



RULES OF [NAME OF CLUB] LIMITED

RBLC (England/Wales Co-op) Model Rules 2019

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SAMPLE

Interpretation

In these rules:

- a) "Act" - the "Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or in substitution for the same and for the time being in force;
- b) "Branch" - a Legion formation created by a group of members and registered on TRBL central database;
- c) "Committee" - the body formed to manage the Club in accordance with these rules;
- d) "local newspaper" - a newspaper circulating in or about the locality in which the Club's registered office is situated;
- e) "Member" - a member of a RBL Club;
- f) "TRBL Members" – members of the Royal British Legion as defined by the Royal Charter
- g) "Membership Council" - a committee established by, and accountable to, the Board of Trustees, with such responsibility for the management and administration of members and membership issues as the Board of Trustees may from time to time determine;
- h) "Model Club Rules" - the rules contained with this document.
- i) "records" - books, documents or electronic files and data;
- j) "TRBL" - The Royal British Legion;
- k) (m) "RBL Head Office" – main office of TRBL located at 199 Borough High Street, London SE1 1AA
- l) (n) "steward" - a person who manages a Club on a day to day basis as required and instructed by the Club committee;
- m) (o) words importing the singular or plural shall include the plural and singular respectively;
- n) (p) words importing the masculine gender shall include the feminine;
- o) (q) Reference to the Board of Trustee shall include successor bodies appointed within RBL or given delegated responsibility within RBL;
- p) (r) reference to statutes and regulations shall include subsequent amendment, variation or re-enactment;
- q) (s) reference to the Royal Charter and its contents shall include subsequent editions;
- r) (t) any reference to the Chief Registrar, Registrar, Central Office or the
- s) Financial Conduct Authority (FCA) includes reference to the statutory successor or/of the relevant functions of any of them.
- t) (u) MSO - Membership Support Officer,
- u) (v) RCRM - Regional Club Relationship Manager.

1 Conditions, Names and Objects

1.1 Conditions

The Co-operative Society (hereinafter called the “Club”) is affiliated to TRBL as an officially recognised RBL Club and shall comply with such conditions as may be prescribed from time to time by TRBL for the issue of a Licence to use the words “The Royal British Legion’ and/or “TRBL” in the Club’s name, and TRBL logo and brand. The Licence is to be displayed in a prominent position within the Club.

1.2 Name: The Club shall be named:

.....
.....Limited.

1.3 Objects: the objects of the Club shall be:

1.3.1 To advance the charitable aims laid down in the Royal Charter of Incorporation and Schedules of TRBL and to contribute to the charitable funds of TRBL by:

- organising fundraising activities to support the “Poppy Appeal” and/or other TRBL sponsored appeals;
- supporting TRBL and the Branches where applicable in their aims and objectives e.g. hosting Branch meetings;
- holding regular meetings with the Branch, where applicable, to discuss matters of mutual interest (e.g. new membership drive activities).

1.3.2 To carry out the business of a bona-fide members’ Club providing the means for social activity, mutual support, comradeship, recreation, and other advantages of Club membership.

1.3.3 To promote comradeship amongst members of TRBL, in the locality in which the Club is situated.

1.3.4 To liaise with other Ex-Service Organisations to explore opportunities to support the Armed Forces Community.

2 Office

2.1 The Registered Club Office shall be at:

.....
..... Post Code.....

2.2 Notice of any change in the address of the Registered Office shall be sent by the Club Secretary within seven days to TRBL Head Office for registration with the FCA.

3 Seal of the Club

3.1 The Club must in accordance with the Act have its name and FCA registration number in legible characters upon a seal (“the Seal”).

3.2 The Seal shall be in the custody of the Club Secretary, or such other Officer as the Committee appoint, and shall be used only under the authority of a resolution of the Club Committee (see rule 18). Authentication of a document to which the seal is attached shall be supported by the dated signatures of two Club members and by the Club Secretary.

4 Use of the Club's Name

- 4.1 The registered name of the Club shall be permanently displayed on the outside of the Club premises. The full registered name shall, with the Club's registered address, be present on all business letters, notices, advertisements and other publications of the Club, in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the Club, and on all bills, invoices, receipts and letters of credit of the Club.
- 4.2 The limited liability of the Club members shall be evident from the full title used in the above.

5 Rules

- 5.1 Supply. The Committee shall ensure that the Club Secretary is supplied with copies of the Club's registered rules, for an initial free issue to all members on their admission to membership (Rule 8) and to any members on request together with copies of all registered partial amendments for a payment not exceeding £5. A copy of the Club rules shall be displayed on the Club Notice Board.
- 5.2 Amendment.
 - 5.2.1 No amendment of these rules is valid until registered by the Financial Conduct Authority (FCA) or their successor through TRBL Head Office.
 - 5.2.2 TRBL Membership Council are the custodians of RBL Model Club Rules. Any amendment to these rules can only be granted with the agreement of the Membership Council.

6 Byelaws

- 6.1 The Committee shall have the power to make such byelaws as it may consider necessary, without referring them to the Club members, for the good order and management of the Club, provided that no such bye-law conflicts with the registered rules.
- 6.2 Club bye- laws shall be reviewed and ratified by the membership at the AGM.
- 6.3 A copy of all Club byelaws shall be posted on the Club noticeboard.

7 Eligibility for Membership

- 7.1 **Each RBL Club Member:**
 - 7.1.1 shall be 18 years of age or over;
 - 7.1.2 Shall be a current member of at least one Royal British Legion Branch when applying for Club membership and throughout the whole duration of their Club membership;
 - 7.1.3 Shall hold one share within the Club. (See rule 9);
 - 7.1.4 May attend any meeting and vote on any resolution proposed within the Club (note: See exception rule 33.2 and 34.2.);
 - 7.1.5 May hold elected Club office or serve on the Club committee (See rule 19.4. for eligibility).

