

THE BURY ST. EDMUNDS & FARMERS' CLUB LIMITED

Rules

NAME

1. The name of the Club is "The Bury St Edmunds & Farmers Club Limited".

INTERPRETATION

2. In these rules (unless there is something in the context inconsistent with this):
 - a. "Act" means the Co-operative and Community Benefit Societies Act 2014.
 - b. "Club" means The Bury St. Edmunds Farmers' Club Limited.
 - c. "Committee" means a quorum of the members of the Committee for the time being, assembled at any place in accordance with these Rules.
 - d. "Consent of the Club in General Meeting" and similar expressions mean the consent expressed in a resolution passed by a simple majority of Members voting at a duly convened General Meeting.
 - e. "FCA" means the Financial Conduct Authority, or any replacement of it.
 - f. "In writing" and "written" includes all means of representing words in visible form.
 - g. "Member" means a member of the Club.
 - h. "Month" means calendar month.
 - i. "Register" means Club's register of Members and officers.
 - j. "Rules" means these rules or any amended version of them.
 - k. "Secretary" includes an assistant or acting secretary and any person appointed to perform the duties of Secretary.
 - l. Any reference to persons shall be taken also as a reference to corporations.
 - m. The singular form of words shall include the plural, and vice versa.
 - n. Words denoting the masculine gender only include the feminine gender, and vice versa.

REGULATION

3. The Club is registered under the Co-operative and Community Benefit Societies Act 2014 ("the Act") and subject to regulation by the FCA.
4. The Club is now classified as a Registered Society, having originally been registered under the Industrial and Provident Societies Act 1965.
5. The Club and its Members shall be bound by the provisions of the Act.

BINDING NATURE OF THE RULES

6. Subject to the provisions of S.15 of the Act, these rules shall bind the Club and all its Members and all persons claiming through them.
7. However, a Member shall not be bound by an amendment of the Club's rules registered after the person became a Member if and in so far as the amendment
 - a. requires the Member to take or subscribe for more shares than the number held by the Member at the date of registration of the amendment,
 - b. requires the Member to pay upon the shares held by the Member at that date any sum exceeding the amount unpaid upon them at that date,
 - c. or in any other way increases the liability of that Member to contribute to the share or loan capital of the society, unless the Member consents in writing to the amendment.

REGISTERED OFFICE

8. The Registered Office of the Club shall be at 10 Northgate Street, Bury St. Edmunds, Suffolk IP33 1HQ.
9. The situation of the registered office may be changed by resolution of the Committee, and such change shall not be deemed to be an alteration of these rules. If such a change is made, the Secretary shall, within 14 days, send notice of the change to the FCA.

OBJECTS

10. The object of the Club shall be to carry on the business of a club by providing for the benefit of its Members the means of social intercourse, rational recreation and the other advantages of a club.

BYE-LAWS

11. The Club shall have the power to make bye-laws governing the management of the Club and the conduct of its Members.
12. The Committee shall have power to make, alter or add to the bye-laws as they shall think expedient for the internal management and well-being of the Club, provided that no increase shall be made in the entrance fees or annual subscriptions payable by Members without the consent of the Club in General Meeting and provided that the bye-laws are not inconsistent with these rules.
13. All such bye-laws shall be binding on the Members until repealed by the Committee or set aside by a resolution of the Club in General Meeting.
14. The bye-laws shall be displayed on the Club's premises.
15. A copy of the bye-laws shall be delivered by the Secretary, without charge, to every person on admission to membership of the Club and to any Member upon request.

