

# **THE HOLBROOK CLUB**

**Club Constitution**  
**(Effective From 1<sup>st</sup> July 2011)**

Version: 01/07/2011

# **THE HOLBROOK CLUB**

## **CONTACT DETAILS**

**Address:** The Holbrook Club  
Club Office  
North Heath Lane  
Horsham  
West Sussex  
RH12 5PJ

**Telephone Numbers:**

Office	- 01403 751150
Reception	- 01403 751155
General Manager	- 01403 751151
Club Plus (Gym)	- 01403 751158

**Fax Number:** 01403 751160

**E-Mail Address:** [office@theholbrookclub.co.uk](mailto:office@theholbrookclub.co.uk)

**Website Address:** [www.theholbrookclub.co.uk](http://www.theholbrookclub.co.uk)

# **THE HOLBROOK CLUB**

## **CONSTITUTION**

1. **Name**

The name of the Club shall with effect from 14th August 2003 be **THE HOLBROOK CLUB** and is referred to throughout these rules as “the Club”. The Club is incorporated as a company limited by guarantee.

2. **Colours**

The colours of the Club shall be **BLUE** and **GOLD**.

3. **Address**

**The Holbrook Club  
Club Office  
North Heath Lane  
Horsham  
West Sussex  
RH12 5PJ**

4. **Objectives**

The objectives of the Club shall be to provide well-managed and good value sport and leisure facilities designed for the benefit of all Club Members and their families in that it seeks to:

- a) Provide access to sports, leisure and refreshment facilities,
- b) Provide access to health and fitness facilities, and
- c) Provide access to social activities with opportunities to meet and build relationships outside the work and home environments.

5. **Membership**

A **Club Member** is defined as any person elected to Club membership under one of the Membership Categories detailed in Sections 5.1 (a) to (h).

**5.1 Membership Categories:**

**Categories Closed To New Applicants (from 1<sup>st</sup> Oct 2003)**

- (a) Full Member**
- (b) Pensioner Member**
- (c) Family Associate Member**
- (d) Affiliate Member**

**Categories Open To New Applicants (from 1<sup>st</sup> Oct 2003)**

- (e) Honorary Member**
- (f) New Club Member**
- (g) New Club Family Member**
- (h) New Club 60+ Member**

## 5.2 Eligibility and Rights:

**(a) Full Member**, being an existing Full Member as at 30th September 2003 whose rights shall be:

- To use any of the general premises and facilities of the Club
- To join any Section of the Club (subject to the rules of the Section)
- To be selected to represent the Club in any competition or other event organised by the Club or any Section thereof
- To be eligible to serve on any Section Committee
- To be eligible to vote at any General Meeting of the Club
- To be eligible for election to the General Committee and/or the Membership Committee
- To be eligible for election to the Executive Committee
- To be eligible for election as a Club Officer.

**(b) Pensioner Member**, being an existing Pensioner Member as at 30th September 2003 whose rights shall be:

- The same as those of a Full Member.

**(c) Family Associate Member**, being the partner or child of a Full, Pensioner or Honorary Member as at 30th September 2003 whose rights shall be:

- The same as those of a Full Member (provided they are paying the appropriate membership subscription).

**(d) Affiliate Member**, being any other person elected by the Membership Committee as at 30th September 2003 whose rights shall be:

- The same as those of a Full Member.

**(e) Honorary Member**, being any person who has rendered exceptional service to the Club and whose nomination for this category of membership has been recommended by the Membership Committee and ratified by the Executive Committee whose rights shall be:

- The same as those of a Full Member.

**(f) New Club Member**, being any person aged 18 to 59 inclusive who applies for Club membership after 30th September 2003 and is elected by the Membership Committee whose rights shall be:

- The same as those of a Full Member EXCEPT THAT he/she may not vote at any General Meeting of the Club nor be eligible for election to the General, Membership or Executive Committees or as a Club Officer for a period of 6 months from the date of their election as a Club Member.
- By exception, an application for membership may be considered from a young person aged 16 or 17 but, if elected, they will not be permitted to vote at any General Meeting of the Club until they have attained the age of 18 and a period of at least 6 months has elapsed since the date of their election.