8 Application for Membership

8.1 Club Membership

- 8.1.1 Applications for membership shall be made to the Club Secretary.
- 8.1.2 Applicants for RBL Club Membership must submit evidence of membership of TRBL, must sign an application form provided by the Club and provide a deposit of one pound for one share which will be returned in the event of non-acceptance as a member.
- 8.1.3 The applicant's name shall be posted by the Club Secretary in the Club for at least two clear days prior to the proposed member's name being considered by the Committee. The Committee is responsible for informing the applicant that their name will be posted in the Club in advance.
- 8.1.4 The Club Committee has the sole authority to admit applicants to membership or to reject them. The decision of the Committee shall be final. The reasons for the decision may be conveyed to the applicant if the Committee decides it is appropriate.
- 8.1.5 Upon admission the new member shall:
 - 8.1.5.1 purchase one share valued at one pound;
 - 8.1.5.2 be provided with a Free copy of the Club's registered rules, with copies of all registered partial amendments. If a charge is made for subsequent copies it must not exceed £5;
 - 8.1.5.3 pay the current Club joining fee (if applicable) and Club membership subscription (if applicable);
 - 8.1.5.4 receive a Club sticker to validate their RBL Legion membership card (if the Legion membership card is not available, having provided proof of membership, be given a temporary Club membership card until the Legion membership card is received);
- 8.1.6 Until this admission procedure is fully completed, applicants are not entitled to enter the Club in their own right or to enjoy the privileges of membership.

9 Shares

- 9.1 Upon completion of the admission to membership the Member is to be issued with a numbered share certificate by the Club Secretary which is to be recorded against their name in the Club Register of Members (see rule 11).
- 9.2 Shares shall not be withdrawable or transferable and shall be of the value of one pound. No member shall hold more than one share, and no interest or dividend shall be paid on it. Members shall forfeit their shareholdings, on ceasing to be a Member for whatever reason.
- 9.3 A share held by Members prior to the registration of these rules shall remain as one valid share irrespective of price paid.

10 Subscriptions and Joining Fees

10.1 Payments

- 10.1.1 All Members shall pay an initial joining fee (if applicable), together with a Club subscription (if applicable) to be set annually by the Committee and ratified by the members at the Annual General Meeting (AGM).

- 10.1.2 The Committee may approve the initial Club subscription be paid on a pro rata basis based on the number of months until the renewal of the annual Club subscription.
- 10.2 Payments Due. The subscription for the current financial year becomes due as soon as an applicant is admitted (see rule 8.1.) and subsequently on the first day of the month which the Club's financial year starts or a annual renewal date as set by the Club Committee in the club by-laws.
- 10.3 Arrears
- 10.3.1 Any member who has not paid his subscription within four weeks after it has become due shall be "in arrears".
- 10.3.2 The Club Secretary shall post in the registered office a list of the names of members in arrears within five days of their becoming in arrears and no member in arrears shall be permitted to use the Club or to take part in its affairs. Any Committee member who is in arrears shall resign immediately.
- 10.4 Lapsed Membership. Any member whose subscription is unpaid within four weeks of becoming in arrears shall become lapsed and cease to be a member. The Secretary shall post in the registered office a list of the names of persons who, for this reason, have ceased to be members of the Club.
- 10.5 Lapsed members must reapply to join the Club. The Club Committee has the sole authority to admit applicants to membership or to reject them. The decision of the Committee shall be final. The reasons for the decision shall not be conveyed to the applicant.
- 10.6 Excused Club Subscriptions. The Club Committee, on receiving information in writing addressed to the Committee that any member has been unable to pay the Club subscription due to unemployment, disability or other good cause, may at its discretion excuse payment of such member's Club subscription for such a period as it may determine, in which case such member shall remain a Club member for the period agreed by the Club Committee.

11 Register of Members

- 11.1 Register: The Club must keep at its registered office a register in which the Secretary must enter the following particulars:
- 11.1.1 Type of Membership, names and contact details of all members;
- 11.1.2 The number of the share certificate held by each Member
- 11.1.3 A statement of property in the Club (whether in loans or otherwise held by all members);
- 11.1.4 The date at which each person was entered into the register as a member, and the date at which any person ceased to be a member;
- 11.1.5 The names and addresses of the Officers and Committee members with the offices held by them respectively and the dates on which they assumed office and resigned from or ceased to be an Officer or a member of the Committee.
- 11.2 Duplicate Register. The Club shall also keep at its registered office a duplicate register of members in which the Secretary shall enter all the as in the original register of members other than those mentioned in paragraphs 11.1.1 (addresses to be deleted), 11.1.2. and 11.1.3. above.
- 11.3 Address Change. Any member changing his address must notify the Secretary of the change as soon as possible.

- 11.4 Data Protection. All RBL Clubs are required to comply with the General Data Protection Regulation and ensure they are fair and lawful in the way they use, process and store personal data. Clubs must keep members informed about the purpose for which they collect their data, adhering to individual rights of access to the data and any objections they may have regarding the use of their personal information.

12 Cessation of Membership

- 12.1 A member shall cease to be a member:
- 12.1.1 by non-payment of subscriptions (see rule 10);
 - 12.1.2 by expulsion;
 - 12.1.3 by resignation in writing;
 - 12.1.4 by ceasing to be a member of TRBL as required by Rule 8;
 - 12.1.5 upon death.

13 Admission of Non-Members to the Club

- 13.1 In addition to RBL Club Members the following may be admitted to the Club premises at the discretion of the Committee:
- 13.1.1 Club Associates
 - 13.1.2 Guests of Members
 - 13.1.3 Guests of Committee.
- 13.2 Any of the above admitted are subject to the Club rules and byelaws that should be displayed on the Club notice board.
- 13.3 Club Associates
- 13.3.1 Club Associates are:
- 13.3.1.1 A fully paid up Member of another RBL Club temporarily resident/visiting in the locality of the Club;
 - 13.3.1.2 A member of any other Club which qualifies as a “recognised” Club under the Licensing Act 2003;
 - 13.3.1.3 A member of H.M. Forces who is on leave in the local area;
 - 13.3.1.4 A person specially invited by the Committee;
 - 13.3.1.5 A person engaged by the Club for an event for the period of such attendance, residence or engagement only.
- 13.3.2 Club Associate rules.
- 13.3.2.1 Application to become a Club Associate shall be made to the Club Secretary.
 - 13.3.2.2 Club Associates’ fees are set at the discretion of the committee.
 - 13.3.2.3 The Committee has the sole authority to admit applicants or to reject them. The decision of the Committee shall be final. The reasons for the decision shall not be conveyed to the applicant.
 - 13.3.2.4 The names of applicants shall be published on the Club notice board for at least two clear days before the association becomes valid.

