

**THE CLIFTON CLUB  
RULES AND GOVERNANCE  
[2014]**

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## **THE CLIFTON CLUB**

The Club traces its origins to the founding in Clifton in 1818 of a 'Reading, Card and Billiard Room' for gentlemen. Today it is a members' social club for men and women, a mixed membership also in terms of age groups, wide-ranging interests and largely business and professional backgrounds. Since the late 1850s, its Clubhouse has been at 22 The Mall, Clifton, in the middle of Clifton Village and on the outskirts of Bristol.

The Club is managed by the Board of Directors of the Clifton Club Company, a private company limited by shares. The Full Members of the Club elect the Directors and Trustee Shareholders of the Company from among their own number. A General Manager, responsible to the Board, is in charge of Staff and the co-ordination of the Club's operations and activities.

### **RULES**

The Clifton Club Rules are made, amended or repealed by the Company with the agreement of Full Members of the Club in General Meetings. None of the Club Rules, however, may override or be inconsistent with anything contained in the Company's Memorandum and Articles of Association.

The Club Office and website will provide further information about the Rules and other matters concerning the Club.

#### **1. MEMBERSHIP**

In these Rules, Members of the Club are described variously as Full, Life, Provisional, Honorary and Reciprocal Members. Full Membership is the Club standard.

##### **1.1 Eligibility**

Membership of the Club is open to men and women over the age of eighteen years.

(The use in these Rules of pronouns ordinarily applicable to one gender should be taken to denote both.)

##### **1.2 Full Members**

Full Members have completed the appropriate joining procedures and have been duly elected Club Members by the Board of Directors. [See Section 2] They enjoy all the privileges that Full Membership confers. [Information about the latter is available on the Club website.]

### **1.3 Life Members**

Life Members are Full Members who have paid for a Life Membership of the Club in accordance with a Compounding Fee Scheme made available by the Board from time to time to Full Members.

Life Membership may be conferred on a Full Member who, in the opinion of the Board of Directors, has given special service to the Club. In these instances, the Life Membership compounding fee will be waived.

Life Members enjoy all the privileges of Full Membership for life, unless they cease to be a member because of Misconduct. [See Section 5]

### **1.4 Provisional Members**

Provisional Members are not yet Full Members: they are following Procedure B for election by the Board to Full Membership. [See Section 2] They may use the Club and its facilities, attend events and functions and introduce guests in their own right throughout the period before the Board votes on their application. Until they become Full Members, however, they may not attend Club General Meetings or take advantage of the Club's reciprocal agreements with other organisations.

### **1.5 Honorary Members**

The Board of Directors may confer Honorary Membership, for different lengths of time, on individuals who are not already members of the Clifton Club. Honorary Membership is a token of appreciation for particular services to, or association with, the Club on the part of the individuals themselves or the organizations they represent.

### **1.6 Reciprocal Members**

Reciprocal Members do not have Full Member status. They are members of other similar Clubs and organisations with which the Clifton Club has entered into Reciprocal Agreements. Under the latter, members of the Reciprocal Clubs and their guests are permitted to visit and use the facilities of the Clifton Club.

### **1.7 Termination of Membership**

See Rules 3.5 Overdue Subscriptions; 3.6 Cancelling Subscriptions; 5.1 Exclusion from Membership.

## **2. APPLICATIONS FOR MEMBERSHIP**

Applications for membership are welcome from those who are known by Members of the Club and from those who are not.

Accordingly, applicants follow the joining procedure that applies to them:

- Procedure A, for applicants known by Members of the Club;
- Procedure B, for applicants who are not known, and so are required to become Provisional Members of the Club for a short time.

### **2.1 Procedure A, for applicants known by Members of the Club.**

On the appropriate form, the applicant is proposed for membership, and the proposal is seconded, by Full Members of the Club. The Proposer and Secunder must both have been Full Members for at least two years, and must have known the applicant for at least two years.

The proposal form is displayed on the Club Notice Board for at least three weeks. Members of the Club may read it and make known to the General Manager any objections they may have to the applicant's becoming a Full Member. The Directors consider and vote on the application after this period on display.

Procedure A applicants may visit and use the Club only as guests of Members during the weeks before the Directors vote on their applications.

An application for membership from an existing Full Member's spouse or cohabiting partner will follow Procedure A, without requiring a seconder to the Full Member's proposal. Such applications qualify for reduced subscription rates, and the spouse/cohabiting partner will not be required to pay the joining fee.

