

## WELWYN GARDEN CITY BRIDGE CLUB: CONSTITUTION MARCH 2023

<b>1.</b>	<b>NAME</b>  The club shall be called Welwyn Garden City Bridge Club (hereinafter referred to as the Club).
<b>2.</b>	<b>OBJECTS</b>  The object of the Club shall be to provide facilities for its members for playing Duplicate Contract Bridge and for less experienced players to learn and to play bridge in a friendly and supportive atmosphere.
<b>3.</b>	<b>HEADQUARTERS</b>  All Premises at which the Club regularly meets which shall to the extent that it is reasonably practicable be situated within 5 miles from the Howard Centre (AL8 6HA).
<b>4.</b>	<b>AFFILIATIONS</b>  The Club will be affiliated to the Hertfordshire Bridge Association and to the English Bridge Union (hereinafter referred to as EBU).
<b>5.</b>	<b>MEMBERSHIP</b>
5.1	Subject to 5.7, membership shall be open to all those persons over the age of 18.
5.2	Any person wishing to become a member of the Club shall apply for membership by completing and forwarding to the Membership Team such forms as may be prescribed by the Committee from time to time. Membership of the Club shall be at the discretion of the Committee; if approved by the Committee, applicants will be regarded as Associate Members for a period of six months, or such period as determined by the Committee from the date of their approval by the Committee and unless notified in writing by the Membership Team during the interim, will graduate to full membership thereafter. The Committee may refuse membership only for good cause such as conduct or character likely to bring the club or sport into disrepute. The reason for refusal will be shared with the applicant. Any refusal may be appealed via the appeals process outlined in the Club Rules and Procedures.
5.3	The categories of membership shall be: <ul style="list-style-type: none"><li>• Honorary Life Members who will be proposed by the Committee for election by the Club at the AGM in recognition of outstanding service to the Club; Honorary Life Members shall enjoy all the privileges of membership but shall be exempt from payment of the Club annual subscription</li><li>• Members</li><li>• Associate members as described in 5.2</li></ul>
5.4	All members will be subject to and are deemed to have accepted the regulations of this Constitution and the Club Rules and Procedures.
5.5	The Committee will keep a register of members that will include details of their names, addresses and contact details.
5.6	In considering applications for membership the Committee shall have due regard to the playing facilities available and may, in its discretion, decide that the Club shall be closed to new applications for membership for such period as it may decide.

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5.7	<p>A member shall cease to be a member of the Club immediately if:</p> <ul style="list-style-type: none"><li>• such member is expelled from the Club under the provisions of clause 15</li><li>• their resignation in writing is delivered to the Membership Secretary or</li><li>• such member is expelled (or not accepted) as a 'Player Member' by the Board of the EBU pursuant to its Bye Laws</li></ul>
5.8	<p>A member whose subscription has not been paid shall cease to be a member on the expiration of the period of three months from the date on which the subscription was due for payment.</p>
5.9	<p>Members of the Club are (subject to the EBU Board's right of refusal or expulsion pursuant to its Bye Laws) automatically enrolled as members of the EBU and shall abide by its Bye Laws.</p>
<b>6.</b>	<b>OFFICERS</b>
6.1	<p>The Officers of the Club shall be the Chair, Secretary and Treasurer.</p>
6.2	<p>No member of the Club shall simultaneously hold more than one Office of the Club.</p>
6.3	<p>Each of the Officers of the Club shall be elected at the Annual General Meeting of the Club and shall retire annually at the ensuing Annual General Meeting but shall be eligible for re-election.</p>
6.4	<p>In the event of a vacancy arising during the year in the Office of any Officer of the Club, the Committee shall choose one of their number to fill such a vacancy until the ensuing Annual General Meeting.</p>
<b>7.</b>	<b>COMMITTEE</b>
7.1	<p>The affairs of the Club shall be conducted by a Committee which shall consist of the Officers (shown in 6.1), a Membership Secretary, Chief Tournament Director, Tournament Secretary, together with up to six other members of the Club, who shall be elected at the Annual General Meeting of the Club and shall retire annually at the ensuing Annual General Meeting but shall be eligible for re-election.</p>
7.2	<p>The Committee may co-opt further members of the Club to serve on the Committee until the ensuing Annual General Meeting, whether to fill a vacancy arising, or as additional members, except that the total number of members of the Committee (including Officers) shall at no time exceed 12. Co-opted members shall be entitled to participate fully in the proceedings of the Committee.</p>
7.3	<p>A quorum at meetings of the Committee shall be three members of the Committee, including at least one of the Officers.</p>
7.4	<p>The Committee may from time to time appoint Subcommittees to undertake on its behalf such aspects of the administration of the Club as it shall think fit; members of such Subcommittees may include members of the Club who are not members of the Committee.</p>
7.5	<p>Proceedings of the Committee and of any Subcommittees shall be regulated in such manner as the Committee may decide.</p>
7.6	<p>The Committee shall make a report to each Annual General Meeting of the Club concerning the affairs of the Club since the previous Annual General Meeting.</p>