13.3.2.5 The name of the associate and the name of the Club/organisation to which they belong (if applicable) must be entered in a book, by the Secretary, kept for that purpose. Upon entry an appointed responsible person must be satisfied that they are eligible, from this book, before admission to the Club is allowed.

13.3.2.6 Club Associates shall enjoy the same facilities as members except that they may not attend any meeting of the Club, vote on any resolution or hold a share in the Club.

13.3.2.7 Persons may only be admitted as a Club Associates for a period or periods which together do not exceed thirty days (except employees) in any one calendar year

13.3.2.8 The total number of Club Associate at any one time must not exceed 25% of the total Club membership.

13.4 Employees of the Club

13.4.1 No employees may be Members of the Club. Where a Member is employed by the Club, they must resign their membership.

13.4.2 Employees may be Club Associates during their period of employment.

13.4.3 Employees must be provided with a full contract of employment in accordance with current employment law.

13.5 Guests of Members

13.5.1 Any Member may be accompanied by their spouse (or nominated partner) and children under the age of eighteen years as guests when the Club is open, subject to any restriction under the Club bye laws.

13.5.2 In addition to their family (see preceding paragraph) any Member may introduce up to two further guests each at any one time. Guests (including spouses / partners) who are eligible for membership may only be introduced once in any one calendar month. If they wish to use the Club more than that they will be expected to apply to join the Club.

13.5.3 All guests and the members introducing them shall sign their name in a visitor's book kept for that purpose.

13.5.4 Members shall be responsible for the good behaviour of guests introduced by them during the period of their stay in the Club. In the event that a guest is removed from the Club premises for misconduct, or other cause, the member introducing such a guest may be subject to disciplinary procedures. Members must be present throughout the period their guests are in the Club. Any complaint/grievance by a guest must be submitted through the Registered Club Member using rule 24.

13.5.5 Charges for admission for guests can be set by the committee and shall be included in the Club byelaws.

13.6 Guests Approved by the Committee

13.6.1 Persons attending the following functions organised by the Committee or organised by a member and approved by the Committee may be admitted to the Club and may be provided with intoxicants in accordance with a Club Premises Certificate/Premises Licence under the Licensing Act 2003 or its regulations (or subsequent legislation), provided that such supplies shall be limited by any conditions imposed on the Club's Premises Certificate by the local licensing authority or Magistrates Court in which the Club premises is situated ("Local Authority"):

- 13.6.1.1 Functions where sporting teams, their officials and supporters are engaged in sporting fixtures in which a representative team from the Club is participating;
- 13.6.1.2 Occasions of a member's personal or family nature, not organised for profit and which are customary celebrations, e.g. weddings, retirements, anniversaries, funerals, etc.;
- 13.6.1.3 Functions organised to entertain exclusively members of other RBL Clubs or members of other ex-Service Clubs;
- 13.6.1.4 Branch meetings and other branch functions, by agreement with the Club, when parts of the Club premises are used at agreed times within the agreed schedule for the Club.

13.6.2 The Committee has a responsibility to ensure that all Guests of the Committee have their visit recorded in the visitors' book.

13.6.3 Exclusions: despite rule 13.3., 13.5. and 13.6. the following may not be admitted as guests:

- 13.6.3.1 persons whose application for membership has been refused;
- 13.6.3.2 members who are suspended or expelled under rule 22;
- 13.6.3.3 members who have been ordered under rule 21 to withdraw and who have not subsequently met the Committee.

14 Hours of Opening and Closing Club Premises

14.1 The Club shall be opened and closed at such hours as may from time to time be fixed by the Committee within the schedule of permitted hours approved under the Club Premises Certificate/Premises Licence issued by the Local Authority and notified to members by notice as posted in the Club and incorporated into Club byelaws.

15 Permitted Hours

- 15.1 The permitted hours for the supply of intoxicants are in accordance with Chapter 17 of the Licensing Act 2003 and its regulations and the total general licensing hours in accordance with the Clubs Premises Certificate/Premises Licence as issued by the Local Authority in which the Club premises are situated.
- 15.2 Permitted hours for Temporary Events may be extended only by application to the Local Authority in accordance with the Licensing Act 2003 and its regulations. Changes to the bar opening hours may be made by the Committee within the permitted hours, such changes being notified as above.

16 General Meetings

16.1 Ordinary General Meetings (OGM)

16.1.1 OGM's shall be called as directed by the Committee.

16.1.2 The agenda for the meeting shall be posted prominently on the Club premises for at least fourteen days prior to the meeting.

16.1.3 The meeting is to be advertised in a local newspaper at least fourteen days prior to the meeting.

16.1.4 Notice of a motion submitted in writing by any member at least seven days

before the date of such meeting shall be added to the agenda by the Club Secretary.

16.1.5 No matters other than those which appear on the Final Agenda shall be discussed at an OGM.

16.2 Annual General Meeting (AGM)

16.2.1 The AGM of the members shall be held within the months of November to March each year, on a date to be fixed by the Committee.

16.2.2 The date and time of the meeting together with an agenda of the business to be conducted and a copy of the annual accounts shall be posted prominently in the Club by the Club Secretary for at least fourteen days prior to the date of the meeting. It shall also be advertised in a local newspaper at least fourteen days prior to the meeting.

16.2.3 The business of the meeting shall be:

16.2.3.1 to present a report by the Committee for the previous financial year;

16.2.3.2 to present a statement of accounts, balance sheet and financial report for that period;

16.2.3.3 to appoint the auditor, where appropriate, and if required to choose to dis-apply the requirement for a full audit and agree to a lesser audit;

16.2.3.4 to appoint Club Officers and Committee;

16.2.3.5 to appoint Club Arbitrators;

16.2.3.6 to ratify Club byelaws and forthcoming Club membership fees;

16.2.3.7 to authorise Honorarium (if applicable);

16.2.3.8 to award or review the award of the post of an Honorary vice Presidency of the Club (see rule 17.2).

16.2.4 Any other item which the Committee may deem relevant, may be included on the agenda providing it is submitted in writing by a member at least seven days prior to the date of such meeting.

