

CONSTITUTION

Edition: 6 April 2024

1. CLUB FORMATION	2
2. BASIS OF CONSTITUTION	2
3. CLUB REGULATIONS	2
4. PUBLICATION	2
5. OBJECTS	2
6. AFFILIATION	2
7. GOVERNANCE	2
8. THE BOARD	3
9. THE JOINT MANGEMENT COMMITTEE (JMC)	3
10. APPOINTMENT OF DIRECTORS AND OFFICERS	3
11. MEMBERSHIP	4
11.1. FULL MEMBER	4
11.2. LIFE MEMBER	4
11.3. HONORARY MEMBER	4
11.4. SOCIAL MEMBER	4
11.5. TEMPORARY MEMBER	4
12. APPLYING FOR MEMBERSHIP	4
13. FEES	5
14. RESIGNATION / CANCELLATION	5
15. DISCIPLINARY ACTION	5
16. FORFEIT OF RIGHTS ON CESSATION OF MEMBERSHIP	5
17. ANNUAL AND EXTRAORDINARY GENERAL MEETINGS	5
18. CONDUCT OF GENERAL MEETINGS	6
19. AUDIT OF ACCOUNTS	6
20. MEMBERS NOT TO MAKE A PROFIT	7
21. PROHIBITION OF USE FOR NON-CLUB BUSINESS	7
22. AMENDMENTS	7
23. INTERPRETATION	7

1. CLUB FORMATION

PALMERSTON INDOOR BOWLS CLUB LIMITED (the "Club"), was formed in 1997 as a Company Limited by Guarantee. There are no shareholders. The Club is non-profit, controlled by its members. Members liability is limited to £5 in the event of the Club being wound up.

2. BASIS OF CONSTITUTION

The constitution was based on the original 1997 Memorandum and Articles of Association and subsequently amended at General Meetings of members.

The Constitution sets out the fundamental principles by which the Club is run.

3. CLUB REGULATIONS

In addition to the Constitution, in separate documents there are :

- 3.1. Byelaws containing practical matters arising from aspects of the Constitution
- 3.2. Rules which include General Rules, League Rules, Competition Rules, Disciplinary Rules. These concern the activities of members.
- 3.3. Policies which define some of the principles of operation, such as Privacy Policy.

The Constitution, Byelaws, Rules and Policies together are known as Club Regulations. Members on joining agree to comply with the Club Regulations.

4. PUBLICATION

- 4.1. A copy of the Constitution and Byelaws will be available for inspection at the Stewards Desk and must be returned afterwards.
- 4.2. Copies of Rules will be posted on Club notice boards, or the website, or otherwise made available for inspection by any member.

5. OBJECTS

The objects of the Club are

- 5.1. to provide the means to play the sport of flat green indoor bowls and to promote the sport and the Club.
- 5.2. to provide members with all the usual amenities of membership of a club
- 5.3. to provide social activities for members enjoyment and fund raising
- 5.4. to promote the principle of volunteering in the running of the Club

6. AFFILIATION

The Club is affiliated to County, Regional and National Indoor Bowls Associations.

7. GOVERNANCE

The Club is governed by the Board of Directors (the "Board") and the Officers of the Joint Management Committee (the "JMC") elected by members at Annual General Meetings.

- 7.1. The Board is responsible for legal compliance, contracts, finance and facilities.
- 7.2. The JMC is responsible for the management of membership, bowling and other member activities.

8. THE BOARD

- 8.1. The Board consists of from 3 to 9 members of the Club.
- 8.2. The Board has the power to do anything that may be done by the Club except where by law or by the other terms of this Constitution the action must be approved by a majority of members in a General Meeting.
- 8.3. The Board has the power to enter into contracts to enable them to fulfil any of their duties on such terms as they deem appropriate. The Board may delegate the day-to-day management of contract performance to a particular Director or committee who will report to the full Board at each meeting. At least two thirds of such a committee must be Directors.
- 8.4. The Board has the power to employ paid staff and set the terms of employment. The appointment, termination and management of each employee will be carried out by a specific Director who will be responsible for the welfare, performance and conduct of the employee. Any complaints regarding employees must be made in writing to the Company Secretary. Club members may not reprimand an employee.
- 8.5. The Company Secretary, who may or may not be a Director, is responsible for taking and disseminating the minutes at Board meetings, ensuring all statutory requirements in respect of the company under the Companies Acts are carried out, and for safe keeping of all contracts and other essential documents.
- 8.6. A Director is removed from office by
 - 8.6.1. giving one month's notice in writing to the Company Secretary
 - 8.6.2. termination of membership
 - 8.6.3. failing to attend a Board meeting for a continuous period of 6 months
 - 8.6.4. resolution at a General Meeting.