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<b>8.</b>	<b>MANAGEMENT</b>
8.1	The Committee shall publish Rules and Procedures governing the running of the Club; these Rules and Procedures may be reviewed and amended by the Committee at any time, and these shall be binding on all categories of membership and visitors.
8.2	The affairs of the Club shall be managed by the Committee, and the Committee shall have power to determine any issue arising in connection with the affairs of the Club which is not specifically provided for in this Constitution. The Committee (or any Committee Member acting with the authority of the Committee) shall have licence to take any action it deems fit for the harmonious conduct and management of the Club.
8.3	<ul style="list-style-type: none"> <li>WGCBC Limited (the “Company”) is a registered company limited by shares and governed by its Memorandum and Articles of Association. The purpose of the Company is to hold or lease property that are the Club’s premises at any time. The Committee shall have responsibility for maintaining financial and fiduciary relationship between the Club and the Company.</li> <li>In the event of a Special Resolution requiring the dissolution of the Club being carried, the Committee and the directors of the Company shall proceed to realise the property and assets of the Company and after discharging all liabilities, shall transfer the net proceeds of realisation (if any) to the Club.</li> <li>The Directors of the Company shall be the Chair, Secretary and Treasurer of the Club. If any of these officers are unwilling or unable to stand, they may be substituted by a Committee member agreed by the Committee.</li> <li>Shares in the Company shall be held by the Chair as a trustee for the Club and the Chair shall sign a declaration that they hold the shares in trust for the Club. Once they cease to be Chair, they shall transfer the shares to the incoming Chair. If for any reason the Chair shall not be able to hold the shares, the Committee shall appoint a Committee member in their place. If a Committee member has not been appointed to hold the shares, the Committee may permit the shares to be held in the name of a clearing bank, trust corporation or any other suitable entity as nominee for the Chair and may pay such nominee reasonable and proper remuneration for acting as such.</li> <li>The Club shall indemnify the members of the Committee and the directors of the Company up to the full amount of the assets of the Club against all liabilities, costs, expenses, damages and losses suffered or incurred by any such member or director arising out of or in connection with the proper and lawful performance of the management of the Club and the Company (including in respect of negligence), but provided that such indemnity shall not apply to the extent that such liabilities, costs, expenses, damages or losses have been incurred or increased by reason of fraud or financial irregularity on the part of the indemnified member(s) or director(s).</li> </ul>
<b>9.</b>	<b>GENERAL MEETINGS</b>
9.1	<p>An Annual General Meeting (AGM) of the Club shall be held in each year no later than four months after the end of the financial year. The Club’s Rules and Procedures outline the structure and running of the AGM and are binding. The business of the AGM shall be to:</p> <ul style="list-style-type: none"> <li>Approve the minutes of the previous AGM</li> <li>Receive the report of the Committee</li> <li>Approve the financial statements for the preceding year</li> <li>Elect the Officers and the members of the Committee; all candidates shall be proposed and seconded 3 weeks prior to the meeting</li> <li>Elect the Independent Financial Examiner</li> <li>Approve the amount of next year’s subscription</li> <li>Deal with other relevant business to the Club</li> </ul>

