

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION OF CHICHESTER HOCKEY CLUB LIMITED ("The Club")**

**PART 1: INTERPRETATION AND LIMITATION OF LIABILITY**

**1 Defined Terms**

1.1 The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Club.

1.2 In these Articles, unless the context requires otherwise:

Act	means the Companies Act 2006
AGM	means an annual general meeting of the Club
Articles	means these articles of association, and Article refers to a particular provision in them
Bye Laws	means bye laws of the Club from time to time proposed by the directors and approved by the Members in accordance with Article 13.4.2
CASC	means a community amateur sports club
Club	means the company regulated by these Articles
Club Member	means every person who agreed to become a company member of the Club and whose name is entered in the Club's register of members, in accordance with section 112 of the Act, and Club Membership shall be interpreted accordingly
Companies Act	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Club
Director	means a director of the Club, and includes any person occupying the position of director, by whatever name called
Hockey	Means the sport of hockey played under the rules of the International Hockey Federation
Officers	has the meaning given in Article 6.1
Ordinary resolution	means a resolution passed by a simple majority of the Club Members
Social Member	Has the meaning given in the Bye Laws FOR THE AVOIDANCE OF DOUBT a Social Member shall not be entitled to vote at a general meeting of the Club

1.3 In these Articles, unless the context otherwise requires:

1.3.1 other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Club;

1.3.2 words in the singular shall include the plural and in the plural shall include the singular; and

1.3.3 a reference to one gender shall include a reference to the other genders.

- 1.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 A person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns.
- 1.7 Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

## **2 Liability of Club Members**

- 2.1 The liability of each Club Member is limited to £1, being the amount that each Club Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Club Member or within one year after he ceases to be a Club Member, for:
- 2.1.1 payment of the Club's debts and liabilities contracted before he ceases to be a Club Member;
- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributories among themselves.

## **PART 2: OBJECTS & POWERS**

### **3 Objects**

- 3.1 The Club is established for the following purposes:
- 3.1.1 to acquire and take over all or any part of the Hockey assets, but not the liabilities, of the present unincorporated body known as Chichester Priory Park Cricket & Hockey Club;
- 3.1.2 to promote and facilitate community participation in healthy recreation by the provision of facilities for the sport of Hockey;
- 3.1.3 to recruit and develop children, young people and adults into the sport of hockey as players, leaders/coaches, umpires, volunteers and administrators;
- 3.1.4 to provide playing, leading/coaching, umpiring and administrative opportunities at a participation, development and performance level;

- 3.1.5 to provide equity of opportunity across all areas of the club, to encourage inclusion by minority groups;
- 3.1.6 to provide a safe, effective and inclusive environment in which to play and learn Hockey; and
- 3.1.7 to provide social and other facilities for Members as may from time to time be determined by the directors.

#### **4 Powers**

4.1 In pursuance of the object set out in Article 3.1, the Club has the power to:

- 4.1.1 establish, maintain and conduct a Hockey club;
- 4.1.2 enter teams into such leagues, cups, trophies, tournaments as the directors shall think fit and/or affiliate to England Hockey and other associations or organisations in connection with Hockey ;
- 4.1.3 provide advice, information or training in relation to Hockey
- 4.1.4 co-operate with other bodies;
- 4.1.5 accept gifts and raise funds;
- 4.1.6 borrow money;
- 4.1.7 give security for loans or other obligations;
- 4.1.8 acquire or hire property of any kind;
- 4.1.9 let or dispose of property of any kind;
- 4.1.10 set aside funds for special purposes or as reserves against future expenditure;
- 4.1.11 deposit or invest its funds in any manner;
- 4.1.12 delegate the management of investments to a financial expert;
- 4.1.13 insure the property of the Club against any foreseeable risk and take out other insurance policies to protect the Club when required;
- 4.1.14 employ paid or unpaid agents, staff, coaches or advisers;
- 4.1.15 enter into contracts to provide services to or on behalf of other bodies; and
- 4.1.16 do anything else within the law which promotes or helps to promote the objects set out in Article 3.1.

