



# The Wimbledon Club Charter and Bye-laws

As revised at an SGM on 23<sup>rd</sup> November 2020

TheWimbledonClub.co.uk  
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# Part One: The Charter of The Wimbledon Club

## 1. Name and Status

The Wimbledon Club, hereinafter referred to as the 'Club' or 'TWC' is an unincorporated multisport members club registered with HMRC as a Community Amateur Sports Club (CASC) in accordance with the 2015 CASC Regulations as amended. Overall responsibility for the strategic direction and management of the Club is vested in a General Committee. The Club emblem is at Section A1 of the Annex.

## 2. Objects of the Club

- 2.1 To provide facilities for, and to promote participation in, the sports of (1) Cricket, (2) Hockey, (3) Lawn Tennis (hereinafter referred to as Tennis) and (4) Squash Racquets (hereinafter referred to as Squash) that form the Club's four sports sections. Each is referred to as a Sports Section.
- 2.2 To offer such other social and recreational activities, including a Gymnasium, as the General Committee may from time to time determine.
- 2.3 To sell or supply food and/or drink to Members, their guests and Friends of the Club (as defined below).
- 2.4 To provide and maintain a ground and premises for these Objects at Church Road, Wimbledon, London, SW19 5AG and wherever else the Club may be located in the future.
- 2.5 To license, lease or hire such other grounds, premises and facilities as may be necessary to achieve the Objects of the Club.
- 2.6 To employ staff for these Objects.

## 3. Membership

- 3.1 TWC is committed to equality of opportunity. Members, Friends and applicants will receive equal treatment regardless of age, disability, gender reassignment, marital or civil partner status, pregnancy or maternity, race, colour, nationality, ethnic or national origin, religion or belief, sex or sexual orientation or any other criterion.

- 3.2 Classes of membership are designated by:

- (1) the Committee of each Sports Section (hereinafter collectively referred to as the Sports Committees) for its sport, and
- (2) the General Committee in respect of the Gymnasium.

Each Sports Committee will review applications to join its Sports Section. The General Committee will review applications for the Gymnasium. The Sports Committees may propose candidates deserving honorary membership of the Club for approval by the General Committee.

- 3.3 Each Sports Committee may determine the number of membership places available for any class of membership within its Sports Section. Anyone who cannot be offered immediate entry membership of the Club will be placed on a waiting list for that class of membership. Those on a waiting list will be offered membership in a strict chronological order, provided always

that the Sports Section shall not place anyone on a waiting list who has been expelled from membership of TWC or any of the Sports Sections.

- 3.4 An application for membership may be refused if, in the absolute discretion of the Sports Committee, there is good cause, including without limitation the number of membership places has been reached, there is not capacity to accommodate new members and/or membership is otherwise incompatible with the requirements of a Sports Section (to include the provisions of 3.7).
- 3.5 Applicants will be notified in writing when membership has been offered. If the subscription and entrance fee is not paid within 14 days from the date of such notice, the offer of membership is withdrawn and will be deemed void. No applicant shall be entitled to enjoy any of the benefits of the Club until they have paid the appropriate subscription and entrance fee.
- 3.6 All fully paid-up Members over the age of 18 shall be entitled to vote at meetings as specified in this Charter.
- 3.7 At any one time, the TWC membership will not consist of more than 50% of members who do not actively participate in the Club's designated sports. Each Sports Committee will keep appropriate records to provide evidence that this requirement of being a CASC is met.

#### **4. Friends of the Club**

- 4.1 Any person without discrimination is eligible to apply to be a Friend of the Club. The General Committee may determine the number of Friends places available. Anyone who cannot be offered immediate entry as a Friend will be placed on a waiting list. Those on a waiting list will be offered the opportunity to become a Friend in a strict chronological order, provided always that nobody shall be placed on a waiting list who has been expelled from membership of TWC or any of the Sports Sections.
- 4.2 Friends of the Club are not Members and have no voting rights. Friends of the Club may use the clubhouse, including the bar and restaurant, but are not entitled to use the Club's sporting facilities or Gymnasium.
- 4.3 The relevant Sports Committee will review applications relating to its Sport and the General Committee will review applications relating to the Club as a whole and/or the Gymnasium.

#### **5. Property of the Club**

The property of the Club (other than cash which shall be under the control of the Honorary Treasurer) shall be held on trust by not more than five Trustees elected by the General Committee in accordance with Section A3 of the Annex.

#### **6. Management of the Club**

See the Organisational chart in Section A16 of the Annex.

- 6.1 The General Committee shall consist of:
  - The Honorary Secretary.
  - The Honorary Treasurer.
  - Two members nominated by each of the Sports Sections, referred to as Sports Representatives.

- Up to two members to be elected by the Members of the Club, referred to as Members Representatives. The Members Representatives must each come from different Sports Sections and must not be members of a Sports Committee.
- The Sports Sections shall nominate one alternative for each of their nominated members of the General Committee. Alternatives shall be entitled to vote at such meetings.

- 6.2 All Club Officers (save for the Vice Presidents and the Chair) and Members Representatives shall be elected at an Annual General Meeting for a three year term and shall be eligible for re-election for a further three year term, but will not be able to hold office for more than six years without a resolution in favour of an extension being passed by the General Committee and approved by Members at a General Meeting as an ordinary issue. Similarly, Sports Representatives on the General Committee will not be able to hold office for more than six years without a resolution in favour of an extension being passed by the Sports Committee in question and approved by Members of that Sports Section at a Sectional General Meeting.
- 6.3 The General Committee shall be empowered to fill any vacancy in their number occurring between successive AGMs of the Club. Members so appointed shall be entitled to vote on General Committee matters and their term shall run until the next AGM. If a vacancy relates to one of the Sports Representatives, the replacement must be nominated by the relevant Sports Committee within fourteen days of the date the vacancy arises. If it fails to do so the General Committee may appoint the replacement.
- 6.4 The General Committee may appoint sub-committees for any purpose in connection with the affairs of the Club and may invite any person to serve as a co-opted member. Any non-Member co-opted onto a sub-committee shall have no voting right. Such sub-committees shall be subject to the control of the General Committee which may disband them at any time.
- 6.5 Seven appointed or nominated members of the General Committee, including where applicable Alternatives, shall form a quorum at any meeting of the General Committee. Committee members should receive not less than two days notice of any meeting.
- 6.6 A resolution can be approved by the General Committee, in accordance with its powers, without convening a meeting if made in writing to the Honorary Secretary and supported by all other members of the General Committee by their signing a copy of the resolution before its submission to the Honorary Secretary.
- 6.7 The General Committee will carry out a triennial audit of the Club's compliance with its obligations as a CASC.
- 6.8 Members of the General Committee shall declare any Conflict of Interest in accordance with Section A2 of the Annex.