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9.2	A Special General Meeting (SGM) of the Club shall be convened by the Committee if a request for such a meeting signed by at least 10 members (other than Associate Members) of the Club is delivered to the Secretary, stating the reason for the meeting, and such meeting shall take place within three months of the receipt of such request. No business shall be conducted at an SGM other than for which the meeting was called.
9.3	A Special General Meeting of the Club may be convened by the Committee on its own initiative at any time.
9.4	AGM and SGM of the Club shall be held at: <ul style="list-style-type: none"><li>• the headquarters of the Club, or</li><li>• another venue decided by the Committee, or</li><li>• online</li></ul>
9.5	The Chair, or retiring Chair if present, shall chair all General Meetings of the Club; in their absence, some other member (other than Associate Members) of the Club, approved by a majority of those present at the Meeting, shall chair the meeting.
9.6	28 days' notice of the date, time and place of an AGM and SGM shall be sent via email to all members and posted on the Club's website. Notice will be sent by post to any member for whom the Club does not hold an email address. Any failure by any members to view such notice shall not invalidate the Meeting.
9.7	Any member (other than Associate Members) may propose a resolution to be discussed at a General Meeting provided that written notice of the proposed resolution is delivered to the Secretary no later than three weeks prior to the date fixed for the meeting and is signed by at least 10 members (other than Associate Members) of the Club.
9.8	No other matters may be considered or voted on, as part of a General Meeting. After the meeting, the Chair of the meeting may permit open discussion of other business on an informal basis if they think fit.
9.9	A quorum at General Meetings of the Club shall be 20 members present in person or online.
9.10	If fifteen minutes after the time fixed for a General Meeting of the Club no quorum shall be present, the meeting shall be adjourned to a new date (of which the like notice shall be given to members as was required to be given for the Meeting that has been adjourned), and in the case of a General Meeting that has been adjourned due to the lack of a quorum (but not of a Meeting adjourned for any other reason) such number of members as are actually present at the adjourned meeting shall constitute a quorum.
9.11	Every member shall have one vote on any resolution on which they are entitled to vote. Voting at General Meetings of the Club shall be by show of hands, or by electronic voting if held online; in the event of parity of voting, the Chair of the meeting shall have a second or casting vote. Any member, unable to attend the meeting in person (including online), may register their vote in advance of the meeting with the Club Secretary for any resolution agenda item. They must do this in writing, which includes electronically or by post 24 hours before the meeting. In addition, in certain circumstances, the Committee may permit proxy votes. Resolutions require approval by a simple majority of votes cast, except as set out in 16.2 and 17.1.

