

A Company Limited by Guarantee No. 9534146

Catford Wanderers Sports Club Limited

Beckenham Hill Road,

Catford, London, SE6 3NU

Telephone: 020 8698 1259

CATFORD WANDERERS SPORTS CLUB LIMITED

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RULES

These are the Rules referred to the Club's Articles of Association. The Rules and the Articles of Association together are the Governing Documents of the Club. Interpretation of all the Rules must be consistent with the statutory requirements for Community Amateur Sports Clubs as first provided for by the Finance Act 2002 and the Companies Act 2006, or later legislation which supersedes these Acts.

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RULE 1 – INTRODUCTION

1. The club to which these Rules relate shall be called 'Catford Wanderers Sports Club Limited', hereinafter called 'the Club'.
2. These rules supersede all pre-existing rules.
3. The purposes of the Club are to promote and provide facilities for the amateur sports of Badminton, Cricket, Football and Tennis within the London Borough of Lewisham and community participation in the same.
4. Every Club member shall be provided with a copy of these rules on request to the Secretary.
5. A copy of these rules shall be posted in the Club's main clubhouse and posted on the Club's website.
6. Every member shall be bound by, and submit to the Rules and any By-Laws or Regulations of the Club.
7. These rules may be added to, repealed, or amended by ordinary resolution at any Club Annual General Meeting or Extraordinary General Meeting.
 1. Notices of Amendments shall be included in the Agenda for the specified general meeting, whether Annual or Extraordinary;
 2. The Amendment(s) to be discussed and agreed if adopted.

8. LIMITED LIABILITY

The liability of the members is limited.

9. MEMBERS' GUARANTEE

Each member of the Club undertakes to contribute such amount as may be required [not exceeding £1] to the Club's assets if it should be wound up while s/he is a Member or within one year after s/he ceases to be a Member, for payment of the Club's debts and liabilities contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories themselves.

RULE 2– GENERAL

1. All Club members and guests shall respect the Club grounds and its property and shall act in a reasonable manner at all times.
2. Any Club member witnessing disorderly or objectionable conduct on the part of any other member(s) shall report it to any member of the Board.
3. The Board of Directors shall investigate objectionable and disorderly conduct as stated in (2) above and act in accordance with the Club's Disciplinary Procedure.
4. The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules and all surplus income or profits are reinvested in the club.
5. The Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-match expenses, post-match refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002. No surpluses or assets will be distributed to members or third parties.
6. The Club may also in connection with the sports purposes of the Club:
 1. sell and supply food, drink and related sports clothing and equipment;
 2. employ members (though not for playing) and remunerate them for providing goods and services, on fair terms set by the Board of Directors without the person concerned being present;
 3. pay for reasonable hospitality for visiting teams and guests;
 4. indemnify the Board of Directors and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).
7. The Club's main clubhouse and grounds shall be open at the discretion of the Board of Directors, and:
 1. The precise times at which the bar will be open will be at the decision of the Board of Directors.
 2. The permitted hours for the consumption of intoxicating liquors will be in accordance with local licensing laws plus any extensions obtained for special functions.
 3. Any Club member may bring visitors with reasonable frequency upon the Club's premises and to the sports functions of the club, subject to any Rules, By-Laws and regulations with regard hereto.
 4. Members of visiting sports clubs shall automatically become Club members for any day on which they visit the Club ground or clubhouse for matches, subject to their abiding by these Club Rules.
 5. A proportion of any "Pay and Play" visitor's fee includes membership for the duration of the visit.

