

Minutes of the Extraordinary General Meeting to discuss the reduction in the number of board directors.

Date Wednesday 18 November 2022

Location The Holbrook Club, Main Hall

Minutes Approved

Signed Date Michael McGilligan Chairman

Signed Date Bryn Panther Operations Director

Signed Date Peter Baker Treasurer

Signed Date Elaine Overington Director

Signed Date Rebecca Hodgson Director

**1 Apologies**

 No apologies for absence were received.

**2 Presentation on the Proposed changes to the Constitution**

 Copies of the new constitution were made available for all the members.

 The changes to the constitution had been highlighted and each change was discussed.

 The following changes and addition, in blue font, were discussed and voted upon.

**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 and the wider community in that it seeks to:

### Provide access to sports, leisure, and refreshment facilities,

### Provide access to health and fitness facilities, and

### Provide access to social activities with opportunities to meet and build relationships outside the work and home environments.

### provide opportunities for local clubs and individuals who are not members to book sports and social facilities at the Holbrook club to provide for community sporting and social events

 ***The above additions were unanimously agreed.***

**5.2 Eligibility and Rights:**

* + - * 1. **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 vote at any General Meeting of the Club
* To be eligible for election to the Executive Committee
* To be eligible for election as a Club Officer.

 ***The above deletion was unanimously agreed.***

**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 Club Office 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. If, however it is evident that a membership card is rendered unusable through general wear and tear it shall be replaced free of charge.

 ***The above addition was unanimously agreed.***

#  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 the landlord.

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

* Club Chairman
* ~~Club Deputy Chairman~~
* Club Operations Director
* Club Treasurer
* Two Club Members elected at Annual General Meeting, these members shall fulfil the roles of sporting director and social director'

~~At the point of election, no more than two of the elected members of the Executive Committee can belong to the same Club Section~~

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 the Club Operations Director and two Club Members will be elected at the Annual General Meeting to serve on the Executive Committee until the next AGM.

### b) 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.

Should the Club Chairman be unavailable for committee meetings or other meetings, or temporarily unable to fulfil his/her duties the position will be deputised by the committee members in the following order : Treasurer, Operations director, sporting director, social director

### c) Vacancy on the Executive Committee

Should the Club Chairman’s position become vacant, the ~~Club Deputy Chairman~~ the club committee members will assume the position of chairman in availability order as stated in point (c) above 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.

### d) 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 AGM. 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 AGM. 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:

* + - * 1. To expend any monies of the Club in the furtherance of any one or more of the Objectives of the Club.
				2. To enter and settle the terms of any Contracts on behalf of the Club.
				3. To decide opening days and times of Club premises and Licensed Bars within the constraints of the Licensing Acts.
				4. To approve the Club’s annual accounts (including Revenue, Expenditure and Capital) for submission to the membership at Annual General Meetings.
				5. 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).
				6. To be responsible for the design and implementation of disciplinary procedures, including the Right of Appeal.
				7. 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.
				8. 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.
				9. To consider applications for the use of facilities by bodies not connected with the Club.
				10. 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.
				11. 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.
				12. 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.

 ***The above additions and changes were unanimously agreed.***

# 12 Annual General Meeting (AGM)

The AGM 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 AGM’s. Notification of the AGM. will be made at least 28 clear days in advance of the date of the meeting.

The purpose of the AGM shall be:

a) To receive from the Officers of the Club, the Executive Committee and Accountants, 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 two ~~six~~ members to serve on the Executive Committee.

e) To appoint Accountants.

f) A Quorum for a General Meeting shall consist of no less than two percent (2%) of the registered eligible voting Club Members. The number of eligible members shall be recorded at the last Executive Committee Meeting before the notice for the General Meeting is sent out, and the number of members required for a quorum will be recorded on the Agenda for the General Meeting. A quorum is established by a register being taken of club members present including their membership number.

 ***The above additions and changes were unanimously agreed.***

# 13 Extraordinary General Meeting (EGM)

An EGM 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 two percent (2%) of 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 EGM shall consist of no less than two percent (2%) of the registered eligible voting Club Members. The number of eligible members shall be recorded at the last Executive Committee Meeting before the notice for the General Meeting is sent out, and the number of members required for a quorum will be recorded on the Agenda for the General Meeting. A quorum is established by a register being taken of club members present including their membership number.

 ***The above additions and changes were unanimously agreed.***

## 16.3 Outside Bodies and Individuals

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.

 ***The above addition was unanimously agreed.***

## 17 Alcohol and Opening Hours

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

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

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.

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.

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..

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.

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).

***The above addition was unanimously agreed.***

## 18 Accounts and Audit

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

The Club Treasurer shall account for all Club funds.

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.

The Executive Committee shall be responsible for the payment of all Club expenditure. All requests for payment from members who have incurred agreed expenses on behalf of the club.

~~All requests for payments from Sections shall be supported by invoices provided by the appropriate Section representative person.~~

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 submitted to the Club Members at the Annual General Meeting for adoption.

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.

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

The Accountants of the Club shall be those approved by the membership at the Annual General Meeting.

***The above additions and changes were unanimously agreed.***

## 19 Sections

***Section 19 was deleted and the following paragraphs renumbered, there were no further changes to the constitution.***

**3 Adoption of the new Constitution**

The new constitution was unanimously accepted with the provision that the Executive Committee would make the necessary changes to the Memorandum of Association.

**Meeting Closed at 9:00pm.**