



CLUB RULES

A Registered Society under the Co-operative and Community Benefit Societies Act 2014

Registration Number: 32387R

Registered Office: Widcombe Hill, Bath BA2 6AA

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INTERPRETATIONS

In these Rules:

'Address' means a postal address or, for the purposes of electronic communication, an email address or telephone number for receiving text messages.

'the Act' refers to the Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or in substitution of it or them for the time being in force.

'Auditor' means a person eligible for appointment as a company auditor under Part 42 of the Companies Act 2006.

'the Club' means the above-named co-operative society.

'Document' includes, unless otherwise stated, any document sent or supplies in electronic form.

'Electronic Means' includes for example email, video links and secure authenticated website transactions.

'Employee' means anyone over the age of 18 holding a contract of employment with the Club.

'Financial Conduct Authority' or FCA refers to the registrar to whom the annual return is made.

'In writing' means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by electronic means or otherwise.

'Management Committee' means all those persons appointed to perform the duties of members of the Management Committee.

'Management Committee meeting' includes, except where inconsistent with any legal obligation, a physical meeting, a meeting held by electronic means and a meeting held by telephone, or a combination of all three.

'Member' has the meaning detailed under 'Membership' in these Rules.

'Officer' has the meaning detailed under 'Officers' in these Rules.

'Partner' refers to a person living with another in the same household as a couple irrespective of their sex or sexual orientation.

'Resolution' means a matter put to the vote at a members' meeting or by written resolution. The Secretary is responsible for recording the outcome of the vote and whether the resolution is approved or rejected.

'Rules' means these Rules.

'Special Resolution' means a resolution requiring majority approval of at least two-thirds or as may be specified in these Rules or as defined by the Act.

'Secretary' means any person appointed to perform the duties of the Secretary of the Club.

NAME

1. The Cooperative Society is called Widcombe Social Club Limited and is called 'the Club' in these Rules.

REGISTRATION AND REGISTERED OFFICE

2. The Club is registered with the Financial Conduct Authority as a Cooperative Society.
3. The Club's registered office is Widcombe Hill, Bath BA2 6AA
4. Notice of any change in the situation of the registered office shall be sent by the Secretary within 14 days thereafter to the Financial Conduct Authority in manner and form provided by the Act.

USE OF NAME

5. The registered name of the Club shall be kept painted or affixed on the outside of every office or place in which the business of the Club is carried on, in a conspicuous position, in letters easily legible and shall be stated in legible characters in all business letters, notices, advertisements and other official publications of the Club and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the Club, and in all bills, invoices, receipts and letters of credit of the Club.

PURPOSE AND OBJECTS

6. The Club's Purpose is to carry on business for the benefit of its Members and the wider community.
7. The Club's Objects shall be to run the business and the venue to provide recreational, educational, entertainment and social facilities and services for its Members and for the use by individuals and organisations in the surrounding region.
8. The Club is committed to retaining profits and applying profits to advance the Club's Purpose and Objects and/or in accordance with these Rules.

GOVERNING DOCUMENTS

9. These Rules set out the way in which the Club is owned, organised, and governed.
10. In addition to the Rules, the Management Committee shall make other provisions and policies concerning how the Club operates, including a Code of Conduct for the Management Committee. Such provisions must not be inconsistent with the Rules.

POWERS

11. The Club has the power to do anything that a natural or corporate person can lawfully do which appears to be necessary or desirable to achieve its Objects.
12. Without limiting the general power under Rule 11 the Club shall have the power to:
 - a. acquire or dispose of or take or grant any interest in property and take or grant any security interest over land or any of the Club's assets including any mortgage charge, floating charge, or other security whatsoever;
 - b. enter into contracts;
 - c. employ staff;
 - d. make use of the services of volunteers;
 - e. receive donations or loans free of interest for its Objects;

- f. subject to Rule 109, borrow money or issue any other debt instrument or enter into any transaction having the effect of borrowing on such terms as the Club thinks fit;
 - g. subject to Rule 112, invest the funds of the Club.
13. Any power of the Club to pay remuneration and allowances to any person includes the power to arrange to provide or secure the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).