**(g) New Club Family Member**, being the partner or child of any other category of Club Member who applies for Club membership after 30th September 2003, is living at the same address and is having their membership subscription paid under the same direct debit mandate and is elected by the Membership Committee whose rights shall be:

- The same as those of a New Club Member.
- New Club Family Members under the age of 18 will not be permitted to vote at any General Meeting of the Club until they have attained the age of 18 and have paid the appropriate subscription rate for a period of at least 6 months following the date of their election.

**(h) New Club 60+ Member**, being any person aged 60 or over who applies for Club membership after 30th September 2003 and is elected by the Membership Committee whose rights shall be:

- The same as those of a New Club Member.

### 5.3 Change of Membership Category

An existing Club Member who applies to change their Membership Category will retain their voting rights and will continue to be eligible for election to all committees and as a Club Officer provided they have been a paying Club Member for at least 6 months.

## 6. Admission to Membership

Every applicant for membership of the Club shall submit to the Membership Committee via the Club Office a fully completed membership application form and direct debit mandate (except see "By exception" wording below).

The name and contact address of every applicant shall be prominently displayed on the Club Notice Board for a period of **at least two days** following the processing of their application form in order for Club Members to make representation to the Membership Committee as to a prospective new Club Member's suitability.

The Membership Committee will then consider all such applications and will elect to membership those applicants they consider suitable and who meet the aims and aspirations of the Club as determined from their application form, from any personal testimonials from other Club Members or from any other appropriate source.

Following such process and election, the applicant shall be declared a duly elected Club Member.

Applicants will not be permitted entry to the Club for a period of **at least two days** following the day their name and contact address are first displayed on the Club Notice Board.

From January 2004, all categories of Club Member shall pay the appropriate membership subscription under a monthly direct debit scheme operated by the Club. **(By exception,** a Club Member may request the option of paying their membership subscription annually in advance by cheque or cash. If this payment method is permitted, the Club will make no part refund should the Club Member resign from membership mid-year and the onus is on the Club Member to ensure that they pay their annual renewal subscription in a timely manner).

Election to membership will imply acceptance of the rules of the Club and be deemed to constitute consent to the holding of relevant personal data on a computer as required by the Data Protection Act.

Club Members or Sections wishing to nominate a Club Member for Honorary membership shall submit in writing the details and rationale supporting their nomination to the Membership Committee who shall consider the nomination and make their recommendation to the Executive Committee.

On attaining age 60, it is incumbent on the Club Member to contact the Club Office, provide proof of their age and ask for their membership category to be changed to the "New Club 60+ Member" category and to have their membership subscription reduced accordingly.

7. **Register of Members**

The Membership Committee shall keep a Register of Members which will be available for inspection by any Club Member at a mutually agreed date and time within 14 days of the date of such written request being received by the Club Chairman.

8. **Membership Cards**

Every eligible Club Member shall be supplied with a Membership Card controlled on issue through the Register of Members.

In order to increase Club security, Club Members shall be asked to have their photograph taken for inclusion on the Register of Members.

The Membership Card, which is NOT transferable to any other person, shall remain the property of the Club and shall be surrendered upon termination of Club membership.

When on Club premises or grounds, or when wishing to gain access to the Club, Club Members shall always carry their Membership Card with them and, on reasonable demand, will produce their Membership Card to any Club Officer, elected member of the Executive Committee or employee of the Club who so asks.

New Club Family Members under the age of 14 will NOT be issued with their own Membership Card. Upon their child attaining age 14, a Club Member can apply to the Membership Committee for a Membership Card for their child in order for the child to be able to gain unaccompanied access to the Club.

The Club reserves the right to make an appropriate charge for the issue of a replacement card should a Member lose his/her card or otherwise render it unusable in conjunction with the Club's computerised membership system.

9. **Management of the Club**

9.1 **Executive Committee**

The Club premises, buildings and grounds shall be managed and controlled by the Executive Committee in accordance with the terms of the Lease between The Holbrook Club and Royal & Sun Alliance Insurance plc.