## 7. Club Officers

- 7.1 The Club shall have the following Officers:

*a) President*

The President shall be elected for a three year term at an Annual General Meeting on the proposition of the General Committee. After their term ends they may be referred to as Past President, whilst still a member of the Club.

*b) Vice Presidents*

Vice Presidents shall be elected at an Annual General Meeting on the proposition of the General Committee. They shall remain in office for life or until resignation.

c) **Chair**

The Chair shall be elected for a three year term by the members of the General Committee at its first meeting following an Annual General Meeting of the Club. They shall chair all General Committees and General Meetings in the ensuing three years. The Chair shall be eligible for re-election for a further three year term, but will not be able to hold office for more than six years without a resolution in favour of an extension being passed by the General Committee and approved by Members at a General Meeting as an ordinary issue. In the absence of the Chair, the members of the General Committee present shall elect one of their number to preside over the meeting.

d) **Honorary Secretary**

The Honorary Secretary shall be elected at an Annual General Meeting. The Honorary Secretary shall keep minutes of General Committee meetings that will be circulated to its members.

e) **Honorary Treasurer**

The Honorary Treasurer shall be elected at an Annual General Meeting. The Honorary Treasurer will submit a consolidated set of audited accounts for the financial year to the Annual General Meeting.

- 7.2 Any fully paid-up Member shall be entitled to nominate any other fully paid-up Member to serve as Honorary Secretary or Honorary Treasurer of the Club having previously received the assent of the prospective nominee. All such nominations must be seconded by a fully paid-up Member.
- 7.3 Nominations in writing must reach the Honorary Secretary of the Club not less than seven days before the Annual General Meeting of the Club.

## 8. Responsibilities of the General Committee

- 8.1 The General Committee shall, subject to the oversight of the membership in accordance with the procedures set out in Section A6 of the Annex:
- a) Prepare, adopt and implement a rolling five-year strategic plan for the management and development of the Club.
  - b) Set a consolidated annual budget which, over a rolling three-year period, aims to balance the Club's income and operating expenditure. In setting the Club budget, the General Committee will determine the allocation of resources between the Sports Sections, having due regard for the competing calls on such resources made by the Sports Sections.
  - c) Determine the appropriate allocation of the central costs of the Club to be paid by the Sports Sections and the Gymnasium in accordance with a methodology applicable to all Sports Sections that reflects the specificities of each sport.
  - d) Manage all common facilities of the Club.
  - e) Recruit and manage the staff needed to fulfil the objectives of the strategic plan and to provide the central functions of the Club, at such remuneration and on such terms as it thinks fit.
  - f) Consider requests by the Sports Sections for the authorisation of operating and capital expenditure in excess of sums that will be set from time to time by the General

Committee, and in respect of the contractual terms for staff managed by the Sports Committees.

- g) Seek to ensure that the Sports Sections comply with all relevant health and safety, child protection, GDPR, CASC requirements and any other legal obligations.
  - h) Carry out such annual risk assessments of the Club as it may determine or be required to undertake.
  - i) Use its best endeavours to maintain good relations with the Club's external stakeholders including relevant local authorities, the AELTC, the local community, and residents' groups.
- 8.2 The General Committee will also carry out the functions specified elsewhere in the Charter and which are included in the summary of its responsibilities set out in Section A18 of the Annex.
- 8.3 The General Committee may assume any other responsibility not specifically devolved to the Sports Committees in Article 10.3. The General Committee may also take appropriate action in areas of devolved responsibility if it is agreed in advance by a Sports Committee that it is more efficient for the General Committee to act on its behalf.
- 8.4 The General Committee may overrule a decision taken by a Sports Committee within its area of devolved responsibility if the General Committee has obtained prior approval by the adoption of a resolution as an extraordinary issue at a Special General Meeting of the Club convened in accordance with the procedures set out in Section A6 of the Annex.
- 8.5 The General Committee may also intervene, on the basis of a formal resolution adopted by a two thirds majority of the General Committee and properly minuted, if a Sports Committee has breached any of its obligations, acted outside of its authority or otherwise failed to act in the best interests of the Club and its Members. The General Committee will issue to the Sports Committee concerned a written explanation of the reasons for its actions. This written explanation will be made available to all Members of the Sports Section.
- 8.6 The General Committee will inform the membership of any material decision taken as soon as reasonably practicable, having regard to any obligations of confidentiality.

## 9. Finances

- 9.1 All moneys payable to the Club shall be deposited in a bank account in the name of the Club. Any sum in excess of such an amount as may be determined by the General Committee from time to time may only be withdrawn from that account with authorisation by two of the three signatories designated by the General Committee, who shall be the Honorary Treasurer and two other General Committee members. Any moneys not required for immediate use may be invested as the General Committee, in its discretion, thinks fit.
- 9.2 The General Committee may:
- a) Borrow and raise money in such a manner as it shall think fit, subject to a borrowing policy established by the General Committee, and secure the repayment of any money borrowed, raised or owed by mortgage, charge, lien or other security on the Club's property and assets. This is provided always that any borrowing planned within the rolling five-year strategic plan must be for long-term investment purposes, not for funding operating or annually recurring capital expenditure, and must respect an agreed prudent ratio of debt servicing by free cash flow.
  - b) Enter into such contracts as may be determined.



- c) Open and operate bank accounts and other facilities for banking, as well as draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments.
- d) Incorporate such companies as it deems necessary solely for the efficient operation and well-being of the Club.
- e) Do all such other lawful things as are incidental or conducive or necessary to the operation of the Club.

9.3 Any surplus income or profits shall be reinvested in the Club. No surpluses or assets may be distributed to Members or third parties.

