

# CONSTITUTION

Adopted on the

day of

2020

## 1. NAME

1.1. The name of the Association is **EASTGATE CLUB, LINCOLN** (the "Club").

## 2. ADMINISTRATION

2.1. Subject to the matters set out below the Club and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ("The Executive Committee").

## 3. OBJECTS

3.1. The Club's objects ("the objects") are provision of facilities for, and promoting and encouraging participation in tennis, bowls and squash for its members and its furtherance of these objects the club may seek affiliation to the appropriate Governing Bodies of the respective sports.

## 4. POWERS

In furtherance of the objects but not otherwise, the Executive Committee may exercise the following powers:-

- 4.1. powers to raise funds and invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial trading activities and shall conform to any relevant requirements of the law;
- 4.2. power to buy, take on lease or in exchange any property necessary for the achievement of the objects to maintain and equip it for use;
- 4.3. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Club;
- 4.4. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Club with repayment of the money so borrowed;
- 4.5. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependant;
- 4.6. power to co-operate with other clubs, voluntary bodies and statutory authorities operation in furtherance of the objects or of similar purposes and to exchange information and advice with them;
- 4.7. power to establish or support any associations formed for all or any of the objects;
- 4.8. power to appoint and constitute such advisory committees as the Executive Committee may think fit;

- 4.9. power to do all such other lawful things including the introduction of regulations, as are necessary for the achievement of the objects.

## **5. MEMBERSHIP**

- 5.1 Membership of the club shall be open to;
- 5.1.1. Individuals (over the age of five years) who are interested in furthering the work of the Club and who have paid any annual subscription laid down from time to time by the Executive Committee, and
  - 5.1.2. Membership of the Club shall be open to anyone interested in tennis, bowls and squash on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However limitation of membership according to available facilities is allowable on a non- discriminatory basis and
  - 5.1.3. Any body corporate or unincorporated association which is interested in furthering the Club's work and has paid any annual subscription (any such body being called in this constitution "a member organisation")
- 5.2. Each Member eighteen years or over shall have one vote.
- 5.3. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Club, and may appoint an alternate to replace its appointed representative at any meeting of the Club if the appointed representative is unable to attend.
- 5.4. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 5.5. The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation; provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- 5.6. The age of any member shall be his or her age on 1 January of the current year.

## **6 HONORARY OFFICERS**

At the annual general meeting of the Club the members shall elect from amongst themselves a President (who will act as Chairman), a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

## **7 EXECUTIVE COMMITTEE**

- 7.1 The Executive Committee shall consist of not less than nine members nor more than sixteen members being:-
- 7.1.1 The honorary officers specified in the preceding clause;
  - 7.1.2 Not less than two and not more than four members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
  - 7.1.3 Four nominated members appointed as follows;
    - Chairman or Secretary of tennis sub-committee
    - Chairman or Secretary of bowls sub-committee
    - Chairman or Secretary of squash sub-committee
    - Chairman or Secretary of the house and grounds sub-committee
- 7.2 The Executive Committee may in addition appoint not more than four co-opted members but so that no-one may be appointed as a co-opted members if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 9.1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant
- 7.3 All the members of the Executive Committee shall retire from office together at the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 7.4 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 7.5 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 years or who would if appointed be disqualified under the provisions of the following clause.
- 7.6 Each person entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office shall be deemed to accept office and act in the furtherance of the interests of the club.

## **8 Determination of membership of the Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she;

- 8.1 is adjudged bankrupt or makes any composition or arrangement with creditors under the provisions of any statute;
- 8.2 becomes incapable by any reason of age, mental disorder, illness or injury of managing and administering his or her own affairs;

- 8.3 is absent without the permission of the Executive Committee from all their meetings held within any period of six months and the Executive Committee resolve that his or her office be vacated; or
- 8.4 notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect.)