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<b>10.</b>	<b>NOTICES</b>  Notices of any General Meeting shall be given to members by email. It is the responsibility of members who have provided the Club with an email address to ensure it is kept up to date. Adequate notice of a meeting will be deemed to have been given when the email is sent. Notice of meetings will be sent by post to the last address of each member notified to the Secretary for any member for whom the Club does not have an email address on file. Any failure by any members to receive such notice shall not invalidate the General Meeting.
<b>11.</b>	<b>NOMINATIONS</b>
11.1	Nominations for the posts of Officers or Committee members shall be in writing and shall be signed by a proposer and a seconder, both of whom shall be members of the Club. The nomination form must also be signed by the person nominated as confirmation that they are willing to stand and have read and will abide by the rules relating to behaviour of Officers and Committee members.
11.2	Nominations must reach the Secretary no later than three weeks prior to the date fixed for the AGM.
<b>12.</b>	<b>SUBSCRIPTIONS and FEES</b>
12.1	Each member of the Club shall pay an annual subscription, the basic amount of which for the time being shall be decided at the Annual General Meeting of the Club. Subscriptions shall be due for payment on 1 January in each year in respect of the year to the following 31 December. Any member whose subscription remains unpaid after the due date may be required to pay table money at the rate applicable to visitors until their subscription has been paid in full.
12.2	Each member of the Club, and each guest and visitor, shall pay table money on each occasion when they play at the Club, the basic amounts of which for the time being shall be decided by the Committee.
12.3	Each successful applicant for membership of the Club may be required to pay a joining fee, the amount (if any) of which for the time being shall be decided at the Annual General Meeting of the Club.
12.4	The Committee may determine variations on the basic amounts of subscriptions and table money for members, guests and visitors in different circumstances, and may waive subscriptions or table money in the event of hardship or for any other good cause.
12.5	The Committee may determine from time to time the amount of fees to be charged for use of the premises or equipment of the Club, or for any other purpose for which it is of the opinion that fees ought to be charged.
<b>13.</b>	<b>ACCOUNTS</b>
13.1	The Committee shall arrange for accounts to be prepared in respect of the financial affairs of the Club for each year ending on 31 August.
13.2	The accounts for each year shall be presented to the AGM of the Club for approval.
13.3	At the AGM, an Independent Financial Examiner will be elected; they must not be a member of the Committee.

<b>14.</b>	<b>GUESTS and VISITORS</b>
14.1	Visitors, who must be over 18 years, may be permitted to play at the Club at any time and any member may invite a guest to play at the Club at any time, but in the event of the playing facilities being inadequate to accommodate all those who wish to play, priority may be given to members.
14.2	The Committee may from time to time place a limit on the number of occasions on which a non-member (whether a guest or a visitor) may play at the Club without being required to apply for membership.
14.3	If such a limit is for the time being in force, a non-member who has applied for membership shall (subject to available playing facilities) be permitted to play at the Club until their application for membership has been considered by the Committee, even if the limit imposed by the Committee is thereby exceeded.
14.4	An ex-member who has been expelled from the Club under the provisions of clause 15 or is expelled (or not accepted) as a Player Member by the Board of the EBU pursuant to its Bye Laws, may not play at the Club as either a visitor or a guest.
<b>15.</b>	<b>MEMBERS' BEHAVIOUR</b>
15.1	Each member of the Club shall be required, whether at or away from the bridge table, 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, including the fundamental principle set out in the EBU's "Best Behaviour at Bridge".
15.2	The Club shall have the powers and the procedures for the enforcement of the requirement in clause 15.1. They are set out in the Club Rules and Procedures.
<b>16.</b>	<b>ALTERATIONS TO THE CONSTITUTION</b>
16.1	No alterations shall be made to this Constitution except at a General Meeting of the Club. The wording of any proposed alteration shall be included in the Notice convening the meeting.
16.2	In order for a resolution to alter this constitution to have effect at least two thirds of the votes cast on the resolution must be in favour, cast in person (including online) or in writing beforehand, which includes email or other electronic communication, as determined by the Committee.
<b>17.</b>	<b>WINDING-UP</b>
17.1	In order for 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 of the resolution must exceed one-half of the number of members of the Club entitled to attend and vote at the General Meeting at which the resolution is put. This includes votes cast in person and in writing beforehand (which includes email or other electronic communications as determined by the Committee).

17.2	<p>If a resolution that the Club shall be wound up is effectively passed, the Committee shall be responsible for winding up the affairs of the Club, and unless the winding up has been initiated with a view to amalgamating the Club with some other Club (in which case any surplus assets and funds may be transferred to such other Club), any surplus assets and funds shall be transferred to organisations and/or charities as may be specified in the resolution initiating the winding up, and if no such organisations and/or charities is so specified, to such of those organisations and/or charities as the Committee may think fit.</p>
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