## 10. Management of the Sports Sections

10.1 Sports Committees will have devolved responsibility for the management and control of the affairs of each of their Sports Sections in the areas set out in Article 10.3 below and as specified elsewhere in the Charter. The responsibilities of the Sports Sections are summarised in Section A18 of the Annex.

10.2 Sports Committees will operate as follows:

- a) The membership of each Sports Committee shall not exceed 10 persons. Sports Committee members shall be elected at an Annual General Meeting of the individual Sports Section (Sectional Annual General Meetings) for a three year term and shall be eligible for re-election for two further three year terms, but will not be able to hold office for more than nine years without a resolution in favour of an extension being passed by the Sectional Annual General Meeting. Only fully paid up Members of a section may vote. Any fully paid-up Member of a Sports Section shall be entitled to nominate any other fully paid-up Member to serve on the Committee having previously received the assent of the Member. All nominations must be seconded by a fully paid-up Member. Nominations in writing must reach the appropriate Honorary Sectional Secretary not less than seven days before the Sectional Annual General Meeting.
- b) Each Sports Committee at its first meeting following a Sectional Annual General Meeting will elect a Chair, Secretary and Treasurer for the ensuing year.
- c) The Honorary Secretary of the Club and the Honorary Treasurer of the Club shall be ex-officio members of all Sports Committees but shall not vote at their meetings.
- d) The Sports Committees shall be empowered to fill any vacancy in their number occurring between successive Sectional AGMs. Members so appointed shall be entitled to vote on Sports Committee matters and their term shall run until the next Sectional AGM.
- e) The Sports Committees may invite any person to serve as a co-opted member of their Committee, but such persons shall not be entitled to vote.
- f) The Chair of a Sports Committee shall be entitled to a second or casting vote on any resolution where the number of votes cast for and against are equal. The right to exercise a casting vote may be declined in their absolute discretion.
- g) Five elected members, other than co-opted members, shall form a quorum at any meeting of a Sports Committee.
- h) The Honorary Secretary of each Sports Committee shall keep minutes of Sports Committee meetings, copies of which shall be sent to the Honorary Secretary of the Club as soon as possible.

- i) The Sports Committees will communicate appropriately with the Membership of their Sports Section to keep them informed of their key decisions that impact the Section.

10.3 The Sports Committees will have devolved responsibility for:

- a) Defining the terms of membership of their Sports Section and approving applications for membership in accordance with Article 3, provided they are consistent with CASC or such other general conditions as the General Committee may determine are in the best interests of the Club.
- b) Setting the rules and procedures for the practice of its sport.
- c) Preparing a rolling five-year strategic plan for the development of its sport, consistent with the Club's strategic plan as established by the General Committee in accordance with Article 8.1a).
- d) Preparing an annual budget for the Sports Section which over a rolling three-year period aims to balance income and operating expenditure. This budget will be submitted to the Honorary Treasurer of the Club for consolidation into the Club's accounts, in accordance with a calendar laid down by the Honorary Treasurer.
- e) Implement any strategic plan or budget approved by the General Committee.
- f) Making such a contribution to the central costs of the Club as determined by the General Committee.
- g) Setting and collecting in a timely manner all subscriptions and fees payable by Members of the Section.
- h) Recruiting and managing any staff necessary to fulfil the objectives of the Section's strategic plan, in line with any employment policies established by the General Committee. The contracts for such staff will be submitted to the General Committee for prior approval.
- i) Ensuring that the Section complies with all relevant health and safety, child protection, GDPR, employment law, CASC requirements and the Club Charter and bye laws, together with any other legal obligations that may arise.
- j) Maintaining good relations with the relevant governing bodies of the sport played by their Section.

10.4 Sports Committees will obtain prior approval from the General Committee for any operating or capital expenditure above thresholds set from time to time by the General Committee.

10.5 Members of the Sports Committees shall declare any Conflict of Interest in accordance with Section A2 of the Annex.

## 11. Subscriptions and entrance fees

The terms and conditions for the determination, alteration and payment of subscriptions and entrance fees are set out in Section A5 of the Annex.

## 12. Meetings

The terms and conditions for the conduct of General Meetings of the Club and of the Sports Sections are set out in Section A6 of the Annex.

### **13. Conduct of Members**

Members shall ensure that their conduct does not bring themselves, the Club or any of its Members into disrepute.

The General Committee may expel or suspend any Member or Friend of the Club or Sports Sections in accordance with its Disciplinary Policy, a copy of which is at Part Four of the Annex. For the avoidance of doubt the Disciplinary Policy is not contractual, and may be varied, amended or withdrawn at any time.

### **14. Purchases by Members**

Members shall pay in full every expense incurred by them or their guests before leaving the Club's premises.

### **15. Bye-laws, Policies and Procedures**

The General Committee is empowered to make or alter such Bye-laws, Policies or Procedures as it may consider necessary for the well-being of the Club, provided that the Bye-laws are consistent with the provisions of this Charter.

### **16. Amendment of the Charter**

The terms of the Charter of the Club, including the Annex, may be amended only at a Special General Meeting of the Club held in accordance with the provisions of Section A6 of the Annex.

### **17. Dissolution**

The Club may be dissolved by an extraordinary resolution of a Special General Meeting of the Club held and passed in accordance with Section A6.1c) of the Annex. The terms and conditions for the dissolution of the Club are set out in Section A14 of the Annex.

## Part Two: Annex to The Charter

### Section A1. Club emblem



The emblem features a windmill in maroon (Pantone 208 EC) with gold (Pantone 4515 EC) vanes set in a circle within circles. The date '1854', in font Trajan Pro, is set in a white circle with a blue (Pantone 655 EC) outer bearing the words 'THE WIMBLEDON CLUB' in white in font Big Caslon Medium. A circular outline, coloured maroon, edges most of the emblem and is repeated within the white circle, as pictured above.

### Section A2. Conflicts of Interest

Any member of the General Committee and its sub-committees or member or co-opted member of a Sports Committee who has an interest, whether held directly or indirectly by them or their spouse, or child or another member of their family or on trust for them or any such person, in the provision of any goods or services to the Club, shall declare such interest in full and immediately upon becoming

aware that the provision of such goods or services is under consideration. Any member having such an interest shall not be entitled to participate in any deliberations or to vote on any resolution regarding the provision or possible provision of such goods or services in question.