## **PART 3: DIRECTORS**

### **5 Directors**

- 5.1 The directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.
- 5.2 Directors are elected by the Club Members annually at the AGM.
- 5.3 The board of directors shall consist of the Chairman, Vice Chairman, Treasurer, Secretary, the Director of Facilities and the Director of Hockey.
- 5.4 The directors may at any time co-opt any individual who is a Club Member to fill a vacancy in their number or (subject to the maximum of 2) as an additional director, but a co-opted director holds office only until the next AGM.
- 5.3 A director's term of office automatically terminates if he or she:
- 5.3.1 ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
  - 5.3.2 is absent without notice from 4 consecutive meetings of the directors;
  - 5.3.3 is incapable, whether mentally or physically, of managing his/her own affairs;
  - 5.3.4 resigns by written notice to the directors (but only if at least three directors will remain in office); or
  - 5.3.5 is removed by the Club Members.

### **6 Officers**

- 6.1 In addition to the Directors there shall be Officers of the Club whose titles and roles are set out below. For the avoidance of doubt any Club Member may at any time hold the position of an officer of the Club as well as being a Director, although unless elected or co-opted pursuant to Article 6 an Officer is not a Director.

President	A non-executive, honorary position with an ambassadorial role for the Club, which position shall be reviewed every three years unless a vacancy arises
Chairman	Responsible for the day to day administration of the Club
Vice Chairman	To assist the Chairman as required
Treasurer	Responsible for the preparation of financial information for the Members
Secretary	Responsible for the administration of the Club under the direction of the Chairman
Men's Club Captain	Responsible for chairing selection meetings for the Club's mens sides. Individual mens team captains will report to the Men's Club Captain
Ladies Club Captain	Responsible for chairing selection meetings for the Club's ladies sides. Individual ladies team captains will report to the Ladies Club Captain
Junior Club Captain	Responsible for the co-ordination of the Club's junior side. Managers of junior teams will report to the Junior Club Captain.
Umpires Secretary	Responsible for the co-ordination of umpires
Fixtures	Responsible for the co-ordination of Club fixtures

Secretary	
Disciplinary Officer	Responsible for implementation of the Club's disciplinary policy and liaising with such other Hockey organisations as are required
Welfare Officer	Responsible for the Club's safeguarding
Membership Secretary	Responsible for maintaining the Club's membership records
Media Officer	Responsible for the Club's internal and external communications
Social Secretary	Responsible for organising social events for Club Members
Fundraising and Sponsorship Secretary	Responsible for the Club's fundraising and sponsorship activities
Team captains	All team captains of Mens and Ladies teams playing regular league fixture on a Saturday

6.2 Officers shall be elected by the Club Members at the AGM each year. All Officers shall hold office from the conclusion of the AGM in which they are appointed until the conclusion of the AGM the following calendar year. All Officers shall be eligible to stand for re-election.

## **7 Directors' Proceedings**

7.1 The quorum for meetings of directors shall be three directors.

7.2 The directors must hold at least three meetings each year.

7.3 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and, unless otherwise fixed, it is three.

7.4 A meeting of the directors may be held either in person or by suitable electronic means agreed by the directors in which all participants may communicate with all the other participants.

7.5 The Chairman or (if the Chairman is unable or unwilling to do so) some other director chosen by the directors present presides at each meeting.

7.6 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the directors (other than any conflicted director who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.

7.7 Every director has one vote on each issue and, in case of equality of votes, the chairman of the meeting has a casting vote.

7.8 A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

## **8 Directors' Powers**

- 8.1 The directors may exercise any powers of the Club which are not reserved to the Club Members.
- 8.2 The directors may delegate any of their functions to committees consisting of two or more individuals appointed by them on such terms as they think fit.
- 8.3 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

## **9 Directors' Remuneration & Expenses**

- 9.1 Directors may undertake any services for the Club that the directors decide. Directors are not entitled to any remuneration for their services to the Club as directors.
- 9.2 The Club Members shall each year at the Club AGM elect 4 directors whose roles shall be as set out in the paragraph 12 of the Bye Laws. A Club Member shall be entitled to stand for re-election as a director.
- 9.3 The directors shall have the power to co-opt up to 2 Club Members as director subject to Paragraph 12.2 of the Bye Laws.
- 9.3 The Club may pay any reasonable expenses which the directors properly incur in connection with the discharge of their responsibilities in relation to the Club.

