

Proposed Resolutions - Annual General Meeting 6 September 2023

Please take notice of the three proposed resolutions to be voted on at the AGM on 6 September 2023 set out below. A full copy of the amended Rules, should all three resolutions pass, is appended to this document.

Resolutions

Resolution 1

" This meeting wishes to amend the Rules to create a split governance model for the Club, consisting of (i) a Governance committee and (ii) an Operational Committee as follows:

- Rule 10. Ordinary and Junior Members shall be admitted at the pleasure of the Governance Committee through a manner specified in the Byelaws.
- Rule 11. Life Membership will ordinarily be granted only in recognition of a significant personal contribution to the Club's affairs. The total number of Life Members is not limited. Up to two Life Memberships, other than in exceptional circumstances, may be granted between successive AGMs, hereinafter the Term of the Committees.
- Rule 13. Life Members shall be elected by the Governance Committee. A candidate may be proposed at any properly convened Governance Committee Meeting, and the candidate for election who receives the unanimous support of the Governance Committee present and voting at any subsequent properly convened Governance Committee Meeting shall be declared elected.
- Rule 16. Honorary Members shall be elected by the Governance Committee. A candidate may be proposed at any properly convened Governance Committee Meeting, and the candidate for election who receives the unanimous support of the Governance Committee present and voting at any subsequent properly convened Governance Committee Meeting shall be declared elected.
- Rule 18. Failure to pay within six calendar months of the due date will result in automatic cessation of membership. If at any time he or she gives to the Governance Committee a satisfactory explanation, he or she may be readmitted to membership at the discretion of the Governance Committee: the Governance Committee will also determine whether or not arrears must be settled as a condition of readmission.
- Rule 19. Notwithstanding Rule 18, and to comply with the requirements of England Athletics, the Governance Committee shall have the power to expel any Member whose subscription is six months in arrears provided that one month's notice in writing shall have been sent to such Member by registered letter or recorded delivery addressed to his last known address informing him/her of the proposed action of the Governance Committee.

- Rule 21. Any Member may be disciplined or excluded from membership of the Club, if his or her conduct has been or is likely to be prejudicial to the interests of the Club, by resolution of a majority of at least two thirds of those present and voting at a properly convened Governance Committee Meeting and at which not less than ~~eight-four~~ of the total voting members of the Governance Committee shall be present in addition to whatever other quorum requirements which may apply from time to time. Such Member shall have one month's clear notice sent to him or her of the Governance Committee Meeting and he or she shall be entitled to attend the Meeting along with one other member and be heard in defence but shall neither be entitled to be present at the voting nor take part in the proceedings otherwise than as the Governance Committee shall permit. If the Member is a member of the Governance Committee, he or she shall not be entitled to vote, nor be present during the voting procedure.
- Rule 22. Any Member disciplined or excluded from the Club under Rule 21, or person whose application for membership has been refused by the Governance Committee under Rule 10, may lodge an appeal with the Governance Committee within three months of the relevant decision and shall thereupon have the right to demand that the matter be referred to three arbitrators. The arbitrators shall each be either an Ordinary or a Life Member and none of them shall be serving on the Governance Committee or shall have been serving on the Governance Committee at the time of the relevant decision that is subject to appeal. The arbitrators shall be chosen as follows: one chosen by the Governance Committee, one by the aggrieved party and one by the two arbitrators. In the event that the first two arbitrators fail to agree on a third, the third arbitrator shall be appointed by England Athletics, the British Triathlon Federation or other relevant organising body as shall be nominated by the Governance Committee. Such arbitrators shall have the power by their award to annul the disciplinary action or exclusion, or to annul it subject to the performance of any condition which the arbitrators may think fit to impose. The arbitrators' decision shall be final. Persons whose exclusion or refusal is upheld on appeal, or who have not appealed within three months, may not reapply for membership.
- Rule 24. Together, the three Honorary Officers of the Club are responsible for the normal operations of the Club within the policies and targets set by the Committees. To assist the Honorary Officers, they may delegate and assign tasks to other members of the Club.

The Committees

- Rule 25. The management of the Club, except as may otherwise be provided by the Rules from time to time, shall be deputed to (i) a Governance Committee and (ii) an Operational Committee (together the ~~members of the~~ Committees), respectively consisting of: (i) the Chairman, Secretary and Treasurer; and (ii) not more than ~~twelve-six~~ other Ordinary

Committee Members all to be elected by the Annual General Meeting in accordance with the respective provisions in the Rules governing such elections.