SHARES

14. Shares shall not be withdrawable or transferable and shall be of the value of 10p.
15. No Member shall hold more than one share, and no interest or dividend shall be paid upon it. A Member shall forfeit their share on ceasing from whatever cause to be a Member.

MEMBERS

16. The Club shall encourage people to become Members, and to that end, the Management Committee shall update the Members at the Annual Members' Meeting about the Club's membership.
17. The Members of the Club are those whose names are listed in its Register of Members.
18. Membership is open to any individual person who completes an application for membership in the form required by the Management Committee and:
- a. is over 18 years of age;
 - b. supports the Club's Purpose and Objects;
 - c. agrees to pay an annual subscription and remits the subscription within the timeframe agreed by the Management Committee; and
 - d. whose application is accepted by the Management Committee.
19. The Management Committee may refuse any application for membership at its absolute discretion.

Cessation of Membership

20. A person ceases to be a Member of the Club in the following circumstances:
- a. they resign in writing to the Secretary;
 - b. they die;
 - c. they are expelled from membership under the Rules;
 - d. the Secretary removes them from the Register of Members, after completing procedures approved by the Management Committee on the grounds that the Member has not remitted the annual membership subscription within the timeframe agreed by the Management Committee from time to time and has not responded to renewal reminders.
21. No Member in arrears shall be considered a Member for the purposes of these Rules.
22. A Member may be expelled by a resolution approved by not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting.
23. Any Member may complain to the Secretary in writing that another Member has acted in a

way detrimental to the interests of the Club. Should the Secretary, being a Member, wish to complain, this should be in writing to the Chairperson.

24. If a complaint is made, the Management Committee may itself consider the complaint having taken such steps as it considers appropriate to ensure that each Member's point of view is heard and may either:
 - a. dismiss the complaint and take no further action; or
 - b. for a period not exceeding twelve months suspend the rights of the Member complained of to attend Members' Meetings and vote under the Rules; or
 - c. arrange for a resolution to expel the Member complained of to be considered at the next Management Committee Meeting.
25. If a resolution to expel a Member is to be considered at a Management Committee Meeting, details of the complaint must be sent to the Member complained of not less than fourteen days before the meeting with an invitation to answer the complaint and attend the meeting.
26. At the meeting the Management Committee will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them.
27. If the Member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence.
28. A person expelled from membership will cease to be a Member upon the declaration by the Chairperson of the meeting that the resolution to expel them is carried.
29. No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting.

Deceased and bankrupt members

30. Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member, any property to which the personal representative or trustee in bankruptcy has become entitled may be used as the personal representative or trustee in bankruptcy may direct.
31. A Member may in accordance with the law nominate any person or persons to whom any of their property in the Club at the time of their death shall be transferred, but such nomination shall only be valid to the extent for the time being provided by the law. On receiving satisfactory proof of the death of a Member who has made a nomination the Club shall, in accordance with the law, either transfer or pay the full amount of such property to the person so nominated.

Life Members

32. The Management Committee may, at their discretion, grant Life Membership to any Member who has rendered special service to the Club, or who in their opinion is deserving of the distinction. Life Members shall not be liable to pay subscriptions under Rule 34 but shall be entitled to all the rights and privileges of Club membership, including the right to attend meetings, vote at elections and be nominated for the Management Committee or other office.
33. Every Life Member shall be under a continuing duty to notify the Secretary of their up-to-date address.

Membership Subscriptions

34. Every prospective Member shall pay to the funds of the Club a subscription which shall be submitted with their application for membership. In the event that an application for membership is rejected, the funds already paid will be reimbursed. The subscription must be

paid before the Member is entitled to any of the privileges of the Club.