### **Section A3. Trustees**

A3.1 The Trustees shall deal with the property of the Club as trustees in accordance and subject to the terms of the Trust Deed they are required to enter into. They shall deal with any property in such a manner as the General Committee shall direct by resolutions entered in the Minute Book. A Trustee shall without delay sign or execute any document required by the General Committee in respect of the property of the Club.

A3.2 The Trustees shall hold office until death, resignation or until removed from office by a majority vote of the General Committee, or if any of the following occurs:

- A bankruptcy order is made against them or a composition is made with their creditors generally in satisfaction of their debts;
- They become physically or mentally incapable of performing their duties as a Trustee and have or may remain so for more than three months;
- They fail to attend three consecutive meetings without prior permission.
- They fail to comply with any lawful and reasonable request.

A3.3 The General Committee by reason of any cessation, death, resignation or removal, or if it deems it expedient to appoint an additional Trustee or Trustees, shall by resolution nominate the person or persons. For the purpose of giving effect to such nomination or nominations, the Chair, appointed in accordance with Article 7.1(c), is hereby nominated as the person to appoint new Trustees of the Club within the meaning of Section 36 and the provisions of the Trustee Act 1925. A statement of fact in any such deed of appointment shall be in favour of a person dealing bona fide and for value with the Club or the General Committee be conclusive evidence of the fact so stated.

A3.4 Trustees shall not be remunerated but may claim reasonable expenses incurred.

### **Section A4. Disqualification from office**

Any member of the General Committee or a Sports Committee shall cease to hold office if they:

- Cease to be a Member of the Club;
- Have a bankruptcy order made against them, or composition is made with their creditors generally in satisfaction of their debts;
- Become physically or mentally incapable of performing their duties and have or may remain so for more than three months;
- Resign by written notice to the Chair of the Club or of the relevant Sports Committee;
- Are absent from all the meetings held within a period of six consecutive months without the permission of the Chair;
- Are removed from office by a resolution adopted by two thirds of attendees at a regular meeting of the General Committee or the relevant Sports Committee;

## Section A5. Subscriptions and entrance fees

### A5.1 Determination and alteration

- a) The subscription and entrance fees payable by Members shall be determined by each Sports Committee, or the General Committee in respect of the Gymnasium, and published annually 14 days in advance of the Sectional or Club Annual General Meeting respectively. The Sports Committees and General Committee, when determining subscription and entrance fees, shall have regard to 1) the prevailing CASC regulations, 2) the need to cover the operating expenses of the Sports Section and 3) the requirement to make an appropriate contribution to the central costs of the Club as determined by the General Committee. This is provided always that no subscription or entrance fee may be set by any Sports Committee or the General Committee which is inconsistent with the budget or strategic plan approved by the General Committee or which would breach the CASC regulations or any other limits which may be adopted.
- b) Save as provided in c) the level of the subscription and entrance fees proposed by a Sports Committee or the General Committee can only be altered by the Sectional or Club Annual General Meeting of the body that has published the fee. Such a proposal will be considered only if supported in writing by not less than 25 fully paid-up Members of the Section or Club as appropriate. The written proposal must be received by the relevant Honorary Secretary not less than seven days before the Sectional or Club Annual General Meeting. The proposal shall be binding if adopted by a two-thirds majority at the Sectional or Club Annual General Meeting.
- c) Where any subscription or entrance fee is inconsistent with the budget or strategic plan approved by the General Committee, or which would breach the CASC regulations, or which may otherwise breach any limit, the General Committee may, by acting reasonably, determine the appropriate subscription or entrance fee.
- d) Any principles relating to membership of multiple Sports Sections and/or the Gymnasium shall be determined by the General Committee and published 14 days in advance of the Club Annual General Meeting.
- e) Any subscription or additional fee to be paid by Life Members shall be determined by the General Committee and shall be ratified by a simple majority of votes of all members entitled to vote and who are present at the Annual General Meeting or Special General Meeting, provided that any additional fee requested to be paid may only be payable in relation to new facilities other than those for the playing of Cricket, Hockey, Tennis and Squash and the Gymnasium.
- f) Any additional fee payable by Members for the provision of services not specifically related to the activities of an individual Sports Section shall be determined by the General Committee and shall be ratified by a simple majority of votes at the Annual General Meeting or a Special General Meeting.
- g) The fees payable by Friends of the Club shall be determined by the General Committee and published annually 14 days in advance of the Club Annual General Meeting.

### A5.2 Payment

The annual subscription fees of all Members shall be payable in accordance with the terms set out by the Sports Committees, or the General Committee in respect of the Gymnasium. Any Member whose subscription shall remain unpaid after the date applicable to the Section of the Club to which the Member belongs shall receive notice in writing from the Honorary Secretary of the Section, or such

person as otherwise nominated by the Sports Committee. Any Member who has not paid the subscription after the expiry of 28 days from the date of any such letter shall cease to be a Member and their name may be erased from the Register of Members unless sufficient cause to the contrary be shown to the satisfaction of the Sports Committee, or the General Committee in respect of the Gymnasium. The relevant Committee may restore a Member's name to the Register of Members on receiving payment in full of all arrears.

### **A5.3 Absent Members**

Any Member who through residing abroad, or through absence from the neighbourhood of the Club, or through illness / injury, or for any other valid reason acceptable to the relevant Sports Committee, is unable for an extended period to participate in the sport applicable to their membership, may be granted the right to pay a reduced fee determined by the Sports Committee to retain their membership, provided an application is made in writing to the Honorary Secretary of the Sports Section prior to the due date for the payment of such Member's subscription.

## **Section A6. Meetings**

### **A6.1 General Meetings**

The General Committee shall decide which issues to put before Members at the Annual General Meeting or a Special General Meeting and which shall be dealt with as an ordinary or an extraordinary issue. This is provided always that, (i) relocation of the Club or a change of status shall be dealt with as an extraordinary issue in accordance with a) below; and (ii) dissolution shall be dealt with as an extraordinary issue in accordance with c) below.

In votes where a majority is required in the four Sports Sections, Members who are in several Sections may only vote once and must choose the Section in which they wish to cast their vote.