- Rule 26. Ordinary Committee Members shall fill and represent the Functional Roles of the Club as listed in the Byelaws. The allocation of these duties shall be by election at the Annual General Meeting in accordance with the rules governing such elections. Duties may be reallocated by mutual consent between the Honorary Officers and all the affected Committee Members.
- Rule 27. In fulfilling the Functional Roles of the Club, the Ordinary Committee Members in charge of the Role may delegate the implementation of the role's components to managers and captains, who shall be Members of the Club. The Ordinary Committee Member shall report to and advise the Committees of which they are a member on the status of tasks and events in their area.
- Rule 28. The Honorary Officers and Ordinary Committee Members shall be elected annually, and serve for the period from the adjournment of the AGM at which they are elected until the adjournment of the following AGM, or the Term of the Committees, except as otherwise provided in these Rules. Officers and Committee Members shall be eligible for re-election, except if excluded elsewhere in these Rules.
- Rule 29. ~~The Each of the~~ Committees may act notwithstanding any vacancy in its numbers so long as the number of members of each of the Committees entitled to vote is not reduced below two thirds of the number of elected committee members, in which case it shall be entitled to act only for the purpose of appointing or arranging the election of new members ~~of the Committee~~.
- Rule 30. Any member of the Committees may resign his or her respective office at any time by notice in writing to that effect given to the Secretary and such resignation shall take effect immediately.
- Rule 31. The office of an elected member of the Committee shall be vacated with immediate effect:

(a) if he or she shall cease to be a member or shall be excluded or suspended under the terms of any of Rules 17 - 22 inclusive.

(b) if he/she shall be absent from the ~~Committee M~~meetings of the committee of which they are a member -for more than two consecutive or one third of committee meetings without the explicit consent of ~~thate C~~committee, to be recorded in the minutes of ~~the-that~~ committee.

(c) if he/she fails to pay their subscription on or before the due date unless extended for good cause by the Governance Committee.

- Rule 32. A member of any of the Committees who is absent from two or more properly organised ~~Committee~~ meetings of the committee of which they are a member -without the explicit consent of ~~the that c~~Committee during one Term of the Committees shall be deemed to have vacated his or her position with immediate effect and shall be ineligible to stand for re-election.

Casual Vacancies

- Rule 33. The Governance Committee shall have the power to appoint a Member to fill any casual vacancy on the Committees or amongst the Officers until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election at such meeting in accordance with the provisions for Proceedings at General Meetings.

Proceedings of the Committees

- Rule 34. Each of the Committees shall meet at least four times during the Term of the Committees in person and shall meet as often as may from time to time be fixed by each of the Committees. In determining whether members of the Committees are participating in a ~~C~~committee meeting, it is irrelevant where any member of the Committees is or how they communicate with each other.
- Rule 35. Two-thirds, rounded to the nearest whole, of the voting members of each of the Committees shall be the quorum necessary for the transaction of business. A committee meeting ~~of the Committee~~ at which a quorum is present and has been properly convened shall be competent to exercise all the powers and discretions invested in the Committees by these Rules.
- Rule 36. Questions arising at any meeting shall be determined by a simple majority of votes except as otherwise provided by these Rules. The Chairman shall only vote on issues requiring unanimity and in the case of an equality of votes, in which case the Chairman shall have the casting vote.
- Rule 37. The method of voting shall be by a show of hands.
- Rule 38. The Committees may from time to time as it shall see fit invite persons who are not members of the Committees to attend at and address a meeting or meetings of the Committees.
- Rule 39. Subject to the aforesaid the members of the Committees may regulate their meetings and proceedings as they think fit.
- Rule 40. Each of the Committees shall within two weeks of each meeting record the decisions that it has taken and publicise these to club members, including but not limited to the club website and newsletter.

Powers of the Committees

- Rule 41. The policy, direction and management of the affairs of the Club shall be vested in the Committees, subject always to the provisions of these Rules. The Committees are responsible for ensuring the administration of the Club is properly performed by the Officers. In addition to the powers and authority expressly conferred upon the Committees by the Rules, the Committees may exercise all such powers and do all such acts and things as may be expressly directed or required to be executed or done by the Club in the General Meeting.

- Rule 42. Without prejudice to the general powers conferred upon the Committees by Rule 41, the Committees shall have the following powers:

(a) subject to the provisions of these Rules, the Governance Committee shall have the power to make, repeal, and amend all such Byelaws and regulations as they shall think expedient for the management and well-being of the Club. All Byelaws and regulations made by the Governance Committee under this rule must be available to Members ~~at the Club Headquarters and~~ on the Club website at all times and shall be binding upon the Members until repealed by the Governance Committee or set aside by a Resolution of a general meeting of the Club.