35. The rate of subscription shall be such sum as may from time to time be proposed by the Management Committee and agreed by the members in general meeting being not less than £1 and not exceeding £50 per year payable on the first day of January in each year.

Register of Members, Management Committee members and Officers

36. The Club shall ensure that accurate registers are maintained which shall include a Register of Members and a Register of Officers and Management Committee Members.
37. The Register of Members shall be maintained in accordance with the Act and the Club shall ensure that the particulars required by the Act are available for inspection and accessible without the need to disclose other particulars contained in the Register.
38. Every Member shall, within 14 days, give notice to the Secretary of any change in their address. Correspondence sent to a Member's last known contact address as entered in the Register of Members shall be deemed to have been received.
39. The Club shall maintain a register of Management Committee Members and Officers which shall include the following particulars:
 - a. the names and contact addresses of the Management Committee Members and Officers;
 - b. the date on which they assumed office;
 - c. the date on which they vacated office and
 - d. if the Management Committee member was an Officer, the position and the date on which they assumed and vacated office.

MEMBERS' MEETINGS

40. Every year, the Club shall hold an Annual Members' Meeting, within six months of the close of its financial year end.
41. Any other Members' Meetings are Special Members' Meetings.
42. The Management Committee (except where otherwise provided in the Rules) convenes Members' Meetings, and decides the date, time and the business of any Members' Meeting and of any adjourned meeting.
43. Members' Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present in person at the meeting whether or not all attendees are assembled in one place.

Annual Members' Meeting

44. The functions of the Annual Members' Meeting shall include:
 45. receiving from the Management Committee the Annual Accounts for the previous financial year; a report on the Club's performance in the previous year, and plans for the current year and the next year;
 46. receiving from the Management Committee a report on the state of the membership;
 47. appointing any financial Auditors or Independent Reporting Accountant, and external Auditors of any other aspect of the performance of the Club;
 48. declaring the results of elections of those who are to serve on the Management Committee;

49. any other business included in the notice convening the meeting.

Special Members' Meetings

50. Special Members' Meetings are to be convened by the Secretary either by order of the Management Committee, or if a written requisition signed by not less than twenty percent of all Members is delivered, addressed to the Secretary, at the Club's registered office or sent by Electronic Communication. In the absence of the Secretary, any member of the Management Committee may convene a Special Members' Meeting.
51. Any requisition must state expressly the purpose for which the meeting is to be convened and whether it is intended to put a Resolution to the vote by the Members.
52. A Special Members' Meeting called in response to a Members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting.

Notice of Members' Meetings

53. Notice of a Members' Meeting is to be given at least 14 clear days before the date of the meeting, by written notice posted or delivered by hand or sent by Electronic Communication to every Member at the address or Electronic Communication address given in the Register of Members.
54. The notice must state whether the meeting is an Annual Members' Meeting or Special Members' Meeting, give the time, date and place of the meeting, and set out the business to be dealt with at the meeting including details of any Resolutions that will be voted upon.
55. Seventy five percent of Members may agree, by consenting in writing, or by confirming through Electronic Communication, to a Members' Meeting being held with less notice than required by Rule 53.

Procedure at Members' Meetings

56. Members' Meetings are open to all Members. The Management Committee may invite particular individuals or representatives of particular organisations to attend a Members' Meeting, but they shall not vote.
57. Before a Members' Meeting can do business, a minimum number of Members (a quorum) must be present. Except where these Rules say otherwise a quorum is present if 20 Members or ten percent of the Members entitled to vote at the meeting (whichever is greater) are present in person.
58. If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall be dissolved if it has been requisitioned by the Members. Any other meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such time and place as the Management Committee determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Members present during the meeting is to be a quorum.
59. The Chairperson shall chair a Members' Meeting. If neither the Chairperson, Vice-Chair nor any other member of the Management Committee is present, the Members present shall elect one of their number to be Chairperson (to be decided by a majority of the Members present).
60. The Chairperson may, with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. But no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice of an adjourned meeting needs to be given unless the adjournment is for 21 days or more.

