

CONSTITUTION
of
THE ORKNEY CLUB

1. Name:

The name of the body shall be "The Orkney Club" (hereinafter referred to as "the Club").

2. Objects:

The Club shall exist for social and recreational purposes and in furtherance of those purposes own or lease suitable premises and maintain same together with such appropriate recreational facilities as the Club may from time to time decide.

3. Membership and Subscriptions:

(a) Membership Categories:

Membership of the Club shall consist of people elected to membership in the following categories:-

- (i) Honorary Membership which shall be restricted to such people as have given distinguished service to the Orkney Club and have been elected to the position as Honorary Member at a General Meeting to the Club. An Honorary Member will continue to enjoy all the rights and privileges of membership during his or her lifetime without the requirement to pay an annual subscription. An Honorary Member shall cease to be a member of the Club if he or she resigns from membership or a General Meeting of the Club votes to remove the status of Honorary Membership from that individual.**
- (ii) Expatriate Membership which shall be restricted to people aged 21 years of age and over at 1st March in the relevant year and who are ordinarily resident out with the Orkney Mainland and linked South Isles.**
- (iii) Senior Citizen Membership which shall be restricted to people who are eligible to receive the state retirement pension at 1st March in the relevant year.**
- (iv) Ordinary Membership which shall be open to all people aged 21 years of age and over at 1st March in the relevant year.**

(b) Election to Membership:

Candidates for membership must sign an application form (the form of which shall be approved by the committee from time to time) and must be proposed and seconded by members. The form must be submitted to the secretary together with such payment as may be specified by the committee from time to time ("the deposit") at the time of application. The deposit will be retained as a payment to account of the subscription due and will not be refundable unless the committee rejects the application.

On submission of the application and payment of the deposit the application will be displayed on the club notice board for a period of 21 days. During that period the applicant will be entitled to exercise the privileges of membership except the right to admit guests and the right to sponsor meetings or functions under clause 12 (b) and (c) and will not be issued with a door key.

Members wishing to object to the application may do so during the said period of 21 days in writing to the secretary. If there are no objections during the said period of 21 days then the applicant will be invited to become a member in the relevant category of membership and on payment of the balance of the appropriate subscription shall become a member, will be issued with a door key and will be entitled to exercise all the privileges of membership. If an applicant has not paid the balance of his or her subscription within two months after an invitation to become a member of the club then the invitation to join will lapse and the deposit will not be refundable.

If there is an objection to the application it shall be considered at the next committee meeting. The committee may, but is not obliged to, hear submissions by or on behalf of the applicant and may continue the consideration of the application to another meeting for that purpose. The committee shall have full discretion whether to grant an application. If an application is refused the deposit will be refunded and no new application will be permitted by that applicant for a period of one year or such other period as the committee may decide.

(c) **Termination of Membership:**

A person will cease to be a member if:-

- (i) He or she intimates such resignation to the Secretary in writing.
- (ii) He or she fails to pay the annual subscription by the due date but the Committee will have discretion to re-admit him or her to membership without the requirement for nomination and notice under Clause (b) above provided he or she tenders the appropriate subscription by 31st October.
- (iii) He or she is expelled from club as specified in Clause 3 (d) below.
- (iv) He or she dies. For the avoidance of doubt no rights of property or other privileges of membership shall pass to the Executors or

representatives of a deceased member and no refund of subscriptions paid by such member will be due.

(d) **Discipline:**

Any member of the club infringing the rules or whose conduct in or out of Club premises is in the opinion of the Committee injurious to the character and interest of the Club shall be subject to disciplinary action up to and including expulsion from the Club. The Committee shall, after due consideration, and having heard representation from or on behalf of the member concerned, decide by a majority:-

- (a) Whether the conduct complained of has taken place.
- (b) Whether such conduct is injurious to the character and interest of the Club.
- (c) What action should be taken. A member shall only be expelled from the Club if two-thirds of the Committee Members present and voting vote for such expulsion and a Member so expelled shall thereupon cease to be a member of the Club and forfeit all subscription paid. In the event of the Committee considering that the conduct of a Member whilst unacceptable falls short of conduct meriting expulsion the Committee may exclude the Member from Club premises for such period not exceeding three months as it sees fit or may issue a written warning to such Member as to his or her future conduct.

