

Constitution of Lancashire Contract Bridge Association incorporated as a Charitable Incorporated Organisation (CIO)

22nd March 2024

Note

Any unqualified reference in this constitution to “members” or “membership” applies only to voting members. Non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Lancashire Contract Bridge Association (LCBA). Within this document it is variously referred to as ‘LCBA’, ‘the charity’, ‘the CIO’, ‘the Association’ or ‘the county’ depending on the context.

The charity will be affiliated to the English Bridge Union Ltd (EBU). It shall abide by that organisation’s Bye Laws, rules and policies.

2. National location of principal office

. The principal Office of the CIO is in England.

3. Objects

The objects of the CIO are for the public benefit:

- (1) The advancement of amateur sport by promoting the mind sport of duplicate bridge;
- (2) The provision of facilities for the learning, teaching, and playing of bridge with the object of improving conditions of life.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

- (1) organise contract bridge events online and face-to-face in the county of Lancashire and surrounding areas and promote inter-club, inter-county and national competitions;
- (2) employ the funds of the Association in the best interests of the mind sport of duplicate contract bridge;
- (3) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (4) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (5) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising his power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (6) employ and remunerate such staff as are necessary for conducting the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (7) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.

- a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO or connected person. This does not prevent a member or connected person who is not also a charity trustee:
- (a) receiving a benefit from the CIO as a beneficiary of the CIO;
 - (b) buying or receiving goods and/or services from the CIO on reasonable and proper terms;
 - (c) selling goods, services or any interest in land to the CIO on reasonable and proper terms;
 - (d) being employed by, or receiving remuneration from, the CIO on reasonable and proper terms;
 - (e) receiving interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
 - (f) receiving rent for premises let by the member or connected person to the CIO. The amount of rent and the other terms of the lease must be reasonable and proper; or
 - (g) taking part in the normal trading and fundraising activities on the same terms as members of the public.
 - (h) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons.

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause (2) of this clause or is authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits.

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls.

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause 23 (Interpretation).

7 Conflicts of interest and conflicts of loyalty.

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up.

If the CIO is wound up, the trustees, voting members and player members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the charity**(1) Classes of members**

It is important to distinguish here between *voting members* of the charity and *player members* who are the main beneficiaries of the charity.

a) Player members

There are three classes of player member, and the table below provides a definition of each class.

Classes of player member

	CLASS	DEFINITION
1	Primary player member	A player member of the EBU with primary allegiance to Lancashire.
2	Secondary/Dual player member	A player member of the EBU who has primary allegiance to another county, has applied to LCBA for dual membership and has confirmed to the EBU that he/she wishes to be a dual member.
3	Associate player member	A person who has primary allegiance to another county, is not a dual member, but has applied to the LCBA and has been accepted as an associate member.

b) Voting members

The voting members of the charity are:

- (i) The charity trustees who have one vote each at any general meeting or poll;
- (ii) The nominated representative of any bridge club affiliated to LCBA, and they may poll the number of votes shown in clause 10(1) below.

(2) Eligibility

Voting membership is automatic for any Trustee and the nominated representative of any bridge club which:

- a) Has been accepted by the EBU as a member club assigned to the county of Lancashire; and
- b) By applying for membership of the EBU has indicated:
 - i) its agreement to become a member of the county; and
 - ii) its acceptance of the duty of members, set out in sub-clause (5) of this clause.
- c) Has no debt to the Association, outstanding more than 3 months.

All voting members must be primary player members of the county aged 18 or over and can vote in only one capacity at a general meeting or in a poll – as a Trustee or as the designated representative of one club.

(3) Admission procedure and register of members.

Admission as a voting member is automatic for any person that meets the eligibility criteria of clause 9(2). The county maintains a register of all its voting members which is updated at the start of each membership year.

(4) Transfer of membership

Membership of the CIO cannot be transferred to any other club, organization or person.

(5) Duty of members

It is the duty of each member of the CIO to exercise its powers as a member of the CIO in the way it decides in good faith would be most likely to further the purposes of the CIO.

(6) Termination of membership

- a) Voting membership of the CIO comes to an end immediately the eligibility criteria of clause 9(2) are no longer met.
- b) The trustees may suspend a club's affiliation, if the club has an outstanding debt to the county for more than 3 months;
- c) Player membership of the Association ceases if the member ceases to be a member of the EBU, is suspended from membership of the EBU, or is suspended, by the Trustees, from membership of the LCBA.

(7) Membership fees

The CIO may require player members to pay reasonable membership fees to the CIO through the EBU Universal Membership System (UMS).