- a) For an Annual General Meeting (AGM) or Special General Meeting (SGM) of the Club for voting on an extraordinary issue (other than under c) below) the quorum shall be 100 Members and the minimum number of votes cast must be the lower of 750 Members or 50% of the total membership of the Club entitled to vote. The resolution must be passed by both a simple overall majority of votes cast AND a two-thirds majority of votes cast in at least three of the four individual Sports Sections. Furthermore, if a three-quarters majority in the fourth Sports Section opposes the resolution AND the minimum number of votes cast in that Section is the lower of 100 Members or one-third of the total membership of the Section entitled to vote, it shall not be adopted.
- b) For an AGM of the Club for voting on an ordinary issue the quorum shall be 50 Members and the minimum number of votes cast must be the lower of 150 Members or 10% of the total membership of the Club entitled to vote. The resolution shall require to be passed by a simple majority of votes cast.
- c) For an SGM of the Club for voting on the dissolution of the Club the quorum shall be 100 Members and the minimum number of votes cast must be the lower of 750 Members or 50% of the total membership of the Club entitled to vote. The resolution must be passed by a three-quarters majority of votes cast in each of the four individual Sports Sections.
- d) For an SGM of the Club for voting on an ordinary issue the quorum shall be 50 Members entitled to vote. The resolution shall require to be passed by a simple majority of votes cast.

- e) For an AGM of a Sports Section the quorum shall be 10 Members of that Section entitled to vote and the resolution shall require to be passed by a simple majority of votes cast.
- f) For an SGM of a Sports Section the quorum shall be 25 Members and the minimum number of votes cast by Members of that Section must be the lower of 100 or 25% of the total membership of that Section. The resolution shall require to be passed by a simple majority of votes cast.
- g) For meetings of the General Committee the quorum shall be seven members of the Committee. A resolution shall require to be passed by a simple majority of votes cast.
- h) For meetings of a Sports Committee the quorum shall be five members of the Committee, excluding ex-officio members. A resolution shall require to be passed by a simple majority of votes cast.
- i) For all AGM and SGM of the Club, Members entitled to vote may vote in person, or by approved electronic or postal voting as agreed by the General Committee and specified by the Honorary Secretary of the Club in the Notice calling such a meeting.
- j) For all AGMs and SGMs of the Sports Sections, the method of voting by Members entitled to vote shall be determined at the discretion of the individual Sections and specified by the Honorary Secretary of that Section in the Notice calling the meeting.
- k) Voting at meetings of the General Committee and Sports Committees shall be by members in person only, save as provided for in Section 6.6.
- l) A Special General Meeting of the Club to consider either an extraordinary or an ordinary issue may be called by the General Committee or by 5% of Members entitled to vote at such a meeting. A Special General Meeting of a Sports Section may be called by the Sports Committee or by 5% of Members of that Section entitled to vote at such a meeting.

#### **A6.2 Annual General Meeting**

- a) An Annual General Meeting of the Club shall be held at such time and place and on such day in each year as the General Committee shall appoint, provided not more than 15 calendar months elapse between the dates of one Annual General Meeting and the next. Notice thereof shall be sent to each Member at their postal and/or email address as stated in the official Register of Members, at least 14 days prior to the meeting. The Annual Report of the General Committee and the Financial Statements shall be forwarded to the Members with the notice summoning the Annual General Meeting.
- b) The business to be transacted at the Annual General Meeting of the Club shall be:
  - The consideration and adoption of the Accounts
  - The Report of the General Committee
  - The election of the President and Vice Presidents
  - The election of the Honorary Secretary, the Honorary Treasurer and the Members Representatives
  - The appointment of the Auditors
  - Any other business (not being business to be transacted at a Special General Meeting) as the Chair of the meeting shall determine to be suitable and appropriate to be dealt with at such meeting.



### **A6.3 Special General Meeting**

The General Committee may call a Special General Meeting giving 14 days notice, specifying the business to be transacted. Discussion at such a meeting shall be confined to such business. The General Committee shall be bound to call a Special General Meeting on receiving a written requisition to do so signed by 5% of Members of the Club entitled to attend and vote at such a meeting.

### **A6.4 Annual General Meetings of the Sports Sections**

- a) The Members of the Cricket, Hockey, Tennis, and Squash Sections who have paid their due subscriptions shall each hold a General Meeting annually. Not more than 15 calendar months shall elapse between one such General Meeting and the next.
- b) The business to be transacted at such General Meetings shall include:
  - The election of the Sports Committee;
  - Any other business which the Sports Committee shall direct;
  - With the prior approval of, and subject to the discretion of, the Chair of the meeting, any issue which a full Member in attendance may wish to discuss.
- c) Notice of such General Meetings shall be sent to each Member of the Sports Section in the same manner as for the notice in respect of Annual General Meetings of the Club as specified in para A6.2 a) above.

## **Section A7. Guests**

Any Member may bring non-members (guests) to use the Club premises subject to the following conditions:

- The Member must be present in person.
- Guests may only play the same sport as the member who introduced them. The number of guests that may be introduced at any one time and the number of times an individual guest may be introduced in any one year shall be defined by each Sports Committee. There is no limit on the number of non-playing guests whom a Member may invite to the Club.
- The Sports Committees shall prescribe the fees to be paid in respect of playing guests invited by Members of their Section. Non-playing guests shall not pay a fee.
- The General Committee may limit or regulate the introduction of guests at any time by a majority vote.
- Any Member introducing a playing guest shall provide such information as may from time to time be required by the relevant Sports Committee or General Committee and shall where applicable pay the requisite fee to the person appointed by the Sports Committee or General Committee to receive such payment.
- Members shall be responsible for the conduct of their guests, any misconduct by a guest will be deemed misconduct by the member.
- No guest shall be introduced who has been expelled or who is currently suspended from membership of the Club.

## **Section A8. Accounts**

The Honorary Treasurer of the Club shall cause to be kept proper Accounts which shall be submitted to the Auditor as soon as possible following the end of the Club Financial Year and after audit shall be circulated together with the General Committee's report to all Members with the Notice summoning the Annual General Meeting of the Club.

## **Section A9. Financial year**

The Club's Financial Year shall run from the 1<sup>st</sup> October to the 30<sup>th</sup> September and the Club's Annual General Meeting shall be held on a date to be determined by the General Committee being not later than six months after the end of the Financial Year.