## **10 Conflicts of Interest**

- 10.1 The directors may, in accordance with the requirements set out in Article 10.2, authorise any situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Club which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 10.2 Any authorisation under Article 10.1 shall be effective only if:
- 10.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors;
  - 10.2.2 any requirement as to the quorum is met without counting the interested director; and
  - 10.2.3 the matter was agreed to without the interested director voting or would have been agreed to if the interested director's vote had not been counted.
- 10.3 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Club for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interests which has been authorised by the directors in accordance with these Articles or by the Club Members in general meeting (subject in each

case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

- 10.4 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision making process for quorum or voting purposes, unless the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 10.5 Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested directors.
- 10.6 When all the directors of the Club are conflicted, the Club shall pass the conflict to the Club Members for approval by ordinary resolution.

#### **PART 4: MEMBERSHIP**

##### **11 Applications for Membership**

- 11.1 Membership is open to any individual interested in the sport of Hockey. Membership is not transferable.
- 11.2 No person shall become a Club Member unless that person has completed an application for Membership in a form approved by the directors from time to time.
- 11.3 Membership is also subject to any subscriptions or affiliation fees that may be set by the directors from time to time.
- 11.5 The directors may establish different classes of Membership, and decide who will be eligible for admission to them and what their rights and obligations will be.

##### **12 Termination of Membership**

- 12.1 A Member may withdraw from Membership by giving 7 days' notice to the Club in writing.
- 12.2 A person's Membership terminates when that person dies.
- 12.3 The directors may terminate the Membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the directors:
  - 12.3.1 he is guilty of conduct which has or is likely to have a serious adverse effect on the Club or bring the Club or any or all of the Members and directors into disrepute;
  - 12.3.2 he has acted or has threatened to act in a manner which is contrary to the interests of the Club as a whole; or
  - 12.3.3 he has failed to observe the terms of these Articles and any Bye Laws from time to time.

- 12.4 If the directors wish to terminate a person's Club Membership in accordance with Article 12.3, they must give notice to that Club Member and provide the Club Member with the opportunity to be heard in writing, in person or to be represented by another Club Member as to why his Club Membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration.
- 12.5 A Member whose Membership is terminated under Article 12.3 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Club any subscription or other sum owed by him.

### **13 General Meetings**

- 13.1 Club Members and Social Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting).
- 13.2 The Club must hold a general meeting as an AGM in each year in addition to any other general meetings in that year, and must specify the meeting as the AGM in the notices calling it. The first AGM must be held within 18 months after the Club's incorporation.
- 13.3 At the AGM Club Members must:
- 13.3.1 receive the accounts of the Club for the previous financial year;
  - 13.3.2 receive a written or verbal report on the Club's activities;
  - 13.3.3 elect directors to fill the vacancies arising; and
  - 13.3.4 appoint reporting accountants or auditors for the Club.
- 13.4 Members may also, from time to time:
- 13.4.1 discuss and determine any business put before them by the directors or set out in a valid request by the Club Members to call a general meeting pursuant to Article 13.5; and
  - 13.4.2 in particular, consider and determine whether to approve any Bye Laws put before them by the directors, which are consistent with the these Articles and the Act, to govern: (a) classes and conditions of Club Membership; (b) the entrance fees, subscriptions and other fees or payments to be made by Club Members and guests; (c) the procedures for dealing with disciplinary action against Members, and/or for the expulsion of Members, and/or for refusals to renew Club Membership; (d) the procedures for general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles; and (e) matters relating to the use of the Club's premises.
- 13.5 A general meeting may be called by the directors at any time and must be called within 21 days of a written request from at least 10% of the Club Membership or (where no general meeting has been held within the last year) at least 5% of the Club Membership.



- 13.6 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if any resolutions are to be proposed) setting out the terms of the proposed resolutions.
- 13.7 There is a quorum at a general meeting if the number of Club Members present in person or by proxy is at least 15.
- 13.8 The Chairman will chair the general meeting.
- 13.9 Every Club Member present in person or by proxy has one vote on each issue.
- 13.10 Except where otherwise provided by these Articles or the Companies Acts, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- 13.11 A technical defect in the appointment of a Club Member of which the Club Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution of the Club Members.