Voting at Members' Meetings

61. Subject to these Rules and to any Act of Parliament, a Resolution put to the vote at a Members' Meeting shall be decided upon by a show of hands or by such arrangements as are made by the Management Committee to vote by post or by secure Electronic Communications.
62. Every Member is to have one vote on a show of hands. Where postal or electronic voting arrangements have been introduced, every Member who has voted by such method shall have one vote. In the case of an equality of votes, the Chairperson of the meeting is to have a second or casting vote.
63. Unless these Rules or an Act of Parliament say otherwise, all Resolutions are to be decided by a simple majority of the votes cast.
64. Subject to the Act, a Resolution in writing signed or confirmed by letter or by Electronic Communication by or on behalf of the requisite majority of the Members for the time being entitled to vote on the relevant Resolution shall be valid and effective as if it had been passed at a Members' Meeting duly convened and held provided that a copy of the proposed Resolution has been delivered in accordance with these Rules to all Members. Such a Resolution may consist of several documents in the same form each signed by one or more Members.
65. For the purposes of Rule 64, the requisite majorities are:
 - a. in the case of an ordinary Resolution a simple majority of Members who would have been entitled to vote had the resolution been proposed at a properly called and constituted Members' Meeting
 - b. in the case of a Resolution requiring a two-thirds majority of Members, at least two-thirds of the Members who would have been entitled to vote had the resolution been proposed at a properly called and constituted Members' Meeting.

GOVERNANCE

66. The Club has Members, a Management Committee including Officers, and a Secretary.

Members

67. Membership is the means by which the Club is owned. Membership provides Members with access to information, a voice in the Club, and the opportunity to be elected to a representative role in its governance. Membership of the Club is achieved by complying with the requirements of Rule 18.
68. Members are entitled to receive information, about the Club, and its business as provided for in the Rules. Information may be sent or supplied by Electronic Communication subject to the Club's privacy policy.
69. Members have a voice in the Club's affairs as provided in the Rules:
 - a. by attending, speaking, and submitting matters to be considered at Members' Meetings;
 - b. proposing resolutions and voting at Members' Meetings;
 - c. participating in the election of the Officers and Management Committee members.
70. Subject to qualification criteria, Members may vote in and stand for election to the Management Committee.

Management Committee

71. The Management Committee shall consist of the Chairperson, Vice-Chair and Treasurer and up to 6 Management Committee members who shall mainly be elected by and from the Membership.
72. If the size of the Management Committee falls below three, it may act only for the purpose of calling a Members' Meeting, the business of which shall be the election of new members to the Management Committee, and not for any other purpose.
73. Members can be co-opted by the Management Committee at any time. Those appointed under this Rule shall serve until the next Annual Members' Meeting after their appointment where they may be elected. Not more than three of the Management Committee may comprise persons co-opted by the Management Committee.
74. Subject to the Rules, the Management Committee manages the affairs of the Club and may exercise all of its powers.
75. The Management Committee is collectively responsible for everything done by or in the name of the Club, but on that basis it may:
 - a. delegate any of the powers which are conferred on it under these Rules, to any person or sub-committee consisting of members of the Management Committee or Members of the Club, on such terms and conditions as they think fit, which terms shall be defined and agreed by the Management Committee in advance of that delegation;
 - b. delegate to any employee responsibility for day-to-day management of some or all of the Club's business;
 - c. authorise members of the Management Committee to deal with specific matters;
 - d. make use of the services of volunteers.
76. The Management Committee shall adopt a Code of Conduct and every member of the Management Committee must sign a copy of the Code on appointment and comply with the terms of such Code of Conduct throughout their tenure.
77. The Officers and the other members of the Management Committee shall receive such honorarium, if any, or in the case of the Secretary such salary, as the Management Committee or a Members' Meeting may from time to time determine. Officers and the other Management Committee members may be reimbursed for reasonable expenses incurred in connection with the Club's business but are prohibited from tendering for any contracts to be let by the Club.
78. A member of the Management Committee shall immediately vacate their office if they:
 - a. resign from office in writing to the Secretary or Chairperson;
 - b. cease to be a Member of the Club;
 - c. die;
 - d. become an employee of the Club (with the exception of the Secretary);
 - e. become bankrupt or subject to a disqualification order made under the Company Directors Disqualification Act 1986;
 - f. are removed from office by a simple majority of the Members in a Special Members Meeting, the notices for which specified that the question of the Management Committee Member removal was to be considered.
79. The Management Committee shall cause proper minutes to be made of all Members' Meetings, meetings of the Management Committee and of any sub-committees. All such

