

## Constitution

22 MAR 2013

Dated: 5<sup>th</sup> August 2000

### A Name of Club

The name of the club is

Clapton Members Club

### B Administration

The Club will be managed under this constitution by the members of the executive committee, as provided by clause G ('the executive committee').

### C Objects

The Club's objects ('the objects') are to promote, maintain, improve and advance education by the encouragement of the sport of football. Increase the economic opportunities of members

### D Powers

The following powers may be used by the executive committee provided that:

- they are used to promote the objects;
  - the executive committee complies with all relevant laws; and
  - consents are obtained where necessary.
- i Power to invite and receive contributions.
  - ii Power to raise funds, as long as the executive committee does not undertake any substantial permanent trading activities.
  - iii Power to set any membership subscription
  - iv Power to buy, take on, lease or exchange any property, and power to maintain and equip the property for use.
  - v Power to sell, lease or dispose of all or any part of the Club's property.
  - vi Power to borrow money and to charge all or any part of the Club's property with repayment of the borrowed money.
  - vii Power to employ staff (who must not be members of the executive committee) as necessary for promoting the objects, and power to make all reasonable and necessary arrangements for the payment of pensions for staff and their dependants.
  - viii Power to cooperate with other charities, voluntary bodies and statutory authorities who have identical or similar objects, and to exchange information and advice with them.
  - ix Power to establish or support any charitable trusts, associations or institutions to achieve all or any of the objects.
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- x Power to do all other things necessary for the achievement of the objects.

### E Members

Category of members: *(please read members benefits below)*

**Full Members** are the only members entitled to vote on changing the constitution. *(To become a full member a completed application must be submitted and accepted by the signatories of this constitution or their successor).*

**Associate Members** can vote on all matters apart from changing the constitution

**Family Membership** entitled to the benefits of that category *(please read members benefits below)*

**Corporate Club Member** entitled to the benefits of that category *(please read members benefits below)*

- 1 Any person is eligible to become a member of the Club if he or she:
  - is 18 years or over;
  - is interested in promoting the objects;
  - has paid the Club's annual subscription and
  - whose application has been accepted by the executive committee.
- The executive committee has the right to reject any members application, if the applicant has or will bring the club into disrepute by being a member
- 2 Every member has one vote.
- 3 The executive committee can end or suspend a person's membership only if:
  - the executive committee unanimously agrees and
  - the person is given the right to be heard by the executive committee accompanied by a friend before a final decision is made.

## **F Honorary officers**

At the annual general meeting of the Club, the members will elect from among themselves a chair, a secretary and a treasurer. The honorary officers take up their offices from the end of that meeting for a period of three (3) years.

## **G Executive committee**

- 1 The executive committee will be made up of not less than 4 members nor more than 6 members being:
    - a the honorary officers specified in clause F; and
    - b not less than 2 and not more than 3 members elected at the annual general meeting who hold office from the end of that meeting.
  - 2 The executive committee may, in addition, appoint not more than 2 members ('co-opted members').
  - 3 All the executive committee members will retire from office together at the end of their term. They may be re-elected or re-appointed.
  - 4 The proceedings of the executive committee are not invalidated by:
    - any vacancy in the executive committee;
    - any failure to appoint a member; or
    - any defect in the appointment or qualification of a member.
  - 5 No Full member can be voted off the committee unless any debt due to them by the club has been discharged in full together with payment of any interest due.
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- 6 No person is allowed to act as an executive committee member until after they have signed the executive committee's minute book, declaring that they accept the Club's objects and will act toward achieving them.
  - 7 The executive committee may take out indemnity insurance to protect the committee members for liabilities they may incur for negligence, default, breach of duty or breach of trust, excluding:
    - all fines;
    - costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty, or wilful or reckless misconduct; and

- liabilities to the Club resulting from conduct that the committee member knew, or must be assumed to have known, was not in the best interests of the Club, or that the committee member did not care whether it was in the best interests of the Club.