(8) Rights of members

	CLASS	RIGHTS
1	Primary player member	<ul style="list-style-type: none"> • To attend and speak at an AGM/EGM. • To submit a resolution for consideration at an AGM/EGM. • To play in any competition organised by LCBA. • To represent the county in any regional or national competition.
2	Secondary/Dual player member	<ul style="list-style-type: none"> • To play in any competition organised by LCBA that does not require primary allegiance to Lancashire. • To represent the county in any regional or national competition that does not require primary allegiance to Lancashire.
3	Associate player member	<ul style="list-style-type: none"> • To play in any competition organised by LCBA that does not require primary allegiance to Lancashire. • To represent the county in any regional or national competition that does not require primary allegiance to Lancashire.

Note: The policy of the county is to give priority in selection to primary player members.

10. Members' decisions

(1) General provisions

- a) Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.
- b) The trustees will discuss and consider any members' resolution carried at a general meeting. However, the trustees are free to take a position for or against a members' resolution and may not necessarily determine an outcome that aligns with the voting results.
- c) Each representative of an affiliated club has a number of votes depending on the total number of individual qualifying members of the club, as shown in the table below;
- d) Member clubs must advise the County Secretary, of the name and contact details of the person who will represent them at any general meeting or poll. Only that person will be able to fulfil these functions on behalf of the club – no proxy voting is allowed.

Allocation of votes

Number of qualifying player members	Number of votes
0-100	1
101-200	2
201-300	3
301-400	4
401+	5

The number of qualifying player members will be the number of people at the start of the current

membership year, who have the club assigned by the EBU as their primary club.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be carried, provided that:

- (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received by the Secretary within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature.

(b) The resolution in writing may comprise several copies to which one or more members have signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) A minimum of 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it, if:

- (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- (iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause also apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

(a) Any decision to amend this constitution must be taken in accordance with clause 21 of this constitution (Amendment of Constitution).

(b) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 22 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIO must be taken in accordance with the provisions of the Charities Act 2011.

(5) Effect of members' proposed resolutions.

As stated in clause 10(1)b, because of the duty, on the Trustees, to always act in what they consider to be the best interests of the charity, they are not necessarily bound by a members' proposed resolution.

11. General meetings of members

All reference to meetings shall mean, face to face meetings, electronic meetings, or hybrid meetings. The charity does not allow proxy voting.

(1) Annual general meetings

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held within 3 months of the financial year end which is 31st March.

The timetable for AGMs will be:

ACTIVITY	DUE DATE
(a) Special resolutions submitted to the Secretary	28 days before AGM
(b) Nominations to stand as Officers or Trustees submitted to the Secretary	28 days before AGM
(c) The meeting notice is placed on the website and sent to individual members and affiliated clubs	21 days before AGM

At each annual general meeting, the following business will be transacted:

- a) Approve the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report;
- b) Elect officers and trustees as required under clause 12. Nominations for the posts of officers or trustees shall be in writing, proposed and seconded by members of the Association and must be signed by the person being proposed to show his willingness to be appointed. Nominations must be received by the Secretary at least twenty-eight clear days before the date fixed for the annual general meeting. The Secretary shall publish all nominations to serve as a Trustee no later than fourteen days before the AGM;
- c) Consider any resolutions included on the agenda. Resolutions must be proposed and seconded by two members of the Association, submitted in writing, and received by the Secretary at least twenty-eight clear days before the date fixed for the annual general meeting. Resolutions for consideration can be submitted to the secretary electronically. The meeting may only consider resolutions properly lodged in accordance with clause 10(3) and 11(1)c);
- d) Agree the Association's, UMS county component for the next financial year. Following a recommendation by the Treasurer, the trustees have the power to vary this decision until the next AGM, if they believe the financial circumstances require this;
- e) Consider any other reports from the Trustees, Officers or sub-committees;
- f) Appoint an Independent Examiner of accounts;
- g) Elect the county's EBU shareholder(s);
- h) Transact any other business.

General meetings of the members of the CIO may be held at any time must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - (i) they receive a request to do so from at least 10% of the members of the CIO; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.

- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause, shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous, or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held no earlier than 28 days and no later than 42 days, from the date on which it is called. The timings connected to any EGM will follow the timetable at 11(1);
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(3) Notice of general meetings

- (a) The charity trustees, or as the case may be, the relevant members of the CIO, must give at least 21 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) Only resolutions lodged in accordance with clause 10(3) and 11(1)c) may be considered at a general meeting.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place or if an e-meeting, explain how to join;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (v) state the time and date of the meeting;
 - (vi) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or if allowed under Clause 15 (Use of electronic communication), details of where the information may be found on the CIO's website.
 - (vii) be sent electronically to all members who have provided an email address. The notice will also be sent electronically to all affiliated clubs. The notice and papers for any general meeting will be available on the LCBA website.
- (d) Proof that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The Chairman of the Charity shall, if present at the general meeting preside as chair of the meeting. If the Chairman is not available, then the Trustees will appoint one of their number to chair the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the larger of 10% or 4 of the members;

(c) If the meeting has been called by or at the request of the members and a quorum is not present after 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present after 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(f) If any general meeting, re-arranged because the original meeting was non-quorate, again fails to be quorate then the Trustees shall be able to take any decisions necessary to manage the affairs of the charity.

