

CONSTITUTION AND RULES

1. TITLE:

1-1 The name of the organisation will be the Romney Marsh & Rye Business Club, abbreviated to RM & RBC or the Club.

2. OBJECTS:

2-1 To provide a forum in a congenial atmosphere where new, potential and existing business enterprises within the Romney Marsh & Rye area can, through regular meetings, enjoy mutual fellowship and exchange experiences and problems with other members.

3. ALIGNMENT AND AFFILIATIONS:

3-1 The RM & RBC will be strictly non-sectarian and non-political. The club, with members approval, may seek affiliations with selected business and trade organisations or groups of mutual interest.

4. MEMBERSHIP:

4-1 **Full Member** – A full member may be any company or individual who is in business or practice or who has a specific interest in the promotion of business enterprise in the Romney Marsh & Rye area.

4-2 **Nomination Procedure** – Nomination for membership must be lodged with a member of the club committee in the form of a completed application form, endorsed by two full members as proposer and a seconder respectively.

4-2-1 The committee shall be responsible for accepting or rejecting an application.

4-2-2 The chairman will write to all applicants informing them of the committee's decision, and a register will be kept of all members including: address, telephone numbers and business activity. All full members will be provided with a list of members which will be updated annually.

4-2-3 **Termination of Membership** – Membership can be terminated under the following circumstances:

- (a) **Resignation** - Submitted in writing to the secretary.
- (b) **Change of personal circumstances** – i.e. If in the opinion of the committee the member concerned no longer falls within the description given in rule 4 – 1 above.
- (c) Failure to pay annual subscription within three months following the AGM.
- (d) **Misconduct** – If a member offends against the rules of the club or conducts himself/herself so as to bring disrepute on the club or otherwise in a manner inconsistent with membership of the club the committee shall have power to suspend such member before any such member is suspended, the secretary shall give him/her 7 days written notice to attend a meeting of the committee and shall inform him/her of

the complaints made against him/her. No member shall be suspended without first having an opportunity of appealing before the committee and answering complaints made against him/her nor until a simple majority of the committee then present vote in favour of his/her suspension. If the committee shall resolve to suspend the membership of any member, such suspension shall continue until the question of whether or not such member should be expelled from the club is put to a general meeting of the club to be convened by the committee within 42 days of the date of such suspension. No member shall be expelled without first having an opportunity of appearing before such general meeting and answering complaints made against him/her nor unless a simple majority of the members present at such general meeting vote in favour of his/her expulsion. No member who has been expelled or who is undergoing a period of suspension shall be entitled to attend meetings of the club (other than the general meeting to decide on his/her expulsion) or otherwise take part in the activities of the club.

4-3 **Patrons/Honorary Members** – Patrons and/or Honorary members may on the recommendation of the committee be elected by the membership of the club at the Annual General Meeting.

5. SUBSCRIPTION:

5-1 The annual subscription of the club shall be approved at the AGM, for the following club year, and shall be payable before 1st April following the meeting. Only full members who have paid their subscription for the previous year will be entitled to vote at the AGM. A person who is elected after the 1st July in any year shall only pay half the annual subscription for that year.

5-2 Full members, Patrons and Honorary members are entitled to bring two guests to any meeting. Requests, which may be refused, to bring more than two guests shall be made to the Hon. Sec. Not less than 72 hours prior to the meeting. No guest shall be entitled to attend more than four meetings in any club year.

6. OFFICERS OF THE CLUB:

6-1 The officers of the club shall be the Chairman, Vice Chairman, Honorary Treasurer and Honorary Secretary.

6-2 The officers of the club shall be elected annually at the annual general meeting and shall hold office until the appointment of the new officers, when they shall retire.

7. THE COMMITTEE:

7-1 The committee consists of the officers and not fewer than four and not more than eight other members, elected, to the committee by vote or co-option.

7-2 Of the members of the Committee, other than the Officers, three shall retire every year at the Annual General Meeting, but shall be eligible for re-election. Members shall, if necessary for the purpose of creating vacancies on the Committee, retire in order of seniority, and in the case of equal seniority, the order of retirement shall be determined by lot.

7-3 Any casual vacancy on the committee or any office including that of Trustee or auditor arising between annual general meetings may be filled by the committee, which may also co-opt additional members for specific purposes.

- 7-4 Any committee member who fails to attend three consecutive meetings of the committee without giving a reason acceptable to it shall cease automatically to be a member of the committee.
- 7-5 The committee shall manage all the affairs of the club and shall have power to do everything necessary for that purpose and is required to keep members informed of activities through the issues of minutes and verbal reports to meetings.
- 7-6 The quorum for committee meeting shall be (4) four.
- 7-7 The committee shall meet as often as necessary but at least once a month (except July and August).
- 7-8 Not less than three days written notice shall be given by the secretary to the members of the committee of every committee meeting, but, in an emergency at the discretion of the Chairman and Secretary, additionally meetings may be called at not less than 24 hours notice, providing a quorum can be formed.
- 7-9 Decision at meetings of the committee shall be made by simple majority and in the event of equality of voting the chairman (or acting chairman of that meeting) shall have a casting vote. Voting shall be by a show of hands, unless a resolution is passed that a secret ballot should be taken.