(b) to appoint any person or persons to accept and hold in trust for the Club any property belonging to the Club or in which it is interested.

(c) to make and give receipts, releases and other discharges for any amount payable to the Club and for claims and demands of the Club.

(d) to invest, place on deposit and deal with any moneys of the Club not immediately required upon any investments or securities which the Committee thinks fit.

(e) to issue, sign, draw, endorse, negotiate, transfer and assign all cheques, bills, drafts, promissory notes, securities and instruments, negotiable and non-negotiable to operate on the Club's banking accounts.

(f) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name of and on behalf of the Club as they may consider expedient.

(g) to pay all the costs and expenses of and incidental to any of the aforesaid matters and things.

(h) to determine how and by whom any such power shall be executed, operations effected and documents signed or things done.

(i) to appoint Members or sub-committees consisting wholly or partly of the members of the Committees to exercise such functions as each of the the Committees may from time to time delegate to them.

- Rule 44. The President shall be nominated annually by the Governance Committee and be ratified by the AGM.
- Rule 45. The Annual General Meeting of the Club shall be held within six calendar months of the end of each Financial Year upon a date and at a reasonable time and place to be fixed by the Governance Committee for the following purposes and order of business:

(a) to receive from the Committees a report, balance sheet and statement of accounts for the preceding financial year;

(b) to elect the Honorary Officers, the Committees, ratify the selection of the Honorary President and to appoint the Auditor for their terms as appropriate;

(c) to decide on any Resolution which may be duly submitted to the meeting as provided by these Rules.

- Rule 52. At all such meetings the President or Chairman, or in his or her absence a member of the Club selected by those members of the Governance Committee present, shall take the chair.
- Rule 56. A Member may accept nomination for any of the separately elected posts constituting the Committees subject to being eligible to hold only one of these posts at any time. If a Member shall be elected to a post during the prescribed course of business his or her name shall be deleted from all subsequent balloting for the remaining elected posts at that general meeting.
- Rule 63. The Governance Committee shall cause proper books of account to be kept. The Treasurer shall provide each Governance Committee Member with copies of the most recent bank statements (current and deposit) at each of the four required Governance Committee meetings. The books of account shall always be open to the inspection of all members of the Committees.
- Rule 64. The Governance Committee shall lay proper accounts for the previous Financial Year before the Annual General meeting each year. These shall be accompanied by a report of the Governance Committee as to the state of the affairs of the Club. The Financial Year for the purposes of these Rules shall run from April 1 to March 31 in the subsequent calendar year to include both of these dates.
- Rule 67. The Governance Committee may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor if any may act. Any Auditor so appointed shall hold office until the next Annual General Meeting.

- Rule 70. The definitive copy of these Rules and Byelaws shall be available for members to inspect ~~at~~on the Club ~~headquarters~~website. The definitive copy shall be dated and signed as such by the Honorary Secretary. Further copies of the Rules and Byelaws shall be placed on the Club website and on display elsewhere as the Governance Committee sees fit. In the event of a discrepancy between copies of the Rules and Byelaws, the definitive copy shall take precedence. The Governance Committee shall be the sole authority for the interpretation of these Rules and of any Byelaws and regulations made in accordance with these Rules. The decision of the Governance Committee upon any questions of interpretation or upon any matter affecting the Club and not provided for by these Rules shall be final and binding on the Members except if otherwise directed by the Club in general meeting.

Resolution 2

"This meeting wishes to amend the Rules to eliminate any references to Club Headquarters in light of the refurbishment of the Seymour Leisure Centre as follows:

- Rule 42 (a). [...] All Byelaws and regulations [...] must be available to Members ~~_at the Club Headquarters and~~ on the Club website at all times and shall be binding upon the Members until repealed [..]
- Rule 62. The minutes of the Annual General Meeting shall be published on the Club website ~~and be available at the Headquarters~~ within one calendar month of the meeting.
- Rule 70. The definitive copy of these Rules and Byelaws shall be available for members to inspect ~~at on~~ the Club ~~headquarters~~website.
- Rule 75. Any notice required to be given under these Rules or the Byelaws will be deemed to have been given and received when it is prominently displayed ~~in the Club Headquarters~~ ~~and~~ on the website, www.serpentine.org.uk. Notwithstanding this strict requirement, the Committees will endeavour to the best of its efforts to advise all Members of the details of any such notice as soon as its details are generally known."