(6) Voting at general meetings

(a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Any vote or poll shall be taken in accord with the provisions described in clause 10(1).

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken :

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations

A bridge club that is affiliated to LCBA may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO, provided that the club has advised the County Secretary of who their representative will be.

(8) Adjournment of meetings

The chair may, with the consent of a quorate meeting or at the direction of the attendees, adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity Trustees and Management of the Association

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. The trustees shall have the power to determine any issue, arising in connection with the affairs of the CIO, which is not specifically provided for in this constitution.

It is the duty of each charity trustee:

a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or

she decides in good faith would be most likely to further the purposes of the CIO; and

b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
- (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

The Trustees are responsible for the control of all monies and assets of the Association. The Treasurer shall be responsible for the collection of all monies due to the Association, payment of all accounts and for keeping the books of account. The Treasurer shall account to the Trustees for all financial transactions as and when required and prepare a report and statement of accounts duly certified by an independent examiner for each Annual General Meeting. The signatures of the Treasurer and one other authorised Trustee shall be required for the payment of monies out of the Association.

(2) Eligibility for trusteeship

- a) Every charity trustee must be a natural person who is a primary player member of the Association.
- b) No one may be appointed as a charity trustee:
 - if he or she is under the age of 18 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 12(9).
- c) No one is entitled to act as a charity trustee whether on appointment or on any reappointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(3) Number of charity trustees

- a) There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or to appoint a new charity trustee.
- b) The maximum number of charity trustees is thirteen. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.
- c) The first charity trustees of the CIO are:

Brian Irlam, Bill Alston, John Brearley, Andrew Petrie, Jeff Smith, John Dearing, Marilyn Blake, Paul Evans, Oliver Cowan, Michael Rushworth.

(4) Officers

- a) The Officers of the Association will be the Chairman, Treasurer and Secretary.
- b) No player member of the Association shall simultaneously hold more than one office, except where an emergency vacancy arises and then only until a replacement can be found or the next AGM.
- c) In the event of a vacancy arising during the year in any office of the Association, the trustees shall choose one of their number to fill such vacancy until the ensuing Annual General Meeting.
- d) The Trustees may, if they see fit, appoint a President, whose primary role is to act as an ambassador of bridge in general and the LCBA in particular. This is an honorary role, and he/she is not a member of the Board of Trustees.

(5) Trustees

- a) The trustees of the CIO will consist of the three officers of the Association together with up to ten other members of the Association, who shall be elected at an Annual General Meeting of the Association.
- b) All trustees will be required to confirm, by email or letter to the Secretary, their willingness to act as trustees of the Association.
- c) The trustees may from time to time co-opt further members of the Association to serve as trustees until the ensuing Annual General Meeting, whether to fill a vacancy that has arisen, or as additional members, except that the total number of trustees (including Officers) shall at no time exceed thirteen.
- d) The trustees will meet at least four times a year. A quorum at meetings of the trustees shall be three, at least one of whom must be an Officer of the Association.

(6) Other officials

The trustees may appoint other officials of the Association, as necessary. Such appointments will be made at a meeting of the Trustees and noted in the minutes of the meeting.

(7) Appointment and re-appointment of Officers and Trustees

- a) At the first annual general meeting of the members of the CIO all the elected charity trustees shall retire from office;
- b) At every subsequent annual general meeting of the members of the CIO, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- c) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- d) The vacancies so arising may be filled by the decision of the members at the annual general meeting; first any Officer vacancies and then any other Trustee vacancies. Any vacancies not filled at the annual general meeting may be filled as provided in sub-clauses 12(4)c and 12(7)e;
- e) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 12(9) (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded;
- f) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his/her appointment and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
- g) Officers and Trustees can be re-appointed as shown in the table below:

Re-appointment of Officers and Trustees

Role	Tenure
Chairman	Can be re-appointed without a break but can serve no more than six years out of a period of ten years.
Treasurer	No limit on the number of re-appointments. If tenure goes beyond 9 years, then the Trustees should explain to an AGM why this is necessary and appropriate (as recommended by the Charity Commission).
Secretary	No limit on the number of re-appointments.

	If tenure goes beyond 9 years, then the Trustees should explain to an AGM why this is necessary and appropriate (as recommended by the Charity Commission).
Trustees	No limit on the number of re-appointments. If tenure goes beyond 9 years, then the Trustees should explain to an AGM why this is necessary and appropriate (as recommended by the Charity Commission).