16.2.5 . AGMs will not include Any Other Business nor include items raised from the meeting floor.

16.3 Special General Meetings (SGM's)

16.3.1 A SGM shall be called by the Club Secretary in the following circumstances:

16.3.1.1 upon the direction of the Committee, and in accordance with such direction;

16.3.1.2 on a requisition, signed by one-fifth of the Club members, or thirty such members, whichever is the least, stating the proposed special resolution thereof. The requisition must include both the printed name and the signature of the members. Such meetings shall be held within not less than fourteen days nor more than twenty-eight days from the date of the receipt by the Club Secretary of the requisition.

16.3.2 Notice to be given

16.3.2.1 Notice of any SGM, and of the objects for which it is called, shall be posted prominently in the Club by the Secretary for at least fourteen days prior to the date of the meeting.

16.3.2.2 It shall also be advertised in a local newspaper at least fourteen days prior to the meeting.

16.3.2.3 Should the secretary not give notice of a SGM in the manner required within seven clear days after a duly signed requisition has been delivered to him, any of the requisitionists may call such a meeting, giving notice as is provided by this rule.

16.3.2.4 No business other than that named in the notice shall be brought before a SGM.

16.4 Quorum

16.4.1 An OGM or AGM may proceed to business if ten qualified members as per rule 16.6 or one twentieth of the total qualified membership (whichever is least, min 5 qualified members) are present within half an hour after the time fixed for the meeting, otherwise the meeting, shall stand adjourned to the week following at the same time, and the meeting so adjourned may proceed to business whatever the number of members present.

16.4.2 An SGM may proceed to business if twenty qualified members as per rule 16.6 or one fifth of the total qualified membership (whichever is least, min 10 qualified members) are present within half an hour after the time fixed for the meeting, otherwise the meeting, if the meeting was convened on the requisition of the members shall be dissolved. However, if convened by order of the committee shall stand adjourned to the week following at the same time, and the meeting so adjourned may proceed to business whatever the number of members present.

16.4.3 No meeting shall become incompetent to transact business from the want of a quorum should members leave the meeting after the chair has been taken.

16.5 Presiding Officer: The Chairman, or in his absence the Vice Chairman or President, or in the absence of all these officers, a member elected by the meeting shall preside at all GM's.

16.6 Voting

16.6.1 All RBL Club Members may attend and speak at any GM other than those members under suspension or members denied use of the Club pending a disciplinary hearing.

16.6.2 All Members shall be entitled to vote (one member one vote) on any resolution other than a resolution under rule 33 where the right to vote shall be restricted to those Club members who have been a member for three consecutive years or more.

16.6.3 Voting shall be decided by a simple majority of those present except as otherwise provided in these rules (see rule 33 or required by the Act). In the event of a tied vote the motion shall be deemed to be lost.

16.7 Adjournment: any GM duly constituted may adjourn to such time as the members present direct and may continue any such adjournment from time to time. No business shall be introduced at any adjourned meeting which could not have been transacted at the original meeting.

16.8 Rescinding: no resolution passed by a GM shall be rescinded except by another GM called in accordance with rule 16.1, 16.2 and 16.3.

17 Officers and Honorary Posts

17.1 Officers. Officers of the Club are President, Chairman, Vice Chairman, Treasurer and Secretary.

17.1.1 The President, Chairman and Vice Chairman must be a RBL Club Members

and shall be elected every two years (after the first year on registration of these Rules see Rule 18.1.4.) and shall be members of the Committee (see Rule 19).

17.1.2 The Club Treasurer and Club Secretary may be:

17.1.2.1 Elected from within the Committee and retain voting rights in Committee.

17.1.2.2 Co-opted by the Committee from the Club membership with no voting rights in committee.

17.1.2.3 Appointed outside of the Club membership, as employees or volunteers, with no voting rights in committee.

17.2 Honorary Vice President

17.2.1 A person may be granted by the Members at AGM an award of an Honorary vice Presidency of the Club. Such award to be reviewed at each AGM. (Such persons should be of standing in the community and able to enhance the reputation of the Club and the RBL).

17.2.2 The award of a Vice Presidency of the Club does not entitle the holder to be an officer of the Club nor a member of the Committee.

17.2.3 A person who receives such an award may stand for election to the Committee in accordance with the registered rules as a member of the Club.

17.3 Vacation of Office. Any elected/co-opted officer shall vacate the office:

17.3.1 upon removal from office under Rule 20;

17.3.2 upon cessation of membership of the Club under Rule 12;

17.3.3 upon suspension under Rule 22;

17.3.4 upon resignation submitted to the Club Secretary in writing;

17.3.5 upon suspension or expulsion from membership of the RBL, but a successful appeal against the charge within the period of office will enable the elected officer to resume his position;

17.3.6 upon death.

17.4 Vacancies. In the event of a vacancy arising among the elected Officers, the Committee shall have power to co-opt an eligible member (see rule 19.4) to fill the vacancy until the next ballot held under Rule 19 where they may opt for election. The co-opted period shall not to extend beyond the next annual ballot.

17.5 Duties of Officers

17.5.1 The President. The President shall act as the Club's ambassador. He will not normally participate in the day-to-day management of the Club. He may Chair General Meetings on invitation. The President has voting rights.

17.5.2 The Chairman. The Chairman shall where possible, preside at all GM's, Committee meetings and have overall responsibility for the conduct of Club affairs as directed by the Committee. The Chairman has voting rights.

17.5.3 The Vice-Chairman. The Vice-Chairman shall deputise for the Chairman as necessary. The Vice Chairman has voting rights. The Vice-Chairman shall assist the Chairman in overseeing the Club affairs.

17.5.4 The Treasurer

17.5.4.1 The Treasurer shall be responsible for the paying into the bank all monies received by the Club from all sources, to the credit of an account opened in the name of the Club at such bank and in such manner as the Committee may direct, and further, shall keep such accounts and pay such

debts of the Club as the Committee shall direct, and must render to the Committee or the GM an account of any monies received and expended.

17.5.4.2 The Treasurer will attend all GM's and Committee meetings as directed by the Committee.

17.5.4.3 see rule 17.1.2 for voting rights.

