



CHICHESTER

RACQUETS & FITNESS CLUB

ESTABLISHED 1964

CRAFC CONSTITUTION

1. NAME

The Club shall be called the Chichester Racquets & Fitness Club.

2. STATUS OF THE CLUB

The Club is a Members' Club which is legally constituted as a company limited by guarantee. The Club is a non-profit making organisation. All surpluses will be used to maintain or improve the Club's facilities. No profit or surplus will be distributed other than for approved sporting or charitable purposes on the winding up or dissolution of the Club and in all cases in accordance with the company's Memorandum and Articles.

3. OBJECTIVES

The main purposes of the Club are to promote the participation in the amateur sports of lawn tennis, squash, padel and other racquet games in Chichester and environs, the community participation in the same in Chichester, the promotion of health & fitness, and to these ends to make provision for facilities and other activities for the benefit of the members and community, and to provide and maintain a clubhouse in Oaklands Park, Chichester, for the use of members and their guests, and to supply such things as are incidental to the activities of the Club.

4. MEMBERSHIP

Membership of the Club shall be open to anyone interested in the sport and facilities offered by the Club on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.

The Club may have different classes of membership on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating. The Directors may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute or a breach of either the Members' Code of Conduct or the Directors' Code of Conduct. Appeal against refusal or removal may be made to the members.

A member in default of any subscription payment shall not be in good standing, and may be refused entrance to the Clubhouse and grounds. Applications for renewal of defaulted membership shall be treated as a new application and may not automatically be granted. All members in good standing, except those who have joined as Junior members, shall be entitled to vote at a General Meeting. The membership categories are set out in the Club Rules as defined in paragraph 5 herein.

5. CLUB RULES

The Board of Directors shall lay down such further rules as it deems expedient for the effective management and well being of the Club, including categories of membership, hours of opening, restrictions on attendance, the introduction of guests, and charges that may be paid. All members shall abide by such rules. A copy of the current Club rules may be inspected at the Club premises at any reasonable time, and may be varied without notice at the discretion of the Board of Directors, provided that the copy of the rules is amended and updated as soon as practicable after the time that the change becomes effective, and notice is placed in the Clubhouse to advise the membership of such changes.

6. HONORARY LIFE MEMBERS

The Club at a General Meeting of Club members may elect anyone who has been a) proposed to and agreed by the Board of Directors or b) selected by the Board of Directors, who has rendered outstanding service to or raised the prestige of the Club to be an Honorary Life member (provided that there shall not be at any one time more than ten Honorary Life members). Honorary Life members shall not be required to pay any entrance fee or subscription, and shall be entitled to all the benefits and privileges of Full members.

7. HONORARY MEMBERS

The Club at a General Meeting of Club members may elect anyone who has been a) proposed to and agreed by the Board of Directors or b) selected by the Board of Directors, who has rendered significant service to the Club or its associated activities to be an Honorary member (provided that there shall not be at any one time more than ten Honorary members). Honorary members shall not be required to pay any entrance fee or subscription and shall be entitled to all the benefits and privileges of Social members.

8. THE PRESIDENT AND VICE-PRESIDENT

There shall be a President and a Vice-President or Vice-Presidents of the Club, honorary positions awarded in recognition for exceptional service and/or achievement at the Club.

9. BOARD OF DIRECTORS

The strategic direction and management of the Club (except as otherwise provided by this Constitution and the Company's Memorandum & Articles of Association), shall be entrusted to the Board of Directors. The Directors shall each operate in accordance with the current CRAFC Governance Document '**Directors' Code of Conduct**'.

The election of Directors at the AGM shall seek to ensure that their Board comprises the necessary skills in order to effectively undertake its work. Wherever possible the Board shall appoint one of their number to act as Chair, one to act as Vice-Chair and another to act as Finance Director. The Club Manager will also be invited to attend meetings of the Board of Directors.

The Board of Directors shall be responsible for all aspects of the management, direction and financing and the day-to-day operations of the Club in conjunction with the Club Manager of the Club, and shall have full authority to make such decisions as it deems appropriate, subject to the provisions of this Constitution and the Company's Memorandum & Articles of Association. It shall delegate the responsibility for particular activities to various Sub Committees as agreed by the Board of Directors.

The Board of Directors shall agree an appropriate split of responsibilities between itself and the Sub Committees but shall seek to encourage widespread involvement in decision making at the Club by ensuring that each Sub Committee shall have a meaningful delegation of responsibilities.

The Board of Directors shall operate the Club in such a manner as to safeguard the financial interests of the Club and its membership, and shall have authority to enter into loan agreements for expenditure approved at a General Meeting of Club members. The Board shall prepare a budget which shall be submitted to a General Meeting of Club members for approval. This budget will contain proposals for subscription rates that shall become effective on the 1st April following the meeting, and any proposed significant capital expenditure shall be detailed for the Club members. If, in the view of the Board of Directors, action is needed to vary subscription rates at any time, such as a change in taxation, it has the authority to do so, but shall inform all affected members of the change and the reasons for it, and give at least twenty eight days notice of the change.