(8) Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- a) a copy of this constitution and any amendments made to it; and
- b) a copy of the CIO's latest trustees' annual report and statement of accounts.

(9) Retirement and removal of charity trustees

A charity trustee ceases to hold office if he or she :

- a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- b) is absent without the permission of the charity trustees from all their meetings held within a period of one year and the trustees resolve that his or her office be vacated;
- c) dies;
- d) becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs; or
- e) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- f) ceases to be a primary player member of the Association

(10) Reappointment of charity trustees and other officials

Table 1 defines which retiring officers and trustees are eligible for re-appointment.

(11) Taking of decisions by charity trustees

Any decision may be taken either:

- a) at a meeting of the charity trustees; or
- b) by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

(12) Delegation by charity trustees

- a) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- b) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - i) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - ii) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole, as soon as is reasonably practicable; and
 - iii) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

(13) Meetings and proceedings of charity trustees

a) Calling Trustee meetings

- (i) Any charity trustee may call a meeting of the charity trustees.
- (ii) There must be at least 4 meetings of the Trustees each year.
- (iii) Subject to (a) and (b), the charity trustees shall decide how their meetings are to be called, and what notice is required.

b) Chairing of meetings

The Chairman of the Association shall chair the meetings of trustees. If he or she is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

c) Procedure at meetings

- i) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- ii) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- iii) In the case of an equality of votes, the chair shall have a second or casting vote.

d) Participation in meetings by electronic means

- i) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- ii) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- iii) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

13 Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (d) for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that charity trustee and that charity being counted in the quorum, the decision had been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

14 Execution of documents

- (1) The CIO shall execute documents by signature or by e-signature (provided there is evidence of the signer's intent to execute or accept the document. E.g. a formal minute, email or letter confirming their intent).
- (2) A document is validly executed by signature, if it is signed by at least two of the charity trustees.

15 Use of electronic communications

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website -
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 12(13)a (Calling Trustee meetings).
- (c) The charity trustees must
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has requested such a service.

16 Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

17 Minutes

- (1) The charity trustees must keep minutes of all:
 - (a) appointments made by the charity trustees;
 - (b) proceedings at general meetings of the CIO;
 - (c) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
 - decisions made by the charity trustees otherwise than in meetings.

- (2) The minutes of Trustee meetings will be made available to the membership (apart from any confidential or sensitive matters deemed, by the Trustees, to be inappropriate for publication).

18 Accounting records, accounts, annual reports and returns, register maintenance.

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The charity trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

19 Rules

- (1) The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Association, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Association on request.
- (2) Each player member of the Association shall be required in connection with the sport of Duplicate Contract Bridge:
- (a) to conform to the standards of fair play, courtesy and personal deportment prescribed by the Bye Laws and regulations for the time being of the EBU. In particular, this includes the fundamental principles set out in EBU's 'Best Behaviour at Bridge';
 - (b) to abide by the rules and regulations of any bridge events organised by the Association;
- (3) The Association shall have the powers and procedures for the enforcement of the requirement in Clause 19(2). Any complaint regarding a breach of the standards of fair play, courtesy and personal deportment will be dealt with through the Association's Conduct & Disciplinary procedure, which is published on the LCBA website.

20 Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

21 Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
- (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

22 Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- a) at a general meeting of the members of the CIO called in accordance with clause (11) (General meetings of members) of which not less than 14 days' notice has been given to those eligible to attend and vote;
 - i) by a resolution passed by a 75% majority of those voting, or
 - ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
- a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - c) In either case the remaining assets must be applied for charitable purposes the same as, or similar to, those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- a) the charity trustees must send with their application to the Commission:
 - i) a copy of the resolution passed by the members of the CIO;
 - ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

23. Interpretation

On all questions of interpretation of the Constitution, the decisions of the Trustees shall be binding until or unless rescinded by an AGM or EGM. The Trustees shall also determine any point or matter that is not covered by the Constitution.

In this constitution:

charity trustee means:

a trustee of the CIO

connected person means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause

- (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled —
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which —
 - (i) the charity trustee, member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

County UMS means:

the portion of UMS payments which go to LCBA.

Communications Provisions means:

the Communications Provisions in [Part 10, chapter 4] of the General Regulations.

Dissolution Regulations means:

the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

EBU means:

the English Bridge Union Ltd, which is the National Body for duplicate bridge in England.

General Regulations means:

the Charitable Incorporated Organisations (General) Regulations 2012.

Membership Year means:

the period from 1 April to 31 March.

Poll means:

a counted vote or ballot.

UMS means:

the Universal Membership System administered by the EBU.