

THE CONNAUGHT CLUB RULES

The Articles of Association set out the overarching governance for The Connaught Club Limited to comply with Company Law and HMRC CASC regulations. These Rules are supplementary to the Articles of Association, and the two documents should be read in conjunction with each other.

The Rules are not intended to conflict with or overrule the Articles of Association which should be referred to in case of any questions of interpretation or detail.

1. TITLE

The Connaught Club or The Club means The Connaught Club Limited and is referred to as “The Club” or the “Company” within these Rules

2. THE SENIOR OFFICERS OF THE CLUB

- 2.1** The Senior Officers of The Club shall be the President, the Honorary Secretary and the Honorary Treasurer, all of whom are elected each year at The Club Annual General Meeting. In addition to the Senior Officers the Marketing/Communications Officer and the Grants/Fundraising Officer are also elected at The Club Annual General Meeting.
- 2.2** The assets, property and profits of The Club may only be applied by the Directors, Senior Officers, and the Management Committee in accordance with the Articles of Association and HMRC CASC requirements. This excludes The Club’s Land and Buildings which are owned by Barn Hoppett Limited.
- 2.3** The Directors of The Club, in pursuance of a resolution passed at a meeting of the Management Committee at which not less than seven Members of the Management Committee were present and voted, shall have the power to sell the assets and effects of The club and to make investments of the funds of The Club, provided that any such decision complies with the Articles of Association and HMRC CASC requirements.

3. MEMBERSHIP

3.1 New Members

Each new Member shall receive from The Club Manager a website link to The Club’s governance documentation which shall include the Articles of Association, Rules, Byelaws, Code of Conduct, Sport Section Rules, and all The Club Policies and Procedures, collectively referred to herein as the “Rules, Byelaws and Policies” of the Club. Each New Member shall be required to pay the joining fee and subscription for the current season to The Club office, the payment of which shall be considered as implying agreement to comply with the Rules, Byelaws and Policies of the Club, as may be updated from time to time. The Club Manager will provide the Management Committee with details of new Members for approval.

3.2 Adult Members (anyone aged 18 or over including Family, Students, and Mid-Week/Off Peak Members)

Adult Members are the playing Members of any Sport Section (defined in Section 10) and are entitled to the full privileges of The Club, including:

- (a) The use of the playing surfaces
- (b) Attending General Meetings
- (c) Full voting rights at General Meetings

(d) Proposing and or seconding resolutions and or candidates for election as members of The Club or Committees

(e) Eligibility for election to any committee, subject to the Rules, Byelaws and Policies of The Club

3.3 Life Members

At the Annual General Meeting, the Management Committee may, at its discretion, propose any Members who have rendered special services to The Club for election as Life Members.

Life Members shall be entitled, without subscription, to the full privileges of The Club as set out in 3.2.

3.4 Non-Playing/Social Members

Non-Playing/Social Members (including Gym members) have no right to use the playing surfaces of The Club except as Visitors, and then subject to the terms and conditions upon which Visitors may be introduced. Non-Playing/Social/ Members shall be entitled to the privileges of The Club excluding those covered by Rule 3.2 (c), (d) and (e).

3.5 Junior Members (under 18 years old)

Junior Members are the playing Members of The Club who are under 18 years of age at the commencement of the relevant season. Junior Members shall be entitled to the privileges of The Club excluding those covered by Rule 3.2 (c), (d) and (e).

3.6 Honorary Members

The Management Committee may, if it thinks fit, and upon the recommendation of the Tennis, Bowls or Squash/Racketball Committee, admit players as Honorary Members without subscription for such period as it may determine. Honorary Members shall be entitled to the privileges of The Club excluding those covered by Rule 3.2 (c), (d) and (e).

3.7 Temporary Members

The Tennis, Squash/Racketball and Bowls Committees may elect Temporary Members for such a period, not exceeding one month, and upon such terms as it may think fit, subject to The Management Committees approval. Temporary Members shall be entitled to the privileges of The Club excluding those covered by Rule 3.2 (c), (d) and (e).

Temporary Members shall be subject to the Rules, Byelaws and Policies of The Club applicable to all Members.

