

Commentary – Club Constitution

The President asked me to review / update the Club Rules as they no longer reflect current practice and feel dated. Along with our Club Rules, my source material was:

- Recently updated constitutions published by other clubs on the web has offered some good practice – c.20 club constitutions were reviewed
- The LTA guide to a Club’s constitution (nothing comparable from England Squash)
- The HMRC guidance on CASC (Community Amateur Sports Club)

The changes have been discussed at Club Committee and have also been circulated to 20 members for their comment and input which proved invaluable.

The principles that we have sought to include are:

- Greater transparency in how decisions are made
- Clarity on authority levels with the ‘big’ expenditure decisions needing members’ approval and the Club Committee running the day-to-day operations of the Club
- A streamlined Club Committee making easier decision-making

These notes have been prepared to highlight changes and explain the rationale. In the interests of being (relatively) concise, they cover those changes which are felt to be key for members.

Clause	Commentary
1	As an unincorporated entity, we need Trustees to hold property on our behalf, specifically the lease on the clubhouse and courts that comes from the Knowle and Dorridge Cricket & Sports Company Ltd. The Trustees would also sign loan and other finance agreements on behalf of the club. The whole aspect of trustees is covered later.
2	The definitions avoid repetition later and are there for clarity. Within the definitions table are various references to the CASC scheme. The club is already registered as a CASC to take advantages of various tax breaks. HMRC insists on clubs (and their officers) meeting various criteria to qualify for this status. One of these is that certain ‘club officials’ must meet the ‘fit & proper person test’ which is primarily concerned with protecting club monies and preventing money laundering. In practice, and as a minimum, the 3 signatories to the bank account will complete a questionnaire that is to be held by the Secretary – HMRC advises that this represents good practice.
3	Amended slightly to reinforce amateur status (CASC requirement)
4	Amended slightly to reflect CASC wording
5.1	Introduces concept of Officers that are elected by members of the club to distinguish from those co-opted on to Main Committee. Only officers elected by the members can vote on Club business. Change to make-up of Main Committee that sees Bar & Social becoming a permanent member of Main Committee to reflect the importance of a thriving bar and social activities at the club. Membership Secretary becomes Club Operations Chair that manages all the administrative functions of the club including the club’s paid administrator, the membership secretary, the database manager, house and grounds managers, the communications officer, safeguarding officer and other areas of the club’s activities that are not directly connected with the sports, bar and social functions such as 200 Club, clothing and sponsorship. The size of Main Committee is reduced to make it more effective.
5.2	Allows Main Committee to fill a vacancy in case of say a resignation during the year. That appointment is to be ratified at the next General Meeting
5.3	Gives the Committee the power to co-opt members to the main Committee or invite them to attend for specific meetings. A co-opted member has no voting rights as it is felt that only the Officers that have been / will be elected at a general meeting should vote
5.4	Allows deputies from sub-committees to attend and that deputy shall have the same voting rights as the chair of that sub-committee