### **2.2 Procedure B, for applicants who become Provisional Members of the Club.**

Applicants complete and submit the appropriate form which will be displayed on the Club Notice Board for a period of four months, during which time Members of the Club may read it and make known to the General Manager any objections they may have to the applicant's becoming a Full Member.

At the beginning of the four-month period, Procedure B applicants are required to pay half the applicable annual subscription. [See Section 3] They then acquire the status of Provisional Member, and receive a membership card and a Club account. They are expected to visit the Club to meet some of the Directors and other Members and may bring guests to the Club in accordance with the appropriate Rules; but they may not participate in Club General Meetings or other activities for

which Full Membership status is required. The Directors consider and vote on their applications at the end of this four-month period.

### **2.3 Group Applications**

Each individual applying for membership under agreements between their Companies and the Club follows the same A or B joining procedures. Companies may submit one group application for up to ten of their employees.

### **2.4 Election of Applicants**

For all applicants, election as Full Members requires at least three fourths of the votes cast by Directors to be in favour. However, regardless of the number of votes in favour, two votes against election are decisive.

For voting to take place, there must be a minimum of six Directors at the Board Meeting. If there are fewer than six, the election will be postponed to the next meeting at which at least six Directors are present.

### **2.5 Successful Applicants**

Successful applicants are notified in writing, and are required to pay the fees that will now be due. Their status as Full Members and right to use the Club as such are valid only after payment of the fees.

### **2.6 Unsuccessful Applicants**

Unsuccessful applicants are notified in writing. They may apply again, should they wish to do so. However, only one re-application will be allowed, and it may not be made until at least six months have passed since the Directors voted against the applicant.

At the request of a Club Member, and at the Chairman's discretion, unsuccessful applicants may be permitted to visit the Club as guests.

### **3. FEES**

#### **3.1 Joining Fee**

Following their election, Full Members pay a Club Joining Fee, the amount of which is determined by the Board from time to time.

#### **3.2 Membership Card Fee**

Members pay for a membership card which allows them to use the Club's electronic access devices and establish a Club account. Payment is also required for the replacement of any lost or damaged cards.

#### **3.3 Annual Subscriptions**

Full Members pay an annual subscription to maintain their membership of the Club. Subscription rates are calculated variously according to members' ages, residence in relation to the Club, and single or joint membership status. Any proposed increase or decrease in the rates of more than 20% for any one year must first be approved by Full Members at a General Meeting of the Club.

#### **3.4 Payment of Subscriptions**

Full Members elected before 26 April 2010 are required to pay their subscription on the first of January. Those elected after 26 April 2010 are required to pay on the first day of the month in which they became Full Members. Advice about their subscription for the next year will be sent to Members at least four weeks' before payment is due.

#### **3.5 Overdue Subscriptions**

All Members whose subscriptions are due but unpaid after fourteen days will be reminded in writing, and may be asked not to visit the Club until payment has been made. Those whose subscriptions remain unpaid for two calendar months after falling due will cease to be Members of the Club, and (unless they can justify the delay to the satisfaction of the Board) will be informed by letter that their membership has lapsed.

#### **3.6 Cancelling Subscriptions**

Members intending to resign from the Club and cancel their subscription for the following year must give written notice to the General Manager before the beginning of the month in which their subscription falls due. [See above, **3.4**]

Termination of membership during a subscription year, for any reason, will not entail any part-refund of subscriptions paid or still due, or cancellation of any uncollected standing order instalments.

### **3.7 Members Going Abroad**

Full Members going abroad for a prolonged period may qualify for the Overseas Subscription Rate if their membership renewal falls while they are away. The General Manager or Membership Secretary will be able to help with any enquiries.

## **4. USE OF THE CLUB**

### **4.1 Members' Belongings**

The Company does not accept responsibility for the loss of, or damage to, any belongings Members and guests bring into the Club.

### **4.2 Dress Code**

There is a Dress Code for Members and their guests, applicable at different times of the day and for different functions. Details of the Code are available from the Club Office and website.

### **4.3 Members' Guests**

Members should introduce as guests only those who would be suitable candidates for membership. They must enter the names of their guests in the Visitors' Book **each time** the guests visit the Club.

Members may invite up to six guests into the Club on any one occasion. At the discretion of the General Manager, more than six guests at any one time may be allowed for special occasions.