OTHER POWERS OF THE CLUB

16. The Club shall have the power to hold, purchase or take a lease of any land in its own name; to sell, exchange, mortgage or lease any such land and/or to construct, alter or demolish buildings on it.
17. The Club shall have power to borrow (or raise or secure the payment of money) in such manner as the Committee shall think fit, and, in particular, by the issuing of debentures or debenture stock charged upon all or any of the Club's property, and to purchase, redeem or pay off any such securities.
 - a. The total amount so obtained shall not at any time exceed £850,000
 - b. The interest to be paid in respect of any money borrowed (except money borrowed by way of bank overdraft or by way of a mortgage on the Club premises) shall not exceed the greater of 5 per cent per annum or 2 per cent per annum above Barclay's Bank Ltd. base lending rate.
18. The Club may receive money on deposit.
19. Any money not wanted for immediate use or to meet usual accruing liabilities may be invested by the Committee in any manner permitted by the Act.
20. Subject to the above, the Club shall have full power to do all things necessary or expedient for the accomplishment of its objects, including the power to deal in any way with land or buildings.

APPLICATION OF PROFITS

21. Any profit made by the Club may be:

- a. used to pay down debt
- b. reinvested in improving the facilities of the Club
- c. applied for any other lawful purpose authorised by an Annual or Special General Meeting
- d. subject to a resolution by an Annual or Special General Meeting passed by at least 80 percent of the Members present, distributed amongst the Members pro-rata to the shares they hold in the Club.

SHARES IN THE CLUB

22. The share capital of the Club shall be £100 divided into shares of £0.05p each.

23. Every Member of the Club shall hold the number of shares in the Club specified in relation to their category of membership. No member may hold more than one share.

24. Any share held by a Member shall be neither transferable nor withdrawable, except on the death of a member.

25. Upon a Member ceasing to be a Member, from whatever cause other than death, his share shall be cancelled and the amount paid up or credited thereon shall become the property of the Club, and the Secretary shall make an appropriate entry relating to such cancellation in the Register.

MEMBERSHIP

26. The Members of the Club shall be such persons as the Committee may from time to time admit as Members.

27. The Club may offer different categories of membership:

- a. Any person (not being a corporation) shall be entitled to apply for "Individual Membership" of the Club.
 - i. An Individual Member shall, after 3 years as a Dual or as an Individual Member, hold one share in the Club, entitling them (inter alia) to one share in the ownership of the Club and
 - ii. Shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iii. Shall be entitled to one card giving personal access to the Club.
- b. A couple living at the same address may apply for "Dual Membership" of the Club.
 - i. Dual Membership is an historical hangover and is simply two Individual Memberships offered at a discounted annual membership fee.
 - ii. The rights of each of these members were and shall remain the same as those of any other two Individual Members
- c. A person (not being a body corporate) under 35 years of age may apply for "Under 35 Membership" of the Club
 - i. Under 35 Members shall have exactly the same rights as Individual Members but at a lower annual cost

- ii. Once they reach the age of 35, such members must convert to some other category of membership if they wish to remain as member of the Club
- d. A member of the UK or overseas armed forces stationed in the Bury St Edmunds area for less than three years may apply for "Forces Membership" of the Club
 - i. Forces Members shall have no share in or ownership of the Club
 - ii. They shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iii. Shall be entitled to one card giving access to the Club.
- e. A corporation or unincorporated business or association may apply for "Business Membership" of the Club
 - i. Business Members shall, after three years as a Business Member or after a total of three years as an Individual, Dual, Business Start-up or Business member, hold one share in the Club, entitling them (inter alia) to one share in the ownership of the Club and
 - ii. Shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iii. Shall be entitled to three cards giving access to the Club to their employees or owners.
- f. A corporation or unincorporated business or association that has been trading for less than two years may apply for "Start-up Business Membership" of the Club. For the avoidance of doubt, if any Start-up Business Member wishes to remain a member of the Club after they have been trading for two years then, at the next renewal of their subscription, they must convert to some other category of membership.
 - i. Start-up Business Members shall have no share in or ownership of the Club but
 - ii. Shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iii. Shall be entitled to two cards giving access to the Club to their employees or owners.
- g. A body or association that is a charity or a not-for-profit organisation may apply for "Not-For-Profit Membership" of the Club.
 - i. Not-for-profit Members shall have no share in or ownership of the Club but
 - ii. Shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iii. Shall be entitled to two cards giving access to the Club to their staff or members.
- h. A person (not being a corporation) living more than 20 miles (as the crow flies) from the Club may apply for "Country Membership" of the Club.
 - i. A Country Member shall have no share in or ownership of the Club but
 - ii. Shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iii. Shall be entitled to one card giving personal access to the Club.
- i. The Committee may elect "Honorary Members" of the Club.

