted – but there was some anxiety about the hazard of taking on a much larger mortgage, with any default posing a potential risk to the property trustees – and indeed to the members as a whole.

The OBC committee had been wondering about an application for charitable status, ever since the pioneering work of Hitchin BC. The inception of the Charitable Incorporated Organisation (CIO) scheme, in December 2012, opened up the option of achieving two aims within a single format – becoming a charity and becoming incorporated, the latter provision removing members' liability for any potential financial default. The CIO scheme requires the submission of an annual report and accounts only to the Charity Commission (CC) – so there are no dealings with Companies House.

The CC publishes a model constitution for CIOs, with various optional clauses, and our advice was not to deviate much from that model. It cannot be stressed too highly that it is necessary to plan precisely how

the club would operate in the CIO world, and many months were spent in discussing and refining the options. To keep as close as possible to the CIO model constitution, many detailed management clauses from the previous constitution (based on the EBU model) were moved into a subsidiary document which we have called the "Articles of Association".

One major issue to be addressed is the question of public benefit, since a charity has to demonstrate that it serves the community rather than just its members. OBC presented statistics on the number of visitors welcomed to the club in the past year; outlined the range of sessions available to players of all levels of ability and experience; mentioned that acceptance for membership is unrelated to ability; and was able to point to the availability of access for the disabled.

Another key issue is the management structure. There would be a single body of trustees (combining the roles of the previous property trustees and the previous management committee), and each committee set up by the new CIO trustees would have to include at least one trustee. Since there have to be enough trustees to operate the various committees, OBC has opted for a board of 13 trustees. It also has to be decided how trustees are to be chosen; they can be appointed, *ex officio* or elected directly. OBC has chosen to have 3 directly elected trustees and 10 *ex-officio* trustees, who hold their trusteeship by virtue of being elected to a specific officer post.

A motion to convert from a private members' club to a CIO was approved overwhelmingly at an EGM in January 2014. A formal online application for CIO status is made via the CC website. This task need not be done at one sitting – you can enter some of the data, save it and return to it later; but you must not start the application prematurely, as there is a 3-month time limit, on the expiry of which you have to start all over again. Finally, there are documents to be signed by all the trustees of the CIO – so there can be a delay at this point, if any are away on holiday.

The online application was finalised on Friday 14 February, and we sat back to await a response – expected to take about a month or so. Astonishingly, an email was received the following Monday, granting registration as a CIO. It was apparent that time spent on the planning process – and on scrutinising voluminous advice from the CC – pays dividends eventually, if the CC is persuaded that an applicant organisation has done its homework.

You can see the public information about Oxford Bridge Club CIO by going to:

<http://www.charitycommission.gov.uk/find-charities/> and entering the club's charity number: 1155820

We plan a formal transfer of the assets and liabilities of the OBC to the CIO after the end of our financial year on 31 March 2014.

Chris Kerr & Richard Sills