17.5.5 The Club Secretary

17.5.5.1 The Club Secretary shall keep upon the Club premises the registers of membership (including share issue register), and a subscription book (or books) in which shall be recorded the payment of membership subscriptions, a book for recording complaints, a book for recording Associates / visitors and a book for signing in guests. Secretary shall carry out the directions of the Committee and subject to such directions, receive monies on account of the Club, and pay the same to the Treasurer, and keep such accounts as the Committee may direct.

17.5.5.2 Attend all GM's and Committee meetings as directed by the Committee, take minutes of the proceedings, ensure the preparation of accounts and annual returns, and submit the same to the auditor as per Rule 31.

17.5.5.3 See rule 17.1.2 for voting rights.

18 The Committee

18.1 Composition

18.1.1 The Committee shall consist of President, Chairman, Vice Chairman (who must be RBL Club Members), Treasurer, Secretary and at least four Committee members (unless a number above four is determined by the Club Byelaws up to a maximum of nine) as well as a Treasurer and Club Secretary (see rule 17.1.2.).

18.1.2 All elected Committee members must be RBL Club Members.

18.1.3 Retiring Committee members shall be eligible for re-election.

18.1.4 At the first election following the date of the registration of the rules the Committee shall retire and a new committee shall be elected as provided hereafter.

18.1.4.1 The President and Vice Chairman shall be elected for one year, thereafter for two years.

18.1.4.2 The Chairman shall be elected for two years.

18.1.4.3 Of the Committee elected, half of the Committee that polled the lowest number of votes shall be elected for one year and the other half of new Committee, that polled the highest number of votes, shall be elected to serve for two years. Thereafter each year committee shall be elected for two years. Thus, each year ongoing, half of the Committee stand for election and half will be mid-way through their period of service. Additional committee may be elected to replace losses by retirement etc. to ensure a full complement of committee (as determined by Rule 18.1) is in place.

18.1.4.4 The Club Committee is responsible to ensure the Club adheres to all legislative requirements including licencing and Health & Safety.

18.2 Management of the Club

18.2.1 The Committee shall be responsible for the management of the Club having regard to these Rules and to any resolution of a GM called under Rule 16.

18.2.2 The Committee, or any Officers authorised by them, shall have the power to give orders for goods to be supplied and work to be done as may be necessary for carrying out the purposes of the Club, but nothing in this Rule shall empower the Committee to incur expenditure except such as is consistent with the purposes for which the Club is established. No member shall by virtue of his appointment have power to order goods or dispose of the assets of the Club.

18.3 Payments to Members of the Committee. A member of the Committee may not:

18.3.1 supply goods (including intoxicating liquor) to the Club for payment;

18.3.2 enter into a contract for work to be done for the Club;

18.3.3 other than an appointed Treasurer or Club Secretary, hold any position of salary or profit paid by the Club.

18.4 Honoraria

18.4.1 Officers (other than the Club Secretary and Treasurer appointed from outside the Club membership) may receive such honorarium as the members at each AGM decide. The sums awarded being referred to the relevant authorities for deductions, if any, and declarations on the Club and individual tax returns.

18.4.2 The level of Honoraria must be determined at the AGM by the Club Members.

18.5 Conduct of Committee Meetings

18.5.1 Frequency: The Committee shall meet at least once per month for general business.

18.5.2 The Chairman, or in his absence the Vice-Chairman or President, or in their absence a Chairman elected by the Committee present shall take the chair at meetings of the Committee.

18.5.3 Voting. The quorum of the Committee shall consist of at least fifty percent (50%) of the total membership of the Committee eligible to vote (minimum of four). Each member of the Committee shall have one vote only. Except where otherwise provided in these Rules motions shall be decided by a simple majority of those present and voting. In the event of a tied vote, motions shall be deemed to be lost.

18.5.4 Rescinding a Resolution. No resolution of the Committee shall be rescinded unless notice to rescind has been given at the previous meeting and all members of the Committee informed accordingly.

18.5.5 Minutes. Minutes of all meetings of the Committee shall be taken by the Club Secretary (or in the Secretaries absence a person appointed by the Committee). The Club Secretary shall ensure the minutes of the meetings to be retained for at least seven years.

18.6 Vacation of Office. Committee members will vacate their office:

18.6.1 upon removal from office under Rule 20;

18.6.2 upon cessation of membership of the Club under Rule 12;

18.6.3 upon suspension under Rule 22;

18.6.4 upon resignation submitted to the Club Secretary in writing;

18.6.5 upon suspension or expulsion of membership from the RBL, a successful appeal against the offence during the period of elected service shall enable the member to continue Committee service;

18.6.6 upon death.

18.7 Vacancies. In the event of a vacancy arising amongst the members of the Committee, the Committee shall have the power to co-opt an eligible member (see Rule 19.4) to fill the vacancy until the next ballot held under Rule 19; the co-opted period shall not continue beyond the next annual election.

18.8 Sub-Committees. The Committee may appoint sub-committees (A Finance Sub-Committee shall be appointed), who shall be answerable to the Committee only, and all monies voted for the use of or received by the sub-committee shall be dealt with in accordance with Rule 17.5.4 and 17.5.5.

18.9 Finance Sub-Committee

18.9.1 The Club Committee shall, at the first meeting following each election, appoint a Finance sub-Committee. It shall consist of three Club Members or appointed individuals who are not Officers, one of whom must be on the Club Committee and one shall act as Chairman. At meetings of the Finance Sub-Committee the Club Secretary and Treasurer are to be in attendance in a non-voting capacity. Other Officers may attend such meetings but take no part in the proceedings unless requested to do so by the chairman of the meeting.

18.9.2 It shall be the duty of the Finance sub-Committee:

18.9.2.1 to monitor the financial performance of the Club;

18.9.2.2 to arrange for stocktaking on the first convenient day of each month either by themselves or by an agent duly appointed for that purpose;

18.9.2.3 to check all demands for payment with the order book of the Club, and with the delivery notes and invoices;

18.9.2.4 to report to the Committee whether such stock records agree with the returns made to the Club by the Steward, and whether the demands for payment are correct;

18.9.2.5 to see that the vouchers are produced by the Club Secretary for all payments made by him or by order of the Committee;

18.9.2.6 to check whether the Club Secretary's cash record is correct and up to date. The amount being reconciled with the Treasurer's records and bank statements of Club accounts;

18.9.2.7 to present to the monthly meeting of the Committee up to date records.