- i. Honorary Members shall not be liable for payment of any entrance fee or annual subscription.
 - ii. Such Members shall, generally, hold no share in or ownership of the Club but, if they have been a share-holding member of the Club for the three years immediately prior to their admission as an Honorary Member, they shall hold one share.
 - iii. In either case, they shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iv. Shall be entitled to one card giving personal access to the Club.
- j. The Club Management Committee may, at its absolute discretion, award "Complimentary Membership" of the Club
 - i. Complimentary Members shall pay no annual subscription and have no credit account at the Club and shall be responsible for the cost of everything they consume at the Club
 - ii. Complimentary Members shall have no share in or ownership of the Club
 - iii. They shall be entitled to attend general meetings of the Club and to one vote when it comes to the management of the Club and
 - iv. Shall be entitled to one card giving access to the Club.
- k. The Members in General Meeting may agree to change or add categories of membership. If they do this the Secretary shall, within 14 days, notify the FCA and provide it with a copy of the revised Rules

28. Every person seeking membership of the Club must:

- a. (other than a corporation) be at least eighteen years of age and
- b. be proposed and seconded by Members and
- c. have paid to the Club the amount of any entrance fee and the annual subscription for the category of membership for which application is made. These sums shall be repaid if the application for membership is not successful and
- d. where required for that category of membership, have paid the required deposit to fund their credit account. These sums shall be repaid if the application for membership is not successful and
- e. be subject to election by the Committee.

29. The name, address, and occupation of every candidate for admission to membership and the names of the Members proposing and seconding them shall be exhibited in a prominent place in the Club's premises for not less than seven days prior to the date on which the election of candidates is to take place.

30. The Committee may re-elect to membership any former Member of the Club, except a former Member who has been expelled, and may, at their discretion, waive the payment of a further entrance fee.

31. The election of Members shall be by ballot, and one black ball in four shall exclude a candidate from admission. Any candidate rejected shall not be eligible for election until twelve months from the date of such rejection.

32. The election of a Member shall be notified to him in writing by the Secretary, who shall, at the same time, furnish him with a digital copy of these rules and any bye-laws.
33. Members shall be equally entitled to the use of the facilities of the Club but this shall not prevent the Club renting out certain facilities, upon commercial terms, for the exclusive use of a Member or a third party.

ENTRANCE FEES AND SUBSCRIPTIONS

34. Every Member of the Club shall pay such entrance fee and annual subscription as may be prescribed from time to time by the Members in General Meeting or in the bye-laws.
35. Any Member whose subscription is more than one month in arrears shall not be entitled to the privileges of membership until the subscription has been paid.

RESIGNING MEMBERSHIP

36. A Member wishing to resign shall notify the Secretary at least a month before the start of a new subscription year, failing which he shall be liable for his subscription for the ensuing year.

DISCIPLINE

37. The Committee shall have power to reprimand, suspend (for not more than 6 months), or expel any Member who shall infringe any Rule, or whose conduct, whether within or without the Club building, shall in their opinion render him unfit for membership; but no Member shall be suspended or expelled without being given an opportunity to be heard by the Committee and to advance a defence, nor unless a majority of two-thirds of the Committee then present shall vote for his suspension or expulsion.
38. Every Member required to appear before the Committee under this Rule shall receive at least seven days' clear notice in writing from the Secretary. Such notice shall contain a statement of the reasons for the action taken by the Committee.
39. 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 except as may be provided by the Act.
40. A Member suspended or expelled shall have the right to appeal only to arbitrators appointed by and under the conditions prescribed in Rule 102.
 - a. The appeal shall not be heard unless the application be lodged in writing with the Secretary of the Club within 4 weeks after written notice of suspension or expulsion had been served upon the Member, together with a deposit in the sum of £200, such deposit to be forfeited to the Club on failure of appeal.
 - b. The arbitrators shall have full power to alter or rescind such suspension or expulsion as they think fit, or to order either party to bear the cost of the arbitrators and there shall be no appeal from their decision.