## **PART 5: ADMINISTRATIVE ARRANGEMENTS**

### **14 Records & Accounts**

- 14.1 The directors must comply with the requirements of the Companies Acts as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:
  - 14.1.1 annual returns;
  - 14.1.2 annual reports; and
  - 14.1.3 annual statements of account.
- 14.2 The directors must also keep records of:
  - 14.2.1 all proceedings at meetings of the directors;
  - 14.2.2 all resolutions in writing;
  - 14.2.3 all reports of committees; and
  - 14.2.4 all professional advice obtained.
- 14.3 Accounting records relating to the Club must be made available for inspection by any director at any time during normal office hours and may be made available for inspection by Club Members who are not directors if the directors so decide.
- 14.4 A copy of the Club's constitution and latest available statement of account must be supplied on request to any director.

14.5 The directors shall be entitled to open and operate a bank account in the name of the Club provided that the mandate shall require the signature of at least two directors to authorise a payment. For the avoidance of doubt no Officer of the Club shall be entitled to authorise club expenditure above £100 without the approval of the Directors and no Director shall be entitled to enter into a financial commitment for the Club above £1,000 without the resolution of the Board.

## **15 Indemnity**

15.1 Subject to Article 15.2, a director or former director of the Club may be indemnified out of the Club's assets against:

15.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club;

15.1.2 any liability incurred by that director in connection with the activities of the Club in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); or

15.1.3 any other liability incurred by that director as an officer of the Club.

15.2 This Article 15 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

## **16 Communications**

16.1 Notices and other documents to be served on Club Members or directors under these Articles or the Companies Acts may be served:

16.1.1 by hand;

16.1.2 by post;

16.1.3 by suitable electronic means; or

16.1.4 through publication on the Club's website.

16.2 The only address at which a Club Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Club Members.

16.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

16.3.1 24 hours after being sent by electronic means, posted on the Club's website or delivered by hand to the relevant address;

16.3.2 two clear days after being sent by first class post to that address;

16.3.3 three clear days after being sent by second class or overseas post to that address;

16.3.4 immediately on being handed to the recipient personally; or, if earlier,

16.3.5 as soon as the recipient acknowledges actual receipt.

16.4 A technical defect in service of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

## **17 Amending the Articles**

17.1 No amendments may be made to this Article 17 or to Articles 3, 18, or 19 without a unanimous resolution of the Club Members.

17.2 No amendments may be made to these Articles that may jeopardise the Club's status as a CASC without a unanimous resolution of the Club Members.

17.3 Subject to Articles 17.1 and 17.2, these Articles may be amended by special resolution of the Club Members.

## **18 Profits Not To Be Distributed**

18.1 The income and property of the Club shall be applied solely in promoting the objects of the Club as set out in Article 3.1.

18.2 No dividends or bonus may be paid or capital otherwise returned to the Club Members, provided that nothing in these Articles shall prevent any payment in good faith by the Club of:

18.2.1 reasonable and proper remuneration to any Club Member, officer or servant of the Club for any services rendered to the Club;

18.2.2 interest on money lent by any Member of the Club or director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the directors;

18.2.3 reasonable and proper rent for premises demised or let by any Member or director;  
or

18.2.4 reasonable out-of-pocket expenses properly incurred by any director.

## **19 Dissolution**

19.1 If the Club is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Club, but shall be given or transferred, as the sole discretion of the directors, to:

19.1.1 a charity and/or

19.1.2 some other club that is a registered CASC with purposes similar to those of the Club and/or

19.1.3 the national governing body for Hockey for use by that organisation for related community sports.

## BYE LAWS OF CHICHESTER HOCKEY CLUB

### PART 1: INTERPRETATION

#### 1 Interpretation

1.1 These Bye Laws are made pursuant to Article 13.4.2.

1.2 In these Bye Laws, unless the context requires otherwise:

Articles means the articles of association of the Club from time to time and Article refers to a particular provision in them;

Bye Laws means these bye laws of the Club made pursuant to Article 13.4.2, and Bye Law refers to a particular provision in them;

CASC means a community amateur sports club, as that term is defined by s658 Corporation Tax Act 2010;

Club Facilities means the Clubhouse, all premises of the Club, the water controlled by the Club, any equipment made available by the Club (whether for a fee or without charge), all changing and washing facilities, all storage facilities, , and any other facilities made available (whether for a fee or without charge) at the Clubhouse or on the Club's premises from time to time;