Resolution 3

" This meeting wishes to amend the Rules to facilitate the succession of the Club under a different legal structure, without the need to fulfil the strict requirement of Rule 73, as follows:

- Rule 72. If at any general meeting a Resolution for the dissolution of the Club shall be passed by a majority of the Members present a Special General Meeting shall be convened to be held not less than four weeks thereafter (of which two weeks written notice shall be given to each Member in addition to the other provisions for Notices) to further consider the matter, with the exception of a Resolution for the dissolution of the Club for the sole purpose of the succession of the Club under a different legal structure which can be adopted at any general meeting that satisfies the quorum required under Rule 50 and the voting requirements of Rule 54. -
- Rule 73. The quorum for any Special General Meeting convened in accordance with Rule 72 shall be half of the Members entitled to vote and any such Resolution shall only be successful if then passed by a majority of two-thirds of the Members voting.
- Rule 74. In the event of the dissolution of the Club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the Members of the Club, but shall be given or transferred by the Governance Committee to one or more of the following approved sporting or charitable bodies as shall be nominated at ~~the SGM~~a general meeting:
 - a) A registered charitable organisation(s) with similar objects to the club.
 - b) Another club which is a registered CASC with similar objects to the club.
 - c) The sports' national governing bodies for use by them for related community sports.
 - d) An organisation set up for the succession of the Club under a different legal structure."

Rules of the Serpentine Running Club

Name

1. The Name of the Club is "Serpentine Running Club".

Objects

2. The Object of the Club is to provide facilities for and promote participation of the whole community in the sports of athletics, running and triathlon.

3. The income and property of the Club shall be applied solely towards promoting the objects of the Club as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member of the Club notwithstanding that payment in good faith of reasonable remuneration and expenses otherwise consistent with these Rules may be made in pursuance of the said objects.

Membership

4. The Club consists of Ordinary Members, Junior Members, Life Members and Honorary Members, together being the Members.

5. Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of athletics, running and triathlon as particular sports.

6. Membership of the Club is confined to those abiding by the Rules of Competition of UK Athletics, the British Triathlon Federation, Cycling Time Trials or any relevant successor, subsidiary or other affiliating or governing body in force and as may apply from time to time.

Subscriptions

7. The Club may as a condition of membership require annual or other periodic contributions or subscriptions to be paid by Members of the Club in accordance with the Byelaws.

8. All contributions and subscriptions shall be paid to the Club. Cheques should be made payable to the Serpentine Running Club and crossed.

9. Any Member having arrears of contributions or subscriptions shall not be eligible to take part in any competition promoted by the club, nor shall he/she be allowed to participate in the affairs of the Club, including voting in any general meeting.

Ordinary and Junior Members

10. Ordinary and Junior Members shall be admitted at the pleasure of the Governance Committee through a manner specified in the Byelaws.

Life Members

11. Life Membership will ordinarily be granted only in recognition of a significant personal contribution to the Club's affairs. The total number of Life Members is not limited. Up to two Life Memberships, other than in exceptional circumstances, may be granted between successive AGMs, hereinafter the Term of the Committees.

12. Life Members will rank equally in all respects with Ordinary Members except that no contributions or subscriptions shall be payable in respect of Rule 7.

13. Life Members shall be elected by the Governance Committee. A candidate may be proposed at any properly convened Governance Committee Meeting, and the candidate for election who receives the unanimous support of the Governance Committee present and voting at any subsequent properly convened Governance Committee Meeting shall be declared elected.

Honorary Members

14. Honorary Membership will be conferred in exceptional circumstances upon individuals who, whilst not being members of the club, are none the less deemed to have made an outstanding personal contribution to its objects.

15. Honorary Members shall have no voting rights, and shall not pay subscriptions.

16. Honorary Members shall be elected by the Governance Committee. A candidate may be proposed at any properly convened Governance Committee Meeting, and the candidate for election who receives the unanimous support of the Governance Committee present and voting at any subsequent properly convened Governance Committee Meeting shall be declared elected.

Cessation of Membership

17. A Member may resign from membership at any time by notice to that effect given to the Secretary. A Member shall remain liable to pay any arrears of contributions or subscriptions owed by him/her at the time of resignation but without being entitled to any refund of contributions or subscriptions in respect of the remaining period.

18. Failure to pay within six calendar months of the due date will result in automatic cessation of membership. If at any time he or she gives to the Governance Committee a satisfactory explanation, he or she may be readmitted to membership at the discretion of the Governance Committee: the Governance Committee will also determine whether or not arrears must be settled as a condition of readmission.