CESSATION OF MEMBERSHIP

41. A Member shall cease to be a Member upon:
 - a. The death of the Member or
 - b. The expulsion of the Member or
 - c. The resignation of the Member or

- d. The non-payment by the Member of his subscription for a period of one month after he shall have become disentitled to use the facilities of the Club pursuant to Rule 17 and shall have been given a written request for payment.

INTRODUCTION OF VISITORS

42. Any Member may personally introduce friends as his guests, but no person who is eligible for membership shall be so introduced more than twice within three months.
43. The visitor and the Member introducing him shall sign their names in the book kept for that purpose.
44. Any Member introducing a visitor shall be entirely responsible for his behaviour.
45. The following shall not be admitted as visitors:
 - a. Former Members who have been expelled
 - b. Persons who, having been nominated, have been refused membership.
46. Members must accompany visitors introduced by them during the period of their stay in the Club and no visitor shall be permitted to make any payment of any kind whatever, directly or indirectly, for goods or services supplied by the Club.

MEETINGS

47. The Club shall hold a meeting in each year at a place to be determined by the Committee which shall be called an Annual General Meeting.
48. A Special General Meeting shall be held whenever the Committee think expedient or whenever a written request for such a meeting, signed by not less than twenty Members, is delivered to the Secretary. Should the Secretary fail to convene a Special General Meeting within one month after delivery to him of such a request, the Members signing the request may convene such meeting by giving such notice as it mentioned in the following rule.
49. Fourteen days' notice in writing for every General Meeting, stating the business to be transacted at such meeting, shall be sent to every Member.
50. No business other than that stated in the notice shall be transacted at such meeting. This shall not preclude the discussion, at the discretion of the person chairing the meeting, of items of interest to the Members but no decisions regarding any such matters may be made at the meeting.
51. At General Meetings, the Chairman (whom failing the Vice-Chairman, whom failing a Member elected by those present) shall chair the meeting, and four Members shall form a quorum.
52. Every Member present at any General Meeting shall have one vote. When the votes cast in any matter are equal, the chairman of the meeting shall have a casting vote in addition to his vote as Member.

COMMITTEE

53. The affairs of the Club shall be managed by a Committee who may exercise all powers of the Club that are not by the Act or by these rules required to be exercised by the Club in General Meeting. No regulation made by the Club in General Meeting shall invalidate any prior act by the Committee which would have been valid if that regulation had not been made.

54. The Committee may allow persons who are not Members of the Club to use the facilities of the Club, on such terms as they see fit or as may be prescribed in the bye-laws, but such persons shall not be entitled to attend meetings of the Club or take part in the management of the Club.
55. There shall not be fewer than 6 nor more than 12 members of the Committee, the number to be decided each year at the Club's annual General Meeting.
56. At its first meeting following an Annual General Meeting, the Committee shall elect from its members a Chairman, a Vice-Chairman and a Treasurer to hold office until the conclusion of the like meeting in the following year.
57. The Committee shall have the power, at any time, to appoint any Member of the Club to be a member of the Committee, either to fill a casual vacancy or as an addition to the existing members of the Committee provided that the total number of Committee members shall not exceed the number fixed in accordance with these rules. Any member so appointed shall hold office until the following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account when determining who are to retire by rotation at the Annual General Meeting.