3.8 Employees, Professionals and Franchises

Those working at The Club may become Members but shall not be entitled to vote at any General Meeting or serve on any Committee unless specifically authorised by the Management Committee who shall also decide upon the subscription payable.

3.9 Limitation of Membership

The Members of The Club shall be limited to such a number as the Management Committee may from time to time determine.

4. MANAGEMENT COMMITTEE

4.1 Composition

The Management and Control of the assets, effects and affairs of The Club shall be vested in a Management Committee, consisting of a Chair, the President, the Honorary Secretary, the Honorary Treasurer, the Marketing/Communications Officer, the Grants/Fundraising Officer and nine other members; **only these nine members shall have voting rights**. The Chair shall be elected annually by that Committee from its voting members and will not have a casting vote. The President, the Honorary Secretary, the Honorary Treasurer, the Marketing/Communications Officer and Grants/Fundraising Officer shall be elected at the Annual General Meeting of The Club.

4.2 Representation

The nine voting members shall be elected as follows: -

Three members from each of the Bowls, Squash/Racketball and Tennis sections will be elected annually by their respective sport section committees to serve on the Management Committee. If one of these nine members is elected as Chair they shall be replaced by another member of their sport section.

4.3 Deputies

Each sport section is responsible for providing deputies to attend a Management Meeting if one or more of their 3 members are unable to attend. The President, Marketing/Communications Officer and Grants/Fundraising Officer may deputise as a sport section voting member.

4.4 Quorum

The quorum shall be as follows: - six for ordinary business and seven for authorising investments under Rule 2.2, or for borrowing money under rule 5.2. At least two weeks' notice should be given to all Members of any meeting called. An urgent meeting may be called giving less than 14 days' notice with the agreement of the Committee and provided that enough Members can attend to form a quorum.

4.5 Sub-Committees

The Management Committee may, from time to time, appoint from among their number such Sub-committees as it may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Management Committee as it may determine.

Such Sub-committees shall periodically report their proceedings to the Management Committee and shall conduct their business in accordance with its directions.

4.6 Co-Option

The Management Committee shall have power to co-opt any Member of The Club onto the Management Committee or any other Committee or Sub-committee for any particular purpose.

4.7 Employing and Dismissing Staff

The Management Committee shall be responsible for the employing and dismissing of all staff for the effective running and management of The Club, except for casual bar staff and grounds staff where responsibility is delegated to The Club Manager.

4.8 President, Marketing/Communications Officer, Grants/Fundraising Officer, The President, Marketing/Communications Officer and Grants/Fundraising Officer shall be elected, annually at the Annual General Meeting of The Club. They shall be, together with the Chair of the Management Committee, the Honorary Secretary and the Honorary Treasurer, ex officio Members of all Committees and entitled to attend at all Sport Section General Meetings.

4.9 Eligibility for Committee

All members of the Management Committee, whether ex officio or otherwise, must have been an Adult Member (as defined in Rule 3.2) of The Club for at least one year before appointment.

4.10 Casual Vacancies

In the event of a casual vacancy occurring in the Senior Officers of The Club or in the Management or any other Committee at any time and where that casual vacancy has not been filled as prescribed by any other Rules, Byelaws or Policies of The Club, the Management Committee shall have the power to fill such a vacancy. The proceedings of the Management or any other Committee shall not be invalidated in consequence of its members being less than the prescribed number by reason only of such casual vacancy. The casual vacancy appointment expires as of the date of the next Annual General Meeting of The Club.

4.11 Nominations

The Nomination Form for the offices of President, Honorary Secretary, Honorary Treasurer, Grant/Fundraising Officer and Marketing/Communications Officer shall be displayed at The Club no less than 2 months prior to the date of the Annual General Meeting. All nominations shall bear the signatures of the proposer and seconder and shall be accompanied by the written consent of the nominee, and the notice shall be clearly displayed at The Club.

5. POWERS OF THE MANAGEMENT COMMITTEE

5.1 The Management Committee shall regulate their mode of procedure and shall meet at such times as they may consider necessary and convenient for the transaction of business. For the purpose of determining if a proposed Resolution under Rule 7 is adverse to the interests of the Members of The Club generally, or any Sport Section thereof, their powers shall include that of approving or otherwise any such proposed resolution. All matters not unanimously agreed upon shall be decided by the votes of the majority.