#### **H Termination of membership of the executive committee**

A member will no longer be a member of the executive committee if he or she:

- 1 is disqualified from acting as a member of the executive committee under section 72 of the Charities Act 1993 (or any update or change to it);
- 2 becomes incapable, by reason of mental disorder, illness or injury, of managing his or her own affairs;
- 3 is absent without permission from all executive committee meetings held over six months, and the executive committee resolves that his or her office be vacated; or
- 4 notifies the executive committee that he or she wishes to resign (but only if at least three members of the executive committee will remain in office when the resignation takes effect).

#### **I Executive committee members and personal interest**

- 1 A member of the executive committee can be repaid for any reasonable out-of-pocket expenses incurred on behalf of the Club.
- 2 Any members of the executive committee may charge and be paid for professional, trade or other services provided by them or their firms when instructed by the other members of the executive committee. At no time must a majority of the executive committee members benefit under this provision. Members of the executive committee must withdraw from any meeting discussing their own instruction or remuneration, or that of their firms.

#### **J Meetings and proceedings of the executive committee**

- 1 The executive committee will hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by two third of the executive committee. The other executive committee members must be notified of the matters to be discussed at least four days before the meeting. If a co-opted member is to be appointed at the meeting, members must be informed at least 21 days before the meeting.
- 2 The chair will act as chair at meetings of the executive committee. If the chair is absent for more than 20 minutes, the attending members of the executive committee will choose one member to be chair of the meeting before any other business is done.
- 3 ~~At least one-third of the members of the existing executive committee, but never less than three executive committee members, must be present for a meeting to be valid.~~
- 4 Every matter will be decided by a majority of votes of the attending executive committee members. In the case of equality of votes, the chair of the meeting will have a second or casting vote.
- 5 The executive committee will keep minutes, in books kept for the purpose, of meetings of the executive committee and any sub-committee.
- 6 The executive committee may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.

- 7 The executive committee may appoint sub-committees of at least three executive committee members to make any inquiry, or to supervise or perform any function or duty which would be more conveniently carried out by a sub-committee. All acts and proceedings of any such sub-committees will be fully and promptly reported to the executive committee.

### **K Receipts and expenditure**

- 1 The funds of the Club, including all donations, contributions and bequests, will be paid into an account operated by the executive committee in the name of the Club, at a bank chosen by the executive committee. All cheques drawn on the account must be signed by at least two members, or as directed by the executive committee.
- 2 The funds belonging to the Club will be used only to further the objects.

### **L Property**

The executive committee must make sure that:

- a all investments held by or in trust for the Club, must be held in the name or names of a corporation entitled to act as custodian trustee; or not less than three individuals.

Holding trustees may be removed by the executive committee at its discretion and must act under the lawful directions of the executive committee. As long as the holding trustees act only under the executive committee's lawful directions, they will not be liable for the acts and defaults of the executive committee members.

- 2 If a corporation entitled to act as custodian trustee has not been appointed to hold the Club's property, the executive committee may permit any investments held by or in trust for the Club to be held by a nominee, and may pay a reasonable and proper amount to the nominee for its work. The nominee may be any:
- clearing bank;
  - trust corporation; or
  - stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company).

### **M Accounts**

The executive committee must prepare:

- 1 accounting records;
- 2 annual statements of account;
- 3 and ensure auditing or independent examination of the statements of account.

### **N Annual general meeting**

- 1 An annual general meeting of the Club will be held in May each year, or as soon as possible after that.
- 2 Every annual general meeting will be arranged by the executive committee. The secretary must notify the members of the Club at least 21 days before the meeting. All Club members can attend and vote at the meeting in accordance with their membership category.
- 3 Before any other business at the first annual general meeting, the attendees will appoint a meeting chair. The chair will also be the chair of future annual general meetings. If he or she is not present at subsequent meetings, the attendees will appoint a meeting chair before any other business.
- 4 The executive committee will present to each annual general meeting the report and accounts of the Club for the preceding year.