minutes shall be open to inspection by any Member at all reasonable times subject to any duty of confidentiality.

Officers

80. The Club shall have the following Officers: a Chairperson, Vice-Chair, and Treasurer.
81. The Officers shall have such functions as the Rules or the Management Committee specify, and they shall serve until they resign or until their elected term of office ends and they are not re-elected to the Management Committee.
82. Any of the Officers shall be removable at any time provided two-thirds of the Members present at a Special Meeting called for that purpose shall vote in favour of such removal.
83. In the event of a vacancy arising amongst the Officers by death, resignation, or other cause apart from suspension or expulsion, the Management Committee shall have the power to appoint a member to fill the vacancy. Any Management Committee member so appointed shall hold office for the unexpired period for which their predecessor was elected. Any Officer shall vacate their office if suspended from membership under Rule 20c or upon ceasing membership from any cause. A vacancy occurring on the suspension or expulsion of an Officer shall not be filled until the hearing of any arbitration appeal made in accordance with the Rules.

Secretary

84. The Club shall have a Secretary who shall be appointed by the Management Committee and who may be a member of the Management Committee or who may be an employee.
85. The Management Committee may also appoint a Deputy Secretary (who may also be a member of the Management Committee or an employee) to act as Secretary in the Secretary's absence. The Secretary's duties will be clearly set out in writing and agreed by the Management Committee.
86. The Secretary:
 - a. has the functions set out in the Rules and any other functions that the Management Committee assigns;
 - b. acts as Returning Officer at all Club Members Meetings and is responsible for the conduct of all voting described in the Rules and records the outcome of all matters put to a vote;
 - c. has absolute discretion to decide any issue or question which the Rules require the Secretary to decide.

Election of Officers and Management Committee Members

87. Elections for the Management Committee shall be carried out in accordance with procedures outlined in Rule 92.
88. Only a Member over the statutory minimum age may be elected or appointed to serve on the Management Committee.
89. The Chairperson, Vice-Chair, and Treasurer shall be elected by ballot at elections held each year prior to the Annual Members' Meeting.
90. The other elected members of the Management Committee hold office for a period commencing immediately after the Members' Meeting at which their election is declared and ending at the conclusion of the third Annual Members' Meeting after that or until they resign or are removed from office in accordance with Rule 82.
91. A Management Committee member retiring from office shall be eligible for re-election or re-appointment for up to three consecutive terms after which they must not be elected or

appointed for a period of twenty-four months.