ELECTION OF THE COMMITTEE

58. At every Annual General Meeting one third of the members of the Committee or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office.
59. The members of the Committee to retire in any year shall be those who have been longest in office since their last election. As between persons who became members of the Committee at the same time, those to retire shall (unless otherwise agreed among themselves) be determined by lot.
60. A retiring member of the Committee shall be eligible for re-election.
61. The Club, at the meeting at which a member of the Committee retires in this way, may fill such vacancy or any other vacancy in the committee by electing one or more committee members.
62. To be eligible for election to the committee a person must be:
 - a. A Member of the Club
 - b. Proposed and seconded by Members
 - c. Included on the list of candidates circulated at least 7 days before the General Meeting

REGULATION OF COMMITTEE MEETINGS

63. The Committee shall, subject to these rules, have the power to regulate their meetings as they think fit.
64. The quorum necessary for the transaction of the business of the Committee shall be four.
65. The Chairman (whom failing the Vice-Chairman, whom failing a member of the Committee elected at the meeting) shall preside at meetings of the Committee.
66. Questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

67. The Committee may delegate any of their powers to sub-committees consisting of such of the members of the committee as they think fit and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Committee.
68. All acts done by any meeting of the Committee or sub-committee or by a member acting as a member of either such body shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed.
69. A member of the Committee may enter into contracts or arrangements with the Club and may act by himself or his Firm in a professional capacity for the Club, and he or his Firm shall be entitled to payment or remuneration for professional services as if he were not a member of the committee, provided always that no such person shall vote in respect of any contract or arrangement in which he is interested.
70. A member of the Committee or of a sub-committee may resign at any time by notice in writing to the Club, and such resignation shall be effective immediately upon its receipt by the Secretary.
71. A member of the Committee or of a sub-committee may be removed by the Club in General Meeting.

CLUB SECRETARY

72. The Secretary shall be appointed and may be removed by the Committee. He shall act under the superintendence, control and direction of the Committee and shall perform such duties as are prescribed by these rules or may be delegated to him by the Committee.

AUDIT

73. The Club shall in each year of account appoint an auditor to audit its accounts and balance sheet for that year. The auditor shall be a person who is a qualified for this purpose under the Act.
74. The Committee may define or limit the tasks to be performed by the auditor in the ways permitted by the Act.
75. Every appointment of an auditor shall be made by resolution of a general meeting of the Club but the Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Club.
76. None of the following persons shall be appointed as auditor of the Club:
- a. an officer or servant of the Club or
 - b. a person who is a partner of or in the employment of or who employs an officer or servant of the Club or
 - c. a body corporate
77. The auditor shall, in accordance with the Act, make a report to the Club on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Club for the year of account in respect of which he is appointed.
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78. The auditor shall have a right of access, at all reasonable times, to the books, deeds and accounts of the Club and to all other documents relating to its affairs and shall be entitled to

require from the officers and committee members of the Club such information and explanations as he thinks necessary for the performance of the duties of the auditor.

INSPECTION OF BOOKS

79. Any Member or person having an interest in the funds of the Club shall be allowed to inspect the Club's accounts and the Register of Members at all reasonable hours and at the registered office of the Club or at any place where they are kept.

ANNUAL RETURN

80. The Secretary shall send to the Registrar once in every year and no later than the date stipulated in the Act an annual return relating to the Club's affairs in the form required by the Act.

- a. A copy of the last annual return, together with a copy of the report of the auditor on the accounts and balance sheet contained in the return, shall be supplied on demand and free of charge to every Member or person interested in the funds of the Club.
- b. A copy of the accounts and balance sheets covering the period included in an annual return, as audited, and the report of the auditor on the balance sheet and accounts, shall be kept in the registered office and shall be displayed in a conspicuous place.

REGISTERS OF MEMBERS

81. The Club must keep a register of Members and officers at its registered office.

82. The following information must be entered on the Register in relation to each Member:

- a. the Member's name and postal address;
- b. where the Member has notified the society of an electronic address for the purposes of receiving notices or documents under this Act, the electronic address and the purposes for which it has been notified;
- c. the number of shares held by the Member and the amount paid or agreed to be considered as paid on the shares;
- d. a statement of other property in the society held by the Member (whether in loans, deposits or otherwise);
- e. the date the person was entered on the Register as a Member;
- f. (where applicable) the date the person ceased to be a Member.