The management of the Club shall be vested in an Executive Committee consisting of the following nine elected members:

- Club Chairman
  - Club Deputy Chairman
  - Club Treasurer
  - Two Club Members elected from the General Committee
  - Four Club Members elected at Annual General Meeting
- The Executive Committee will be subject to the provisions of these rules and any further regulations that may be agreed from time to time in General Meetings of the Club.

**(a) Elected Members at the Annual General Meeting**

The Club Chairman, Club Deputy Chairman, the Club Treasurer and four Club Members will be elected at the Annual General Meeting to serve on the Executive Committee until the next A.G.M.

**(b) Elected Members from the General Committee**

At the General Committee meeting preceding the Annual General Meeting, two of its members will be elected to serve on the Executive Committee. These two members will then be approved by those Club Members present at the Annual General Meeting. The two elected General Committee members will then serve until the next A.G.M.

**(c) Appointed Members of the Executive Committee**

Members of the Club management team (as amended from time to time) shall be deemed to be appointed members of the Executive Committee who shall attend committee meetings, as required by the elected members, but they shall have NO voting rights.

**(d) Vacancy on the Executive Committee**

Should the Club Chairman's position become vacant, the Club Deputy Chairman will assume the position of Chairman until the next General Meeting.

Any other vacancy arising from amongst the elected members in Sections 9.1 (a) and (b) shall be filled in the following manner.

Firstly, the unsuccessful candidates at the immediately preceding elections of the relevant category of elected member in Sections 9.1 (a) or (b) shall be invited, in descending order of votes received, to fill the vacancy.

Secondly, if no such candidates exist or they are no longer willing or able to join the Executive Committee, a suitable Club Member may be co-opted to fill the vacancy until the next General Meeting.

A Club Member who is invited or co-opted to join the Executive Committee when a mid-term vacancy occurs WILL BE eligible to vote at Executive Committee meetings.

**(e) Nominations for the Executive Committee**

A nomination must be submitted in writing to the Club Office for the attention of the Club Chairman at least 14 days prior to the date of the A.G.M. stating the nominee's full name and Club membership number together with the post (or posts) being applied for. Nominees must be prepared to stand for the next 12 months.

A nomination must be counter-signed by at least six eligible voting Club Members and must also state their full names and Club membership numbers.

In addition, a nomination must be accompanied by a short (not more than 100 word) personal statement for presentation to Club Members in the event of a contested election.

Nominations will only be taken from the floor of the A.G.M. on the day if insufficient nominations have been submitted to fill all the posts.

**9.2 Particular Powers of the Executive Committee**

Without prejudice and so as not to limit or restrict the general powers of Club Members at General Meetings and the other powers conferred by these rules, it is hereby expressly declared that the Executive Committee shall have the following particular powers:

(a) To expend any monies of the Club in the furtherance of any one or more of the Objectives of the Club.

- (b) To enter and settle the terms of any Contracts on behalf of the Club.
- (c) To decide opening days and times of Club premises and Licensed Bars within the constraints of the Licensing Acts.
- (d) To approve the Club's annual audited accounts (including Revenue, Expenditure and Capital) for submission to the membership at Annual General Meetings.
- (e) To maintain and provide proper records of all business carried out by the Executive Committee on behalf of the Club, said records to be available for inspection by Club Members on request (but see Section 18 (f) for timescale).
- (f) To be responsible for the design and implementation of disciplinary procedures, including the Right of Appeal.
- (g) To make emergency rules as may become necessary from time to time, such rules to remain valid until the next General Meeting of the Club where ratification will be proposed.
- (h) To be the authority for the interpretation of the rules of the Club and any matters affecting the Club and not expressly provided for therein.
- (i) To consider applications for the use of facilities by bodies not connected with the Club.
- (j) To be responsible for all licenses appertaining to Club activities and shall also be the Wine Committee as defined by the Licensing Act pertaining to Registered Members' Clubs.
- (k) To co-opt additional supernumerary member(s) to join the Executive Committee as may become necessary from time to time for their particular skills such additional member(s), who will NOT be permitted to vote, shall remain co-opted for as long as their contribution to the Executive Committee is required or until the next Annual General Meeting of the Club whichever occurs soonest.
- (l) To implement increases to membership subscription rates and other charges as may become necessary from time to time subject to a minimum of 30 day notice period.