8. REGULAR MEETINGS:

- 8-1 The club shall meet on the third Tuesday of each month of the year (except July and August). Unless one month's prior notice to the contrary is given by the secretary.

9. ANNUAL GENERAL MEETING:

- 9-1 An annual general meeting shall be held on the third Tuesday in January in every year.
- 9-2 The business of the annual general meeting shall be:
- 9-2-1 To receive the chairman's report of the activities of the club during the preceding year.
- 9-2-2 To receive and consider the examined yearly accounts of the club.
- 9-2-3 To elect officers and other committee members.
- 9-2-4 To remove, appoint or confirm in office the auditors.
- 9-2-5 To fix the subscription for the current year.

10. EXTRAORDINARY GENERAL MEETINGS:

- 10-1 An extraordinary general meeting may be convened at any time upon either a resolution of the committee or a requisition from the membership setting out the resolution or resolutions to be proposed thereat. The requisition must be signed by not less than one tenth of the members and served on the secretary by personal delivery or recorded delivery post. If the secretary does not give notice of the meeting pursuant to the requisition on or before the expiry of 14 days from service of the requisition the requisitionists or any one or more of them on behalf of the others may give notice of the meeting.
- 10-2 Included in the business which may be conducted at an extraordinary general meeting may be one or more of:

10-2-1 Removing all or any of the Officers, Committee Members, Trustees or Auditors of the club and filling the vacancies thereby caused.

10-2-2 Altering these rules or

10-2-3 Dissolving the club.

11. PROCEEDINGS AT ANNUAL AND EXTRAORDINARY GENERAL MEETINGS:

11-1 Not less than twenty one days prior notice in writing setting out the resolutions to be proposed at the meeting shall be sent to every member at his/her last known address.

11-2 The Chairman shall take the chair but in his/her absence the Vice Chairman or a temporary Chairman shall be elected by those present to preside at the meeting in question.

11-3 Eight members shall form a quorum.

11-4 Voting shall be by a show of hands unless a resolution is passed that a secret ballot should be taken.

11-5 A resolution at an Annual General Meeting shall be passed by a simple majority of votes entitled to be cast by the members present at the meeting.

11-6 Resolutions at extraordinary general meetings must be approved by three quarters of the qualified members present at the meeting.

11-7 Each member shall have one vote on every resolution.

11-8 In the event of equality in voting at any general meeting the Chairman (or acting Chairman at the meeting) shall have a second or casting vote.

11-9 Nominations of persons for elections to any office must be made in writing to the secretary not less than twenty eight days before the meeting at which elections for that office are intended to be held.

12. TRUSTEES:

12-1 The number of Trustees shall not be fewer than two nor more than four.

12-2 Trustees shall hold office until death, resignation or removal from office by a resolution of members.

12-3 There shall be vested in the Trustees all the property of the club other than cash which will be under the control of the Treasurer.

12-4 The Trustees may deal with the property so vested in them by way of sale, mortgage, charge, lease or otherwise howsoever as directed by the club. Such direction shall be given by a resolution of the members of the club passed by a majority of the members present at a duly convened meeting of the club and when so passed shall in favour of purchaser mortgagee, chargee lessee or guarantee be binding upon all members of the club. A certificate purporting to be signed by the secretary for the time being of the

club shall in favour of the said persons be conclusive evidence that a direction complying in all respects with the above provisions of this rule was duly given to the Trustees.

13. ACCOUNTS INCOME AND PROPERTY:

- 13-1 The financial year of the club shall end on 31st October in every year, to which day the accounts shall be balanced and drawn.
- 13-2 As soon as practicable, after the end of the financial year there shall be prepared a statement of the assets and liabilities of the club and a statement of expenditure during that year which statements and the records from which they were compiled shall be examined by the accountant referred to in rule 13-4 not less than 28 days before the Annual General Meeting.
- 13-3 Copies of the examined statement of accounts shall be sent to every member with notice convening the annual general meeting.
- 13-4 The accountant shall be a chartered accountant. He/she shall be appointed by each Annual General Meeting and shall hold office until the end of the next following Annual General Meeting.
- 13-5 All monies received by the club shall be paid into an account in the name of the club at bankers appointed by the committee and cheques and other instruments drawn on and directions to the bankers shall be signed by not less than two officers.
- 13-6 No action involving expenditure in the name or on behalf of the club shall be taken and no undertakings which would commit the club to expenditure or other liability shall be made without the prior authority of a resolution of the Committee.

14. INDEMITY:

- 14-1 The Trustees and Members of the Committee shall not be liable otherwise than as members for any loss suffered by the club as a result of the discharge of their respective duties on its behalf except such loss as arises from their respective wilful default and they shall be entitled to expenses and other liabilities incurred by them in discharge of their respective duties.

15. DISSOLUTION:

- 15-1 The club may be dissolved by a resolution passed under rule 10-2-3.
- 15-2 The dissolution shall take effect from the day when the resolution is passed and the Committee shall be responsible for winding up the assets and liabilities of the club.
- 15-3 If any property remains after the discharge of all debts and liabilities of the club it shall be distributed equally amongst the members of the club at the date of dissolution.

16. INSURANCE:

- 1-1 The club shall effect liability insurance to cover all its meetings and activities.