19. Notwithstanding Rule 18, and to comply with the requirements of England Athletics, the Governance Committee shall have the power to expel any Member whose subscription is six

months in arrears provided that one month's notice in writing shall have been sent to such Member by registered letter or recorded delivery addressed to his last known address informing him/her of the proposed action of the Governance Committee.

20. Any person shall, upon ceasing to be a Member of the Club, forfeit all rights to and claims upon the Club and its property and funds.

Disciplinary Procedures

21. Any Member may be disciplined or excluded from membership of the Club, if his or her conduct has been or is likely to be prejudicial to the interests of the Club, by resolution of a majority of at least two thirds of those present and voting at a properly convened Governance Committee Meeting and at which not less than four of the total voting members of the Governance Committee shall be present in addition to whatever other quorum requirements which may apply from time to time. Such Member shall have one month's clear notice sent to him or her of the Governance Committee Meeting and he or she shall be entitled to attend the Meeting along with one other member and be heard in defence but shall neither be entitled to be present at the voting nor take part in the proceedings otherwise than as the Governance Committee shall permit. If the Member is a member of the Governance Committee, he or she shall not be entitled to vote, nor be present during the voting procedure.

22. Any Member disciplined or excluded from the Club under Rule 21, or person whose application for membership has been refused by the Governance Committee under Rule 10, may lodge an appeal with the Governance Committee within three months of the relevant decision and shall thereupon have the right to demand that the matter be referred to three arbitrators. The arbitrators shall each be either an Ordinary or a Life Member and none of them shall be serving on the Governance Committee or shall have been serving on the Governance Committee at the time of the relevant decision that is subject to appeal. The arbitrators shall be chosen as follows: one chosen by the Governance Committee, one by the aggrieved party and one by the two arbitrators. In the event that the first two arbitrators fail to agree on a third, the third arbitrator shall be appointed by England Athletics, the British Triathlon Federation or other relevant organising body as shall be nominated by the Governance Committee. Such arbitrators shall have the power by their award to annul the disciplinary action or exclusion, or to annul it subject to the performance of any condition which the arbitrators may think fit to impose. The arbitrators' decision shall be final. Persons whose exclusion or refusal is upheld on appeal, or who have not appealed within three months, may not reapply for membership.

Honorary Officers

23. The Honorary Officers of the Club shall be the Chairman, the Treasurer and the Secretary who shall be elected by the Members at the Annual General Meeting and in accordance with the Rules

governing such procedures and shall remain in office until the end of the Annual General Meeting on the year their term expires.

24. Together, the three Honorary Officers of the Club are responsible for the normal operations of the Club within the policies and targets set by the Committees. To assist the Honorary Officers, they may delegate and assign tasks to other members of the Club.

The Committees

25. The management of the Club, except as may otherwise be provided by the Rules from time to time, shall be deputed to (i) a Governance Committee and (ii) an Operational Committee (together the Committees), respectively consisting of: (i) the Chairman, Secretary and Treasurer; and (ii) not more than six other Ordinary Committee Members all to be elected by the Annual General Meeting in accordance with the respective provisions in the Rules governing such elections.

26. Ordinary Committee Members shall fill and represent the Functional Roles of the Club as listed in the Byelaws. The allocation of these duties shall be by election at the Annual General Meeting in accordance with the rules governing such elections. Duties may be reallocated by mutual consent between the Honorary Officers and all the affected Committee Members.

27. In fulfilling the Functional Roles of the Club, the Ordinary Committee Members in charge of the Role may delegate the implementation of the role's components to managers and captains, who shall be Members of the Club. The Ordinary Committee Member shall report to and advise the Committees of which they are a member on the status of tasks and events in their area.

28. The Honorary Officers and Ordinary Committee Members shall be elected annually, and serve for the period from the adjournment of the AGM at which they are elected until the adjournment of the following AGM, or the Term of the Committees, except as otherwise provided in these Rules. Officers and Committee Members shall be eligible for re-election, except if excluded elsewhere in these Rules.

29. Each of the Committees may act notwithstanding any vacancy in its numbers so long as the number of members of each of the Committees entitled to vote is not reduced below two thirds of the number of elected committee members, in which case it shall be entitled to act only for the purpose of appointing or arranging the election of new members.

30. Any member of the Committees may resign his or her respective office at any time by notice in writing to that effect given to the Secretary and such resignation shall take effect immediately.