## **Section A10. Auditor**

An Auditor or Auditors with recognised accountancy qualifications shall be appointed at the Club's Annual General Meeting.

## **Section A11. Indemnity and limitation of liability**

A11.1 Full indemnity out of the Club's property will be given to:

- The Trustees against all payments and other liabilities properly incurred by them in the exercise of their duties.
- The Officers and other members of the General Committee and Sports Committees against all payments and other liabilities properly incurred by them in the exercise of their responsibilities as set out in this Charter.
- Every Trustee, Officer and other Member, who with the prior approval of the General Committee, enters into a contract on behalf of the Club, shall receive indemnity against all consequential payments and other liabilities incurred, limited to the assets of the Club.

A11.2 The limit of each Member's indemnity given to the Trustees, Officers and other Members in any year in relation to any contracts entered into by them for the Club is a sum equal to one year's membership subscription.

## **Section A12. Legal proceedings**

No Trustee, Officer or other Members shall be bound to bring or defend any actual or prospective legal claim or proceedings or incur any liability or prospective liability for legal costs, including costs which may be payable by them to any party, without being satisfied that they are sufficiently indemnified or otherwise protected against having to bear such costs and any other judgement against them, beyond their own proper share as Members, in one of the following ways: (i) indemnity out of the Club's property; (ii) personal indemnity by all or some of the other Members; (iii) legal expenses insurance.

## **Section A13. Non-payment of sums due to the Club**

In the event of a Member being given a written notice of demand by the Honorary Secretary for the payment of outstanding sums due to the Club, failure to pay that sum in full within 14 days, or a longer period specified in such notice, will result in the Member being expelled.

## **Section A14. Dissolution**

A14.1 A resolution to dissolve the Club will take effect immediately save for the purposes of winding up the Club's affairs and, in particular, unless it is expressly stated that it is to take effect on a specified date not more than four weeks later.

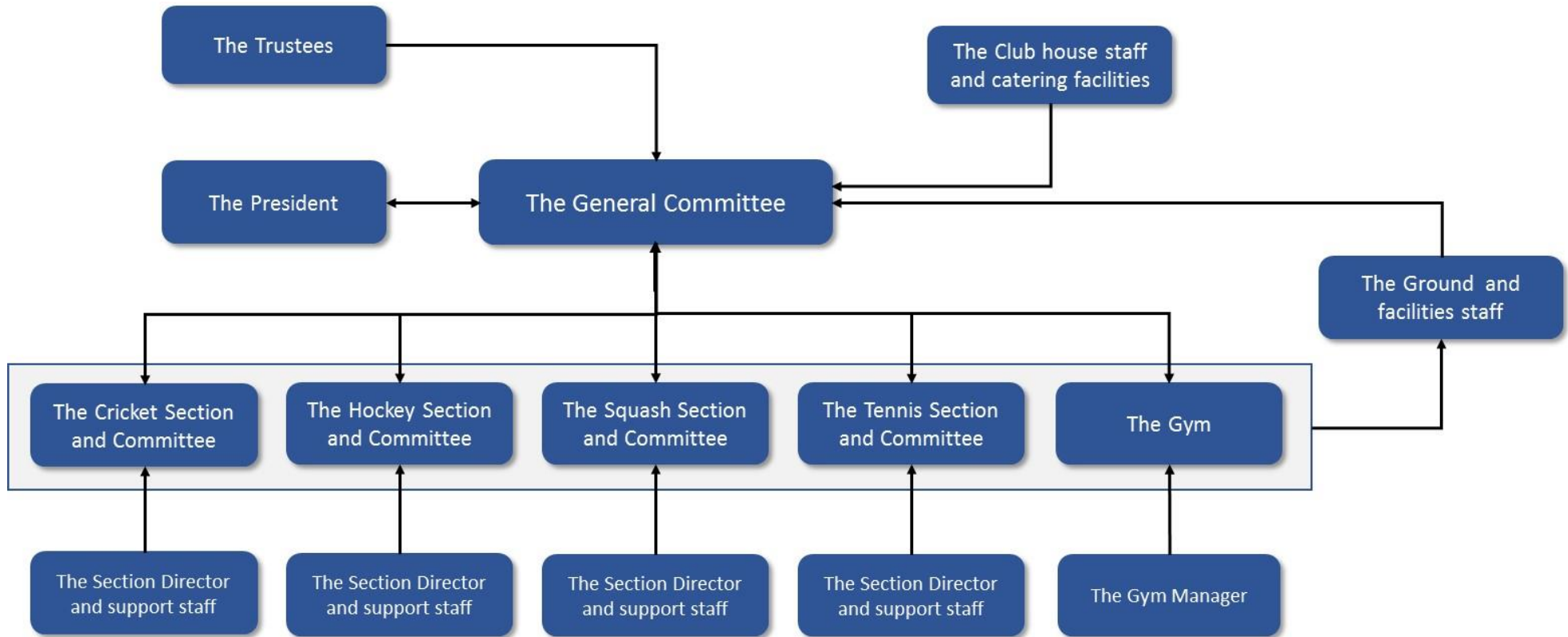
A14.2 As soon as the resolution takes effect, the General Committee must pay or otherwise settle all debts and other liabilities of the Club.

A14.3 Any net assets will be transferred to other CASCs, registered Charities and Sporting Governing Bodies as nominated by the General Committee and approved by Members at a Special General Meeting. For these purposes the General Committee may decide on the sale or other realisation of Club property as it thinks fit.

## **Section A15. Interpretation of the rules**

Save at General Meetings and at Sports Section General Meetings, where the Chair shall have that power granted to him or her, the General Committee acting in good faith shall be the sole authority for the interpretation of the Charter and its Annex or any part of them, or any Bye-Laws made thereunder, but any Member may call for any interpretation to be confirmed or modified at the next Annual General Meeting of the Club.