92. The election of Officers and other Management Committee members shall be by ballot conducted by post and/or Electronic Communications. Only those Members with at least 6 months fully paid-up membership prior to the date of the Annual Members Meeting shall be entitled to vote.
93. The Secretary is responsible for ensuring that the call for candidates is issued not less than 30 days before the date of the election. The call for candidates will state the names of all current Officers and other Management Committee members, identify those retiring/standing down, and specify the number of places available on the Management Committee.
94. Candidates will only be eligible for nomination if they have been fully paid-up Members for at least six months prior to the nomination closing date and are of good standing and conduct. Members may nominate themselves as candidates and all candidates must be seconded by another Club Member fully paid-up for at least six months.
95. All candidates must make their nomination known to the Secretary not later than 21 days before the election.
96. In order to provide members with information on which to base their decision, candidates will be asked to submit a short statement (maximum 200 words) in which they outline what they will bring to the Club as an Officer or Management Committee member in terms of skills and experience.
97. The Secretary is responsible for ensuring that the list of candidates and their statement is sent to members no later than 14 days in advance of the election.
98. The ballot will be conducted by independent scrutineers, who shall not be candidates, Officers or other Management Committee members, and who will supervise the conduct of the ballot and the counting of votes. Each Member will have one vote for each vacancy, but no Member may give more than one vote to any one candidate.
99. The results of the ballot will be notified to Members at the Annual Members' Meeting. The election will be decided by the number of votes cast for each candidate. In the event that two or more candidates receive the same number of votes for the last remaining vacancy/vacancies, the names of those candidates will be drawn by lot and those candidates so drawn declared duly elected.
100. The list of elected Officers and other Management Committee members will be circulated by Electronic Communication to Members and posted on the Club Members' notice board and website.
101. Any vacancy remaining after the elections may be filled by the committee in accordance with Rule 83.

Meetings of the Management Committee

102. The Management Committee shall hold such meetings as it considers appropriate to discharge its roles and responsibilities. Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting whether or not all are assembled in one place.
103. Every meeting of the Management Committee shall be chaired by the Chairperson, or in their absence the Vice-Chair, or in their absence another member of the Management Committee chosen by those present.
104. Four members of the Management Committee present in person shall comprise a quorum.
105. Unless the Rules provide otherwise, in the event of a decision to be made by a vote at meetings of the Management Committee, the decision shall be decided by a simple majority

of votes. Each member of the Management Committee shall have one vote, and in the event of a tied vote, the Chairperson of the meeting shall have a second or casting vote.

106. A Resolution sent to all members of the Management Committee and signed or confirmed by Electronic Communication by a simple majority or such majority required in these Rules has the same effect as a Resolution validly passed at a meeting of the Management Committee. Each member of the Management Committee may sign a separate copy of the Resolution and send a signed copy to the Secretary by Electronic Communication.
107. A member of the Management Committee shall declare an interest and shall not vote in respect of any matter in which they, or their spouse, partner or connected person, have a personal, financial, or other material interest. If they do vote, their vote shall not be counted.

FINANCIAL CONDUCT

108. The Club shall not accept deposits or conduct any activity that constitutes a 'regulated activity' for the purposes of the Financial Services and Markets Act 2000 and 2012 without first applying for, and obtaining, authorisation for the conduct of any such activity.

Borrowing

109. Subject to the approval of the Management Committee, the Club may borrow money from its members and others for the purposes of or in connection with its Objects, providing that the amount outstanding at any one time shall not exceed £10,000,000.
110. The Club shall have the power to mortgage or charge any of its property, assets and undertakings, and to issue loan stock, debentures and other securities for money borrowed or for any contracts of the Club or its customers or persons or corporations having dealings with the Club under whatever security or conditions the Management Committee determine are necessary to obtain the capital required to fulfil the Club's objects.
111. The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building Club or local authority, shall not exceed a reasonable rate necessary, in the opinion of the Management Committee, to obtain and retain the capital required to carry out the Objects of the Club, nor shall it risk the Club's status as a Cooperative Society.

Investments

112. Subject to any restriction imposed by resolution of any Members' Meeting, the Management Committee may invest any part of the capital and funds of the Club in any manner which the Management Committee may from time to time determine, taking investment advice where appropriate and in accordance with the Club's policy on investments.

Books of Account

113. The Management Committee shall cause to be kept proper books of account with respect to the transactions of the Club, its assets and liabilities, and shall establish and maintain a satisfactory system of control of the books of account, the cash holdings and all receipts and remittances of the Club in accordance with the law.