31. The office of an elected member of the Committee shall be vacated with immediate effect:

(a) if he or she shall cease to be a member or shall be excluded or suspended under the terms of any of Rules 17 - 22 inclusive.

(b) if he/she shall be absent from the meetings of the committee of which they are a member for more than two consecutive or one third of committee meetings without the explicit consent of that committee, to be recorded in the minutes of that committee.

(c) if he/she fails to pay their subscription on or before the due date unless extended for good cause by the Governance Committee.

32. A member of any of the Committees who is absent from two or more properly organised meetings of the committee of which they are a member without the explicit consent of that committee during one Term of the Committees shall be deemed to have vacated his or her position with immediate effect and shall be ineligible to stand for re-election.

Casual Vacancies

33. The Governance Committee shall have the power to appoint a Member to fill any casual vacancy on the Committees or amongst the Officers until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election at such meeting in accordance with the provisions for Proceedings at General Meetings.

Proceedings of the Committees

34. Each of the Committees shall meet at least four times during the Term of the Committees in person and shall meet as often as may from time to time be fixed by each of the Committees. In determining whether members of the Committees are participating in a committee meeting, it is irrelevant where any member of the Committees is or how they communicate with each other.

35. Two-thirds, rounded to the nearest whole, of the voting members of each of the Committees shall be the quorum necessary for the transaction of business. A committee meeting at which a quorum is present and has been properly convened shall be competent to exercise all the powers and discretions invested in the Committees by these Rules.

36. Questions arising at any meeting shall be determined by a simple majority of votes except as otherwise provided by these Rules. The Chairman shall only vote on issues requiring unanimity and in the case of an equality of votes, in which case the Chairman shall have the casting vote.

37. The method of voting shall be by a show of hands.

38. The Committees may from time to time as it shall see fit invite persons who are not members of the Committees to attend at and address a meeting or meetings of the Committees.

39. Subject to the aforesaid the members of the Committees may regulate their meetings and proceedings as they think fit.

40. Each of the Committees shall within two weeks of each meeting record the decisions that it has taken and publicise these to club members, including but not limited to the club website and newsletter.

Powers of the Committees

41. The policy, direction and management of the affairs of the Club shall be vested in the Committees, subject always to the provisions of these Rules. The Committees are responsible for ensuring the administration of the Club is properly performed by the Officers. In addition to the powers and authority expressly conferred upon the Committees by the Rules, the Committees may exercise all such powers and do all such acts and things as may be expressly directed or required to be executed or done by the Club in the General Meeting.

42. Without prejudice to the general powers conferred upon the Committees by Rule 41, the Committees shall have the following powers:

(a) subject to the provisions of these Rules, the Governance Committee shall have the power to make, repeal, and amend all such Byelaws and regulations as they shall think expedient for the management and well-being of the Club. All Byelaws and regulations made by the Governance Committee under this rule must be available to Members on the Club website at all times and shall be binding upon the Members until repealed by the Governance Committee or set aside by a Resolution of a general meeting of the Club.

(b) to appoint any person or persons to accept and hold in trust for the Club any property belonging to the Club or in which it is interested.

(c) to make and give receipts, releases and other discharges for any amount payable to the Club and for claims and demands of the Club.

(d) to invest, place on deposit and deal with any moneys of the Club not immediately required upon any investments or securities which the Committee thinks fit.

(e) to issue, sign, draw, endorse, negotiate, transfer and assign all cheques, bills, drafts, promissory notes, securities and instruments, negotiable and non-negotiable to operate on the Club's banking accounts.

(f) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name of and on behalf of the Club as they may consider expedient.

(g) to pay all the costs and expenses of and incidental to any of the aforesaid matters and things.

(h) to determine how and by whom any such power shall be executed, operations effected and documents signed or things done.

(i) to appoint Members or sub-committees consisting wholly or partly of the members of the Committees to exercise such functions as each of the the Committees may from time to time delegate to them.

Honorary Officer

43. The Honorary President of the Club shall perform duties to represent the Club and may provide guidance on strategy and probity as required.

44. The President shall be nominated annually by the Governance Committee and be ratified by the AGM.

General Meetings

45. The Annual General Meeting of the Club shall be held within six calendar months of the end of each Financial Year upon a date and at a reasonable time and place to be fixed by the Governance Committee for the following purposes and order of business:

(a) to receive from the Committees a report, balance sheet and statement of accounts for the preceding financial year;

(b) to elect the Honorary Officers, the Committees, ratify the selection of the Honorary President and to appoint the Auditor for their terms as appropriate;

(c) to decide on any Resolution which may be duly submitted to the meeting as provided by these Rules.