Clubhouse means the clubhouse of the Club from time to time;

Club Member means a company member of the Club, as that term is defined by section 112 of the Companies Act 2006, and Club Membership shall be interpreted accordingly;

Disciplinary Committee shall mean at least 2 and not more than three of the following Officers of the Club: the Chairman, the Vice Chairman, the Director of Hockey, the Umpires Secretary, the Mens Club Captain, the Ladies Club captain and the Junior Club Captain

Fees shall have the meaning given in Bye Law 6.1;

Finance Acts means the Corporation Tax Act 2010, the Finance Act 2012 and any other relevant legislation relating to CASCs;

Hockey means the sport of hockey governed by the rules of the International Hockey Federation; and

Personal Penalty a personal penalty awarded against a Club Member playing a game of Hockey for the Club resulting in the award of a green, yellow or red card.

- 1.3 These Bye Laws are supplemental to the Articles. Nothing in these Bye Laws is intended to contradict the Articles or the provisions of the Companies Acts and, in the event of any inconsistency between any provision of these Bye Laws and any provision of the Articles, the Articles will prevail.
- 1.4 Unless the context otherwise requires words or expressions contained in this document bear the same meaning as in the Articles.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

## **PART 2: MEMBERSHIP**

### **2 Membership**

- 2.1 Membership shall be open to anyone interested in the sport of Hockey on application, regardless of sex, age, disability, race, sexual orientation, gender reassignment, pregnancy or maternity, religion or belief. Membership may, however, be limited according to available facilities on a non-discriminatory basis.
- 2.2 Article 11.5 gives the directors the power to create different classes of Membership, and to decide who will be eligible for admission to them and what their rights and obligations will be. For the avoidance of doubt, Associate Membership conveys neither Club Membership nor any of the rights or privileges of Club Membership under the Articles or the Companies Acts.
- 2.3 There shall be the following classes of Club Membership:
  - 2.3.1 Full Members;
  - 2.3.2 Junior Members;
  - 2.3.4 Honorary Members; and
  - 2.3.5 Social Members.

### **3 Eligibility for Membership**

- 3.1 Full Membership is open to any individual aged 18 or over who is interested in the sport of Hockey. Full Members are Club Members with the right to attend and vote at general meetings in accordance with the Articles and the Companies Acts.
- 3.2 Junior Membership is open to any individual under the age of 18 who is interested in the sport of Hockey. Junior Members have a right to attend but not vote at general meetings.
- 3.3 Honorary Membership may be awarded to individuals as a mark of distinction. The directors may nominate for election at an AGM such persons as Honorary Members as they think fit (if

appropriate designating that they are Life Members or Vice-Presidents as appropriate). The election of new Honorary Members shall be put to the vote at the AGM each year and such persons shall be granted Honorary Membership and if approved by ordinary resolution of the Club Members at the AGM. Honorary Members have a right to attend and vote at general meetings.

- 3.4 Social Membership is open to any individuals with an interest in the sport of Hockey, but who wish to attend the Clubhouse for social purposes only or join in the club's activities as a coach, supporter or umpire. Social Members have a right to attend but not vote at general meetings.
- 3.5 For the avoidance of doubt, where the type of Club Membership available to, or subscription payable by, an individual is related to age it will be determined by the age of the individual on the date of registration of his Club Membership, or its renewal
- 3.6 An application for Club Membership shall be in the form from time to time prescribed by the directors, and shall include the name and address of the applicant.
- 3.7 Upon receipt of an application for Membership, the Membership Secretary or the Secretary shall enter the details of the application in the memberships register.
- 3.8 The directors have sole discretion to decide whether or not to accept an application for Membership.
- 3.9 The directors may refuse applications for Membership only for good cause, such as conduct or character likely to bring the Club or the sport of Hockey into disrepute. Appeals against the directors' decision to reject an application for Membership may be made to the Club Members in general meeting.
- 3.10 Every member shall, upon becoming a Member, provide the Secretary with an up-to-date address which shall be recorded in the register of Members, and any notice sent to such address shall be deemed to have been duly delivered.