## Section A16. TWC Management Organisational Chart



## Section A17. Summary of approval criteria

Category	Voting method	Number required to call a meeting	Quorum (i.e. min attendance)	Voting Threshold (i.e. min votes cast)	Approval criteria
Club AGM or SGM – extraordinary issues	In person plus electronic / postal	5% or Gen Com	100	The lower of 750 or 50% of Members	Quorate, voting threshold reached, simple overall majority <b>AND</b> two-thirds majority in at least 3 of the 4 individual Sports Sections Resolution rejected if opposed by a three-quarters majority in the fourth Sports Section <b>AND</b> the lower of 100 or one-third of that Section’s Members have voted
Club AGM – ordinary issues	In person plus electronic / postal	N/A	50	The lower of 150 or 10% of Members	Quorate, voting threshold reached, and simple majority
Club SGM - dissolution	In person plus electronic / postal	5% or Gen Com	100	The lower of 750 or 50% of Members	Quorate, voting threshold reached, three-quarters majority in each of the 4 individual Sports Sections
Club SGM – ordinary issues	In person plus electronic / postal	5% or Gen Com	50	50	Quorate, voting threshold reached, simple majority
Sports Section AGM	At the discretion of the Section	N/A	10	10	Quorate, voting threshold reached, simple majority
Sports Section SGM	At the discretion of the Section	5% or Sports Com	25	The lower of 100 or 25% of Members	Quorate, voting threshold reached, two-thirds majority
General Committee	In person	N/A	7	7	Simple majority subject to Chair’s casting vote
Sports Committee	In person	N/A	5	5	Simple majority subject to Chair’s casting vote

For a proposal to pass it requires: 1) minimum attendance threshold to be reached; 2) minimum voting threshold to be reached; 3) majority of those voting to support the proposal (where majority in each case is defined in the table above).

NB: “In person” may include via video / audio link at the discretion of the Chair of the meeting.

## Section A18. Summary of responsibilities

Article	General Committee	Article	Committees of the Sports Sections
<b>1 Name and Status</b>			
1.	Overall responsibility for the strategic direction and management of the Club		
<b>2 Objects of the Club</b>			
2.2	To offer such social and recreational activities, including a Gymnasium, as the General committee sees fit		
<b>3 Membership</b>			
3.2	Designate classes of membership in respect of the Gymnasium. Review applications for the Gymnasium	3.2 (and 10.2))	Designate classes of membership for each Sports Section. Review applications to join the Sports Sections
		3.3	Restrict the number of membership places where there are limitations on the availability of facilities and create waiting lists
3.4	Refuse applications for Gymnasium with good cause	3.4	Refuse applications for Sports Section membership with good cause
		3.7	Keep appropriate records of membership participation in the Section's sport
<b>4 Friends of the Club</b>			
4.1	Review applications to be a Friend of the Club as a whole	4.1	Review applications to be a Friend of the Club in the Section's sport
<b>5 Property of the Club</b>			
5 (see also Section A3 of the Annex)	Elect Trustees		
<b>6 Management of the Club</b>			
		6.1	Nominate representatives, and alternates, to the General Committee
6.3	Fill any vacancy between AGMs	6.3	Nominate a replacement for any vacancy in the Sports Section's Representatives
6.4	Appoint subcommittees for any purpose in connection with the affairs of the Club. Invite persons to serve as co-opted members of the subcommittees		

Article	General Committee	Article	Committees of the Sports Sections
6.7	Carry out a triennial audit of CASC compliance		
<b>7 Club Officers</b>			
7.1a) and b)	Propose candidates for President and Vice President for election at the AGM.		
7.1c)	Elect a Chair		
<b>8 Responsibilities of the General Committee</b>			
8.1a)	Prepare, adopt and implement a rolling five year strategic plan		
8.1b)	Set a consolidated annual budget		
8.1c)	Determine the allocation of the central costs of the Club to be paid by the Sports Sections and the Gymnasium		
8.1d)	Manage all common facilities of the Club		
8.1.e)	Recruit and manage central staff		
8.1f)	Set thresholds for operating or capital expenditure by the Sports Sections and consider requests for expenditure in excess of these thresholds; authorise the contractual terms for staff managed by the Sports Sections		
8.1g)	Ensure that the Sports Sections comply with all relevant health and safety, child protection, GDPR and CASC requirements		
8.1h)	Carry out an annual risk assessment of the Club		
8.1i)	Maintain good relations with the Club's external stakeholders including the relevant local authorities, the AELTC and local community and residents' groups		
8.3	Assume any other responsibility not specifically devolved to the Sports Committees and take appropriate action in areas of devolved responsibility where agreed in advance by a Sports Section		

Article	General Committee	Article	Committees of the Sports Sections
8.4	Overrule decisions taken by a Sports Section within its area of devolved responsibility where authorised by a Special General Meeting of the Club		
8.5	Intervene if a Sports Section has breached any of its obligations, acted outside of its authority or otherwise failed to act in the best interests of the Club and its members		
8.6	Communicate with the membership on key decisions		
<b>9 Finances</b>			
9.1	Designate signatories authorised to draw funds from the Club's bank account. Approve investment of monies not required for immediate use		
9.2a)	Borrow and raise money; establish a borrowing policy		
9.2b)	Enter into contracts		
9.2c)	Open and operate bank accounts et cetera		
9.2d)	Incorporate companies		
9.2e)	Do other lawful things necessary to the operation of the Club		
		<b>10 Management of the Sports Sections</b>	Management and control of the affairs of each Sports Section
		10.2b)	Elect a Chair, Secretary and Treasurer
		10.2d)	Fill any vacancy occurring between Sectional AGMs
		10.2e)	Invite any person to serve as a co-opted member of the Sports Committee
		10.2i)	Inform the membership of the Sports Section about key decisions that impact the Section
		10.3a) (see also Article 3)	Define the terms of membership of the Section and approve applications for membership
		10.3b)	Set the rules and procedures for the practice of the Section's sport