10. **Officers of the Club**

The Officers of the Club shall be:

- Club Chairman
- Club Deputy Chairman
- Club Treasurer

11. **Club Committees**

11.1 **Executive Committee**

The Executive Committee will meet at least once a month to manage Club affairs.

The Executive Committee may set up either permanent or temporary committees or sub-committees to handle various aspects of the running of the Club. Such committees will report and be directly responsible to the Executive Committee.

The Executive Committee may invite experts who have a particular knowledge of a matter under discussion to attend any meetings.

A Quorum at Executive Committee meetings will consist of no less than five voting elected members.

11.2 **General Committee**

The General Committee will consist of one representative of each officially approved Section of the Club. Each Section will have one vote and the quorum for a meeting shall be 40% (rounded down to the next whole number) of the number of approved sections.

This committee will elect its own Chairman and Deputy Chairman from amongst its number and annually it will elect two of its members to serve on the Executive Committee; these two representatives to be approved at the next Annual General Meeting.

The General Committee will meet as necessary but no less than three times in a twelve month period to discuss Club matters and to prepare, where appropriate, proposals for presentation to the Executive Committee.

The General Committee will report directly to the Executive Committee.

### **11.3 Membership Committee**

The Membership Committee will consist of five Club Members, including a Chairman. The latter will be a member of the Executive Committee. The other four members will be subject to annual approval by the Executive Committee at their first meeting following the Club's A.G.M. New mid term appointments to the membership Committee will be approved at the following Executive Committee meeting.

This Committee will elect its own Deputy Chairman from amongst its number.

The Membership Committee will meet at least once a month to consider applications for membership in accordance with Sections 5 and 6.

The Membership Committee will report directly to the Executive Committee at each Executive meeting.

A Quorum for a Membership Committee meeting will consist of no fewer than three members.

### **11.4 Casting Vote – Procedure**

The Chairman of each Club Committee will have an additional casting vote for use at his/her discretion in the event of an equal number of votes being cast for and against any resolution.

## **12. Annual General Meeting (A.G.M.)**

The A.G.M. shall be held not more than six months after the end of the Club's financial year and not more than fifteen months shall elapse between successive A.G.M's. Notification of the A.G.M. will be made at least 28 clear days in advance of the date of the meeting.

The purpose of the A.G.M. shall be:

(a) To receive from the Officers of the Club, the Executive Committee and Auditors, the Chairman's Report, the Club Financial Accounts and a summary of such other reports or operational statements relating to the previous calendar year's business as appropriate and to propose the approval and adoption of such reports, accounts and statements.

(b) To transact any other business included in the Notice convening the meeting.

(c) To elect the Officers of the Club.

(d) To elect four members to serve on the Executive Committee.

(e) To approve the two representatives elected from the General Committee to serve on the Executive Committee.

(f) To appoint Auditors.

A Quorum for an A.G.M. shall consist of no less than twenty eligible voting Club Members.

13. **Extraordinary General Meeting (E.G.M.)**

An E.G.M. may be called by order of the Executive Committee or upon receipt by the Club Chairman of a written request duly signed either by not less than twenty eligible voting Club Members or by Club Members together holding not less than one-tenth of the total voting rights of all the Club Members, stating the business to be brought before the meeting.

Such meeting shall be held within 28 days of receipt of the written request or, if a special resolution is to be proposed at the meeting, within 35 days of receipt of the written request. (A special resolution is legally required for a limited number of important matters including making changes to the Articles of Association or winding up the Club).

A Notice convening the meeting shall be issued to Club Members giving 14 clear days notice or, if a special resolution is to be proposed at the meeting, 21 clear days notice and stating clearly the business to be discussed at the meeting.

