**Notes on completing the Approved Governing Document.**

**1 Introduction**

The model constitution for a bridge club incorporated as a CIO, has been created by amalgamating the Charity’s Commissions model CIO constitution and the EBU’s model constitution for a bridge club and is known as the **Approved Governing Document** or **AGD**. It has been agreed jointly by the two organisations. Whilst clubs will have to modify certain provisions to suit their own particular individual circumstances, the more these changes can be minimised and limited to the areas shown in Section 2, the speedier the application process is likely to be.

Section 2 lists the areas where we would expect clubs to adapt the model. If clubs need to change other areas then it is recommended that this is discussed with the EBU’s Club Liaison Officer before embarking on the re-write.

Section 3 lists a number of areas to which the EBU and Charity Commission would particularly draw a club’s attention.

Section 4 provides an explanation to clauses in the AGD marked [n].

**2 Areas that clubs may/will need to adapt**

**Clause No Provision**

3(2) if appropriate clubs may wish to include this provision:

*(2) the provision of facilities for the learning, teaching and playing of bridge for the benefit of the residents of -------------- and the surrounding area with the object of improving their conditions of life.*

9(1)(a)(iv) whether the club has a junior membership scheme

9(1)(a)(v) whether the club has Honorary Life Members

9(5)(c) whether the club should have a reduced membership subscription for certain categories of members, what these categories should be and what should be the reduction for each

11(5)(b) the quorum for general meetings

12(3)(a) the maximum number of Trustees

12(3)(b) the minimum number of Trustees

13(1)(a) who are the Officers of the club

13(1)(c) how long Officers may serve

13(2)(a) the maximum number of Trustees allowed

13(2)(c) the period for which Trustees are appointed

13(2)(e) the minimum number of Trustee meetings each year and the quorum for such meetings

15(f) whether Trustees have to be members of the bridge club

**3 Provisions that we would particularly draw to the attention of clubs**

**Clause No Provision**

1 that the club is affiliated to the EBU is part of the Constitution. Clubs affiliated to the EBU must also affiliate to a County Association.

6(1)(c) no trustee (or connected person) can receive any remuneration from the charity e.g. a club manager or other paid staff cannot be trustees

7(2) trustees/committee members must absent themselves from any discussions in which a conflict of interest may arise

9(1)(b)(vii) that club members automatically become members of the EBU and must abide by the Bye-Laws and Rules of that body

9(4)(b)(vi) that members have the right to appeal against a decision of the Trustees or one of its committees

13(2)(b) all Trustees are required to agree in writing that they will be Trustees

26(3) club members are bound by the Disciplinary Rules of the EBU

28(2) Changes to clauses 1, 3 and 29 require written consent from the Charity Commission

29(2)(c) If the club is wound up, any remaining assets must be applied for charitable purposes which are the same as or similar to the club’s charitable purpose(s)

Appendix 1 We would strongly recommend that clubs understand and conform with the Disciplinary Procedures

**4 Explanatory notes to clauses marked [n]**

1. Insert the name of Club.

2. The model is designed for clubs who are affiliated to the EBU. Such clubs also have to affiliate to a County Association and the name of the Association should be inserted here

3. In the case of peripatetic clubs the second option should be used.

If the club has a fixed HQ but also meets elsewhere, a suitable mixture should be used..

4. You might wish to provide that a member who has been expelled from the club, or has resigned from the club or allowed his membership to lapse whilst suspended from the privileges of membership, should always have to reapply formally.

5. Clubs should add in the date on which annual subscriptions are due and the date by which they must be paid. If there are any other (or different) rules regarding subscriptions then they should be added in this section. If the club has no annual subscription then that should be stated here.

6. Clubs may wish to have reduced subscriptions and charges for certain members, in which case a clause such as that shown below could be included

*(c) Any subscription, table monies or other charges payable by a member who is:-*

*(i) a junior member, or*

*(ii) in full time education or training, or*

*(iii) is unemployed and/or disabled and in receipt of means tested state benefits,*

*shall be reduced by one half.*

7. You should insert the date of the club’s financial year end here (e.g 31st March)

8. This quorum may seem low but this ensures that even with a poor turnout of members, the club can continue to function. Clubs wishing to ensure that their members are more involved in the decisions reserved for general meetings might wish to consider one or more of the following options:­

(a) provision for postal voting in advance of general meetings

(b) provision for proxy voting at general meetings

(c) provision for a general meeting to refer a matter to a postal ballot of members

(d) provision for the Committee to refer a matter to a postal ballot of members in lieu of a decision at a general meeting

9. The size of the Committee will depend on a number of factors, including the size and type of club and the scale of its activities. The intention is to provide a number that will allow the jobs to be divided up sensibly without having a Committee that is so large that it proves unwieldy.

10. Clubs may wish to designate other posts in the Constitution (e.g. Chief Tournament Director, Competition Secretary etc.). It would however be unusual for these posts to be Officers and they would normally be appointed by the Committee from amongst their number rather than elected at an AGM.

11. Clubs may wish to provide that a member should not serve as Chairman for more than a specified number of consecutive years. It would not be normal to put a limit on the length of service of the other Officers or Trustees.

12. The quorum should be small enough to avoid the likelihood of meetings having to be re-arranged because of a lack of a quorum and to allow for the possibility of decisions being able to be made quickly in an emergency.

13. Trustees/Committee members are required by Clause 7(2) to withdraw from participation in decisions where they may have, or seem to have, a conflict of interest. This is particularly important where matters of conduct are being considered.

14. Most County Associations deal with appeals from Clubs as a matter of course, and the EBU is asking for this to be written into County Associations’ constitutions. However, it would be appropriate to have the consent of the County Association if including this in the Club’s constitution.

* 1. It cannot be over-emphasised that, if an allegation is made, then the club should consult immediately with the EBU to determine the procedure to be followed.
  2. Written guidance is available for the process of a Hearing and also advice for members of the Disciplinary Committee.

The club may wish to appoint members of the Conduct & Disciplinary Committees in a number of ways. However, it may be beneficial to appoint the Chairman of the Conduct Committee annually with members of that committee & all members of a Disciplinary Committee appointed on an ad hoc basis. This has the benefit of having a Chairman of the Conduct Committee to receive any allegations & for the remaining members of both committees to be appointed from those without prior knowledge of the case. Hopefully, if no cases arise, no appointments need be made apart from the Chairman of the Conduct Committee.

15. Clubs may wish to consider using the EBU’s mediation process, details of which can be found at <http://www.ebu.co.uk/documents/official-documents/mediation-service.pdf>. Advice on this process is available from the EBU.