46. The Secretary shall on the requisition in writing (including email) of not less than twenty Members entitled to vote at such meetings convene a Special General Meeting within four weeks of the receipt by him or her of the requisition stating the business to be brought. No other business is to be discussed at a Special General Meeting.

47. Not less than six weeks notice of an Annual General Meeting and three weeks notice of a Special General Meeting specifying the place, day and time of the meeting shall be given to the Members.

48. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate the proceedings at any general meeting.

49. Every notice calling a general meeting shall specify the general nature of the business to be transacted and shall specify if the meeting is to be an Annual General Meeting.

Proceedings at General Meetings

50. The quorum of a general meeting shall be thirty Members personally present and entitled to vote. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other. No business shall be transacted at any general meeting unless the required quorum is present.

51. If within an hour following the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or such other place as may be agreed by the majority of Members present. If at such adjourned meeting a quorum is not present those Members who are present shall be a quorum and may transact the business for which the meeting was called.

52. At all such meetings the President or Chairman, or in his or her absence a member of the Club selected by those members of the Governance Committee present, shall take the chair.

53. At all general meetings every Member shall have one vote unless disqualified from voting by these Rules or any Byelaw not inconsistent with the Rules. Votes shall be given personally and not by proxy.

54. Every Resolution submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes, on a matter on which the Chair has not voted, the chairman of the meeting shall have a casting vote.

55. Any Ordinary Member of one year's standing or Life Member who at the relevant time is a first claim Member may be nominated by any other two Members, with his/her approval, as a candidate for any of the posts of Honorary Officer or Ordinary Committee Member by notice in writing (including email) to the Secretary at least two weeks before the date of the Annual General Meeting. The nomination shall clearly state for which position(s) the member is standing. Candidates for the posts of Ordinary Committee Members shall also clearly state for which role(s), as listed in the byelaws, the member is standing.

56. A Member may accept nomination for any of the separately elected posts constituting the Committees subject to being eligible to hold only one of these posts at any time. If a Member shall be elected to a post during the prescribed course of business his or her name shall be deleted from all subsequent balloting for the remaining elected posts at that general meeting.

57. If the number of candidates for the post of Chairman, Secretary, Treasurer or each specified role of Ordinary Committee Member (as each falls for election) is only one, that candidate shall be

declared elected. If the number of candidates is more than one, balloting lists shall be prepared containing in alphabetical order all the names thus proposed: every eligible Member may vote for each office, and voting shall be by the Alternative Vote with the first candidate to reach a majority elected. Ballots shall be carried out for the posts in the order of Chairman, Secretary, Treasurer and then Ordinary Committee Member roles in the order they are listed in the byelaws.

58. The Annual General Meeting shall elect from those present a Returning Officer to oversee the elections conducted at the meeting.

59. The following rules shall apply to all general meetings:

(a) All Resolutions and Amendments thereto shall be put to the meeting.

(b) Resolutions proposed for consideration by a general meeting shall be submitted in writing to the Secretary at least three weeks before the date of the meeting.

(c) Notice of the text of such resolutions shall be given by the Secretary at least two weeks before the date of the meeting and in accordance with the requirements for Notices set out in these Rules.

(d) Two or more motions on the same subject may be combined at the discretion of the Secretary with the consent of each of the relevant proposers.

(e) Amendments may be proposed at any time during debate although the chairman shall have the right to require these to be put in writing together with the name of the proposer.

(f) The chairman shall deal with Amendments in the strict order in which they are proposed, although he/she shall have the right to refuse Amendments which negate the Resolution. If an Amendment to a Resolution is proposed, no further Amendments shall be proposed until the first is disposed of. If an Amendment is lost, a further Amendment may be moved to the original Resolution but only one Amendment shall be submitted to the meeting at one time; if an Amendment to a Resolution is carried, then the Resolution as amended shall become the Resolution to which further Amendments may be proposed.

(g) During the course of debate the proposer of a Resolution may accept an Amendment to the Resolution, in which case the amended Resolution shall become the Resolution under debate. The proposer of a Resolution may not propose an Amendment to his/her own Resolution.

(h) No Member present other than the proposer shall be entitled to speak more than once to each Resolution and to each Amendment except with the leave of the chairman notwithstanding that any Member may address the chairman on a point of order. The proposer shall be entitled to the

right of reply except where a Resolution has been displaced by an Amendment when the right of reply shall pass to the proposer of the final Amendment.