No other business shall be transacted at the meeting save that on the Notice convening it.

A Quorum for an E.G.M. shall consist of no less than twenty eligible voting Club Members.

14. **Absence of a Quorum at General Meetings**

If within half an hour of the appointed time for any General Meeting a Quorum is not present, the meeting, if convened at the request of Club Members, shall be dissolved.

In any other situation, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Executive Committee may determine. If at the reconvened meeting a Quorum is not present within half an hour of the appointed time for the meeting, the Club Members present shall constitute the Quorum.

15. **Membership Subscription Rates**

Membership subscription rates for each category of Club Member and other charges may be amended from time to time by the Executive Committee.

Membership subscription rates are subject to change at any time albeit that changes will normally occur at the beginning of the Club Financial Year.

Any Club Member in arrears by three months or more with his or her subscriptions will be deemed to have withdrawn from membership. He/she will be required to return his/her Membership Card and will relinquish all rights and/or claims upon the Club (but see Section 22 for ongoing liability).

16. **Guests and Visitors**

16.1 **Guests**

Club Members may introduce a maximum of two Guests at any one time whose names, addresses, postcodes and telephone numbers must be entered into the Visitors Book together with the name and membership number of the introducing Club Member. A Guest Fee will be charged and is payable on entry by the introducing Club Member. The amount of the Guest Fee shall be determined and amended from time to time by the Executive Committee.

Club Members shall be responsible for the behaviour of their Guests whilst they are on the Club premises and grounds.

Guests may not remain on the premises or grounds if the introducing Club Member is not present.

No person may be introduced as a Guest more than three days in any one month or twelve days in any consecutive twelve month period.

No person whose membership has been terminated or suspended, or who is barred from membership, or whose application for membership of the Club has been rejected, shall AT ANY TIME be introduced to the Club as a Guest.

#### **16.2 Visiting Teams and Other External Visitors**

Members of visiting teams, their supporters and other external visitors who visit the Club premises at the invitation of the Executive Committee or relevant Section Committee for the purpose of engaging in a sporting fixture, cultural, social or recreational function, will be classed as visitors for the duration of their visit.

As such they will not be required to pay a Guest Fee and will be entitled to purchase and consume alcohol from the Club Bar during the period of their visit only.

#### **16.3 Outside Bodies**

Outside bodies may, with the prior approval of the Executive Committee, be granted permission to use the Club facilities. Such functions should not be for personal gain and should not be to the detriment of Club Members.

#### **16.4 Use of Bar Facilities**

All persons admitted entry to the Club under Section 16, and being 18 years of age or over, will be permitted to purchase and consume alcohol from the Club Bar.

### **17. Alcohol and Opening Hours**

(a) Alcohol shall be available for purchase on the Club premises by Club Members, their Guests, visiting teams and outside bodies (admitted entry under Section 16) during the hours approved by the Executive Committee and published in the Club Bye-Laws.

(b) Nobody under the age of 18 years will be allowed to purchase or consume alcohol on Club premises AT ANY TIME.

(c) No person shall be paid at the expense of the Club any commission, percentage or similar payment on or with reference to the purchase of alcohol by the Club and no person shall directly or indirectly derive any pecuniary benefit from the supply of alcohol or other goods or services by or on behalf of the Club to Members or Guests apart from any benefit which may thereby accrue to the Club as a whole.

(d) The supply to the Club of alcohol shall be under the control of the Executive Committee who shall arrange for the purchase thereof on behalf of the Club.

(e) The Executive Committee shall have power to amend the permitted bar hours from time to time as may in their opinion be necessary but will only do so subject to the conditions prescribed by the Licensing Act 2003 and detailed on the Club's Premises Licence..

(f) The Executive Committee shall be responsible for applying for a Premises Licence under the provisions of the Licensing Act 2003 and for its renewal as necessary.

(g) The Executive Committee shall be responsible for applying to Horsham District Council for any extension of or amendment to the permitted bar hours as may in their opinion be necessary (including Temporary Events Notices).