Guests may attend any number of 'non-countable' Club events and functions; but may not attend 'countable' events and functions more than six times a year. (Further information about these is available on the Club website.) Guests who visit the Club regularly are encouraged to apply for their own membership; and the Club offers joint-membership, reduced subscription terms to married couples and cohabiting partners. [See Rules 2.1 and 3.3]

Guests may enter, remain in the Club, and participate in events and functions only in the company of their host Member. Host Members are responsible for settling costs incurred on their guests' behalf, and for making sure their guests are aware of, and comply with, the Club's Dress Code and restrictions on the use of mobile 'phones and personal computers. [Rules 4.2; 4.6]

### **4.4 Private Functions**

For private functions, all Members may hire Club rooms and facilities at members' rates. Members may recommend suitable persons as visitors to the Club for such

functions, and should provide the General Manager with a list of the proposed visitors' names. The Member will be responsible for the visitors' conduct, behaviour and financial obligation.

#### **4.5 Supervision of Children**

For particular functions and events, and during permitted times, children under the age of eighteen are admitted as visitors to the Club only if they are accompanied by an adult responsible for their safety, conduct, and behaviour while on the Club Premises.

Alcoholic drinks will not be served to anyone under the age of eighteen. They must not be purchased for them or consumed by them.

#### **4.6 Mobile 'Phones; Personal Computers; Wi-Fi**

So as not to disturb others, Members should set their Mobile 'phones to *silent mode* when in the Club, and should not use them in the vicinity of other Members and guests.

Personal Computers (laptops, tablets and other models) should not be used in the Lounge Bar and Dining Room areas of the Club between midday and 3:00 pm.

Wi-Fi operates in all rooms of the Club for the convenience of Members and guests. The password is available from members of staff.

#### **4.7 Club Premises and Property**

##### **4.7.1 Closure of Rooms**

For special purposes, the General Manager may close any of the Club Rooms. Notice of a closure will be given to Members and alternative arrangements made to try to minimize any inconvenience.

##### **4.7.2 Misuse of Premises and Property**

Members will be required to pay for any damage they do to the Club's premises and property.

Club property, which includes newspapers, magazines, books, pamphlets and notices, may not be removed from the premises or damaged or destroyed for any reason. Members may place written or printed papers, notices or advertisements on the Club premises only with the permission of the General Manager.

#### **4.7.3 Pets**

Members may not bring dogs or other pets into the Club. Guide-dogs are not included in this rule.

#### **4.7.4 Gambling**

Activities permissible under the 2005 Gambling Act in members' clubs (without a *club gaming permit*) and among private society groups are allowed in the Club. They must be organized in accordance with Gambling Commission Guidelines and Codes of Practice.

### **4.8 Suggestions and Complaints**

A Suggestion Book is provided for Members to record any suggestions they may have concerning the Club. Entries are considered at Board Meetings and replies written in the book.

Any complaints should be made directly to the General Manager. Should cause for complaint arise about Staff, Members are requested not to discuss it with Staff, or to do or say anything that might embarrass and disturb others who may be present.

## **5. MISCONDUCT IN THE CLUB**

### **5.1 Exclusion from Membership**

The Board of Directors may cancel the membership of any Members whose behaviour in the Club could be considered detrimental to the Club's ethos, harmony and good order.

### **5.2 Excluded Members**

Excluded Members may appeal against their exclusion only through an Extraordinary General Meeting of the Club convened and conducted according to Rule 9.3. Excluded Members may not subsequently enter the Club as guests of Members or Reciprocal Members, as Reciprocal Members themselves, as Visitors, or otherwise as participants in any activities and functions organized by the Club.

## **6. COMMERCE**

### **6.1 Opening Hours of the Club**

The Board of Directors sets the normal opening hours of the Club Premises. Until further notice, these are:

Weekdays 9:00 am to 10:00 pm  
Saturdays 4:00 pm to 10:00 pm  
Sundays 4:00 pm to 8:30 pm

The opening hours may be changed for certain functions and events.

In all circumstances, the Bar will be open only in accordance with the Club Premises Licence.

### **6.2 Communication with Members**

For communication purposes, Members are required to provide the General Manager with a postal address, email address (if available), land and/or mobile telephone numbers.

### **6.3 Outstanding Bills**

At the beginning of each month, Members are required to clear their accounts of any outstanding debits from the previous month. A reminder will be sent to Members concerned.