18.9.3 Unelected sub-committee members have no voting rights on the Club committee.

18.9.4 The proceedings of the Finance sub-Committee shall be recorded by the Club Secretary in a minute book kept for that purpose. All cheques drawn upon Club Accounts shall be signed by at least one officer and a member of the Financial Sub Committee, both being authorised signatories.

18.10 Fidelity Insurance. All Officers, Committee members and employees of the Club whose duties may involve them in the handling of Club money or stock must be insured under an insurance policy which protects the Club against dishonesty and fraud. The premium shall be paid by the Club.

19 Conduct of Elections

19.1 Procedure. The election of officers and the Committee shall be carried out in the following order:

19.1.1 First for the position of Chairman, then Vice Chairman and President followed by the Committee, all of which shall be by ballot.

19.1.2 A member may be nominated for more than one position but may hold no more than one. Once a member is elected, then that person's name must be removed from all other ballot papers.

19.1.3 If an elected member declines to accept that particular office, then a fresh ballot must be held.

19.1.4 Each Member of the Club shall have one vote for each vacancy.

19.2 Ballots

19.2.1 Ballots shall be held either during the AGM or during the fourteen days following the AGM.

19.2.2 Ballots held during the fourteen days following the AGM shall remain open for at least three hours on the evenings of two consecutive days.

19.3 Scrutineers

19.3.1 Ballots shall be carried out under the directions of the Committee by three scrutineers appointed by the Members at the AGM. Scrutineers shall not be candidates or officers.

19.3.2 The Scrutineers shall, at the conclusion of the ballot, seal up the ballot papers, if applicable, and hand them to the Club Secretary, who shall retain them for seven days.

19.3.3 A scrutiny shall take place if a written demand is presented to the Club Secretary within seven days from the close of the ballot, signed by not less than one-tenth of the Members of the Club, and a scrutiny shall be carried out by three different scrutineers, to be named by the outgoing Committee, and their decision shall be final.

19.4 Eligibility

19.4.1 Any RBL Club Member (giving consent) shall be eligible for nomination for the Committee on completion of six months membership of the Club. All persons nominated to serve as elected Officers of the Club must have completed a qualifying period of committee service as determined by the members and ratified by the Committee in the Club byelaws.

19.4.2 Nominees must be proposed and seconded by two Members who must sign the nomination sheet. Nominators must have completed six months membership within the Club.

19.5 Nominations

19.5.1 At least fourteen days before the day fixed for any ballot, a nomination sheet shall be posted prominently on the Club premises by the Club Secretary, on which the names of all candidates for any position must be entered.

19.5.2 This sheet shall remain open until twenty-four hours prior to the AGM, if the ballot is to be held at that meeting, or until the expiration of at least twenty-four hours following the AGM, if the ballot is to be held during the fourteen days following the date of the AGM.

19.6 Results of Ballots. The results of ballots shall be made known within twenty four hours of the close of the ballot, by posting a notice on the Club notice-board, attested by the signatures of the scrutineers recording the number of votes polled by each candidate and indicating which of the candidates are elected, the candidates receiving the highest number of votes being those elected, except as detailed in rule 19.7.

19.7 Resolution of Difficulties. Should the ballot result in two or more candidates receiving an equal number of votes for the last or only vacancy or vacancies in a

particular post, the names of such candidates shall be written on slips of paper, which shall be placed so that the names are concealed, and the President, or in his absence a person appointed by the scrutineers, shall then draw as many slips as there are vacancies to be filled, and the members whose names are so drawn shall be declared duly elected.

20 Removal from Office

- 20.1 The Committee or any member or members thereof, including the elected officers, may be removed by the votes of two thirds of the members present and voting at an SGM called for that purpose.
- 20.2 In the event of the removal or the resignation of the whole or majority of the Committee, the Club Secretary shall obtain nominations and arrange for holding a ballot, (see Rule 19.4) and the result shall be declared to an SGM to be called by the Club Secretary.
- 20.3 The time and notices required by rule 16 for special general meetings shall not apply in this case, but three days shall be allowed for nominations, the ballot shall be held on the succeeding three days and the SGM held within three days of the close of the ballot.

21 Misconduct of Members

- 21.1 No gaming (other than that permitted by law), drunkenness, prohibited items/substances, bad language or other misconduct shall be permitted on the Club's premises including the grounds and appurtenance thereof of any premises belonging to the Club or TRBL or on any Club or TRBL website or social media site.
- 21.2 Any officer or member of the Committee, or any person duly authorised by the Committee shall have power to order the immediate withdrawal from the Club's premises (including the aforesaid grounds, appurtenances and premises) of any Member contravening the provisions of rule 21 and the Member may be dealt with by the Committee under rule 22.
- 21.3 Such a member shall have no right of re-entry to the Club premises, until attending a meeting of the Committee, at their request, except that the member may attend appropriate Branch business meetings, but not make any purchases in the Club and should leave the Club premises immediately after the Branch meeting. Such members shall be eligible for nomination to the Committee, should the AGM fall within the period he is being denied access to the Club.
- 21.4 If the next ordinary meeting of the Committee be within less than three days, the member may claim to appear before them at that meeting and to have his case dealt with, waiving the length of notice required by the said rule 22 if applicable.

22 Disciplinary Powers of the Committee

- 22.1 The Club must adopt a formal disciplinary procedure which shall be posted on the Club notice board.
- 22.2 The Committee shall have power to reprimand, suspend (for not less than 3 months nor more than 12 months), or expel any member who shall infringe any rule, or whose conduct, whether within or without the Club premises shall in their opinion, bring the name of the RBL Club or TRBL into discredit.
- 22.3 No member shall be reprimanded, suspended or expelled without being given an

opportunity to be heard by the Committee and to advance a defence. Any Committee member having any conflict of interest shall not participate in this process.