18. **Accounts and Audit**

(a) The Club Financial Year shall run for a 12 month period from 1 January to 31 December in each calendar year.

(b) The Club Treasurer shall account for all Club funds.

(c) The Club funds shall be held in a bank account in the Club's name and operated on the joint signatures of at least one of the Club Officers and at least one of the Club management team authorised by the Executive Committee.

(d) The Executive Committee shall be responsible for the payment of all Club expenditure. All requests for payment from Sections shall be supported by invoices provided by the appropriate Section Committee person.

(e) After the end of the Club Financial Year, the Club Treasurer will be responsible to the Executive Committee for the preparation of a balance sheet for the year ended 31 December and an Income and Expenditure Account for the same 12 month period. These accounts will be audited and submitted to the Club Members at the Annual General Meeting for adoption.

(f) The Club Accounts shall be available for inspection by any Club Member at a mutually agreed date and time within 14 days of such a written request being received by the Club Treasurer.

(g) No member of the Club shall have the power to pledge the credit of the Club in any way.

(h) The Auditors of the Club shall be those approved by the membership at the Annual General Meeting.

19. **New Sections**

At the discretion of the General Committee, a new Section of the Club may be formed on written request to that committee supported by not less than fifteen eligible voting Club Members. Such request shall contain:

- (i) The names of the Club Members prepared to stand as Section Committee persons.
- (ii) A statement of the proposed activities of the new Section.
- (iii) A proposed budget of capital expenditure required for three years.
- (iv) An outline of the method to be used to finance the proposed new Section's activities

Each new Section shall provide a draft constitution and rules which shall be approved by the General Committee before becoming effective. Such constitution and rules shall not be inconsistent with or supersede the main Club constitution and rules.

New Sections will be responsible for funding their own activities but the Club will where practically and financially possible provide and maintain the playing areas and major associated pieces of equipment as agreed with the Section Committee.

Requests for the creation of new Sections shall not be unreasonably withheld where it can be shown that the activities of the Section;

- (i) are consistent with the Objectives of the Club
- (ii) are seen to be an advantage to the Club
- (iii) will not impose an undue strain on the Club's resources.

20. **Discipline**

Any Club Officer or elected member of the Executive Committee or employee of the Club may require any person to leave the Club premises or grounds forthwith for the remainder of the day if in their opinion such person's behaviour is detrimental to the proper conduct of the Club or any Section thereof or causes annoyance or disturbance to other Club Members.

Any two Club Officers or elected members of the Executive Committee may suspend a Club Member on disciplinary grounds pending a full investigation by the Executive Committee, such investigation to take place as soon as is reasonably possible and in any event within fourteen days of the date of suspension.

Any infringement of Club rules during the 6 months period following election to membership will normally result in immediate suspension and subsequent termination of membership.

A Club Member so suspended shall be given written notice of such suspension, the reason(s) why and the time and date of the meeting set by the Executive Committee to discuss the suspension. The suspended Club Member will be invited to attend the meeting or submit a written representation in answer to any allegation against him/her.

The outcome of the disciplinary meeting shall be confirmed in writing by the Executive Committee to the suspended Club Member. The letter or report shall set out the reasons for the course of action agreed upon, the implications for the Club Member and the duration of any punitive action.

The Executive Committee shall have the right to suspend a Club Member for a defined period of time, terminate membership completely or impose such other sanctions as may be deemed appropriate in relation to the matter under investigation.

The Club Member shall have the Right of Appeal to the Club Chairman, such appeal to be lodged in writing within 14 days of the date of the letter sent to the Member confirming the outcome of the disciplinary hearing. No appeal will be considered if lodged outside this timescale or not submitted in writing.

21. **Notice of Resignation**

Notice of Resignation shall be sent in writing, together with the Membership Card, to the Club Office.

A Club Member must give 30 days written notice of his/her intention to resign their membership of the Club. A Member must similarly give 30 days notice of his/her intention to cancel their gym membership or to cancel their Unlimited Sport option.

Any person on ceasing to be a Club Member shall forfeit all rights to any funds or property of the Club (but will still be subject to the ongoing liability specified in Section 22).

