

# **IPSWICH OCTOPUSH CLUB**

## **CONSTITUTION**

**Adopted on the 28th day of March 2002**

**Amended on 23<sup>rd</sup> May 2006**

### **1 Name.**

- 1.1 The name of the club is: '**IPSWICH OCTOPUSH CLUB**'  
Hereafter referred to as the Club.

### **2 Administration.**

Subject to the matters set below the Club and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 7 of this constitution ("The Executive Committee").

### **3 Objects.**

The Clubs objects ("The objects") are:

- 3.1 To promote and play the game of underwater hockey called Octopush.
- 3.2 To encourage people of any age, sex, religion or background to play Octopush.
- 3.3 To provide training in all aspects of swimming to allow as many groups of the community as possible to enjoy the game of Octopush.
- 3.4 To promote improved health through regular exercise and training.

### **4 Powers.**

In furtherance of the objects, but not otherwise, the Executive Committee may exercise the following powers:

- 4.1 power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.2 power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 4.3 power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Club;
- 4.4 power subject to any consents required by law to borrow money and to charge all or any part of the property of the Club with repayment of the money so borrowed;

## *Ipswich Octopush Club – Constitution*

- 4.5 power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 4.6 power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 4.7 power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 4.8 power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 4.9 power to provide indemnity insurance for themselves out of the income of the Club: provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 4.10 power to do all such other lawful things as are necessary for the achievement of the objects.

## **5 Membership.**

- 5.1 Membership of the Club shall be open to any person interested in furthering the objects and who has applied and been accepted for membership.
- 5.2 Every member shall have one vote.
- 5.3 The Executive Committee may by majority vote and for good reason terminate the membership of any individual: provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- 5.4 Membership shall cease on resignation notified to the Honorary Secretary or on that member's subscription being 3 months in arrears.
- 5.5 In any case there will be no refund of membership fee unless decided by the Executive Committee.

## **6 Honorary Officers.**

The members shall elect a chairman, a secretary and a treasurer. The Chairman must be a club member but the Treasurer and Secretary shall not necessarily be members. If the Secretary or Treasurer is not a member they will have a full vote at any club meetings.

## **7 Executive Committee.**

- 7.1 The Executive Committee shall consist of three members, being the honorary officers specified in clause 6.

- 7.2 The Executive Committee may in addition appoint not more than three co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than half of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 7.3 All the members of the Executive Committee shall continue in office until a vote by more than 50% of the members at that time to appoint a new executive committee member.
- 7.4 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 7.5 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 7.6 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the association.

## **8 Determination of membership of Executive Committee.**

A member of the Executive Committee shall cease to hold office if he or she:

- 8.1 is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 8.3 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- 8.4 notifies to the Executive Committee a wish to resign (but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect).

## **9 Executive Committee members not to be personally interested.**

- 9.1 Subject to the provisions of clause 4.9 (trustee indemnity insurance provision) and 9.2 below no member of the Executive Committee shall acquire any interest in property belonging to the Club (otherwise than as a trustee for the Club) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 9.2 Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional

charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Club; provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

## **10 Meetings and proceedings of the Executive Committee.**

- 10.1 The Executive Committee shall hold at least one ordinary meeting each year. A meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than four days notice being given to the other members of the Executive Committee of the matters to be discussed, but if matters include an appointment of a co-opted member then in sufficient time to arrange that co-opted members attendance but not less than four days.
- 10.2 The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum of at least two members of the Executive Committee at a meeting.
- 10.4 Every matter shall be determined by a majority of votes of club members present and voting on the question, but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 10.5 If requested by the chairman or any member the voting shall be by secret ballot, otherwise voting shall be by a simple show of hands counted by the chairman.
- 10.6 The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub committee.
- 10.7 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and the conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 10.8 The Executive Committee may appoint one or more sub committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub committee: provided that all acts and proceedings of any such sub committees shall be fully and promptly reported to the Executive Committee.

## **11 Receipts and expenditure.**

- 11.1 The funds of the Club, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the club at such bank as the Executive Committee shall from time to time decide.
- 11.2 The funds belonging to the Club shall be applied only in furthering the objects.

## **12 Property.**

12.1 Subject to the provisions of clause 12.2 the Executive Committee shall cause the title to;

- a) all land held by or in trust for the club which is not vested in the official custodian for charities; and
- b) all investments held by or on behalf of the club;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

12.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Club, the Executive Committee may permit any investments held by or in trust for the Club to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the international stock exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **13 Accounts.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to:

- 1) the keeping of accounting records for the Club;
- 2) the preparation of annual statements of account for the Club;
- 3) the auditing or independent examination of the statements of account of the Club; and
- 4) the transmission of the statements of account of the Club to the Charity Commission.

## **14 Annual report.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

## **15 Annual return.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

## **16 Annual general meeting.**

16.1 There shall be an annual general meeting as soon as practicable after the end of the club accounting year.

- 16.2 Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days notice of the annual general meeting to all members of the Club. All the members of the Club shall be entitled to attend and vote at the meeting.
- 16.3 The Executive Committee shall present to each annual general meeting the report and accounts of the Club for the preceding year.
- 16.4 Nominations for election to the Executive Committee must be made by members of the Club in writing and must be in the hands of the secretary of the Executive Committee at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by secret ballot at the annual general meeting. If 7 days before the annual general meeting there are not enough nominations to fill all vacant positions in the Executive Committee then nominations may be made at the annual general meeting. Members of the Executive Committee may be elected at any time other than the annual general meeting under clause 7.3 above.

## **17 Special general meetings.**

The Executive Committee may call a special general meeting of the association at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

## **18 Procedure at general meetings.**

- 18.1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the club.
- 18.2 There shall be a quorum when at least one tenth of the number of members of the club for the time being or three members of the club whichever is greater, are present at any general meeting.
- 18.3 Should a general meeting fail to reach a quorum it should be postponed for at least 14 days and the members notified of the renewed meeting date. The subsequent meeting does not need a quorum providing members have been given at least 7 days notice quoting this clause of the constitution.

## **19 Notices.**

Any notice required to be served on any member of the association shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

## **20 Alterations to the constitution.**

- 20.1 Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at the general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

- 20.2 If the club is registered as a charity no amendment may be made to clause 1 (the name), clause 3 (the objects), clause 9 (Executive Committee members not to be personally interested), clause 21 (dissolution) or this clause without the prior consent of the Charity Commissioners.
- 20.3 If the club is registered as a charity no amendment may be made which would have the effect of making the club cease to be a charity at law.
- 20.4 If the club is registered as a charity the Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

## **21 Dissolution.**

If the Executive Committee decides that it is necessary or advisable to dissolve the club it shall call a meeting of all members of the club, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to The Royal National Lifeboat Institution or such other charitable institution or institutions having objects similar to the objects of the club as the members of the club may determine or failing that shall be applied for some other charitable purpose. If the club is registered as a charity a copy of the statement of accounts, or account and statement, for the final accounting period of the club must be sent to the Charity Commission.

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