- 22.4 A majority of two thirds of the Committee then present and voting shall be required to determine whether:
 - 22.4.1 The member is guilty or not guilty of the charge of misconduct;
 - 22.4.2 To reprimand, suspend or expel the member from the Club.
- 22.5 Every member required to appear before the committee under this rule (Rule 22) shall receive at least seven clear days written notice from the Club Secretary and the appearance shall normally be within 28 days of the alleged offence.
- 22.6 Notice shall be sent in writing which shall be deemed to have been received two days following the dispatch of the notice, for the purpose of giving notice to the member. In the event that the Member fails to attend the meeting without notifying the Club Secretary of substantial mitigating circumstances e.g. sickness or holiday then the meeting may take place in their absence and an award made.
- 22.7 The decision of the Committee shall be notified by the Club Secretary in writing to the member within seven days of the Committee Meeting.
- 22.8 A suspended member shall remain liable to pay his subscription but shall not be permitted to use any of the facilities of the Club or take any part in the affairs of the Club.
- 22.9 The Club Secretary shall invalidate the Club Membership for the suspended period.
- 22.10 Following a period of suspension, the Member shall return to full privileges.

23 Appeals

- 23.1 The decision of the Committee under rule 22 shall be final, unless any member who is, suspended or expelled, shall, within twenty-eight days of having been notified in writing of the decision of the Committee, lodge an appeal to the Club Secretary stating clearly the grounds for appeal.
- 23.2 A member suspended or expelled shall have the right to appeal only to the independent Club arbitrators via the Club Secretary. The commencement of the appeal proceedings shall be held within 28 days of the lodging of the appeal unless there are substantial mitigating circumstances e.g. the appellant is unable to attend through sickness or holiday.
- 23.3 Arbitrators may not be members or employees of the Club but shall be people of standing in the community e.g. elected councillors, JPs or retired members of the police force. Branch members who are not members of the Club or Club/Branch members of another local Club/branch may also act as arbitrators.
 - 23.3.1 Where possible, three arbitrators should be appointed although a single such arbitrator may hear an appeal. Such persons should be conversant with the registered Club rules, and the requirements for disciplinary appeal proceedings. Arbitrators are to be appointed annually at the AGM. Retiring arbitrators shall be eligible for re-appointment.
 - 23.3.2 Application for arbitration must be supported by a deposit of £50. The administration costs of the arbitration shall be determined by the arbitrators and any remaining money returned to the appellant after the hearing.
 - 23.3.3 The findings of the appeal shall be reported to the Club Chairman and the accused/appellant in writing within seven days of the proceedings. The decision of the arbitrators shall be final.

24 Disputes

24.1 Disputes being the subject of disciplinary proceedings under rules 22 and 23 shall not be covered under this rule.

24.1.1 Between a Member and an Officer / Member of the Club. All disputes between a member and another member / Officer of the Club shall, unless the Committee elect to refer the matter directly to arbitration (and accept funding the arbitration process), be settled by the Committee. The decision of the Committee shall be final, unless any party aggrieved thereby shall, within seven days, produce to the Club Secretary notice of appeal where upon the decision shall be reviewed by the arbitrators as per Rule 23.

24.1.2 Between a Member and the Club. All disputes between a member, or person aggrieved who has ceased to be a member, and the Club, shall be referred direct to arbitration, where upon the decision shall be determined by the arbitrators as per Rule 23. The decision of the arbitrators shall be final.

25 Inspection of Records by Members

25.1 Rights of Inspection. Any member or person having an interest in the funds shall have the right after giving seven days written notice, to inspect (but not take away or copy) at the registered office, the records of account and records containing the names of the members of the Club, including all the particulars in the duplicate register of members (as per rule 11.2), at all reasonable times. It shall be the duty of the Club Secretary to produce the same for inspection accordingly. Inspection of the loan account may be carried out only by an officer of the Club or person specially authorised by a resolution of the Committee.

25.2 Discretionary. A member may, at the discretion of the Committee, on giving seven clear days prior notice of his reason in writing to the Club Secretary, inspect the minutes of any meeting of the Committee. The minutes may not be considered a true record of proceedings until accepted at a subsequent GM (e.g. the minutes of a AGM become a formal record on acceptance at the next AGM).

26 Annual Returns

26.1 Financial Year. The financial year of the Club shall run from the first day of to

26.2 Statutory Returns

26.2.1 Every year, within seven months of the Club's financial year end, the Club shall submit to the FCA, the completed form AR30, or any other form / document required by the FCA together with:

26.2.1.1 a copy of the report of the auditor on the Club's accounts for the period included in the return or with a copy of such other report (if any) as is required by statute for such period;

26.2.1.2 a copy of each balance sheet made during that period and of the report (if any) of the auditor or other appropriate person on that balance sheet as required by statute.

26.3 Royal British Legion Returns

26.3.1 The Club shall submit an annual return direct to Head Office of TRBL, to continue to hold a RBL Club Licence on the Form provided by Head Office with a copy of the Club's annual/audited Club Accounts and Accountants Report and any other documents requested by Head Office.

- 26.3.2 The deadline for submission of TRBL Return will be stipulated by TRBL Head Office annually.
- 26.3.3 The Club is bound by the conditions contained within TRBL Club Licence. The Licence is to be displayed in a prominent position within the Club.

27 Audit

- 27.1 The members shall vote annually, as allowed by section 84 of the Co-operative and Community Benefit Societies Act 2014, at the Annual General Meeting, to have, when necessary in law or where the membership requires:
- 27.1.1 an audit carried out by a qualified auditor; (Mandatory for turnover in preceding year in excess of £10.2M or total assets in excess of £5.1M);
 - 27.1.2 an accountant's report by a qualified auditor; (Mandatory for turnover in preceding year in excess of £90k but did not exceed £10.2M. Total assets below £5.1M);
 - 27.1.3 or unaudited accounts; (Turnover in preceding year below £90k. Total assets below £5.1M).
- 27.2 If a full audit or a report is required, a person who is a qualified auditor under section 91 of the Co-operative and Community Benefit Societies Act 2014 shall be appointed. The qualified auditors, if so appointed, shall not be officers committee members or employees of the Club and nor shall they be partners of, or in the employment of, or employ, an officer or committee member of the Club.
- 27.3 If the membership votes for unaudited accounts, the society's income/expenditure ledger shall be scrutinised by the secretary and committee members only and signed, as a true record, by the secretary and two committee members or any other number as may be required by legislation. An income/expenditure report will be prepared to present to the Club's member at each Annual General Meeting.
- 27.4 Display of Balance Sheet. The Club shall keep a copy of the latest balance sheet together with the financial report, displayed in a conspicuous place at the registered office.

