



**Rules and Bylaws**

**Of the**

**Stourbridge Old Edwardian Club**

**Effective from 8th October 2019**

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# PREAMBLE

*The words of the Rules and Bylaws contained herein are modified to include the eligibility of Associates to be Members of the General Committee and to provide extra clarity on Membership Classes and any distribution of Assets of the Club.*

*Throughout the text, please note reference to "the Club" means the membership and "the Club premises" to the Club building only.*

## 1 CLUB IDENTITY

- a) The name of the Club shall be the **"Stourbridge Old Edwardian Club"** (hereinafter referred to as "the Club") and its object the provision of an organisation that shall form a tie between Old Edwardians and afford them means for such intellectual, social and athletic recreations as the General Committee may from time to time decide.
- b) The Club colours shall be claret, lime and myrtle.

## 2 MEMBERSHIP

### 2.1 Membership Eligibility

There are two membership categories – Old Edwardian and Associate.

#### 2.1.1 Old Edwardian Membership

This category is open to former students of all King Edward VI Foundation Schools and Colleges.

There are four classes of membership within this category:

- a) Full Members, being over twenty-five years of age and residing within a radius of twenty miles of the Club premises.
- b) Junior Members, being over eighteen years of age and under twenty-five years of age.
- c) Country Members, being over twenty-five years of age and residing outside a radius of twenty miles of the Club premises.

- d) Honorary Life Members, being those who shall be deemed to have rendered outstanding services to the Club, may be elected an Honorary Life Member by the unanimous vote of the Members of the General Committee present at the meeting at which the election as Honorary Life Member is proposed, provided that not less than fourteen days' previous notice, in writing, specifying the date and time of such General Committee Meeting and the name of the person proposed to be elected as an Honorary Life Member, shall have been given to all the Members of the General Committee and to all the Officers of the Club.

Honorary Life Members shall enjoy all the privileges of Full Members and shall be subject to all the rules of the Club in like manner as Full Members, except that they shall not be liable to pay any subscription or fee for one car-park barrier key.

### **2.1.2 Associate Membership**

From the date hereof, applications for Associate Membership may be accepted from persons not eligible for Old Edwardian Membership but who, in the opinion of the General Committee, are committed to the aims, standards and values of the Club.

PROVIDED THAT any person who has been elected as an Associate Member or as a Full Member under Rules applicable prior to the adoption of these Rules shall be entitled to retain such membership rights from year to year upon payment of the requisite subscription.

## **2.2 Membership Acceptance Process**

### **2.2.1 Election**

The election of Members shall be vested solely in the General Committee, which may reject any application for membership, without giving reasons.

### **2.2.2 Application**

Application for membership shall be made on the prescribed form for the relevant category and must contain the requisite endorsements specified by the General Committee from time to time. A copy of each application form shall be posted on the Club notice board for at least seven days before the date on which their election is considered. Every applicant shall be elected or rejected by a majority of the General Committee present and voting at a meeting held at least seven days after the nomination.

## **2.3 Voting Rights**

All Old Edwardian Members, except Junior Members are entitled to vote at all General Meetings and are herein called "Voting Members". Associate Members are not entitled to vote at General Meetings.

## **2.4 Subscriptions**

- a) The General Committee shall determine the subscription for each class of Membership from time to time.
- b) It shall be within the powers of the General Committee at any time to charge an entrance fee for new Members and to fix the amount of such fee for new or re-elected Members.
- c) All subscriptions shall be payable in advance on 1<sup>st</sup> October each year and should any Member's subscription be in arrears three calendar months thereafter, he may forfeit, at the discretion of the General Committee, his rights of Membership and, failing a satisfactory explanation to the General Committee, become liable to such entrance fee as the General Committee may fix before becoming eligible for re-election as a Member.
- d) The rate of Subscription for Full and Associate Members over seventy years of age may be rebated by such percentage as the General Committee shall decide from year to year.

## **2.5 Membership List**

A list of Members shall always be kept on the Club premises. A record of the latest payment of Members' subscriptions shall be available to Members on written request to The Honorary Membership Secretary.