9. THE JOINT MANGEMENT COMMITTEE (JMC)

- 9.1. The JMC consists of up to 20 Officers of the Club.
- 9.2. The JMC may appoint sub-committees and delegate powers and duties to them. All sub-committees must periodically report to the JMC.
- 9.3. The Club Secretary is responsible for taking and disseminating the minutes at JMC meetings and for correspondence with other bowls organisations including making applications for competitions.

10. APPOINTMENT OF DIRECTORS AND OFFICERS

- 10.1. At the Annual General Meeting one third of the elected Directors retire by rotation but are eligible for re-election.

- 10.2. Any vacancies arising among the Directors are appointed by the Directors. Any Director appointed to fill a vacancy must retire at the following Annual General Meeting and is then eligible for election. The Company Secretary is appointed by the Directors.
- 10.3. Except for the President, the Officers of the JMC are elected at each Annual General Meeting and remain in office until the following Annual General Meeting and are then eligible for re-election.
- 10.4. The President serves for one year up to the Annual General Meeting and is automatically succeeded by alternately the Mens/Ladies retiring Vice President. If that Vice President does not wish to become President, the other retiring Vice President will become President. If neither wishes to become President, the President will be elected by the members.
- 10.5. If any JMC position is left unfilled after the Annual General Meeting, or if an Officer resigns during the year, the JMC may appoint a replacement.

11. MEMBERSHIP

The number of members other than Full Members will be limited so that it is not a significant proportion of the total membership. No person may become a member who was expelled from membership or whose conduct or presence in the Club is considered objectionable by the Board or JMC. Only Full (non-Junior) members may vote at General meetings.

Membership categories are:

- 11.1. FULL MEMBER: Full members may use all the facilities of the Club. Founder Members are Full members who provided an interest free loan of £100 to the Club prior to the Club opening in 1997. Junior members are Full members under the age of 18
- 11.2. LIFE MEMBER: A member recognised to have given outstanding service to the Club and approved in any General Meeting by at least a two thirds majority. A Life member has all the rights of a Full member, but no further annual subscriptions are due.
- 11.3. HONORARY MEMBER: The JMC may give Honorary Membership to a person temporarily resident in the area, who either is related to or a friend of a member, or has an interest connected with the objects of the Club. There should not be more than ten Honorary Members at any one time.
- 11.4. SOCIAL MEMBER: Social Membership is offered to Full Members who do not wish to continue bowling. Relations or friends of Full Members may apply for Social membership. Social Members are not allowed to use the Green except by special dispensation of the Membership Secretary
- 11.5. TEMPORARY MEMBER: The Membership Secretary may allow a person to become a temporary member subject to conditions specified in the Byelaws. Temporary members may purchase drinks at the bar for consumption in the Club.

12. APPLYING FOR MEMBERSHIP

- 12.1. Applicants, who may include a spouse or partner, must complete a standard Club application form including the names of proposer and seconder who must be Full members. Both proposer and seconder should ensure that the applicants are suitable to be admitted to membership.

- 12.2. Before a person can be admitted to membership, their name and the proposers name must appear on a notice posted prominently in the Club premises for at least 14 days. Anyone objecting to an applicant should immediately inform the Membership Secretary or Club Secretary in confidence of their grounds for objection, in which case the application cannot proceed until the Board has approved it.
- 12.3. Before submitting an application, applicants should ensure that they are prepared to adhere to the Club Regulations which they may inspect at the Club premises. Payment of the membership fee will be taken as agreement to be bound by the Club Regulations.
- 12.4. If an applicant changes their mind, they may cancel their membership by written notice to the Membership Secretary within one month of joining and receive a refund of any joining fee and annual subscription paid.

13. FEES

- 13.1. Joining Fees, Annual Subscriptions and Rink Fees payable to the Club are determined by the Board and approved or modified by the Full members voting at the Annual General Meeting.
- 13.2. Membership will be automatically cancelled if a member fails to pay their Annual Subscription within one month of the due date. At the discretion of the Membership Secretary, membership may be reinstated upon payment of the arrears and a late payment charge if there is a satisfactory explanation.
- 13.3. Membership may be temporarily suspended due to health or other valid reason, at the discretion of the Membership Secretary, who may adjust the fees payable.
- 13.4. Any member who fails to pay their League Fees within one month of the due date of the Annual Subscription may not play in the Leagues until the arrears have been paid.

14. RESIGNATION / CANCELLATION

Any member may resign his/her membership by notice in writing. Memberships cancelled because of non-payment of the Annual Subscription will be deemed to have taken effect from the due date.

15. DISCIPLINARY ACTION

Disciplinary action may be taken against any member in accordance with the Club's Disciplinary Policy under the control of the Board, which may result in sanctions or expulsion from the Club.