(i) The following Resolutions may be proposed at any time without previous notice:

(i) That the order of Resolutions, or the order of Resolutions under rule 38(c) where the meeting is an Annual General Meeting, be changed to give precedence to a particular item or items.

(ii) That the question be now put. The chairman may defer this Resolution if in his/her opinion there has been insufficient discussion of the Resolution or Amendment in question.

(iii) That the proposer be given leave to withdraw a Resolution or Amendment. This Resolution shall be debated and decided by the Meeting.

60. At any general meeting a declaration by the chairman that a Resolution has been carried by a particular majority or lost or not carried by a particular majority and an entry to that effect made in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded.

61. The Chairman of the general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

62.

Accounts

63. The Governance Committee shall cause proper books of account to be kept. The Treasurer shall provide each Governance Committee Member with copies of the most recent bank statements (current and deposit) at each of the four required Governance Committee meetings. The books of account shall always be open to the inspection of all members of the Committees.

64. The Governance Committee shall lay proper accounts for the previous Financial Year before the Annual General meeting each year. These shall be accompanied by a report of the Governance Committee as to the state of the affairs of the Club. The Financial Year for the purposes of these Rules shall run from April 1 to March 31 in the subsequent calendar year to include both of these dates.

65. A copy of the accounts and the report shall be given in accordance with the requirement for Notices set out in these Rules not less than one week before the Annual General Meeting.

66. The Club shall at each Annual General Meeting appoint an Auditor to hold office until the next Annual General Meeting.

67. The Governance Committee may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor if any may act. Any Auditor so appointed shall hold office until the next Annual General Meeting.

68. The Auditor shall make a report to the Members on accounts examined by him/her on every Balance Sheet laid before the Club in a general meeting during his/her tenure of office and the report shall state:

(a) whether or not he or she has obtained all the information and explanations he/she has required, and

(b) whether in his or her opinion the Balance Sheet referred to is properly drawn up so as to show a true and fair view off the state of the affairs of the Club according to the best of his or her information and the explanations given to him/her and as shown by the books of account.

69. Every Auditor of the Club shall have a right of access at all times to these books of account and vouchers of the Club.

Interpretation of the Rules

70. The definitive copy of these Rules and Byelaws shall be available for members to inspect on the Club website. The definitive copy shall be dated and signed as such by the Honorary Secretary. Further copies of the Rules and Byelaws shall be placed on the Club website and on display elsewhere as the Governance Committee sees fit. In the event of a discrepancy between copies of the Rules and Byelaws, the definitive copy shall take precedence. The Governance Committee shall be the sole authority for the interpretation of these Rules and of any Byelaws and regulations made in accordance with these Rules. The decision of the Governance Committee upon any questions of interpretation or upon any matter affecting the Club and not provided for by these Rules shall be final and binding on the Members except if otherwise directed by the Club in general meeting.

Amendment of the Rules

71. These rules may be added to, repealed, or amended by resolution at any Annual or Special General Meeting, provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two-thirds of the Members voting thereon.

Dissolution of the Club

72. If at any general meeting a Resolution for the dissolution of the Club shall be passed by a majority of the Members present a Special General Meeting shall be convened to be held not less than four weeks thereafter (of which two weeks written notice shall be given to each Member in addition to the other provisions for Notices) to further consider the matter, with the exception of a Resolution for the dissolution of the Club for the sole purpose of the succession of the Club under a different legal structure which can be adopted at any general meeting that satisfied the quorum required under Rule 50 and the voting requirements of Rule 54.

73. The quorum for any Special General Meeting convened in accordance with Rule 72 shall be half of the Members entitled to vote and any such Resolution shall only be successful if then passed by a majority of two-thirds of the Members voting.

74. In the event of the dissolution of the Club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the Members of the Club, but shall be given or transferred by the Governance Committee to one or more of the following approved sporting or charitable bodies as shall be nominated at a general meeting:

- a) A registered charitable organisation(s) with similar objects to the club.
- b) Another club which is a registered CASC with similar objects to the club.
- c) The sports' national governing bodies for use by them for related community sports.
- d) An organisation set up for the succession of the Club under a different legal structure.

Notices

75. Any notice required to be given under these Rules or the Byelaws will be deemed to have been given and received when it is prominently displayed on the website, www.serpentine.org.uk. Notwithstanding this strict requirement, the Committees will endeavour to the best of its efforts to advise all Members of the details of any such notice as soon as its details are generally known.