

## Notes

- (1) These notes do not form part of the Club's constitution.
- (2) Please read the document accompanying this template and the template **Private Members Club Constitution** and please also read the **Guidance Note: Clubs** for more information on the different types of Clubs.
- (3) This template does not include a list of members who are entitled to be supplied at the Club.
- (4) The Equality Act 2010 prevents a Club from restricting its membership to those who are all of the same sexual orientation. Clause 4 ensures that this template is not designed to be used for a Club that is a "protected characteristic". You should take legal advice as to what is required for your Club's membership requirement.
- (5) Clauses 6.3 and 12: Note that a member can only be removed by members at an AGM or SGM: there is no power for a committee or sub-committee itself to remove a member.
- (6) In connection with Clause 13, how their accounts should be scrutinised and reported on, for example decide to edit Clause 13 based on the following. Clubs should be decided on the basis of the following:
- less than, say, £10,000 per annum should be audited by two members
  - more than, say, £10,000 per annum should be audited by two independent persons
  - more than, say, £20,000 per annum should be audited by two independent persons
  - more than, say, £50,000 per annum should be audited by a professional accountant.
- These thresholds are only guidelines and you should consider legal or accounting requirements.

## Private members club - short

Date of adoption of this constitution

### 1. **Name and address**

The club shall be called << (Club”)

[The address of the Club shall be

### 2. **Objects**

The objects of the Club are

### 3. **Membership**

3.1 All members will be available on request to the Committee by any membership

3.2 By applying for membership, the applicant accepts that, once the Committee accepts his/her application, it will apply to him/her and will form a binding agreement with other members

3.3 Subject to Clause 3.4, the Committee may admit to anyone [over the age of 18 years]. The Committee may at any time resolve that the total membership at any time shall not exceed such number as it decides

3.4 Applications for membership shall be in writing and submitted to the Committee which, if the applicant is over the age of 18 years, will

[accept the application]

**OR**

[subject to complying with Clause 4, the Committee may, at its discretion whether to accept him/her as a member]

3.5 The Committee will notify the applicant [that his/her application has been accepted] **OR** [whether his/her application has been accepted, also state that the date on which he/she has become a member of his/her application]

3.6 A register of members shall be maintained by the Committee

3.7 Any member may resign by giving notice in writing to the Secretary

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- 3.8 If the Committee considers that a member is in breach of any of the Rules or has behaved in an unsociable or detrimental to the enjoyment and satisfaction of the Club or likely to bring the Club into disrepute or cause a loss of reputation, it, the Committee may resolve to suspend or withdraw the membership of the member. It will give him/her at least [7] days prior notice of its intention to do so. At the time of the Committee's decision, the member may explain his/her conduct or speak in his/her own defence. The Committee may then make its decision about suspension or withdrawal of membership. The member may consider any appeal against its decision.

- 3.9 Any member who has not paid his/her membership fees within one calendar month of them becoming due shall be deemed to have resigned his/her membership.

#### 4. Equality

- 4.1 The Club shall be open to anyone regardless of any of the following characteristics: sex, sexual orientation, gender reassignment, marital status, pregnancy, age, disability, nationality, race, colour, ethnic or national origin, political belief, or other beliefs.

- 4.2 The Club is fully committed to equality of opportunity and is responsible for ensuring that no member, employee, or job applicant, receives less favourable treatment on the basis of any such characteristic.

- 4.3 Any discriminatory action taken by any member against any other member, or against a job applicant on the grounds of any such characteristic may be treated by the Committee as gross misconduct resulting in it immediately expelling the member guilty of such action from the Club's premises and activities) the member guilty of such action and, in accordance with Clause 3.7, termination of his/her membership.

#### 5. Membership fees

The membership fees will be set by the Committee at the rate and intervals set for all members by the Committee.

#### 6. Management Committee

- 6.1 The Club shall have a Management Committee. Its purpose is to:

- 6.1.1 have general and overall responsibility for the Club and its affairs and activities, on behalf of the members;
- 6.1.2 keep accounts and financial records of the Club available for reasonable inspection by members and auditors [audited];
- 6.1.3 maintain a budget for the Club;
- 6.1.4 pursuant to Clause 3.8, take any action to exclude any member or suspend or withdraw the membership of any member; [and]