#### **4. Rights and Privileges of Membership**

- 4.1 The rights and privileges of each class of Membership shall be as follows, subject in each case to the provisions of the Articles and these Bye Laws:
  - 4.1.1 Full Members, Junior Members and Honorary Members shall have the right to be selected for the Club's teams;
  - 4.1.2 Social Members shall have the use of the Clubhouse but shall not have the right to be selected for the Club's teams.

#### **5. Membership Subscription and Fees**

- 5.1 The following fees (the Fees) shall be payable by Club Members, as applicable in accordance with this Bye Law:
  - 5.1.1 An annual membership fee; and

- 5.1.2 A match fee for games played for the Club.
- 5.2 The Fee rates for each class of Club Membership and the match fee shall be proposed by the directors to the Club Members at the AGM in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative on the first day of January in the year following.
- 5.4 Fees will be kept at levels that will not pose a significant obstacle to people participating.
- 5.5 Subject to Bye Laws 7.1, 7.2 and 7.3 all Club Members shall pay their annual membership fee by 31<sup>st</sup> October each year. If paid in instalments the final payment must be paid by 31<sup>st</sup> November each year.

## **6 Termination of Membership**

- 6.1 If a Member fails to pay the annual membership fee by 31<sup>st</sup> October in any year their Membership shall be automatically terminated.
- 6.2 The directors may cancel, without notice being given, the Membership of any Club Member whose Fees are more than three months in arrears (in whole or in part), provided that the directors may, at their sole discretion, re-instate any such Club Member upon payment of arrears. No Club Member whose Fees are in arrears (in whole or in part) may enter any Club event or shall be available for selection for a team organised by the Club or (if applicable) vote at any general meeting. Appeal against termination or non-renewal of Club Membership may be made to the Club Members by submitting a written notice to the Secretary, who shall, upon receipt of such a notice, include the appeal on the agenda for the next general meeting.
- 6.3 Any person who has been expelled from Club Membership shall not be entitled to have any part of their Fees refunded and must immediately return any trophy or trophies held.

## **7. Conduct of Members and Disciplinary Action**

- 7.1 Every Club Member is deemed to have notice of, and undertakes to comply with, the Articles and these Bye Laws.
- 7.2 Any breach of Bye Law 8.1 or any conduct which, in the opinion of the directors, is either unworthy of a Club Member or otherwise injurious to the interests of the Club, shall render a Club Member liable to disciplinary action by the directors, which may include expulsion or non-renewal of Membership. Before taking any disciplinary action against a Club Member, the directors shall ask the Club Member in question to provide a written explanation of their conduct and shall give the Club Member the opportunity to explain their conduct to the directors or to voluntarily cancel their Club Membership.
- 7.3 The directors (or any person to whom the directors shall delegate this power) may temporarily suspend or exclude a Club Member from particular training sessions, games and/or wider Club activities, if they consider in their sole discretion that such action is in the best interests of the Club.



- 7.4 A Club Member shall not knowingly remove, injure, destroy or damage any property of the Club and shall make restitution for the same if called upon to do so by the directors or by the Secretary upon the instructions of the directors.
- 7.5 A Club Member shall not cause any communication in whatever form to be exhibited on Club notice boards or premises without permission of the Chairman.
- 7.6 All Club Members shall be subject to the following disciplinary policy for incidents whilst participating in games of representing the Club:
- 7.6.1 Personal Penalties resulting in the award of a red card shall be dealt with in accordance with the rules and directions of England Hockey;
- 7.6.2 All other Personal Penalties shall be dealt with in accordance with the following tariff:
- Green Card: 1 point  
Yellow Card: 3 points
- 7.6.3 All team Captains must report the award of Personal Penalties to the Vice Chairman within 7 days of their award and the Vice Chairman shall keep a record of points accumulated by each Club Member.
- 7.6.4 If a Club Member shall accumulate 9 points then he shall be required to attend a meeting of the Disciplinary Committee. A Club Member shall have the right to be accompanied by his team captain or other representative at the Disciplinary Committee, who may speak on their behalf.
- 7.6.5 Subject to an explanation of the incidents leading to the award of the Personal Penalties the Disciplinary Committee may suspend the Club Member from representing the Club for a period of up to, but no more than 14 days, or may upon hearing explanation warn a Club Member as to their future conduct or decide to take no further action.
- 7.6.6 If a Club Members tally of points shall reach 14 points then the Disciplinary Committee shall be obliged to suspend the Club Member from representing the Club for a period of not less than 8 and not more than 21 days.
- 7.6.7 If a Club Members tally of points shall reach 20 points then the Disciplinary Committee shall be obliged to suspend the Club Member from representing the Club for a period of not less than 15 and not more than 22 days.
- 7.6.8 Each Club Members tally of accumulated points for the award of Personal Penalties shall be reset to zero at 1<sup>st</sup> September.