RULE 3 – MEMBERSHIP AND SUBSCRIPTIONS

1. Membership of the Club shall be open to anyone interested in the sport on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
2. Applications for all Club section membership shall be made in writing on the standard club application form. Duly completed forms and subscriptions shall be coordinated by the relevant Section Membership Secretary or duly appointed person.
3. Potential new members or guests may attend the Club to play on three separate occasions at an amount that shall be fixed by the Board of Directors. After three occasions the prospective member must then consider joining and the payment of subscriptions will be due.
4. **Social Members** shall be accepted by the Club at a subscription determined by the Board of Directors. Social members do not have the right to vote at any Club Annual General or Extraordinary General meetings.
5. A person who has been a playing member of any sporting section for ten years or more, and who has now ceased playing, may be invited to join the Club as an **Associate Social member** at a subscription determined by the Board of Directors. An Associate Social member has the right to vote at any Club Annual General or Extraordinary Club meetings. The Board of Directors has the final decision regarding the appointment of Associate Social members.
6. **Junior Membership** –under the age of 18. Junior members can play at the Club at specifically organised sessions at a fee to be decided by the Board. At the discretion of a section committee member they may join in sessions organised for adult members. They may use the facilities from time to time if they are available. At all times, when on club premises, including in the clubhouse, junior members must be supervised by a responsible adult. Junior members do not have the right to a vote.
7. **Student Membership** - A member over the age of 18 who is enrolled on a course of higher education may be granted membership at the student rate prevailing provided they present a valid student membership card issued by their college or university. The card must bear their photograph and be valid at the time of application. Student members have the right to a vote.
8. **Life Membership** - Recommendations for Life Membership are proposed at the AGM and voted on by the members. Recommendations for Life Membership must be made in writing to the Board in accordance with the guidance issued in the calling notice for the relevant AGM. Life Membership is conferred on those members who have given outstanding service to the Club. Life members have the right to a vote.
9. A member may at any time resign from membership of the Club by giving seven days written notice. Membership is not transferable to any other person or organisation. Any person who resigns membership, or any person who otherwise ceases to be a member of the Club shall forfeit any right to and claim upon the Club, its properties and funds.

10. The Board of Directors may refuse membership, or remove it, only for good cause such as poor conduct or actions likely to bring the Club or sport into disrepute. Appeal against refusal or removal may be made to the members and decided by ordinary resolution.
11. The Board of Directors will act as final arbitrator on membership application/renewal of membership decisions involving individuals who have either caused disruption within any section or have abused any of the Club rules as set out herein. The discussion on such matters must be coordinated between the Board of Directors, the individual member under scrutiny assisted by two fully paid up club members who support the new member/renewal application and representatives of the appropriate section committee.
12. The rates and subscriptions for paying members shall be fixed by the Board of Directors
13. All subscriptions shall be paid by the date set by the Board of Directors to coincide with the commencement of each section's playing season.
14. Junior member age limits shall be determined by the Board of Directors.
15. Pro rata fees for new members joining mid-season shall be payable as determined by the Board of Directors.
16. All renewal subscriptions, new member subscriptions and required membership data shall be collated by each Section Membership Secretary or duly appointed person with a full record of payment made and membership data being retained by the section. All membership renewal and new member subscription monies, shall be passed by the Section Membership Secretary or duly appointed person on to the Club Treasurer.
17. In cases of late provision of subscriptions or membership information data, the following penalties will apply:
18. If after one month a full subscription has not been paid, a fine of 25% of the full subscription shall be imposed.
19. If after two months there are any subscriptions still unpaid, all persons with part, or all of the total subscriptions outstanding shall cease to be a member of the Club and shall forfeit all privileges.
20. If after two months membership information data is not provided, all persons with membership information data outstanding may forfeit all privileges of the Club's membership.
21. No consideration for possible reinstatement by the Board of Directors shall be made until all outstanding subscriptions are paid.

RULE 4 – BEHAVIOUR

General

1. The Club operates for the benefit of all members and therefore will not tolerate any form of abuse whether verbal, written or physical against any member, servant or visitor. Neither will the Club tolerate any form of bullying or harassment of any member, servant or visitor.
2. All Club servants (for example: Premises Officer, Grounds person, Bar Staff) shall be under the orders of the Board of Directors, Section Committee or the appropriate Sub-Committee only and no Club member may reprimand a Club servant.
3. If any Club member has any cause for complaint they shall bring it to the attention of the Board of Directors.