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- 6.1.5 make rules of order for all members consistent with this constitution and its activities (which, together with this constitution [d])
- 6.1.6 [employ any [ ]]
- 6.2 Members shall be the following offices as Officers of the Committee:
- (a) Chairperson
  - (b) Secretary
  - (c) Treasurer
  - (d) [<<insert title of any other Officer]
  - (e) <<insert title of any other Officer]
  - (f) <<insert title of any other Officer]
- 6.3 The term of office of an Officer shall be the expiry of [one] year after he/she is elected or appointed or retirement at an AGM pursuant to Clause 6.6, resignation or death or removal pursuant to Clause 12
- 6.4 In the event of any Officer becoming vacant due to resignation, death or removal, any eligible member may be appointed by the Committee at a Committee meeting or until retirement at the next AGM or, if sooner, until re-election
- 6.5 Each Officer in position at the AGM will retire at that AGM but shall hold office until the next AGM, whereupon elections of Officers shall be held at the AGM shall be held
- 6.6 Any person who has been elected or appointed at an AGM [or appointed] shall be eligible for re-election at the next AGM
7. **Committee meetings**
- 7.1 Meetings of the Committee shall be called by the Secretary or Chairperson
- 7.2 The Committee shall meet as often as required by the business to be transacted, but at least once per year
- 7.3 Special additional meetings may be called by the Chairperson or by not less than [two] other Officers
- 7.4 The quorum for a meeting shall be [two][three][four] Officers without which no decisions shall be made
- 7.5 The Committee may make decisions on a basis of a simple majority vote of those Officers present
- [except that where such decision is made by a simple majority of those Officers present]

[suspend or withdraw membership or  
exclude a member pursuant to Clause 6.4]

a [75%] [two thirds] majority of members  
to be present for that vote shall be

7.6 In the case of equality of votes the  
additional casting vote shall be

7.7 Decisions may be made by a

7.8 Minutes of all proceedings shall be  
to inspection by any member

## 8. Committee – Miscellaneous

8.1 No Officer shall receive remuneration  
worth with the exception of expenses

8.2 The following Officers shall be authorised  
Chairperson, Treasurer and Secretary

8.3 A person shall only hold office as an  
member of the Club and shall cease to be a member

## 9. Annual General Meetings

9.1 An AGM of members shall be held  
after the previous AGM

9.2 The Secretary shall give [21] clear days  
AGM to all members and by any means resolved for that  
purpose by the Committee

9.3 The Secretary shall send the agenda  
notice of AGM

9.4 Nominations by members shall be sent to the  
Secretary at least [14] days before the AGM and must be seconded by  
another member. All nominations must have the  
written consent of the Secretary

9.5 Members must submit any business to be  
considered at the AGM in writing before the date of the AGM

er pursuant to Clause 3.7] [, or]  
[appoint an Officer pursuant to

present is required and the quorum  
]

son shall [not] be entitled to an

ot if requested by any Officer

must be taken and must be open  
application to the Secretary

in the Club in money or money's  
expenses

o sign Club cheques: two from the

office as an Officer if he/she is a  
cease to hold that office if he/she

y year not more than [15] months

[21] clear days written notice of the  
by any means resolved for that

agenda for the AGM as part of the

of Officers shall be sent to the  
AGM and must be seconded by  
nominations prior to the AGM,  
All nominations must have the

writing of any business to be  
before the date of the AGM

- 9.6 The business of the AGM shall be to:
- 9.6.1 Confirm the minutes of the previous AGM and any other General Meetings held since the last AGM;
  - 9.6.2 Receive the accounts and reports of the Treasurer;
  - 9.6.3 Receive the reports of the various committees from the Secretary;
  - 9.6.4 Elect an [auditor];
  - 9.6.5 Elect the Officers (President, Secretary, Treasurer, and other Officers);
  - 9.6.6 Remove any Officer or Committee member;
  - 9.6.7 Transact such business as may be moved in writing by the Secretary in accordance with the agenda and included on the agenda; and
  - 9.6.8 Transact such business as may be brought before the AGM at the discretion of the Chairperson, provided that any business for which a Special General Meeting has been called shall require the Chairperson in his/her discretion to obtain the consent of the meeting.
- 9.7 At all AGMs and Special General Meetings the chair will be taken by the Chairperson, or, in his/her absence, by the deputy appointed by the members.
- 9.8 All members shall have the right to attend the AGM, and each member shall be entitled to one vote at an AGM.
- 9.9 Every matter to be decided at an AGM, except where this constitution provides otherwise, shall be determined by a simple majority of the members present and voting. The result shall be recorded but shall not count as a vote.
- 9.10 In the case of equal votes, the Chair of the meeting shall have a casting vote. In his/her discretion the chair may direct a second and casting vote to be taken by a written poll.
- 9.11 Minutes of all AGMs and Special General Meetings shall be kept and formally adopted.
10. **Special General Meetings**
- 10.1 A Special General Meeting may be called to deal with any special matter which cannot be dealt with at an AGM, including any alteration of this constitution, the election or removal of an Officer, or dissolution of the Club.
- 10.2 A Special General Meeting may be called at any time by the Committee or by a written request from not less than [25%] of the membership.
- 10.3 Subject to Clauses 10.1 and 10.2, the procedures for Special General Meetings shall be as determined by the Committee.