5.2 Borrowing Powers

The Management Committee shall be responsible for deciding whether it is in the best interests of The Club to borrow money and on what terms and for authorising the Directors to sign any borrowing or lending agreements. Any such decision must be consistent with the Club's legal objects and obligations including under the Companies Act, the Articles of Association and HMRC CASC Rules.

The resolution to borrow money shall be passed at a meeting of the Management Committee at which not less than seven of the nine voting members of the Management Committee were present and voted.

The Directors acting at the direction of the Management Committee, according to the necessities of the case, shall make all such dispositions of The Club's assets and effects or any part thereof, and enter into such agreements in relation thereto as may be deemed proper for giving security for such loans and interest.

5.3 Byelaws and Policies

The Management Committee shall be empowered to make, update, and rescind the Byelaws, Code of Conduct, and all other Policies and Procedures as considered appropriate (not to be inconsistent with the Articles of Association and Rules of The Club). The Byelaws are to be printed and placed on the noticeboard in the Pavilion. The Byelaws, Code of Conduct, and Policies are to be made available on The Club website.

6. AUDITORS

The Accounts of The Club shall be audited by a professionally qualified accountant and appointed at the Annual General Meeting of The Club. The Management Committee shall have the right, by a unanimous vote to change the Auditors during the year if the need arises.

7. GENERAL MEETINGS

7.1 Annual General Meeting

The Annual General Meeting of the Members of The Club shall be held at The Club in February but if delayed for any reason it cannot be longer than 14 months since the previous annual general meeting. Details of resolutions to be proposed at the Annual General Meeting, shall be submitted for approval by the Management Committee in

writing to the Honorary Secretary no later than the last day of October each year. Such resolutions shall bear the signature of the proposer and seconder. The Management Committee shall meet to consider any proposed resolution. If the Management Committee rejects a proposed resolution the proposer will be informed in writing, before the Annual General Meeting, explaining the reasons.

7.2 General Meetings

The Management Committee may at any time call a General Meeting, and they shall be bound to do so within one calendar month of the receipt of a requisition, in writing, signed by at least 5% of the total Members entitled to vote. Such requisition must specify the object of such a Meeting, and any resolution to be submitted thereto, together with the names of the proposer and seconder of such resolution.

7.3 Notice of General Meetings

Twenty-one days' notice of all General Meetings shall be given by circular addressed to each Member of The Club. Such circular shall specify the object of the Meeting and shall contain a copy of any resolution to be moved thereat and, in the case of the Annual General Meeting, shall be accompanied by an electronic copy of the balance sheet, accounts and report.

7.4 Proxy Voting

All Voting Members are entitled to cast their vote on resolutions at the Annual General Meeting or General Meeting. Where a Voting Member is unable to attend in person, for whatever reason, they may appoint another Member or the Chair to act as their proxy to vote on resolutions at the meeting.

A proxy notice will be sent out to Members with the formal notice of the Annual General Meeting or General Meeting.

To be valid, a proxy notice must be lodged with the Honorary Secretary, by email, not less than 48 hours prior to the start of the meeting. The notice must include the Members' name, the name of the proxy, the meeting date, and their intention to vote For, Against or Abstain for each resolution they wish to vote on.

7.5 Members whose fees are in arrears shall not be entitled to vote.

8. REPORT AND ACCOUNTS

The Management Committee shall submit to the Annual General Meeting the; Financial Statements for the Company for the previous financial year ending 30 September prepared and certified by the Auditor; a report on The Club's financial condition prepared by the Treasurer; and a report from the Management Committee (prepared by the CMC Chair)

9. DISCIPLINARY, SUSPENSION and/or EXPULSION

9.1 The Management Committee is responsible for managing the complaints and disciplinary procedures as set out in the Members' Complaints and Disciplinary Policy.

9.2 If the conduct of any Member(s) in or out of The Club premises shall, in the opinion of:

- the Manager,
- the Chair, President, or appropriate Sports Captain

be injurious to the character or interests of The Club, or if any Member shall willfully infringe any of the Rules, Byelaws or Policies of The Club, such Manager, Chair, President or appropriate Sports Captain may forthwith bar the said Member(s) from The Club premises for a period not exceeding 7 days. The matter shall be reported to the Management Committee within 24 hours.