## **2.6 Cessation of Membership**

- a) Members wishing to resign must send a written notice to the Honorary Secretary on or before the 30<sup>th</sup> September in any year together with their subscription due up to the date of their resignation taking effect.
- b) Any person shall, upon ceasing to be a Member of the Club, forfeit all right to claim upon the Club and its property and its funds.
- c) At a meeting convened for the purpose, after calling upon the Member to give any explanation he may think fit, the General Committee may caution, suspend, require to resign, or expel such Member who, in its opinion, has committed any breach of these Rules or whose conduct has been prejudicial to the interests of the Club, or otherwise has been such as to render it desirable that their membership should cease. Any Member dealt with under this Rule may thereupon require the General Committee to bring the matter before the next Annual General Meeting of the Club and the decision of the General Committee may be altered by a Resolution of such Meeting passed by a majority, in number, of at least two thirds of those present and voting thereat.

### **3 MANAGEMENT OF THE CLUB**

#### **3.1 Governing Body – General Committee**

The Governing Body of the Club shall be a General Committee consisting of:

- a) The President, Honorary Secretary, Honorary Treasurer, Honorary Membership Secretary (“the Officers”) and the Immediate Past President; and
- b) Not more than twelve other Members, including the Vice President (“the Committee Members”). Of these, 10 Committee places are reserved for Voting Members and 2 Committee places are reserved for Associate Members (who are bound by the same Committee contribution and voting rights as Voting Members whilst attending the Committee only) as subject to the procedures in Section 5.1.1.
- c) One third of the total number of the General Committee constituted by the Officers, the Immediate Past President and the Committee Members shall constitute a quorum.
- d) Meetings of the General Committee shall be held once every calendar month. Emergency Meetings of the General Committee shall be called at the request of the President or on a written request of five Members of the General Committee.

#### **3.2 Appointment of General Committee Members**

The General Committee Members are appointed in accordance with the procedures set out in Section 5.1.1.

#### **3.3 Sub-Committees**

The General Committee shall have power to delegate any of its duties to Sub-Committees appointed by them from among the Members of the General Committee and to take steps that they consider necessary for the financial benefit and general welfare of the Club. All Sub-Committees thus appointed shall be subservient to the General Committee and their finances controlled by the General Committee.

#### **3.4 ByLaws**

- a) The General Committee shall have power to make such bylaws as shall be considered necessary for the good conduct of the Members and guests whilst on the Club premises.
- b) The General Committee shall be the sole authority for the interpretation of the Rules and of the bylaws and regulations made thereunder and the decision of the General committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these Rules or by the bylaws and regulations made thereunder shall be final and binding on the Members.

### **3.5 Sub-Sections of the Club**

No Sub-Section of the Club shall be formed without the consent of the General Committee. The bylaws covering Sub-Sections are:

- a) Rules of any Sub-Section and alterations or amendments shall be submitted to the Club at the Committee stage, i.e. before their adoption.
- b) The General Committee shall appoint annually one of its Members to serve on the Committee of each Sub-Section of the Club.
- c) All Sub-Sections shall have their own Officers and Committees but shall be governed by the Rules and bylaws of the Club. They shall manage their own finances but, in the event of the winding-up of the Club or of any Sub-Section, any credit balance shall belong to the Club.
- d) No Sub-Section will be permitted to involve the Club in any financial liability without the express permission of the General Committee.
- e) At the close of each Sub-Section's financial year, an audited financial statement shall be sent to the Honorary Secretary of the Club, who shall bring it before the General Committee at its next meeting for approval or otherwise.
- f) If the General Committee considers any Sub-Section is not functioning in the best interests of the Club, it can, by two-thirds majority of its Members present and voting on it, recommend to the Annual General Meeting or an Extraordinary General Meeting, that the Officers of the Sub-Section be superseded.
- g) These bylaws may be amended by adopting a similar procedure as specified in Section 5.7.