Meetings will be the

## 11. Quorum at General Meeting

The requirements for a quorum at a General Meeting shall be as follows:

11.1 At an AGM, subject to

11.1.1 The quorum shall be the greater number of the members present

11.1.2 That number shall be [2] Officers (of whom at least [1] is the Chairperson)

11.2 At a Special General Meeting, subject to Clause 11.3, the quorum shall be: [the same as for an AGM]

**OR**

[whichever number is greater of [25%] of the members or [six] members (of whom at least [2] are any of the Officers, Secretary or Treasurer)]

11.3 Where a Special General Meeting considers a resolution for:

11.3.1 Removal of an Officer, the quorum shall be whichever number is greater, either [25%] of the members or [six] members;

11.3.2 Alteration of the Constitution, the quorum shall be whichever number is greater, either [25%] of the members or [six] members; and

11.3.3 Dissolution of the Club, the quorum shall be [50%] of the members

## 12. Removal of Officers, alteration of the Constitution, and dissolution of the Club

An Officer may be removed from office, or the Club may be dissolved, only by a resolution of a Special General Meeting [or at an AGM] but not otherwise. The proposal to pass such a resolution shall be subject to the following conditions:

12.1 Within [7] clear days before the meeting, the Secretary shall give written notice of the proposal to all members of the Club.

12.2 It must be proposed and seconded by two members.

12.3 It shall only be passed if a majority of at least [two thirds][75%] of those members present at the meeting vote in favour.

12.4 In the case of equal votes, the Chairperson shall have a second and casting vote.

13. **Accounts and [audit][examination]**

13.1 The Committee must cause accounts of the finances of the Club to be prepared and audited through the Treasurer.

13.2 As soon as practicable after the close of the financial year and before every AGM

[the accounts must be audited by an independent accountant who is not a member. The auditor must be appointed by the members.]

**OR**

[the accounts must be [audited by two members who are not Officers],  
**OR** [two independent persons (not members)] acting as honorary  
[auditors][examiners]. They must report to each AGM to act for the following year]

14. **Property and funds of the Club**

14.1 At all times up to and including the dissolution of the Club [except as provided by Clause 14.3 in the event of the dissolution]:

14.1.1 In no circumstances shall the property or funds of the Club or any income or profits be paid to or received by any member or Officer for or indirect private benefit of any member; and

14.1.2 The property and funds of the Club plus income or profits of the Club shall be used for the furtherance of the objects of the Club

14.2 If a resolution is passed at an AGM, thereupon or on such date as is specified in the resolution, the members shall proceed to realise the assets of the Club and distribute the proceeds for the purposes of the Club

14.3 After discharging all liabilities of the Club pursuant to Clause 14.2, the remaining assets of the Club shall be given or transferred to [some other voluntary organisation]

[not be paid or distributed to any member or Officer]  
**OR**

[be divided equally amongst the members]  
**OR**

[be divided amongst the members in such proportions as the members may determine]  
[insert details of how the division will be made>>]

and on completion of the

[division]

**OR**

[transfer to such other organisation]



the Club will be dissolved

## 15. Indemnity

15.1 Except as provided shall be entitled to assets which may liabilities whatsoever execution and discharge

Officer [and each other member] Club to the extent of those of its against all costs, expenses and by such person in the proper on behalf of the Club

15.2 No Officer [or other with Clause 15.1 in connection with any that Officer [or other has not been properly

d to be indemnified in accordance ts, expenses and liabilities arise in each of duty or breach of trust by her purported discharge of duties nmittee

## 16. Definitions

In this constitution:

16.1 “member” means a long as he/she remains

member by the Committee for so to this constitution;

16.2 “Committee” means who are Officers from

ittee comprising those members

16.3 “AGM” means an A

16.4 “Officer” means an constitution; and

elected as such pursuant to this

16.5 “the Rules” means rules or regulations

nstitution as supplemented by any by the Committee