Article	General Committee	Article	Committees of the Sports Sections
		10.3c)	Prepare and adopt a rolling five year strategic plan
		10.3d)	Set an annual budget
		10.3e)	Implement any strategic plan or budget approved by the General Committee
		10.3f)	Contribute to the central costs of the Club
		10.3g)	Set and collect subscriptions and fees
10.3h)	Approve contracts for staff recruited and managed by the Sports Sections	10.3h)	Recruit and manage staff. Submit staff contracts to General Committee for prior approval
		10.3i)	Ensure compliance with relevant health and safety, child protection, GDPR, employment law, CASC requirements, and the Club Charter and bye laws, together with any other legal obligations that may arise
		10.3j)	Maintain good relations with the relevant sports governing bodies
		10.4	Obtain approval for operating or capital expenditure above thresholds set by the General Committee
<b>15 Byelaws, Policies and Procedures</b>			
15	Make or alter byelaws, policies or procedures		
<b>Annex: Section A3. Trustees</b>			
A3.1	Direct the Trustees in dealing with the property of the Club		
A3.2	Remove Trustees		
A3.3	Appoint additional Trustees		
<b>Annex: Section A5. Subscriptions and entrance fees</b>			
A5.1a)	Determine subscription and entrance fees in respect of the Gymnasium	A5.1a)	Determine subscription and entrance fees for each Sports Section
A5.1d)	Determine any principles relating to membership of multiple Sports Sections and/or the Gymnasium		

Article	General Committee	Article	Committees of the Sports Sections
A5.1e)	Determine any subscription or additional fee payable by Life Members in relation to new facilities		
A5.1f)	Determine any additional fee payable for services not specifically related to an individual Sports Section		
A5.1g)	Determine the fees payable by Friends of the Club		
A5.2	Set terms for the payment of the annual subscription fees for the Gymnasium	A5.2	Set terms for the payment of the annual subscription fees for the Sports Section
		A5.3	Approve applications for absentee membership
<b>Annex: Section A6 Meetings</b>			
A6.1	Decide which issues to table at the AGM or Special General Meeting (SGM) and which shall be dealt with as an ordinary or an extraordinary issue		
A6.1(b)(i)	Approve procedures for electronic or postal voting at AGMs and SGMs	A6.1j)	Determine the method of voting at AGMs and SGMs of the relevant Sports Section
A6.2a)	Decide the date, time and location of the AGM. Distribute an Annual Report of the General Committee and Financial Statements to Members		
A6.3	Call SGMs		
		A6.4	Decide the date, time and location of the Sports Section's AGM; determine the agenda of the Section's AGM
<b>Annex: Section A7. Guests</b>			
A7	Regulate the introduction of guests at any time	A7	Set the terms and conditions for inviting playing guests
<b>Annex: Section A14 Dissolution</b>			
A14.2	Settle all debts and other liabilities of the Club in the event of its dissolution		
A14.3	Nominate recipients of net assets of the Club		
<b>Annex: Section A15. Interpretation of the rules</b>			

Article	General Committee	Article	Committees of the Sports Sections
A15	Interpret the Charter, its Annex and any Bye-laws made thereunder		
<b>Part Three: Club Byelaws</b>			
BL1	Set conditions for the admission to the Club to purchase intoxicating liquor		
<b>Part Four: Disciplinary Policy</b>			
DP1	Expel, fine or suspend a Member in breach of the Disciplinary Code.		
DP2	Appoint a Disciplinary Committee to hear representations from a Member accused of being in breach of the Disciplinary Code.		

## **Part Three: Club Bye-Laws**

### **BL1. Bar**

The bar opening hours shall comply with the requirements of the local licensing authority.

Subject to any restrictions that may from time to time be imposed by the General Committee, the following persons shall be entitled to admission to the Club to purchase intoxicating liquor for consumption on the premises:

- Members, their guests and Friends of the Club;
- Sports officials, members of visiting sports teams and their guests;
- Those attending any function organised at and with the prior approval of the General Committee.

### **BL2. Children**

Children under the age of 18 who are not Junior Members of the Club may be brought into the Club premises only when accompanied by an adult Member. Such a Member will be responsible for the child's behaviour. Children brought to the Club in accordance with this bye-law must pay the relevant guest fee to use the playing facilities.

### **BL3. Dogs**

Members and authorised guests may bring well behaved dogs into the Club's grounds provided that the dogs are kept on a lead at all times. Dogs may not be brought into the clubhouse.

### **BL4. Smoking**

Smoking and/or vaping is only permitted in the designated smoking areas, as marked around the Club grounds.

### **BL5. Mobile Phones**

Members and authorised guests must give due consideration to others when using mobile phones and, where possible, should refrain from using mobile phones in the clubhouse.

## Part Four: Disciplinary Policy:

This Policy is non contractual and may be amended or varied at any time by the General Committee

DP1. Any Member or Friend who:

- is in serious or persistent breach of the Charter, or any other Club policy or procedure; or
- engages in conduct, whether inside or outside of the Club, which has or may have an adverse effect on the Club, or may bring it or any of its Members into disrepute; or
- has acted or threatened to act in a manner which is contrary to the interests of the Club as determined by the General Committee acting in good faith; or
- otherwise acts in a way which is seriously or persistently inappropriate for a Member of the Club; or
- causes damage to any Club or fellow Members' property

may be expelled, fined or suspended by the General Committee, or a duly appointed sub-committee of it.

DP2. Before any decision to expel, fine or suspend, the Honorary Secretary will invite the Member or Friend to make written representations to, or appear before, a Disciplinary Committee appointed from the General Committee to explain their conduct.

DP3. Pending the outcome of any disciplinary process the Club Chair may suspend any Member or Friend from membership and exclude them from the Club premises.

DP4. The Disciplinary Committee after considering the allegations, the circumstances and any representations may: (i) impose a fine equivalent to the cost of damage to the Club's property; (ii) suspend the Friend or Member from all or some of the rights and benefits of membership of the Club (including the withdrawal of car parking rights) for such period or periods as it decides, with or without conditions; or (iii) expel the Friend or Member from the Club with immediate effect.

DP5. The decision will be notified to the Friend or Member as soon as possible after the Disciplinary Committee's determination of the matter.

DP6. A Friend or Member who is expelled or suspended from any rights or benefits of membership for a period of more than six months shall have the right to appeal the decision. No other person shall have any right of appeal against a decision of a Disciplinary Committee on a disciplinary matter. Any such appeal must be submitted in writing within 14 days of the date the decision is sent to them. In these circumstances an Appeal Panel will be chosen by the Club Chair or another member of the General Committee. Members of the Appeal Panel must not be members of the original Disciplinary Committee.

DP7. The Appeal Panel may uphold the decision of the Disciplinary Committee or vary or replace it with its own decision. Such decision may be a more severe sanction than the one imposed by the Disciplinary Committee.

DP8. The decision of the Appeal Panel will be final and binding on all parties.