9.3 A special meeting of the Management Committee shall be convened to decide if the conduct warrants disciplinary action, and if so, invoke the complaints and disciplinary procedures set out in the Members' Complaints and Disciplinary Policy. The complaint will be heard by a Disciplinary panel, and an Appeals panel if necessary, and if the complaint is upheld invoke the appropriate Disciplinary Options as set out in the Policy.

10. SPORT SECTION COMMITTEES

The Members of The Club shall be composed of three Sports Sections – Tennis (incorporating Pickleball), Bowls, and Squash/Racketball. Each Sport Section shall hold an Annual General Meeting to elect their Officers and Committee to make rules for, and manage their domestic affairs, and to make recommendations to the Management Committee. The rules of each Sport Section must be approved by the Management Committee and must not conflict with The Club Rules, Byelaws or Policies. The Gym currently operates outside of the designated Sports sections.

11. MEMBERS, ENTRANCE FEES, SUBSCRIPTIONS

11.1 Joining Fees and Subscriptions

Joining fees and subscriptions shall be laid down from time to time by the Management Committee and confirmed by the Members at an Annual General Meeting of The Club. The Management Committee shall have authority to amend joining fees and subscriptions for special promotions to encourage additional Members.

11.2 Payments by New Members

New Members shall pay their joining fees (if any) and subscriptions, and until they have done so shall not be entitled to the privileges of Membership. If the payment is not made within one calendar month, the Member's name shall be erased from the list of Members unless the Management Committee otherwise directs.

11.3 Subscriptions in Arrears

Any Member whose current subscription shall remain unpaid after 14 days from the due date shall receive notice thereof from The Club Manager.

If such subscription remains unpaid one month after the due date, they will be required to pay a late payment administration fee, as set by the Management Committee from time-to-time, in addition to the subscription fee. They will also lose all privileges of Membership as set out in 3.2 until the subscription and administration fee is paid.

If such subscription shall remain unpaid for two months after its due date, they shall lose all privileges of Membership, as set out in 3.2, from that date and shall forthwith cease to be a Member of The Club unless they can justify the delay to the satisfaction of The Club Manager. They shall also pay a reinstatement fee, as set by the Management Committee from time-to-time, in addition to the subscription fee.

11.4 Members Contact Details

Every Member shall provide their contact details including postal address, telephone number and email to The Club Office, and notify any updates. Notices or letters sent by email or post to such address shall be deemed to have been duly delivered.

11.5 Resignation of Members

Any Adult or Junior Member wishing to resign or to become a Non-playing Member shall inform The Club Manager by letter or email before the commencement of the season, otherwise they shall be liable for the current season's subscription and all arrears.

12. USE OF GROUNDS

No games other than Tennis/Pickleball, Bowls and Squash/Racketball shall be played on The Club grounds without the sanction of the Management Committee.

13. VISITORS

Members may introduce Visitors subject to The Club Rules, Byelaws and Policies. No Member may introduce as a Visitor anyone whose name has been erased from the list of Members under any of The Club Rules, Byelaws or Policies or has been previously banned under The Club Complaints and Disciplinary Policy.

14. WINDING UP AND DISSOLUTION

- 14.1** A special resolution to voluntarily wind up the Company shall be presented to Members at a Special General Meeting. The special resolution shall be confirmed provided that it is passed by not less than 75% of the Voting Members voting thereon. The Directors / Management Committee shall thereupon (or at such future date as shall be specified in such resolution) proceed to realise the assets and property of The Club in accordance with the applicable resolutions and Articles of Association.
- 14.2** No property or income of The Club shall be paid to any Member of The Club. Upon completion of the winding up the Company shall make an application to Companies House to be dissolved and removed from the Companies House Register.

15. ALTERATION OF RULES

The Rules of The Club may be altered or varied only by an ordinary resolution at an Annual General Meeting or General Meeting, and the proposed alterations and substitutions approved by the Management Committee, in accordance with Rule 7.1, shall be fully specified in the notice calling the Meeting. The voting requirement for an ordinary resolution is a simple majority of the Voting Members present in person (or by proxy).