### **3.6 Trustees**

- a) The property and assets of the Club shall be vested in not more than four and not less than two Trustees to be appointed from time to time by Resolution of the General Committee.
- b) The Trustees shall, in all matters relating to the disposition of or dealing with the property of the Club, act on the direction of a resolution of the General Committee (of which an entry in the Minute Book of the General Committee, signed by the Honorary Secretary or Chairman for the time being of the General Committee or by the person for the time being professing to act as such Honorary Secretary or Chairman shall be conclusive evidence) and they shall be indemnified against any risk and expense out of the Club property.

- c) Trustees for the time being may resign at any time by a notice in writing addressed to the Honorary Secretary or to the General Committee expressing their wish to resign and the General Committee may by Resolution at any time remove any Trustee from his Trusteeship.

### **3.7 Employee Management**

The General Committee may appoint, pay and dismiss such employees as it deems necessary and may make pensions provision if so warranted to any such employees.

### **3.8 Financial Management**

- a) The Club's financial year shall end on the 30<sup>th</sup> day of September in each year.
- b) The Honorary Treasurer shall collect all moneys due to the Club and lodge the same intact to the credit of the Banking Account specified by the General Committee.
- c) After accounts payable have been approved by the Honorary Secretary and Chairman of the appropriate Sub-Committee, all payments shall be made by cheque, signed by any two of the following: the Honorary Treasurer, Honorary Secretary, President or a nominated member of the General Committee.

## **4 CLUB PREMISES RULES**

### **4.1 Opening Times**

The Club premises shall be open at such times as shall be determined by the General Committee. Excisable liquors shall be supplied at such times as shall be determined by the General Committee, subject to the consent of the appropriate Licensing Authority.

### **4.2 Food and Drink**

- a) The purchase of intoxicating liquor for supply by the Club must be in the absolute discretion of a Sub-Committee of not less than four Members, being Members of the General Committee, appointed by the General Committee for that purpose.
- b) No alcoholic refreshments shall be supplied to, or for the consumption of, any person under the age of eighteen years.
- c) No refreshments shall be brought into the Club premises for consumption therein other than with the permission of the General Committee.

## **4.3 Guests and Visitors**

### **4.3.1 General Admission**

Every Member shall be permitted to introduce friends, over sixteen years of age, to the Club premises as guests. The names of the guests and the Member introducing them shall be entered in the Visitors Book at the time of each introduction into the Club premises and no excisable liquors shall be partaken by any such guest until the provisions of this rule have been complied with.

### **4.3.2 Spouses and Partners of Members**

The spouse or domestic partner of any Member shall be permitted to enter the Club in his/her own right and may introduce friends, over sixteen years of age, as guests. The name(s) of any accompanying guests shall be entered in the Visitors Book at the time of any visit and no excisable liquors shall be partaken by any such person until the provisions of this rule have been complied with.

### **4.3.3 Snooker and Billiards Admission**

Any Member shall be permitted to introduce a guest, not less than twelve years of age, into the Club premises solely for the purpose of playing snooker or billiards. The General Committee shall be empowered to impose such conditions, as it shall consider appropriate, including the suspension of this provision. The General Committee shall not be empowered to reduce the age limit for such guests. The provision in Section 4.3.1 regarding the recording of the names of visitors shall apply.

### **4.3.4 Accompanying Guests**

Every Member, or the spouse/partner of any Member, introducing a guest or guests shall remain in the Club premises during the period of the presence of the guest or guests.

### **4.3.5 Inadmissible Guests**

The following persons shall not be admitted as guests:

- a) Former Members who have been expelled or suspended, or ceased to be Members through non-payment of their subscriptions.
- b) Persons who have been refused Membership.
- c) Persons whose conduct or presence in the Club premises shall be considered by the General Committee objectionable or prejudicial to the interests of the Club.