83. The following information must be entered on the Register in relation to each officer:

- a. the officer's name and postal address;
- b. where the officer has notified the society of an electronic address for the purposes of receiving notices or documents under this Act, the electronic address and the purposes for which it has been notified;
- c. the office held;
- d. the date the person took office.

84. Where it appears to the Club that an electronic address shown on the is no longer current, the Club may remove that address from the Register.

85. The Register may be kept:

- a. by making entries in bound books, or
- b. by recording the matters in question in any other way.

86. Where the Register is kept otherwise than by making entries in a bound book, the Club must take adequate precautions for:

- a. guarding against falsification, and
- b. facilitating its discovery.

87. The Club must either:

- a. keep a duplicate Register at its registered office, containing the information in the Register except information about Members' shares and other property in the society, or
- b. construct the Register in such a way that it is possible to open to inspection so much of the information in it as would be contained in a duplicate Register without exposing information recorded in it about Members' shares and other property in the society.

88. Every Member shall notify the Secretary in writing of any change of address.

COPIES OF RULES

89. A digital copy of these rules shall be delivered by the Secretary to every person on demand and free of charge or a paper copy at a cost not exceeding £5.00.

SEAL

90. The Club shall not have a common seal.

NOTICES

91. A notice may be given by the Club to any Member either personally or by sending it by post or email to him at the address supplied by him to the Club for the giving of notices to him.

- a. Where a notice is sent by post, service shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of 48 hours after the letter was posted.
- b. Where a notice is sent by email, service shall be deemed to be effected by properly addressing and sending an email containing the notice and to have been effected at the expiration of 12 hours after the email was sent.

DISSOLUTION OF THE CLUB

92. The Club may, at any time, be dissolved by the consent of seventy-five percent of the Members testified by their signature to an instrument of dissolution in a form prescribed by the Act or by winding up in a manner provided by the Act.

93. Upon the dissolution of the Club its net assets shall be divided amongst its Members pro rata to the number of shares in the Club that they hold.

PROCEEDINGS ON THE DEATH OR BANKRUPTCY OF A MEMBER

94. Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member to any property in the Club belonging to the deceased or bankrupt Member, the Club shall transfer or pay such property to which the personal representatives or trustee in bankruptcy had become entitled as the personal representative or trustee in bankruptcy may direct them.

95. In practice, this will be limited to the repayment of any loans made by the Member to the Club, to the restoration of any personal property of the Member located in the Club and (in the event of the

Club being dissolved) to the proceeds of dissolution as the Members share in the Club (if any) is neither transferrable nor withdrawable.

NOMINATIONS

96. A Member may in accordance with the Act, nominate any person or persons to whom (subject to the provisions of the Act 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 Club shall if and to the extent that the nomination is valid under the said Act either transfer or pay in accordance with Act the full value of the property comprised in the nomination to the person entitled thereunder.

97. In practice, this will be limited to the repayment of any loans made by the Member to the Club, to the restoration of any personal property of the Member located in the Club and (in the event of the Club being dissolved) to the proceeds of dissolution as the Members share in the Club (if any) is neither transferrable nor withdrawable.

98. The Club must keep a register of all such nominations.

AMENDMENT OF THESE RULES

99. No new rule shall be made, nor shall any of these rules be amended or rescinded, without the consent of the Club in General Meeting.

100. No amendment of rules is valid until registered in accordance with the Act.

DISPUTES

101. If any dispute shall arise between:

- a. a Member
- b. or any person claiming through a Member or under the rules,
- c. or any person aggrieved who has ceased to be a Member,
- d. or any person claiming through such person aggrieved

and the Club, or any officer of the Club, it shall be decided by reference to the Members in general meeting, or any persons appointed by them who shall be deemed to be the sole arbitrators of the dispute and whose decision shall be final.

102. In this rule the expression "dispute" includes any dispute arising on the question whether a Member or person aggrieved is entitled to be or continue to be a Member or to be reinstated as a Member but, save as aforesaid, in the case of any person who has ceased to be a Member, does not include any dispute other than a dispute on a question between him and the Club or arises out of his previous relation as a Member of the Club