The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by these Rules and all surplus income or profits are reinvested in the Club.

The Club may also in connection with the sports purposes of the Club:

- sell and supply food, drink and related sports clothing and equipment;
- employ members (though not for playing) and remunerate them for providing goods and services, on fair terms set by the Board without the person concerned being present;
- pay for reasonable hospitality for visiting teams and guests;
- indemnify the Executive Committee/Board of Directors and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).

The Board of Directors will have due regard to the law on disability discrimination and child protection.

The Board of Directors shall meet at least quarterly and is responsible for ensuring that the Sub Committees comply with their responsibilities under the Constitution, the Company's Memorandum & Articles of Association or as directed by the Board. The Board of Directors may delegate any aspect of its authority to the Club Manager to carry out the day-to-day running of the Club within the parameters laid down in his/her job description.

In the event of any dispute or where there is no provision in the Constitution or the Company's Memorandum & Articles of Association to cover a situation, the decision of the Board of Directors shall be final, subject to the provisions of these Rules. In the event that the Board of Directors deems a matter sufficiently serious, and there is insufficient time to consult the membership, it may at its discretion take whatever action it considers to be appropriate, provided that it does so in the

best interests of the Club, the Company, and the membership as a whole. It must however abide by the clubs procurement policy in any emergency expenditure and not act outside the Club Constitution. Any such decision will be brought to the attention of the Club members, and may be subject to a vote of confidence or of confirmation at a General Meeting. In any event, any decision so made must be fair and reasonable, and comply with the Club Constitution, the Rules of Natural Justice, and any relevant legislation.

Subject to the Club Constitution and the Club Rules the Board of Directors will have full control of the finances of the Club, and shall operate within the budget agreed by the Club membership but with the authority to make decisions within any additional parameters laid down by the Club membership. It will be the responsibility of the Board of Directors to ensure that the Club operates within reasonable budgetary constraints and to take all reasonable action to maximise revenues. The Board of Directors will report by minute to the Club members.

10. THE STANDING SUB-COMMITTEES

The organisation and control of the: tennis, squash, padel, health and fitness (including gym and wet suite), social and junior activities of the Club shall be entrusted to individual Sub-Committees. Each Standing Sub-Committee, (with the exception of the Junior Sub- Committee), shall consist of up to seven members elected at a General Meeting of the Club members, who from their number shall elect a Chair who shall report to and attend meetings of the Board of Directors as requested. The Sub-Committee Chair will have the power to appoint a nominee from the Sub-Committee to report or attend in his or her absence. The Junior Sub-Committee may include junior members, but the Chair will be one of any adults duly elected at a General Meeting of the members or co-opted by the Board of Directors.

11. OTHER SUB-COMMITTEES

The Board of Directors may from time to time appoint special sub-committees. Any sub-committee so appointed shall be responsible to the Board of Directors in all respects for the organising and financial accounting of any activity, and the majority on such special sub-committees and at any meeting held by them shall be Club members.

12. QUORUM ETC.

The quorum for the Board of Directors shall be five members.

The Board of Directors shall have the power to co-opt up to three members for special reasons or to fill vacant director positions.

The quorum for any Sub-Committee shall be four members.

The Sub-Committees shall have the power to co-opt up to three members for special reasons or to fill casual vacancies.

At any meeting of the Board of Directors or any Sub-Committee, the Chair of the Board of Directors or Chair of any Sub-Committee shall have a casting vote.

13. STAFF

The Board of Directors may appoint, pay or dismiss (subject to the provisions of any relevant Contract of Employment, and ensuring that any such action is compliant with any and all legislation currently in force, and subject to its own grievance procedure) a Club employee including the Club Manager, upon such terms and conditions and at such remuneration as they shall determine. Subject to the provision of the employee's job description the Board of Directors may delegate to him or her such of their powers as they deem necessary to ensure the efficient day-to-day running of the Club.

The Club Manager shall have the right to attend and speak at meetings of the Board of Directors and Sub-Committees, but will have no voting powers at those meetings. He or she may delegate attendance at such meetings to other members of the management team at his or her discretion, but such delegates shall have no vote.

14. ANNUAL GENERAL MEETINGS

An Annual General Meeting of the Club members shall be held in the month of March in each year. At the Annual General Meeting the following business shall be conducted:

- The approval of the minutes of the last meeting;

- The presentation and (if accepted) the passing of the accounts for the previous financial year ended on 31 March prior to the meeting, which accounts will have had an Accounts and Assurance Report completed by the Audit and Insurance director from our accounts services provider in line with UK regulation.
- The approval of the budget for the following year;
- The election of the President, Vice-President(s), and Standing Sub-Committees, who will take up their positions at the conclusion of the meeting;
- Elections will be held for the Board of Directors, those so elected will be confirmed in office by the members of the Chichester Racquets and Fitness Club Limited.
- Reports on the activities of the Club for the previous year;
- Such other business as shall have been included in the notice and agenda of the meeting sent to the members together with details of such business in order that members shall be conversant with the relevant information.

15. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting may be convened at any time by the Board of Directors, or shall be convened within 28 days of a requisition signed by 20% of the voting Club Members of the Club for the time being or 30 voting Club Members whichever is the lesser. Such a requisition must be made in writing to the Club Manager, signed by the members so calling, and state the purpose for which such meeting is required. If at the conclusion of such meeting, the subject is deemed by the meeting as the result of a vote to be vexatious, the Club Members having called for such vote may be required to meet the costs of the meeting.

16. NOTICE OF GENERAL MEETINGS

The Club Manager shall at least twenty one days before any General Meeting send to every Club member at his or her address as recorded in the Club's books a notice of the meeting, stating the time when and the place where it will be held, and the business to be conducted.

17. BUSINESS AT A GENERAL MEETING

The business at a General Meeting of the Club Members shall be limited to that provided by this constitution. The Chair at any General Meeting shall have a casting vote. The Chair, at his or her absolute discretion, may allow other matters that would not directly contravene any of the articles of this constitution to be debated. In the event that a General Meeting has less than the required quorum of thirty voting members present, the Chair shall declare the meeting void, and call another meeting to take place within 3 months of the original date. The Board of Directors may for the time being continue with its plans and budget as detailed in the notice of the meeting, and the existing elected members shall continue in office until the next meeting has taken place.

18. ELECTIONS AT ANNUAL GENERAL MEETINGS

At the time of sending the notice convening the Annual General Meeting (or earlier if deemed reasonably practical), the Club Manager shall post in a prominent place in the Clubhouse a notice upon which shall be entered all nominations for the posts of Officers of the Club and membership of any Committee or Standing Sub-Committee for the forthcoming year, together with the names of the proposer and seconder for each such nomination, and each such nomination shall be signed by the nominee, proposer and seconder. The notice shall remain until fourteen days before the Annual General Meeting after which no further nominations will be received, provided that if no one is nominated for the post of an Officer or insufficient nominations are received to fill all the places on any Committee or Standing Sub-Committee the Club Chair may accept nominations for the unfilled places at the meeting. The list of names and addresses of those standing shall then be displayed prominently until the commencement of the meeting. Any member standing for election must have been a member for at least 24 continuous months preceding the date of the meeting at which the election is to be held.

The provisions of the Company's Memorandum & Articles of Association will require half of the directors to retire by rotation and possibly stand for re-election every year.

19. PURCHASE AND SUPPLY OF ALCOHOL

The arrangements for the purchase and supply of alcohol shall be under the control of the Board of Directors, and the operating procedures shall be as laid down by the Board in the appropriate control document. All such procedures shall be compliant with the statutory provisions for the time being in force.

20. MEMBER GUARANTORS AND PROVIDERS OF LOANS TO THE CLUB

Any Club member who is a guarantor or provider of a special loan shall be entitled to attend any meeting of the Board of Directors when such guaranteed expenditure or loan, or any further expenditure for a capital project likely to affect his or her guarantee or loan, other than the payment or discharge thereof, is under discussion, with the right to speak and vote on any matter pertaining thereto.

21. CONDUCT OF MEMBERS

Club members will adhere to the current CRAFC Governance Document '**Members Code of Conduct**'.

22. MODIFICATION OF THE CONSTITUTION

This Constitution can only be amended by agreement of the members of Chichester Racquets and Fitness Club Limited and the majority of the Board of Directors.

23. DISPUTES

Any dispute arising out of or not covered by this Constitution shall be referred to the Board of Directors, whose decision shall be final, unless the Board of Directors, at its discretion, refers the matter to a General Meeting.

24. DISSOLUTION OF CLUB

If at any General Meeting of the Club members a resolution for the dissolution of the Club is passed by a requisite majority of the Club members present and a special General Meeting held not less than six weeks later of which not less than four weeks written notice has been given to each member and at which not less than one half of the members are present or have submitted a postal vote, that resolution is confirmed by a majority of three quarters of the members voting on it, the Board of Directors must immediately, or at such future date as is specified in the resolution, proceed to realise the property of the Club and after discharge of all liabilities, must pay away any surplus in accordance with this constitution, and on completion of those payments and appropriate actions to dissolve the Club will be dissolved. The members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal at a properly convened general meeting. The Board of Directors will then be responsible for the orderly winding up of the Club's affairs.

After settling all liabilities of the Club, the Executive Committee/Board of Directors shall dispose of the net assets remaining to one or more of the following: to another Club with similar sports purposes which is a registered charity and/or to another Club with similar sports purposes which is a registered CASC and/or to the sport's governing body for use by them for related community sports.