28 Surplus

- 28.1 An AGM may resolve to apply the whole or any part of the surplus in any of the following ways:
- 28.1.1 for providing for the redemption of the loan capital;
 - 28.1.2 in the interests generally of the RBL and the welfare of ex-service personnel;
 - 28.1.3 for any other lawful purpose, subject to rule 28 and in support of the objects under rule 1.

29 Application of Funds

- 29.1 Except as interest on loans, no profits or funds of the Club shall be distributed among the Members other than in pursuance of the provisions of rule 28.

30 Investments

- 30.1 The Committee may invest the funds of the Club in or upon any security, being a

security in which trustees are for the time being authorised by law to invest for which purposes the Trustee Act 2000 or any Act or Acts amending or in substitution for the same and for the time being in force shall apply as if the Club were a trustee and its funds were trust property; but not otherwise.

31 Loans and Loan Stock

31.1 Loans

31.1.1 The Committee may obtain advances of money for the purposes of the Club from members or others on bonds, or agreements, or promissory notes, or from members only on certificates in respect of indebtedness of loan stock as provided hereafter. The total amount so obtained shall not exceed £100,000.

31.1.2 The Committee may take any such loan on such terms as to the rate and manner of repayment as it thinks fit; but terms as to the rate of interest agreed to be given on any such advance shall not exceed 5 per cent, per annum or 2 per cent, per annum, above the base lending rate of the Bank which the Club has its main account, whichever is the higher (except monies borrowed by way of a bank loan or overdraft or by way of a mortgage of the Club's premises).

31.1.3 Any bond of the Club may be made a specific charge upon any property of the Club specified therein or in any schedule thereto, but a separate register shall be kept of all such bonds. All such bonds and other documents shall be made in such form and shall be signed on account of the Club by such persons as the Committee may from time to time direct.

31.1.4 The Club shall not receive monies on deposit.

31.2 Loan Stock. Any amount of loan stock for sums of 50 pence, or multiples thereof, being within the total limit mentioned in the preceding rule, may be issued by the Committee to members only subject to the following conditions:

31.2.1 It shall not confer a right to demand payment of the principal from the Club, unless the interest be not paid within one month of a demand made in writing;

31.2.2 it shall be evidenced by certificates of indebtedness under the hands of two members of the Committee and the Club Secretary, stating the amount of loan stock standing to the credit of the respective holders;

31.2.3 it shall bear interest at a rate not exceeding the rate prescribed in rule 30.1.

31.2.4 the Club Secretary shall keep a register of the holders of loan stock for the time being containing such particulars as the Committee may from time to time direct.

31.3 Transfer of Loan Stock

31.3.1 A certificate of loan stock may be transferred by a form containing such particulars as the Committee may direct.

31.3.2 A fee of 5 pence shall be paid by the transferor upon each transfer. A register of all transfers, containing such particulars as the Committee may direct, shall be kept but no transfer shall be registered unless it is properly stamped, or if made by a member indebted to the Club, without special order of the Committee.

31.3.3 Until the transfer of loan stock is registered no right shall be acquired against the Club by the transferee, nor shall any claim of the Club upon the transferor be affected.

31.4 Repayment of Loan Stock

- 31.4.1 Subject to the payment of, or a sufficient provision for, all subsisting claims on the Club, the Committee may from time to time apply any monies which they cannot profitably invest, to pay off the loan stock holders in the order in which they are entered on the register, or in exceptional circumstances in such order as the Committee may decide.
- 31.4.2 If a loan stock holder, who has received notice that the Committee is prepared to pay him off, leaves the sum to be thus repaid in the hands of the Club, he shall not be entitled to any interest thereon after the expiration of the time named in the notice of repayment.

32 Nominations, and Proceedings on Death or Bankruptcy

- 32.1 Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy to any property in the Club belonging to the deceased or bankrupt member, the Committee shall transfer or pay such property to which the personal representative or trustee in bankruptcy who has become entitled as the personal representative or trustee in bankruptcy he or she may direct.
- 32.2 A member may in accordance with the law nominate any person or persons to whom (subject to the provisions of the law as to amount and the persons to whom a valid nomination may be made) any of his property in the Club at the time of his death shall be transferred. On receiving satisfactory proof of death of a member who has made a nomination the Committee shall if and to the extent that the nomination is valid under the law either transfer or pay in accordance with the law the full value of the property comprised in the nomination to the person entitled thereunder.

33 Disaffiliation

- 33.1 The Club may disaffiliate from the RBL only by written consent of three-fourths (75%) of the registered members defined in Rule 7, who are eligible to vote on disaffiliation as per rule 33.2.
- 33.2 The written consent is in the form of a signed ballot paper clearly showing the vote for disaffiliation, member(s) name(s), signature(s) and RBL membership number(s). All ballot papers will be audited by the local RCRM and/or MSO.
- 33.3 Only those members who have been members of the Club for a minimum of three consecutive years prior to the vote taking place may vote to disaffiliate from the RBL.
- 33.4 Following the vote, the disaffiliation recommendation form must be submitted by TRBL County where the Club is located to the Membership Council through Clubs Administration.

34 Dissolution

- 34.1 The Club may at any time be dissolved by the consent of three-fourths (75%) of the registered members defined in Rule 7.
- 34.2 Voting is to be testified by their signatures to an Instrument of Dissolution in the form provided, via the FCA, by the Act or under any regulations in that behalf, or by winding up in a manner provided for by the Act.
- 34.3 On dissolution, funds available for distribution will be given the Royal British Legion charity or another charity with similar objectives.

**Signatures of three Members and Secretary
as at date of Registration of Rules**

1
(signature)

.....
(Full name in capitals)

2
(signature)

.....
(Full name in capitals)

3
(signature)

.....
(Full name in capitals)

4 **SECRETARY:**
(signature)

.....
(Full name in capitals)

THE CERTIFICATE OF REGISTRATION TO BE PRINTED ON THIS PAGE

SAMPLE

SAMPLE