### **6.4 Dealing with Tradesmen**

The General Manager of the Club is responsible for dealing with tradesmen and others providing goods and services to the Club. No Member or Committee may order articles to be supplied to the Club, or pledge the credit of the Club.

### **6.5 Refreshments and Intoxicating Liquor**

The General Manager arranges the purchase and supply of refreshments and intoxicating liquor for the Club, in accordance with the Club Premises Licence. Refreshments and intoxicating liquor are only supplied by, or on behalf of, the Club to Members, guests and visitors on the Premises.

### **6.6 Banking Arrangements**

All money received is paid to the account of "The Clifton Club Company Limited" with Handelsbanken, or such other Bank as the Board may determine.

## **GOVERNANCE**

The Clifton Club is managed by the Company's Board of Directors through Directors' Committees and the General Manager of the Club.

Full Members of the Club elect, and can become, Directors of the Company and Trustee Shareholders (the members of the Company).

### **7. THE COMPANY DIRECTORS**

Under the Articles of Association of the Clifton Club Company Ltd, the Board consists of twelve Directors, including the Chairman.

#### **7.1 The Directors**

Directors are nominated for election from among Full Members of the Club of at least two years' standing. Full Members elect the candidates, by simple majority voting, at *Annual General Meetings of the Club*; the Trustee Shareholders, acting in accordance with the results, appoint the elected candidates as Directors at following *Company Annual General Meetings*.

Under the Articles of Association, Directors may stay in office for a period of four years, but in special circumstances they may be invited, and permitted, to serve an extra year. Members' approval must be obtained for any proposal to extend a Director's time in office by an extra year.

#### **7.2 The Chairman**

The Chairman is elected by the Board from among the current or past Directors of the Company. Under the Articles of Association, the Chairman serves for two years.

#### **7.3 Nominations for Election**

Full Members of the Club of at least two years' standing may nominate themselves for election as a Company Director; or, with their permission, may be nominated by any other Full Member of the Club. Seconders are not required in either case. Nominations must be forwarded to the General Manager at least twenty-eight clear days before the date of Annual General Meetings, where the elections take place. The nominations will then be displayed on the Club Notice Board.

Members will be reminded of the above procedure six weeks before Annual General Meetings, when the following notice, appropriately dated, will be posted on the Club Notice Board: "*Under the Rules of the Club, Members are eligible for election as Directors of the Company if they have been Full Members of the Club for at least two years. Eligible Members may nominate themselves for election, or be nominated by any Full Member of the Club.*"

## **7.4 Co-option of Full Members**

### **7.4.1 to Serve on the Board**

Under the Company's Articles of Association, the Directors may co-opt Full Members of the Club to become Directors specifically to fill any *casual vacancies* that have occurred on the Board. Co-opted Directors should be Full Members of at least two years' standing.

A co-opted Member who is prepared to continue on the Board must be confirmed as a Director at the next Annual General Meeting following the co-option. The names of any co-opted Directors must be displayed on the Club Notice Board at least twenty-eight clear days before the Annual General Meeting, alongside the names of other Members separately nominated for election.

The time-in-office of a co-opted Member subsequently confirmed as a Director is calculated from the date of the Annual General Meeting at which the co-option was confirmed.

### **7.4.2 to Serve on Committees**

Under the Company's Articles of Association, Full Members of the Club may be co-opted to serve as members of Directors' Committees.

Also under the Articles, the Board may set up Sub-Committees of co-opted Full Members with delegated authority to implement any of its Resolutions.

## **7.5 Election of Ex-Directors**

Ex-Directors may be re-elected to the Board, or co-opted to fill a casual vacancy, after the lapse of at least one year between the date of their retirement and the date of any proposed re-appointment.

## **8. THE TRUSTEE SHAREHOLDERS**

The Trustee Shareholders hold jointly the shares in the Clifton Club Company Ltd. They hold them under Deed of Trust on behalf of the Full Members of the Club. As the shareholders, the Trustees are Members of the Company. They represent the Club's Full Members at *General Meetings of the Company*, and vote on business conducted there in accordance with directions given by Full Members at *Club General Meetings*.

## **8.1 Appointment of Trustee Shareholders**

There are four Trustee Shareholders, appointed from among the Full Members of the Club of at least five years' standing. They may serve for five years, after which period they must retire or offer themselves for re-appointment.