- 5 Nominations for election to the executive committee must be made by Club's members in writing. The secretary of the executive committee must receive all nominations at least 14 days before the annual general meeting. Election will be by ballot only if the number of vacancies exceeds the number of nominations.

### **M Special general meetings**

Special general meetings of the Club's members can be called:

- by the executive committee at any time; or
- by the secretary if 10 or more or two third Club's members write a request including the business to be considered.

All members of the Club must be notified of the business to be discussed at least 21 days before a special general meeting.

### **O Procedure at general meetings**

- 1 The secretary, or another person specially appointed by the executive committee, will keep a full record of proceedings at every general meeting of the Club.
- 2 At least one-tenth or minimum of 5 (five) of the current full members of the Club must be present at any general meeting for it to be valid.

### **P Notices**

Any required notice must be served on Club's members in writing. The secretary or the executive committee will serve any member either personally or by post in a prepaid letter addressed to the member at his or her last known address in the United Kingdom. Any letter sent will be considered received after 2 days. Or by electronic mail using the email address provided by the member to the Secretary.

### **Q Alterations to the constitution**

- 1 Subject to the following sub-clauses, the constitution may be altered by a resolution passed by at least two-thirds of the full members present and voting at a general meeting. The notice of the general meeting must include the terms of the proposed alteration.

### **R Dissolution**

If the executive committee decides that it is necessary or advisable to dissolve the Club, it will call a meeting of all Club's members. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting. If the proposal is approved by two-thirds of those present and voting, the executive committee will have the power to realise any assets held by or on behalf of the Club's. Any assets remaining after all proper debts and liabilities are paid will be transferred to a Club, Association or charities with identical or similar objects, or as decided by the Club's members.

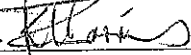
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### **V Arrangements until first annual general meeting**

Until the first annual general meeting, the people whose signatures appear at the bottom of this document will act as the executive committee. This constitution was adopted on the date at the top of this document by the following people.

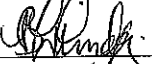
Signed,

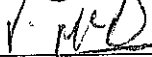
(Signatures, names and addresses of subscribers)

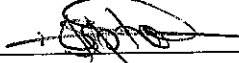
1. Mr. Kass Harris.  52 Effingham Road, Lee, London SE12 8NU

2. Mrs. Shirley Doyle  13 Thurlestone Road, West Norwood, London SE

3. Mr. Rasford Angus  Flat 1 - 11 Gipsy Hill, London SE19 1QN

4. Beverley Lindo.  25 Romborough Way, Lewisham, London SE

5. Mr. Vincent McBean  52 Effingham Road, Lee, London SE12 8NU

6. Mr. Steven Sam  45 Stockport Rd ~~London~~ London SW15 2JE

Dated: 5<sup>th</sup> AUGUST 2000

Witnessed by:

Signature: 

Name: Joseph Willis

Occupation:

Address:

MAURICE DRUMMOND HOUSE

CATHERINE GROVE, GREENWICH, LONDON SE10

## Members Benefits

Each category of membership carries with it different benefits and how you can influence matters by way of vote. To become a full member a completed application must be submitted and accepted by the signatories of this constitution or their successor.

**Full Member;** is entitled to vote on all matters, has 10% discount on hiring the Clubhouse, 10% discount to watch all Clapton football Club matches,

**Associate Member,** Are not entitled to vote on the election of members of the Executive committee or on any changing to the constitution, allowed to vote on any other matters, 5% discount on hiring the clubhouse,

**Family Membership,** Entitled to a 15% discount of total membership cost, (All other benefit same as Associate Members).

**Corporate Member,** Entitled to 5% discount, attend functions and use the players of the club in promotional matters (at the discretion of the Executive committee) not entitled to vote on the election of members of the Executive committee or on any changing to the constitution.

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