## **8. Guests**

- 8.1 Members shall enter the names of all guests in the guest book. Not more than three guests may be introduced by any one Club Member in any one day and the same guest may not be introduced more than six times in any calendar year.

8.2 A member of any club affiliated to England Hockey may be authorised to use the Club Facilities by any director. Any person who is a player or official of any opponent of the Club is entitled to the use of the Club Facilities on the day of their game.

## **9. Limitation of Club Liability**

9.1 Members use the Club Facilities entirely at their own risk and accept that:

9.1.1 the Club will not accept any liability for any damage to or loss of property belonging to Club Members;

9.1.2 members are responsible for any injury, damage or loss to the extent caused by their own actions or omissions.

9.2 Club Membership and acceptance of the Articles and these Bye Laws will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1998 (as amended).

9.3 Bye Law 9.1 shall be exhibited in a prominent place within the Clubhouse.

## **PART 3: MANAGEMENT**

### **10. Officers**

10.1 Only Club Members shall be eligible to stand for election as Officers, to be appointed in accordance with Article 6.

10.2 The Secretary shall:

10.2.1 keep a register of Members' names and addresses, including the class of Membership for each Member;

10.2.2 conduct the correspondence of the Club;

10.2.3 keep custody of all Club documents;

10.2.4 keep full minutes of all directors' meetings, general meetings (including AGMs), and meetings of any committees established by the directors from time to time, and all minutes shall be confirmed and signed by the appropriate chairman upon the agreement of the directors, Club Members, or relevant committee (as appropriate) at the next following directors' meeting, general meeting, or relevant committee meeting;

10.2.5 administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its directors, Officers, employees, and Club Members;

10.2.6 maintain contact with the Club's legal advisor to ensure that the Club's affairs are managed in accordance with all applicable laws; and

- 10.2.7 maintain any such certificates or registrations, and complete any such non-financial returns as may be required by law.
- 10.3 The Treasurer shall:
- 10.3.1 cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the Club, in compliance with all legal requirements applicable to companies;
- 10.3.2 cause all returns as may be required by law in relation to the accounts of the Club to be rendered at the due time; and
- 10.3.3 prepare annual report and accounts as at 30<sup>th</sup> April in each year and cause such report and accounts (as necessary) to be audited at least once annually and shall then cause the same to be exhibited in the Clubhouse for at least seven days before the date of the next AGM.

#### **PART 4: MISCELLANEOUS**

##### **11. Sale of Alcohol**

- 11.1 The purchase for the Club of excisable goods and the supply of the same upon Club premises shall be exclusively and solely under the control of the directors, or of a special committee appointed by the directors.
- 11.2 Intoxicating liquor may only be sold for consumption in the Clubhouse to persons over the age of eighteen who are entitled to the use of the Clubhouse in accordance with the Articles and these Bye Laws. No Junior Member may purchase or attempt to purchase intoxicating liquor within the Clubhouse nor may any Junior Member purchase or attempt to purchase tobacco or cigarettes within the Clubhouse.
- 11.3 The directors shall cause any bar in the Clubhouse to be opened (subject to terms of the Clubhouse certificate) at convenient times (and such times shall be prominently exhibited in the Clubhouse) for the sale of excisable goods to persons stated in Bye Law PROVIDED THAT guests' names and addresses and the name of their introducer shall have been entered in the guest book upon entry to Clubhouse.
- 11.4 No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the Club. Any profit deriving from the supply of such goods shall (after deduction of the costs of providing such goods for the benefit of the Club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the Club.

##### **12 Miscellaneous**

- 12.1 The Clubhouse shall be open to Club Members at such times as the directors shall direct.
- 12.2 These Bye Laws may be amended by the directors from time to time, provided that no amendments shall be made that would jeopardise the Club's status as a CASC.