Financial

4. All Club Directors, Club servants and members have a fiduciary duty to the Club, and shall at all times conduct the transaction of Club financial affairs in an honest, openly accountable and professional manner.
5. No expenditure shall be incurred on behalf of the Club except with the full authority of the Board of Directors.
6. Match Fees shall be paid by all players participating on the day to the team captain or their representative, and then handed to the Section Treasurer or their representative by the said team captain immediately following the match. Section Treasurers are to present section match fees within an agreed timescale to the Treasurer with such payments clearly recorded against the match or matches represented
7. Only fully paid up members of the Club may represent the club in any formal sporting competition and it is the responsibility of each section committee to ensure that such membership is paid and registration with the relevant sporting bodies completed within the appropriate timescales
8. Any Club member in possession of knowledge of misconduct on the part of any other member with regard to the Club finances shall report it to any Director of the Board.
9. The Board of Directors may invite relevant parties to attend a Board of Directors meeting to discuss the case in question.
10. The Board of Directors shall have the power to suspend or expel any Director, Club Servant, Club Member and/or Club Life member in breach of financial rules. If necessary, the Board of Directors shall have the power to commence legal proceedings to seek and recover Club monies or other assets.

RULE 5– DISCIPLINARY PROCEDURES

Each Section is responsible for ensuring that its members adhere to both CWSC Rules and those of the respective sport's governing body.

Any infringement of the Rules or complaint should be dealt with at a Section Level in the first instance. If agreement cannot be reached between the Member and the Section the matter should then be referred to the Board of Directors who will act as final Arbiter.

See also Section 3. Membership - Points 10 and 11 above.

Supplementary rules for Tennis appear in Appendix A to these Rules

Revised 4th February 2019

PART II - GOVERNANCE

RULE 6– THE BOARD OF DIRECTORS

1. A Board of Directors elected by the Club membership shall manage all Club affairs. The directors may exercise all the powers of the Club subject only to the provisions of the Companies Act, the Articles of Association and to any Rules made in accordance with the Articles and to any directions given by special resolution in General Meeting.

The Directors and their Powers and Responsibilities

1. Unless otherwise decided by ordinary resolution, the Board of Directors shall consist of eight individuals, namely:
2. Four **Named Officers**; [Chairperson, Secretary, Facilities Director and Treasurer].
3. Four **Sectional Directors** (one in respect of each Playing section).
4. The Company may by ordinary resolution at a General Meeting appoint a Member who is willing to act to be a Named Officer. A Named Officer must retire at the first Annual General Meeting following their appointment.
5. Each Section may appoint from within their number a Member who is willing to act to be a Sectional Director. A Sectional Director must retire at the first Sectional Annual General Meeting following their appointment.
6. Sectional Directors appointments must be ratified at the ensuing AGM.
7. A Director who retires at an Annual General Meeting may if it is so determined be re-appointed if s/he is willing to act. If s/he is not reappointed, s/he shall remain in office until the end of the meeting.
8. A Director who retires after serving their third consecutive term of office may not serve again until at least one year has elapsed since the expiry of that third term, provided that such exclusion shall not apply where:
9. no alternative candidate exists; or
10. the re-appointment of the Director is approved by a **special resolution** of the Company or Section (as appropriate) on the recommendation of all the Directors other than the Director whose re-appointment is under consideration;
11. in which case such Director may be re-appointed as if being re-appointed for a third term of office.
12. For the purposes of this Rule, the words "year" and "years" shall be taken to mean, as appropriate, the period between the date of one Annual General Meeting and the next subsequent Annual General Meeting or the period between the date of one Sectional Annual General Meeting and the next subsequent Sectional Annual General Meeting.
13. A duly elected member of the Board of Directors shall have the right to vote at any Board of Directors Meeting.
14. Should a member of the Board of Directors resign, retire or otherwise depart from office, the Board of Directors is empowered to fill the vacancy at its discretion until the following Club Annual General Meeting, with the exception of Sectional Directors whose replacement is at the discretion of their individual Section membership.
15. Two consecutive absences without reasonable explanation from any Board of Directors Meeting shall render the absentee liable to automatic 'retirement' at the discretion of remaining Board of Directors members.

16. On dissolution of the Sports Club or financial difficulty, the disposal of all or part of the Sports Club or any of its assets may only be made by the Board of Directors provided it has:

1. sought and received the endorsement of at least 75% of fully paid up members over the age of 18 years old (including any submitted written proxy votes)

2. ensured that, once all liabilities of the sports club have been settled, any net assets remaining are transferred to one of the following: a) another sports club with similar sports purposes which is a registered charity and/or b) another sports club with similar sports purposes which is a registered Community Amateur Sports Club and/or c) the sport's Governing Bodies for use by them for related community sports.