Treatment of Profits

114. The profits of the Club shall not be distributed either directly or indirectly in any way whatsoever among Members, but shall be applied:
 - a. to maintain prudent reserves;
 - b. on expenditure in carrying out the Club's Objects.
 - c. to make social payments furthering the Objects of the Club.

Copies of Rules and Regulations

115. The Secretary will provide a copy of the Rules (electronic or paper based) to any person who demands it and may charge a sum (not exceeding the maximum allowed by the law) for providing such a copy unless that person is a Member who has not previously been provided with a copy of the Rules.

Management Committee's and Officers' Indemnity

116. Members of the Management Committee, Officers, Employees, and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Club. The Club may purchase and maintain insurance against this liability for its own benefit and for the benefit of members of the Management Committee and the Secretary.

Preparation of Accounts

117. In respect of each year of account, the Management Committee shall cause Annual Accounts to be prepared by a qualified auditor which shall include:
 - a. a revenue account or revenue accounts which singly or together deal with the affairs of the Club as a whole for that year and which give a true and fair view of the income and expenditure of the Club for that year; and
 - b. a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of the Club.

Auditors and Audit

118. An audit, where necessary in law or where the membership require, will be carried out by a registered Auditor or Lay Auditor where the condition for appointing Lay Auditors apply. Where there is no requirement to carry out an audit an Independent Reporting Accountant will be appointed.
119. Every appointment of an Auditor or Independent Reporting Accountant shall be made by Resolution of a Members' Meeting of the Club. The accounts of the Club for that year shall be submitted to them for audit as required by the law.
120. They shall have all the rights and duties in relation to notice of, and attendance and right of audience at Members' Meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law.
121. Except where provided in the Rules, they shall be appointed by the Annual Members' Meeting, and the provisions of the law shall apply to the re-appointment and removal and to any resolution removing or appointing another person in their place.
122. Their remuneration shall be fixed by the Management Committee in accordance with the Act.
123. The Management Committee may fill any casual vacancy in the office of Auditor or Independent Reporting Accountant until the next following Members' Meeting.
124. Where an Auditor or Independent Reporting Accountant is appointed to audit the accounts for the preceding year, they shall be reappointed to audit the current year's as well unless:
 - a. a Members' Meeting has appointed someone else to act or has resolved that the Auditor shall not act; or
 - b. the Auditor does not want to act and has told the Club so in writing;
 - c. the person is not qualified to act;

- d. the Auditor has become incapable of acting;
 - e. notice of intention to appoint another Auditor or to remove the Auditor has been given.
125. Any Resolution of a Members' Meeting either to remove an Auditor from office or to appoint another person as Auditor shall not be effective unless notice of the proposed Resolution has been given to the Secretary at least 28 days prior to the Members' Meeting at which the Resolution is to be considered. At least 14 days' notice of such Resolution must then be given to Members in accordance with the Rules.

Presentation, Publication and Display of Accounts

126. The Management Committee shall present the Annual Accounts and reports of the business and affairs of the Club to the Annual Members' Meetings.
127. The Management Committee shall lay Annual Accounts before the Annual Members' Meeting showing respectively the income and expenditure for and the state of the affairs of the Club as at the end of the Club's most recent financial year (or of such other period as the Management Committee may decide) and ensure Members have the opportunity ask questions.
128. Subject to the law, the Management Committee must not cause to be published any revenue account or balance sheet unless it has previously been audited by the Auditors unless the power in Rule 118 not to appoint Auditors has been exercised and in its place an audit has been substituted by an Independent Reporting Accountant's report or Lay Auditors' report.
129. Every revenue account and balance sheet published must be signed by the Secretary and by two Members acting on behalf of the Management Committee.
130. The Club must keep a copy of the last balance sheet for the time being, always displayed in a conspicuous place at its registered office. A copy may also be kept at an alternative address.