(e) **Appeals:**

A member subject to a decision of the Committee on disciplinary action shall have the right of appeal within Twenty-one days of receiving intimation of the decision of the Committee. The appeal will be intimated to the Secretary whom failing the President or Vice President. The intimation of appeal will be treated in the same way as a requisition for an Extraordinary General Meeting except that the General Meeting thereafter called will be for the sole purpose of considering the appeal. Any decision of an Extraordinary General Meeting called for the purpose of an appeal to affirm expulsion of a Member shall require a majority of two-thirds of the Members present and voting failing which majority the Member shall be reinstated but it will be open to the Meeting to impose any of the lesser disciplinary actions which could have been imposed by the Committee. No Member who has been expelled may be introduced to the Club premises as a guest nor will he or she be eligible for Membership of the Club during the period of one year from the date of expulsion.

(f) **Subscription:**

The rates of subscription for membership shall be fixed for the following year at each Annual General Meeting. Members will have until 28th February (or one month after the date of the Annual General Meeting, whichever is the later) in each year to pay their membership subscription failing which their membership shall terminate, (subject to re-admittance in terms of clause 3(c)).

4. Financial Year:

The Financial Year of the Club shall be from 1st November to 31st October in each year or such other period as may be determined by a General Meeting.

5. Committee and Office Bearers:

The Committee shall comprise:-

- (a) President - who shall normally take the Chair at meetings and shall be responsible for calling Committee Meetings as and when required.
- (b) Vice President - who shall assist the President and, in the absence of the President, take the Chair at Meetings. References herein to the President shall be deemed to include the Vice President in the absence of the President.
- (c) Secretary - who shall be responsible for keeping Minutes of all meetings and shall be responsible for correspondence, keeping records other than those kept by the Treasurer and Wine Treasurer, and giving due Notice of all meetings.
- (d) Treasurer - who shall be responsible for keeping proper Books of Account relating to the financial transactions of the Club and operating accounts maintained in such Banks or other financial institutions as the Committee may decide in the name of the Club and presenting duly certified accounts to the Annual General Meeting.
- (e) Bar Manager - who shall be responsible for all aspects regarding the efficient running of the Club bar including the training and management of staff.
- (f) Competitions Organiser - who shall be responsible for the organisation of the Club's sporting activities.
- (g) Social Events Organiser - who shall be responsible for the organisation of the Club's social activities.
- (h) Clerk of Works - who shall be responsible for looking after the fabric of the building belonging to the Club.
- (i) Four Ordinary Members, (or such number as shall bring the total number of committee members to 12 in the event of roles under (a) to (f) being filled by less than 6 people).

The members of the Committee will be elected at the Annual General Meeting each year. The President, Vice President, Secretary and Treasurer shall be the Officers of the Club. The Committee shall have power to co-opt up to 3 Members where they wish to fill any vacancies arising during the year. Any further vacancies may be filled only by election at a General Meeting. Prior notice of Committee Meetings shall be given to all Committee Members by the Secretary. Any Member of the Club shall be eligible for membership of the Committee. One person may fulfil no more than two roles under (a) to

(h) above but may not combine roles under (a) to (d). For the avoidance of doubt, a person fulfilling two roles shall have one vote only.

The Committee shall prepare a detailed statement of the duties of Committee Members under (a) to (h) above and may amend such statement from time to time.

6. Annual General Meeting:

The Annual General Meeting shall be held by the end of February in each year. The agenda shall consist of:-

- (a) Approval of draft Minutes of the previous Annual General Meeting and of any other General Meeting since the previous Annual General Meeting.
- (b) Matters arising from the Minutes.
- (c) Reports from President, Secretary, Treasurer, Bar Manager, Competitions Organiser Social Events Organiser, Clerk of Works and presentation of certified accounts.
- (d) Appointment of an external Auditor or Certifying Officer of the accounts.
- (e) Level of Subscriptions.
- (f) Election of Committee.
- (g) Any other competent business.