17. The Board of Directors shall, from time to time, make By-Laws or Regulations (not inconsistent with these Rules or the Articles) as it shall think expedient for the internal management and wellbeing of the Club. All such By-Laws or Regulations shall be binding upon Club Members until repealed by the Board of Directors or set aside by a resolution at the Club's Annual General Meeting

18. Any Director shall have full power to refuse admission upon the Club's premises of any visitor or person not being a member of the Club, upon such grounds as s/he should consider proper and shall have the power to request such visitor or persons to be removed.

19. Club President

The Directors shall from time to time appoint a President and any such appointment shall be subject to ratification by ordinary resolution at the next Annual General Meeting. The President must retire at the first Annual General Meeting following that at which their appointment is ratified but s/he may be re-appointed if s/he is willing to act. The role of President is honorary and has no entitlement to a vote.

Rule 7 DISQUALIFICATION AND REMOVAL OF DIRECTORS

1. The Company may by Ordinary Resolution passed at a General Meeting remove any Director before the expiration of her/his period of office. The Directors may remove any Director who is neglectful of her/his duties.
2. A person ceases to be a Director if:
 1. s/he ceases to be a director by virtue of any provision of the Companies Act or becomes prohibited by law from being a director of a company; or
 2. s/he becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
 3. s/he resigns by notice to the Company; or
 4. s/he is deemed by HMRC not to be a fit and proper person to be a manager of a charity or CASC; or
 5. s/he has been absent from meetings of the Directors for more than two consecutive months or two consecutive meetings and the Directors resolve that s/he ceases to be a Director.
 6. Ceases to be a member of the Club.

Rule 8 MEETINGS OF THE BOARDS OF DIRECTORS

1. Subject to the provisions of the Articles the Board of Directors may regulate their meetings and procedures as they think fit.
2. A meeting of the Directors must take place at least six times per calendar year.

Conflicts of Interest

3. Directors are obliged to declare at the start of each meeting whether they have any personal interests in any matter to be considered during the meeting. Such declaration to be minuted.
4. The Quorum for Board of Directors meetings shall be 5 Directors.
5. Minutes are available to members on written request to the Secretary. An inspection copy is kept behind the bar and is available on request. The Board of Directors reserves the right to redact sensitive information.

RULE 9– SECTION COMMITTEE AND SUB-COMMITTEES

1. Each playing section shall form its own Section Committee to administer the day-to-day running of the section subject to the approval of the Board of Directors
2. All Club section committee officers shall hold positions under the same rules as for Directors. [Rule 6 – sections 6 to 10].
3. A Section Committee shall consist of the sufficient officers to fulfil the following roles: Chair of section and meeting, match fixtures, receipt of subscriptions, maintaining an up to date register of members.
4. Section Committees shall meet no less than five times annually to discuss section management.
5. Section Committees shall coordinate one Section Annual General Meeting to elect section officers and discuss section issues. A Section Annual General Meeting shall require a quorum of 25% of the current Section membership to be present.
6. All Section Committee meetings and the Section Annual General Meeting shall be recorded and Minutes made available to the Company Secretary for review by the Board of Directors
7. Two consecutive absences without reasonable explanation from any Section Committee meeting shall render the absentee liable to retirement at the discretion of the Section Committee
8. Additional Sub-Committees shall be formed as necessary under the direction of the Board of Directors
9. A Sub-Committee shall consist of the following Officers:
Chairman, Delegates from each section as appropriate
10. Sub-Committee meetings shall be recorded and Minutes made available to the Company Secretary for review by the Board of Directors. The Section Director shall provide “Minutes of Exception” in his/her report at the ensuing Board of Director meeting.
11. Vacancies on any Sub-Committee can be filled by a co-option by the representative of said committee, subject to the approval of the remaining Sub-Committee members
12. Two consecutive absences without reasonable explanations from any Sub-Committee meeting shall render the absentee liable to retirement at the discretion of the Sub-Committee