#### **4.3.6 Visitors**

- a) So far as may be allowed by the Licensing Acts and any other legislation applicable to a private members' club from time to time, visitors will be permitted to attend special functions on the Club premises up to the maximum number of persons as may be allowed by such legislation, or such lesser number as the Committee may prescribe in individual cases.
- b) Such visitors as shall be allowed to attend shall be permitted the full use of the Club's social and bar facilities provided that they be of good behaviour and observe the Rules and Regulations of the Club. No persons covered by this Rule shall have any other rights of Membership and any right of entry to the Club's premises shall be for such functions as shall be decided by the General Committee.
- c) A person so admitted to the Club's premises shall be refused the Club's facilities and asked to leave if he or she fails to observe any of the Club's Rules and Regulations.
- d) The General Committee reserves the right to charge a fee of entry at its discretion.
- e) PROVIDED THAT functions at which sales of intoxicating liquor are made by virtue of this rule and which (apart from the sale or supply of food and drink) are unconnected with the Club, shall be limited in any one year to such number as may be permitted by legislation applicable from time to time or such lesser number as the General Committee may prescribe.

#### **4.4 Room and Venue Hire**

The Memorial Room and the Cooper Room and their associated facilities will be available to let for commercial and social events at which non-members can attend. Such events will be by prior notice to the Honorary Secretary and at the discretion of the General Committee.

The General Committee shall have discretion to allow the occasional use of the whole of the Club premises for such events if they consider it is necessary and in the best interests of the membership and shall give due notice to the membership of such events on the Club notice Board.

## **5 RESOLUTIONS**

### **5.1 Annual General Meeting**

The Annual General Meeting (AGM) of Members shall be not later than the 14<sup>th</sup> day of December in each calendar year in order to receive and approve the audited Accounts of the Club for the past Financial Year and elect the Officers and General Committee for the ensuing year and to transact any other general business.

#### **5.1.1 Election of Officers and General Committee Members**

- a) Retiring of General Committee Members:** At each Annual General Meeting the following Members of the General Committee shall retire:
- 1) The Officers and the Immediate Past President; and
  - 2) One third of the Committee Members by rota, being those Committee Members who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected as Committee Members on the same day shall (unless they otherwise agree among themselves) be determined by lot.
  - 3) The retiring Officers and retiring Committee Members shall be eligible for re-election in accordance with the procedures set out below - except for the retiring President whose place is automatically secured by virtue of being the new Immediate Past President.
- b) The Honorary Secretary shall post in the Club, at least fourteen days preceding the date of the Annual General Meeting, the possible and actual attendances of each Officer and Member of the General Committee at the Meetings of the General Committee, together with the names of the Members retiring by rota and if offering themselves for re-election.
- c) Nominations duly proposed and seconded for the various Offices and for Membership of the General Committee shall be made in writing on the form exhibited for that purpose and displayed on the Club notice board at least seven days preceding the date of the Annual General Meeting at which the General Committee is to be elected except the nomination for the President together with the nomination of a Vice President who will become President elect for the following year. Only Members properly nominated under this Rule shall have their names submitted to the Meeting for ballot, or be eligible for election. Old Edwardian Members nominated for Officers, but not elected, shall be eligible to have their names added to the list of candidates for election as a member of the General Committee. Associate Members are not eligible for election as Officers.

- d) Any vacancy occurring in the General Committee (except for up to two places reserved for Associates), including Officers, may be filled by the General Committee from Voting Members of the Club. Any unfilled vacancy on the General Committee from the two reserved Associate Member places may be filled by another Associate Member.
- e) Any of the reserved places for Associates not filled by an Associate (owing to lack of Associate nominations at an AGM) may be made available to Old Edwardian members nominated and seeking election.
- f) If the vacancy is such that it is to take the place of an existing Member of the General Committee, then the Member co-opted to fill this vacancy shall for the purposes of the retirement rota take the place of the Member who is replaced.
- g) In the event that the number of nominations exceeds the number of vacancies, a ballot will be conducted to resolve the final position. Ballot papers used in elections for any vacancy shall not bear any mark of identification or signature. Before proceeding to ballot, the presiding officer shall appoint scrutinisers from the Voting Members of the Club who have not been nominated for office or membership of the General Committee.
- h) Any ballot required will be held in two stages:
  - 1) For any Associates seeking election to one or more of the two reserved Associate places - should both not be filled by Associates already - in order to offer ample opportunity for Associate representation.
  - 2) For Old Edwardian members seeking election and, if any of the two reserved places for Associates is unfilled, these may also be used to accommodate Old Edwardians if required.