22. **Corporate Status**

The Club is incorporated as a company limited by guarantee. The directors of the company shall be the voting members of the Executive Committee. Where there is any conflict between these rules or the Club Bye-Laws and the Memorandum and Articles of Association of the company, the provisions of the Memorandum and Articles of Association shall prevail.

A copy of the Memorandum and Articles of Association will be provided to Club Members on request made to the Club Treasurer.

Every Club Member shall automatically be a member of the company and, if the company is wound up while he/she is a member or within one year after he/she ceases to be a member, he/she may be required to contribute up to £10 towards payment of the company's liabilities.

23. **Interpretation of Rules**

Any question on a matter not specifically covered by the foregoing rules, or any questions with regard to the interpretation of these rules or of any Club Bye-Laws, shall be determined by the Executive Committee who shall be the authority for the interpretation of the rules of the Club and whose decision shall be final.

24. **Bye-Laws**

The Executive Committee has the power to make Bye-Laws for the purpose of regulating the affairs of the Club and its members. Such Bye-Laws must be consistent with the foregoing rules and shall remain in force until cancelled by the Executive Committee or by General Meeting. The Club Bye-Laws shall be displayed on the Club Notice Board for as long as they remain in force.

25. **Amendment of Rules**

No amendment, alteration or addition to these rules shall be made except by a resolution carried by a two third majority of those present and entitled to vote at a General Meeting, the Notice of which shall have contained particulars of the proposed changes.

26. **Winding Up**

The Club may be wound up by a special resolution carried by three quarters of Club Members present and, being entitled to do so, voting at an Extraordinary General Meeting called for that purpose.

In the event of a winding up, the Club Members present will appoint a Liquidator.

The assets of the Club will be disposed of by the Liquidator and the proceeds applied in discharging the debts and liabilities of the Club. Any surplus will be paid to a company or charity which has objectives and a status similar to those of the Club.

27. **Indemnity**

Every Club Officer, Committee person or employee of the Club shall be indemnified by the Club against, and it shall be the duty of the Executive Committee out of the funds of the Club to pay, all costs, losses and expenses which any Club Officer, Committee person or employee of the Club may incur or become liable to pay by reason of any authorised contract entered into or act or thing done by him/her by way of discharge of his/her duties, and the amount for which indemnity is provided shall immediately attach as a lien on the property of the Club and have priority as between the Club Members over all other claims. This indemnity shall not apply where the liability of the Club Officer, Committee person or employee arises from his/her negligence, default, breach of duty or breach of trust.

28. **Individual Liability**

Officers of the Club shall only be liable to the Club for any costs, claims or expenses incurred by the Club arising from a deliberate act or omission of that Club Officer or from his/her negligence, default, breach of duty or breach of trust. No Club Officer shall be liable to the Club in respect of acts or omissions of any other Club Member.

29. **Individual Outside Interests**

No Club Member or employee of the Club who has a direct or indirect interest in any Company or undertaking that does business with the Club can hold office or be a voting member of any committee without the express permission of the Executive Committee.

30. **Voting by Proxy**

Every eligible Club Member who is permitted under the Club Constitution to vote at General Meetings can instead vote by proxy if they are unable to attend the General Meeting.

Proxy votes, both for or against each motion detailed in the Notice convening the General Meeting, should be sent in writing to the Club Office at the above address or by e-mail to [office@theholbrookclub.co.uk](mailto:office@theholbrookclub.co.uk) to arrive at the latest by midnight on the day before the date of the General Meeting.

The letter or e-mail should state:

- the Member's full name
- their Club membership number
- the reference number of the motion they are voting for
- whether they are voting for or against the motion

A check will be made against the Register of Members to ensure that all those Members voting by proxy are eligible to do so and that they have only voted once.

All proxy votes will then be collated and passed to the Club Chairman for him to exercise the votes at General Meeting.

Proxy votes can only be voted provided the General Meeting is quorate. If a General Meeting is not quorate, proxy votes will be carried forward to the re-convened General Meeting.