

Ivybridge Tennis Club

Notes on Proposed amendments to the Memorandum and Articles & The Club

Rules - EGM 21st November 2017

Memorandum and Articles

Ref	Existing Text	Comment	Proposed Changes
Gen	Many references throughout to an Executive Committee (EC). Defined as the Board of Directors.	Noted for information.	None
23	"the number of members of EC shall not be less than eight nor more than sixteen"	These numbers are believed to be too great	Propose to change to "not less than five nor more than twelve"
25	...but the proceedings of the EC shall not be invalidated in consequence of their being less than the prescribed number of members thereof."	This is designed to mean that if the EC has less than the permitted number of members, it can still act to appoint new members.	Add "for this purpose" to improve clarity.
29	...EC may act notwithstanding any vacancy in their body provided always certain case (sic) the members of the EC shall at any time be reduced in number to less than the minimum number prescribed...it shall be lawful for them to act as the EC for...admitting members, filling EC vacancies, summoning a General Meeting, but not for any other purpose.	This means the powers of the EC are severely restricted with less than the minimum number of members. The wording is also clumsy. Amend for clarity but not to change the meaning.	Delete "The members for the time being...the members of" and insert "If" instead.
35	The EC may appoint a Management Committee for the Day to day running of the Club	Noted.	None
37	The EC may... determine the quorum necessary for the transaction of business. Unless otherwise determined, 5 shall be a quorum.	The quorum can be set at the start of any EC meeting (or in advance) and can be set at any level. To avoid frequent discussions of quorum, it is proposed to set the default position as four.	Delete "5" and replace with "four".
47	Accounts to be supplied to members not less than 14 clear days prior to the date of the meeting	Noted	None

The Club Rules

12.1	GM quorum is 10% of voting members but increased to 20% to	As Articles. Noted for information.	None
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	amend Club Rules		
1.2	Rules can only be altered by 2/3 of those voting. except to amend a Rule which is also an Article, a Special Resolution and 3/4 majority is required	Noted for information.	None
Gen	The Rules throughout refer to a "Management Committee" which is defined in Rule 9.	This is extremely confusing as the Management Committee in the Rules is actually the Executive Committee in the Articles (and is NOT the Management Committee defined in Article 35)	Change "Management Committee" to "Executive Committee" in every instance in the Rules
9.1	The Management Committee is defined as the three officers and not fewer than 4 or more than 12 additional members.	Having changed the title to "Executive Committee", it is now necessary to define the total number of its members to be consistent with the amended Articles ie not less than five nor more than twelve	See text proposed which achieves this purpose.
6 & 8	Rules on Resignation. Both provide the Management Committee with sole discretion to refund subscriptions in special circumstances.	Noted for information.	None
5.5	"...entrance fee (if any) and annual subscriptions...are subject to ratification at the AGM or an EGM"	See also 12.1 f	None
12.1 f	With reference to the AGM: "The Meeting is to transact the following Business: (f) to determine the subscriptions of Full members"	Different wording from 5.5 and. It also seems unnecessary to discuss this at an AGM part way through the year if already ratified at an EGM before the subscriptions were collected	Delete and replace with: "to ratify the subscriptions of Full Members if not previously ratified at an EGM"
12.2	Notice of resolution by members to be provided not less than 28 days before the AGM	Noted for information	
20.1	Payments to be made by cheque signed by two authorised persons - Officers or other persons approved.	There are two issues: 1. The Club generally makes electronic payments. 2. The Committee have	Insert: ..".save that for amounts not greater than £250, cheques may be signed by only one authorised person. The

		passed a resolution allowing one signature on cheques that are for not more than £250.	Executive Committee may authorise suitable processes for electronic payments to be made."
20.5	The accounts must be made available to every member when notice concerning the AGM is given.	Contradicts Article 47 which requires accounts to be supplied 14 days before the meeting.	Amend 20.5 to require distribution of the accounts: "...not less than 14 days prior to the Annual General Meeting."