5.5	Sets out maximum terms of office to try to ensure new faces are brought in to run the club. The exception if a key role with a specific skill (e.g. Treasurer) cannot be replaced, that Officer can continue. Also seeks to ensure continuity except in exceptional circumstances.
5.6	The President, Treasurer and Secretary (as a minimum) must satisfy HMRC's test
6.1 & 2	These set out the power of the Committee to include sanctioning expenditure and the voting process to arrive at decisions
6.3	Introduces requirement to seek members' approval for 'big' project expenditure either by survey (if between £20k and £50k) or by general meeting if expenditure is \geq £50k. there is no comparable provision in the current rules.
6.5	Ensures regular meetings of the Club Committee
6.6 & 7	Sets out process for appointing trustees – wording of this section is not particularly clear but the same wording is used by all clubs. Quantifies number of trustees (set by law). Trustees primarily exist to hold property on behalf of the members of the Club. The Club, as an unincorporated entity, cannot hold property and it would be impractical to have all members sign the lease on the clubhouse. Trustees are appointed for life or until they retire to ensure continuity.
6.8	This sets out the principle of indemnifying Club's officers, trustees, employees or agents. This is already covered under our insurance policy so this formalises existing practice. Wording is quite tricky but is standard across the constitutions of other clubs
8.1	Slightly amended to reflect CASC requirements
8.2	The classifications are broadly the same however 2 new categories are introduced: Family member and Guardian members. Family members allow us to automate subscription invoice processing without the need to calculate family rebates. It is designed to be revenue and cost neutral. Guardian member is the new name for non-playing parents (for juniors whose parents / guardians are not members). Also clarifies voting rights.
8.3	States that life members are appointed at an AGM and their rights
8.4	Allows the Committee to limit new member applications when the Club is 'full'
8.5	Allows squash and tennis members that want to play the other sport to have priority if we are 'full'
9.1	Represents good practice from other clubs and clarifies new member rights
9.2	Slight re-wording to clarify but not fundamentally changed
10.1	Requirement of LTA accreditation and is also covered under the safeguarding regulations to which the club has to adhere.
10.2	This legal wording formalises the LTA's right to enforce the LTA rules and disciplinary code but limits it just to the LTA.
10.3	There is no obvious requirement from Squash England (similar to the LTA's) but they do have rules and it makes sense for the Club and its members to follow those
10.5	In addition to LTA rules, formalises fact that members need to abide by the club's rules
10.6	Sets out process if a member needs to be expelled from the club.
10.7	No change as right to request that members complete bar /catering duty is retained. COVID meant that the Club used bar staff but this limited the contribution that the bar makes to the club's finances. If we employ bar staff going forward, the cost base would increase either limiting the club's ability to improve the club or requiring an increase in subscriptions
11.1	Confirms process for setting subscriptions – effectively as now but subscription rates to be published on website
11.2	Confirms process for setting of other fees not currently covered in existing rules
11.3	Tightens time for subscriptions to be paid, confirms late payment charge and clarifies that court booking rights will be suspended / members resign if subscription not paid. This is in line with other clubs
11.4	Allows the Committee to bring in payment by instalments when ready to do this
11.5	Entrance fees can be charged if people (using the instalments payment method when introduced) decide not to play for a short period
11.6	Allows the Committee to offer promotions to attract new members when membership is low. This works in conjunction with clause 8.4 (limiting new members when club is full). Also allows Committee to set the premium for payment by monthly instalment
13 & 14	Unchanged pending outcome of review of terms for Junior and Mini members

15	Updates how visitor fees are paid.
16	Makes the existing temporary memberships more generic so they can be varied e.g. in response to recruitment initiatives from local club or if we have shortfall in members
18	No material change but clarifies what needs to happen at an AGM, what it considers and the process by which members bring matters to an AGM
19	Clarifies process for calling an EGM by the Committee and members but no material change
20.2	Allows for virtual (e.g. Zoom) general meetings if cannot meet physically
20.4	Clarifies who chairs a general meeting
20.5	Clarifies what constitutes a majority
20.7	Clarifies how proxy votes are managed and extends proxy vote to AGM (currently only EGM)
20.8	Clarifies process if >1 candidate for role of Officer
21	New. Clarifies how Club finances need to be managed, the signatories to the Bank Account and what payments the Committee can make
22	No material change but notice period lengthened by 1 week to make it manageable
23.1	Expanded to include other finance (e.g. leasing) aside from loan finance. Previous limit was £100k or 50% of gross value of fixed assets
23.2	New and covers any borrowing above £20k
23.3	Standard phrase from other clubs confirming that the <u>Club</u> cannot offer member guarantees
24	Explains what happens to club property (principally lease from Knowle & Dorridge Cricket & Sports Club)
25.2	Takes CASC wording on dissolution verbatim