The date of the Annual General Meeting shall be decided by the Committee and at least Twenty-one days' Notice shall be given by posting on the Club notice board and in addition the meeting will be advertised in the local newspaper during the previous week.

7. Extraordinary General Meetings:

At least Seven days Notice of such meetings shall be given and they shall be called:-

- (a) Should the Committee so decide.

or

- (b) Should a written requisition be received by the Secretary, whom failing the President, signed on behalf of at least Four Members stating the business to be discussed. In the event of such a requisition the President shall call an Extraordinary General Meeting to be held within Twenty-one days of the receipt of such requisition.

8. Committee Meetings:

The Committee shall meet at least once every three months.

9. **Quorum:**

The quorum for meetings of the Committee shall be Five. The quorum for General Meetings shall be Ten Members.

10. **Chairman of Meetings:**

The Chairman of any meeting shall have both a deliberative and a casting vote. The President of the Club shall take the Chair at all meetings at which he or she is present, whom failing the Vice President, whom failing the Secretary, whom failing the Treasurer, whom failing a person appointed by a majority of Members present and voting.

11. **Voting:**

Only members may vote at meetings.

All decisions shall be made by a simple majority of those present and voting except disciplinary decisions specified in Clauses 3 (d) and (e) and Motions to alter the Constitution under Clause 13.

12. **Club Rules:**

(a) No member of the Committee and no Manager or Employee of the Club shall have any personal interest in the sale of excisable liquor therein or in the profits arising from such sale.

(b) Any member shall be entitled to introduce guests into the Club provided that they number no more than Five on any one occasion. The Members shall upon admission of any guest to the Club premises enter their own name and the name and address of the guest or guests in a book which shall be kept for the purpose and which shall show the date of each visit. A guest shall not be supplied with excisable liquor in the Club premises unless on the invitation and in the company of a Member. The Member shall ensure that their guests remain in their company or in the company of other Club Members with their agreement while in the Club premises. Members are responsible to the Club for the conduct of guests introduced by them. No guests under the age of Eighteen shall be admitted to the Club except by prior arrangement and permission of an officer of the club.

(c) (i) Meetings, functions and organised coaching sessions (events) involving non members may be held in the club premises by prior arrangement with the committee and provided all relevant legislation relating to liquor licensing is complied with. All requests to hold such events shall be submitted in writing by a member or members of the club. The committee may delegate power to two or more officers of the club to decide upon requests to hold such events other than events involving the presence of persons under 18 years of age in the premises during normal bar opening hours, which will not be so delegated.

(ii) Persons under eighteen years of age may be admitted as guests at such events provided they are supervised by an adult.

- (iii) The provisions of clause 12(b) above shall not apply to such events but the member(s) sponsoring such an event shall provide the secretary with a written list of all non-members invited to attend in advance the event which list will indicate any persons under the age of 18 years. The non-members attending such an event will be the guests of the member(s) sponsoring the event, who shall be responsible to the club for their conduct while on the club premises.
- (iv) The committee, in deciding whether to authorise any event, shall have regard to the expectations of club members to use the club premises for their own recreation. The committee may issue rules relating to the conduct of such events and will have regard to the views of club members regarding these rules.
 - (d) No animals other than guide dogs for the visually impaired, hearing dogs or other assistance dogs shall be admitted to the Club premises.
 - (e) All excisable liquor consumed in the Club premises must have been supplied from the Club's stock. The hours for the sale of excisable liquor shall be such hours agreed by the Committee and within the guidelines set by the Orkney Islands Licensing Board.
 - (f) All complaints shall be made to the Secretary, preferably in writing, and shall be considered by the Committee at its next meeting.

13. Alterations to the Constitution:

The Constitution may be altered only as follows:-

By written Motion proposed by Six Members or proposed by the Committee and intimated to the Secretary for discussion either at the next Annual General Meeting or at an Extraordinary General Meeting. A Notice of the General Meeting at which the Motion is to be discussed must include a Notice in the following terms:-

"A Motion to amend the Constitution of the Club is to be discussed at this meeting. Members wishing a copy of the Motion in advance of the meeting should apply to the Secretary".