### **5.1.2 Appointment of Professional Service Providers**

At the Annual General Meeting each year, a professional firm of practising accountants shall be appointed Honorary Auditors. A practising solicitor shall be appointed Honorary Solicitor.

## **5.2 Extraordinary General Meetings**

The Honorary Secretary shall call an Extraordinary General Meeting of Members at the request of the General Committee or on receiving a requisition to that effect signed by not less than fifteen Voting Members or one-fifth of the Voting Members of the Club, whichever is the lesser, who must give reasons for their request and submit the Resolution to be moved. Seven clear days' notice of all Extraordinary General Meetings shall be given in writing to Members.

### **5.3 *Passing of Resolutions***

- a) Any Resolution moved at either an Annual or Extraordinary General Meeting shall require to be passed by a majority, in number, of at least two-thirds of those present and voting.
- b) At General Meetings and General Committee Meetings, voting shall be by show of hands except for the election of Officers and the General Committee, which, as provided under Section 5.1.1, shall be by ballot.
- c) If at any time the Club in General Meeting shall pass a Resolution, by a majority, in number, of at least two-thirds of those present and voting, authorising the General Committee to borrow money, the General Committee shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as shall be specified in such Resolution and thereupon the Trustees shall at the direction of the General Committee make all dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the General Committee may deem proper for giving security for such loans and interest. All Voting Members of the Club, whether voting on such Resolution or not, and all persons becoming such Members of the Club after the passing of such Resolution, shall be deemed to have assented to the same as if they had voted in favour of such Resolution.

### **5.4 *Notice to Members***

- a) Any notice to be given to Members shall be in writing or shall be given using electronic communications to an address (including any number or address used for the purposes of electronic communication) notified to the Club by the Member.
- b) The content of, or attachment to, any notice or communication given or made by electronic means may include reference to information made available on a website.
- c) Notice shall be deemed to be given at the expiration of two working days after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after the time it was sent.
- d) The accidental failure to give notice to any Member, or the failure of any electronic communication in individual cases, shall not invalidate any proceedings that take place pursuant to the issue of such notice.
- e) PROVIDED THAT any Member who does not wish to receive notices by electronic communication may inform the Honorary Secretary to that effect and shall thereafter be entitled to receive all notices in paper form.

### **5.5 Moving Resolutions**

Any Voting Member desirous of moving any Resolution at any Annual or Extraordinary General Meeting shall give twenty-eight days' notice thereof in writing to the Honorary Secretary. The General Committee may at its discretion require the Voting Member concerned to reimburse the Club for the total cost of notifying members of such Resolution.

### **5.6 Winding Up The Club**

In the event of a winding-up of the Club, the remaining Assets, after making full provision for liabilities and winding-up costs, shall be distributed to Old Edwardian Members only who were not in arrears with subscriptions on the 30<sup>th</sup> September prior to the date of the decision to wind-up, on the eligibility basis set out below. Associate Members are not entitled to any share of the distribution of Assets.

- a) Full Members and Honorary Life Members shall be credited with one point for each year of continuous Membership from the date of the current Membership, with a maximum of fifty points per Member.
- b) Country and Junior Members shall be credited with three-tenths of one point for each year of continuous contributory Membership from the date of the current Membership, with a maximum of fifteen points per Member and an adjustment as appropriate for any period of Full Membership prior to or after Country Membership.
- c) In all cases, a part-year shall count as one year.
- d) The total Assets shall then be distributed to each individual eligible Member on the basis of a calculation dividing the total Assets of the Club by the total number of points held by the Club Membership and multiplying this value by the points held by the individual Member.

### **5.7 Amendment of Rules and Bylaws**

These Rules may be amended at the Annual General Meeting or at an Extraordinary General Meeting of the Club called for that purpose, by two-thirds of the Voting Members present and voting for the Resolution, providing that notice of the proposed Resolution shall have been given to Voting Members in accordance with Section 5.4 at least seven days before such meeting.