## **9 Executive Committee Members not to be Personally Interested**

- 9.1 Subject to the provisions of sub-clause (2) of this clause no members of the Executive Committee shall acquire any interest in property belonging to the Club (otherwise than as a trustee for the Club) or received remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 9.2 Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by his or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Club: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a members of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration or that of his or her firm, is under discussion.

## **10 Meetings and Proceedings of the Executive Committee**

- 10.1 The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the President or by any two members of the Executive Committee upon not less than four days notice being given to the other members of the Executive Committee of the matters to be discussed but if matters include an appointment of a co-opted members then not less than twenty one days' notice must be given.
- 10.2 The President shall act as Chairman at meetings of the Executive Committee. If the President is absent from any meeting, the members of the Executive Committee present shall chose one of their umber to be chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- 10.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting n the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 10.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of meetings of the Execute Committee and any sub-committee.
- 10.6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

- 10.7 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by the sub-committee: Provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
- 10.8 The President, Secretary and Treasurer shall be ex-officio members of all sub-committees appointed.

## **11 Receipts and Expenditure**

- 11.1 The funds of the Club, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Club of such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account are signed by at least two members of the Executive Committee.
- 11.2 The funds belonging to the Club shall be applied only in furthering the objects.

## **12 Property**

- 12.1 Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
- 12.1.1 all land held by or in trust for the Club; and
- 12.1.2 all investments held by or on behalf of the Club:
- to be vested either in a corporation entitled to act as custodian trustees or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by majority decision of the Executive Committee and shall act in accordance with the lawful directions of the Executive Committee. Provided that they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 12.2 if a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Club, the Executive Committee may permit any investments held by or in trust for the Club to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a members of the international Stock Exchange (or any subsidiary of any such stockbroking company ) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **13 Accounts**

- 13.1 The Executive Committee shall comply with the statutory obligations with regard to:
- 13.1.1 the keeping of accounting records for the Club;
- 13.1.2 the preparation of annual statements of account for the Club;

13.1.3 the auditing or independent examination of the statements of account of the Club; and

13.2 The financial year shall run from 1 January to 31 December.

#### **14 Annual Report**

The Executive Committee shall comply with their statutory obligations with regard to the preparation of an annual report.

#### **15 Annual General Meeting**

15.1 There shall be an annual general meeting of the Club which shall be held in the month of March in each year or as soon as practicable thereafter.

15.2 Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least twenty one days notice of the annual general meeting to all the members of the Club. All the members of the Club shall be entitled to attend and vote at the meeting.

15.3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

15.4 The Executive Committee shall present to each annual general meeting the report and accounts of the Club for the preceding year.

15.5 Nominations for election of the Executive Committee must be made by members of the Club in writing and must be in the hands of the secretary of the Executive Committee at least fourteen days before the annual general meetings. Should nominations exceed vacancies election shall be by ballot.

#### **16 Special General Meetings**

The Executive Committee may call a special general meeting of the Club at any time. If at least twenty members request such a one days notice must be given. The notice must state the business to be discussed.

#### **17 Procedure at General Meetings**

17.1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the club.

17.2 There shall be a quorum when at least one twentieth of the number of the members of the Club for the time being or ten members of the Club whichever is the greater, are present at any general meeting.

#### **18 Notices**

Any notice required to be served on any member of the Club shall be in writing and shall be served by the secretary or the Executive Committee on any member either

personally or by sending it through the post in a pre paid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting.

## **19 Alterations to the Constitution**

19.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

### **19.2 Dissolution**

If the Executive Committee decided that it is necessary or advisable to dissolve the Club it shall call a meeting of all members of the Club, of which not less than twenty-one days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have powers to realise any assets held by or on behalf of the Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Club as the members of the Club may determine or failing that shall be applied for some other similar purpose.

## **20 Display of Constitution and Regulations**

A copy of this constitution and any regulations made by the Executive Committee shall be displayed at all times on the Club Notice Board and all members shall be deemed to be conversant therewith.