RULE 10 – ANNUAL GENERAL MEETINGS & EXTRAORDINARY GENERAL MEETINGS

Club Annual General Meeting (AGM)

1. A Club Annual General Meeting (AGM) shall be held within seven months of the financial year at which the following business shall be discussed:
 1. Confirmation of the minutes of the previous Annual General Meeting and any General Meetings held since the last Annual General Meeting;
 2. Presentation of the financial report and accounts for the previous financial year;
 3. Other reports from Officers, which may be submitted orally;
 4. Election and retirement of Named Officers;
 5. Ratification of election of President;
 6. Appointment of the auditors (if applicable);
 7. Any matter in respect of which the Secretary has received written notice from a Member of the Company at least seven days before the date of the Annual General Meeting; and
 8. Any other business that the Chairperson sees fit to accept.
2. Nominations for the Directors and Life Members; and items for the inclusion on the AGM agenda, to be received in writing by the Company Secretary in accordance with guidance instructions issued before the AGM.
3. Notice convening the AGM together with its Agenda shall be sent to all members in writing at least 14 clear days prior to the AGM.
4. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Club Extraordinary General Meeting (EGM)

5. An EGM may only be held by the direction of the Board of Directors, or on a written request to the Company Secretary signed by no fewer than **5 percent** of the voting members representing all the Club's sport sections.
6. For the above purposes any member may request from the Company Secretary a statement of the number of voting members enrolled in the club at the close of the month preceding that in which the request is made.
7. Such directions or request shall state the purpose or purposes for which such a meeting is to be held, and at such Extraordinary General Meeting (Which shall be within 56 days after receipt by the Company Secretary of such direction or request) no matter shall be taken into consideration except those specified in the convening notice. Notice convening an EGM shall state the time and venue of such meeting and the business to be transacted thereat; shall be sent to all members at least 14 clear days prior to the meeting

Quorum

8. At all general meetings of the Club, whether Annual or Extraordinary:
 7. The quorum shall be 25 members.
 8. Playing section members and Associate Social members shall be entitled to attend and vote upon each resolution, subject to the provisions contained in Rule 3 –sections 4 and 5.
 9. Club social members may attend but may not vote

11. For the avoidance of doubt, if equal numbers of votes are cast for and against an ordinary resolution the chairperson shall not be entitled to a second or casting vote in addition to any other vote s/he may have.

Proxies

12. Any member who is entitled to vote at an AGM or an EGM may appoint a proxy to vote on his/her behalf. Proxies may only be validly appointed by a notice in writing to the Company Secretary which:
 1. States the name and address of the member appointing the proxy
 2. Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed
 3. Is signed by the member appointing the proxy, and countersigned by the Chairman of the Section (who may not then act as proxy for that member).
 4. Is delivered to the Company Secretary at least 48 hours in advance of the meeting at which the right to vote is to be exercised

Chairing the Meeting

13. The Chairperson shall chair any general meeting at which s/he is present. If the Club does not have a Chairperson, or the Chairperson is absent, then the Directors shall nominate one of their number to chair the meeting. If no Director is present within fifteen minutes after the time for the start of the meeting, or if no Director is willing to act, the Members present shall elect one of their number to chair the meeting.

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APPENDIX A

Tennis Only

DISCIPLINE

1. The Club and all members shall accept and shall be bound by the Rules and the Disciplinary Code (“the LTA Rules”) of the Lawn Tennis Association Ltd (“the LTA”) and the General Rules and Constitution (“the County Rules”) of the Kent County Lawn Tennis Association (“the County”) in force from time to time including amendments made hereafter, insofar as the same are relevant to the activities of the Club. 2. All unlicensed and unregistered coaches and visitors to the Club for the purpose of playing tennis will be required to accept and be bound by the LTA Rules and the County Rules. 3. All members shall accept, and all persons mentioned in (2) above shall be required to accept, that the Contracts (Rights of Third Parties) Act 1999 shall apply to the agreement between themselves and the Club, and that the LTA and the County may enforce any breach thereof, but only insofar as it relates to a breach of the LTA Rules or the County Rules. 4. The Club may terminate the membership of any member or impose any other sanction it deems appropriate in the event of the any breach of the Rules of the Club or the LTA Rules or the County Rules.