A Member shall be entitled to receive a copy of such Motion on request made to the Secretary and a copy of the Motion will be posted on the Club notice board during the period of Notice prior to the General Meeting.

Notwithstanding the terms of Clauses 6 and 7 hereof at least Twenty-one days Notice must be given of any meeting where it is proposed to discuss a Motion to amend the Constitution and an Extraordinary General Meeting requisitioned for that purpose shall be held within Thirty-five days of such requisition.

A motion to amend the constitution will require a majority of two thirds of the members present and voting.

14. **Club Property:**

All property of the Club shall be held by the Officers of the Club for the time being as Trustees *ex officio* of the Club.

15. **Borrowing, Liabilities and Expenditure:**

The Club may incur such expenditure as may be authorised at a General Meeting, which power may be delegated to the Committee subject to conditions as agreed at a General Meeting. No person shall incur expenditure or liability on behalf of the Club without the approval of the Committee or a General Meeting as appropriate.

16. **Finance:**

The income and property of the Club from any source must be applied solely towards the promotion of the objects of the Club and no payment will be made directly or indirectly in any way to Members of the Club apart from the payment in good faith of reasonable and proper remuneration to any member of the Club in return for any services actually rendered to the Club or the payment of interest at a reasonable and proper rate on money lent or reasonable rent for any premises let by any Member to the Club. Cheques must be signed by one or more authorised signatories determined by the Committee from time to time.

17. **Staffing:**

The Committee may delegate to a Staffing Subcommittee all matters relating to the engagement of staff, grievance and disciplinary procedure up to and including dismissal in relation to the Club's staff all in accordance with the Club's current Terms and Conditions and Code of Conduct.

18. **Dissolution of the Club:**

A General Meeting of the Club may consider and pass a Motion to dissolve the Club which shall be treated in the same way as a Motion to amend the Constitution of the Club under Clause 13 hereof.

In the event of Two years passing without there being a quorate General Meeting any member present at the last quorate General Meeting shall have power to call an Extraordinary General Meeting notwithstanding the terms of Clause 7 hereof giving Twenty-one days Notice of such a meeting which Notice shall be intimated in a local newspaper including a Notice in the following terms:-

"The business of this meeting shall be to discuss the continuation or otherwise of the Club. Any person indebted to or having a claim against the Club should contact the subscriber within Fourteen days of this date."

Such a meeting shall be deemed to be quorate and shall have power to dissolve and make arrangements for the distribution of the free assets of the Club in the manner specified below.

The meeting will appoint one or more persons (who may or may not be members and who may be paid for their work) to act as Trustees in the winding up of the affairs of the Club (Trustees in Dissolution or TD). The TD will have power and responsibility to ingather all sums due to the club, to settle and determine all claims on the assets of the club, to sell or otherwise dispose of club property whether heritable or moveable and to distribute the net assets as specified below. The TD will have power to determine who is a member of the club for these purposes, who will be the members of the club at the date of the vote for dissolution or at the date of the last quorate general meeting as appropriate. The decision of the TD on all matters relating to membership and distribution of the assets in terms of this clause will be binding upon all parties. Any member who has not notified the club or the TD of a change of address may be deemed to have resigned his or her membership. The TD will place a suitable advertisement in a local newspaper inviting all persons having a claim on the assets of the club, whether as members or creditors to intimate their claim to the TD within 28 days after the date of such advertisement. The TD will not be personally liable for any claims arising after the distribution of assets in terms of this clause.

If on dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall be distributed in such manner as may be determined by the meeting at which the TD is appointed.

19. In the event that as at the date of any Annual General Meeting (or 31st December if there has been no quorate annual general meeting in that year) the membership of the Club is less than 25 members, the Club will be deemed to have passed a resolution for the dissolution of the Club as if a meeting had been held in terms of clause 18 hereof and to have appointed the Chairman of Lows, Solicitors, Kirkwall, (or a successor to that firm) as TD.

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