The Trustee Shareholders are appointed, and may be removed, by simple majority voting of Full Members at General Meetings of the Club.

## **8.2 Action by the Trustee Shareholders**

At *General Meetings of the Company*, the Trustee Shareholders act in accordance with the votes of Club Full Members on Resolutions put forward at *General Meetings of the Club*.

## **9. GENERAL MEETINGS OF THE CLUB**

### **9.1 Participation in General Meetings**

Only Full Members are entitled to attend and vote at General Meetings of the Club.

### **9.2 Annual General Meetings (AGMs)**

The Board of Directors convenes *Annual General Meetings of the Club*, giving at least twenty-one days' notice of the meeting. Attendance by at least 5% of the number of Full Members is required to provide a quorum. *Club AGMs* are held immediately before *Company AGMs*.

At the *Club AGM*, Full Members consider and vote on matters which are proper to *Club AGMs*, on matters which might arise during the Club meeting, and particularly on matters which the Trustee Shareholders will be required to consider and act on at the *Company AGM*. The results of their voting direct how the Trustee Shareholders will vote on those particular matters at the *Company Meeting*. [See Rule 8.2]

### **9.3 Extraordinary General Meetings (EGMs)**

The Board of Directors, at its own discretion, may convene a Club EGM; and Full Members may request the Board to convene one (see Note below). In each case:

- The reason for the EGM should be framed in the form of a Resolution.
- Twenty-one days' notice of the EGM will be given.
- Attendance by at least 10% of the number of Full Members is required to provide a quorum.
- Discussion must be strictly confined to the stated Resolution.

Note: If Full Members request a Club EGM, the Board will comply with the request if it has the support of at least 10% of the number of Full Members.

## **9.4 Voting at General Meetings**

Usually, a simple majority of votes in favour of proposals put forward at Club General Meetings is sufficient for the proposals to be carried. This is known as Ordinary Resolution voting. The simple majority is calculated from the number of votes cast by the Full Members '*present and voting*'.

Certain proposals, to be carried, will require at least 75%, or three-fourths, of the votes cast to be in favour. This is known as Special Resolution voting. Again, the required majority is calculated from the number of votes cast by the Full Members '*present and voting*'. The Board must give at least twenty-one days' notice of any Special Resolution proposals to be made at General Meetings.

Any proposals about the following matters must be presented, and voted on, as Special Resolutions.

- Changes to the Club Rules.
- The Trustees' voting rights as holders of the Company's shares.
- The transfer of shares in the Company.

## **9.5 Chairman of the Meetings**

The Chairman of the Board is also the Chairman of Annual and Extraordinary General Meetings of the Club. In the absence of the Chairman, a Full Member elected by the Meeting may temporarily take the Chair.

The Chairman has a casting vote in addition to a personal vote, whenever the number of votes on any question may be equal.

## **9.6 Minutes of Meetings**

Proceedings of Annual and Extraordinary General Meetings are entered in a file kept for that purpose. They must be signed by the Chairman of the Meeting.

# **10. THE CLUB RULES**

## **10.1 Compliance with the Rules**

Provisional Members undertake to comply with the Rules on the part-payment of their subscription. [See Rule 2.2] Full Members undertake to comply with the Rules on their election by the Board and payment of the fees required on that occasion. [See Rule 2.5]

## 10.2 Changes to the Rules

New rules, the repeal of existing rules and changes in the provisions of existing rules must be approved by Full Members at an AGM, or at any EGM convened and quorate under Rule 9.3. Resolutions proposing such changes must be Special Resolutions and voted on accordingly. [See Rule 9.4]

## 10.3 Waivers

The Board of Directors may waive, in unusual circumstances, the provisions specified and highlighted of the following Rules:

- **Rule 7.1 The Directors**  
Specifically, **of at least two years' standing** in "Directors are nominated for election from among Full Members of the Club of at least two years' standing."
- **Rule 7.4.1 Co-option of Full Members to serve on the Board**  
Specifically, **of at least two years' standing** in "Co-opted Directors should be Full Members of at least two years' standing."

The Board must seek approval for the use of waivers, through a simple majority vote of Full Members at Annual General Meetings.

## 10.4 Copies of the Rules

Copies of the Rules are kept in the Club Office, and are also available to Members on the Club website.

## 10.5 Questions about the Rules

The Chairman will resolve questions that may arise about the interpretation or implementation of particular Rules.