16. FORFEIT OF RIGHTS ON CESSATION OF MEMBERSHIP

Any member ceasing to be a member of the Club for whatever reason forfeits all rights to or claims upon the Club or its property or funds or any return of fees paid and remains liable for any fees or charges due from him/her at the date of cessation.

17. ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

- 17.1. The Annual General Meeting of the Club will be held each year at a date and time determined by the Board for the following purposes:
 - 17.1.1. To present financial statements comprising a report, income and expenditure account and balance sheet for the period up to the end of the previous financial year.
 - 17.1.2. To appoint Auditors.

17.1.3. To approve or amend the level of fees recommended by the Board

17.1.4. To fill vacancies on the Board

17.1.5. To elect the JMC Officers.

17.1.6. To decide on any resolutions which have been submitted to the Club Secretary in accordance with the Byelaws.

17.2. The Board may at any time, for any special purpose, call an Extraordinary General Meeting.

17.3. The Board must also call an Extraordinary General Meeting on receipt of a notice in writing signed by 30 Full members stating the purpose for which the meeting is required.

17.4. A quorum is 35 Full members. No resolution is valid at a General Meeting unless a quorum is present.

18. CONDUCT OF GENERAL MEETINGS

18.1. At least 21 days before the Annual General Meeting, or 14 days before any Extraordinary General Meeting, the Company Secretary must display prominently in the Club a notice of meeting together with any proposed resolutions. An Annual General Meeting notice must include the positions to be filled and a copy of the financial statements.

18.2. Any resolutions to be voted on must be signed by proposer and seconder and given to the Company Secretary at least 14 days prior to the meeting and be displayed along with the notice of meeting. No other resolutions may be put forward at the meeting. Members wishing to submit a resolution are strongly advised to consult the Company Secretary to ensure the proposal is clear and unambiguous.

18.3. Any amendment to any proposed resolution must be signed by two members and given to the Company Secretary at least 7 days prior to the meeting and be displayed along with the relevant proposed resolution and notice of meeting.

18.4. Any proposals which are submitted to a General Meeting and which in the opinion of the Board are not lawful will be void.

18.5. Only Full members may vote at a General Meeting. Proxy voting must follow the procedures laid down in Byelaws. Where a vote on a resolution is tied the resolution is lost.

18.6. The Chairperson may adjourn the meeting with the consent of the meeting at which a quorum is present and must do so if so directed by the majority of Full members at the meeting. No business may be transacted at any adjourned meeting other than business which was originally to be transacted.

18.7. If a quorum is not present within half an hour of the appointed time of a General Meeting or at any time during a meeting:

18.7.1. if the meeting was convened by requisition of members it must be dissolved,

18.7.2. otherwise the meeting must be adjourned until the same time next week, or as determined by the Directors present, and if no quorum is present at the adjourned meeting within half an hour, the members present may form a quorum.

19. AUDIT OF ACCOUNTS

The Statutory Accounts are to be prepared in accordance with the Companies Act as soon as is practicable after the end of the financial year by the auditors appointed at the Annual General Meeting.

20. MEMBERS NOT TO MAKE A PROFIT

20.1. Except under a contract authorised by the Board, no member may receive any payment from Club funds, or make a profit from any dealings with the Club, except for reimbursement of proper expenses as authorised by the Treasurer.

20.2. Any commission or other profit which arises as a result of any Director or Officer making or authorising any Club purchase or transaction must be accounted for to the Treasurer and refunded to the Club.

21. PROHIBITION OF USE FOR NON-CLUB BUSINESS

No member may use the Club or the Club address for private or non-Club business purposes except as part of the contract for Club catering.

22. AMENDMENTS

22.1. Amendments to the Constitution may only be made at a General Meeting and must be approved by a two thirds majority. All other proposed resolutions at a General Meeting will be decided by a simple majority.

22.2. Amendments to Byelaws, Rules and Policies are made by resolution at a General Meeting.

22.3. Exceptionally, for the smooth running of the club, the Board may make immediate amendments to Byelaws, Rules and Policies and the JMC may make immediate amendments to Rules which concern membership or member activities. Such amendments must be ratified by resolution at the next Annual General Meeting, unless they are only a change of wording to improve clarity or avoid ambiguity.

22.4. No amendment by the Board or JMC may be made if it is inconsistent with the Constitution.

22.5. Members who desire a change of Club Regulations are advised to first consult a member of the Board or JMC as appropriate. Any proposed changes must be submitted to a General Meeting in accordance with the procedures for the conduct of General Meetings.

22.6. All alterations of Club Regulations must be communicated to members by a notice in the premises as soon as possible. Any alteration will be binding on members.

23. INTERPRETATION

The Board, and/or the JMC as appropriate, should be consulted regarding the interpretation of the Club Regulations. Any decisions made by them in relation to the interpretation of these matters and any other matter affecting the Club will be binding on members.