Annual Return to Financial Conduct Authority

131. The Secretary must, within the time allowed by legislation in each year, send to the Financial Conduct Authority a general statement in the prescribed form, called the Annual Return, relating to its affairs during the period covered by the return, together with a copy of:
- a. the Club's financial statements for the period included in the return; and
 - b. the report of the Auditors or Lay Auditors, where required.
132. The most recent annual return of the Club shall be made available to any Member by the Secretary on request in writing free of charge.

SETTLEMENT OF DISPUTES

133. The Club shall maintain and follow an internal policy for dispute resolution as approved by the Management Committee.
134. Any dispute, between the Club or an Officer of the Club on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Rules shall be dealt with in accordance with the Club's dispute resolution policy referred to in Rule 23.
135. Only after all other avenues been explored (except as otherwise provided in the Rules) can the dispute be referred, in default of agreement between the parties to the dispute, to the Advisory, Conciliation and Arbitration Service (ACAS) or to a person or arbitration service appointed by the Management Committee. A person so appointed shall act as sole arbitrator in accordance with the Arbitration Act 1996 and such person's decision shall (including any decision as to the costs of the arbitration) be final.

ALTERATIONS TO RULES

136. No new Rule shall be made, nor shall any of the Rules be amended, unless it is approved by a two-thirds majority of the votes cast by Members present and voting at a Special Members' Meeting.
137. Notice of such a Special Members' Meeting shall specify the Rules to be amended and set out the terms of all amendments or new Rules proposed.
138. No amendment to any of the Rules and no new Rule shall be valid until registered with the Financial Conduct Authority.

TRANSFERS OF ENGAGEMENTS

139. The Club may, by special resolution passed in the way required by the Act, amalgamate with or transfer its engagements to any other Club or Cooperative Society with similar Purpose and Objects.
140. The Club may also accept a transfer of engagements and assets from any Club or Cooperative Society by Resolution of the Management Committee or of a Members' Meeting, as the Management Committee shall decide.

DISSOLUTION

141. The Club may at any time be dissolved by an Instrument of Dissolution by the consent of seventy five percent of the Members at a Special Members' Meeting held for the purpose or by winding up in the way required by the law.
142. If on the solvent dissolution or winding up of the Club there remain, after the satisfaction of all its debts and liabilities any assets whatsoever, the distribution of such assets shall be distributed amongst the fully paid-up members in equal shares,

TRANSITION PROVISIONS

143. If these Rules are adopted on a complete amendment of Rules, the following provisions shall apply.
144. Those holding office as elected members of the Management Committee immediately prior to the adoption of these Rules shall continue in office until the next Annual Members' Meeting, and the following will then apply:
 - a. All elected members of the Management Committee shall retire from office at the conclusion of the next Annual Members' Meeting.
145. Elections shall be held before the Annual Members' Meeting to fill the vacancies arising; and the following provisions shall apply in respect of their first election:
 - a. At every subsequent Annual Member's Meeting the Officers and one-third of the remaining Management Committee members, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Management Committee members to retire shall be those who have been longest in office since their last election. Where such Management Committee Members have held office for the same amount of time the person to retire shall (unless they otherwise agree among themselves) be decided by lot. The retiring Management Committee Member shall be eligible for re-election, subject to the provision of Rule 91.
 - b. Those holding office as Chairperson, Vice-Chair, and Treasurer immediately prior to the adoption of these Rules and not having been re-elected in accordance with them, shall continue in office until the first meeting of the Management Committee after the next Annual Members' Meeting. At the commencement of that Management Committee meeting, they shall retire from office and agree arrangements for an orderly transfer of responsibilities.

146. The Code of Conduct agreed by the outgoing Management Committee remains in place unless and until amended by the incoming Management Committee.
147. The person holding office as Secretary immediately prior to the adoption of these Rules shall continue in office unless or until they stand down or are replaced by the Management Committee.