



## THE NORFOLK CLUB

### RULES

#### **1 Name**

The Club shall be called 'The Norfolk Club'. The objects of the Club are social and recreational.

#### **2 Property**

The property of the Club shall be vested in four Trustees appointed at the Annual General Meeting. In the event of death or retirement of any of the Trustees the Club Committee shall have the power to fill any vacancy subject to confirmation by the next General Meeting.

#### **3 Officers**

The Officers of the Club shall be the President, the Vice-President, the Club Chairman and the Honorary Treasurer. The President (or in the absence of the President, the Vice-President) shall chair General Meetings of the Club.

#### **4 Election of Officers**

The President and Vice-President for the ensuing year shall be elected at each Annual General Meeting. The Club Chairman shall be elected at the Annual General Meeting to serve for a term of three years and may be re-elected for one further term. The Honorary Treasurer shall be elected at the Annual General Meeting for a term of three years and shall be eligible for re-election.

#### **5 Club Committee**

The affairs of the Club shall be conducted by a Committee consisting of the Officers, the Immediate Past President and ten elected ordinary Members. The Committee shall meet at least three times each year with the Chairman in the chair. Four Members, not counting the Officers of the Club, shall form a quorum at any meeting of the Club Committee. The Committee may take also decisions electronically between meetings, provided in each case that no member of the Committee objects to the decision in question within any reasonable deadline set by the Chairman.

#### **6 Election of Club Committee**

Members of the Club Committee (other than the Officers) shall be elected for a term of three years by the Annual General Meeting of the Club. One third of the Committee shall retire each year and shall not be eligible for re-election within one year of their retirement unless invited by the President or Chairman. In the event of the resignation or death of an Officer or a Committee Member their place may be filled by a person co-opted by the Committee until the next Annual General Meeting. The Committee shall in addition have power to co-opt not more than 5 extra Members.

#### **7 Finance and General Purposes Committee**

The Club Committee shall, as soon as practicable after each Annual General Meeting, appoint a Finance and General Purposes Committee which shall be a sub-committee of and under the general supervision of the Club Committee.

The Finance and General Purposes Committee shall consist of the Officers of the Club, the Immediate Past President and the six other Members of the Committee elected to be responsible for the day to day running of the Club and for the finances of the Club. It may co-opt additional Members as it sees fit.

This Committee shall meet at least six times each year. The Club Chairman shall be the Chairman of the Finance and General Purposes Committee and accountable to it for such action as may have to be taken between meetings.

The Honorary Treasurer shall be responsible for the preparation of the Annual Budget, to be agreed by the Finance and General Purposes Committee, before submission to the Club Committee for approval. The Treasurer shall also be responsible for all accounting matters relating to the Club.

The agenda and minutes for each meeting of the Finance and General Purposes Committee shall be circulated to all members of the Club Committee.

Any Member of the Club Committee not being a Member of the Finance and General Purposes Committee may attend any meeting of the Finance and General Purposes Committee having advised the Chairman of their intention to attend.

## **8 Management of the Club**

The Club shall be managed by a Club Secretary (who may be a Member of the Club). The Club Committee shall appoint and may dismiss the Club Secretary. The Club Secretary shall report to the Club Chairman and Committee, including any sub-committee, and shall attend Committee meetings for the purpose of reporting and the taking of minutes. The Club Secretary will be responsible for the internal organisation of the Club, for assisting members in their use of the Club, for the administration of its staff and services, for the management of the building and for the enforcement of these Rules and Bye-Laws. The Club Secretary shall also be responsible to the Club Chairman for the day to day running of the Club.

## **9 Borrowing**

The Club may from time to time borrow money (including by way of Debenture or Loan Notes as referred to in Rule 18) up to a limit of £250,000 upon such terms, in such manner, and upon such security (subject to the prior agreement of the Trustees) as the Club Committee may determine. Borrowing in excess of £250,000 may be undertaken by the Committee only with the agreement of the Trustees and the prior approval of a resolution, passed at a General Meeting of the Club. Any borrowing (undertaken after the date these rules are adopted) shall only be undertaken upon terms that the lender has recourse only to the funds and other assets of the Club and such borrowing is therefore without wider personal liability on the part of the Club's Trustees or Officers, individual Members of the Club Committee, or individual Members of the Club.

## **10 Accounts**

A report and abstract of the state of the accounts and affairs of the Club for the past year shall be available for the perusal of Members in the Club Office and copies of the same shall be available to all Members at least 14 days before each Annual General Meeting.

The accounts of the Club shall be subject to an independent examination by a Chartered Accountant or Chartered Certified Accountant who may be a member of the Club and is not a member of any of the management Committees. In the event that no Member can be appointed to carry out such an examination the Committee shall appoint an external person with the aforesaid qualification and where necessary pay an appropriate fee.

## **11 Membership**

The Club shall consist of Ordinary Members, Life Members, such Honorary Members and Life Honorary Members as the Club Committee shall elect, and Members of the South Eastern Circuit Bar Mess as hereinafter provided. The Club Committee shall determine the total number of Ordinary, Life and Honorary Members.

### ***Life Honorary Members***

The number of Life Honorary Members shall not exceed ten. Life Honorary Members shall have all the rights and obligations of Ordinary Members but shall not be required to pay any subscriptions to the Club. The Club Committee may elect Honorary Members upon such terms including terms as to payment of dues and period of membership as the Club Committee shall think fit. Honorary members shall not vote at any meeting of the Club.

### ***Life Members***

Ordinary Members who have a length of membership to be determined by the Committee and have attained the age of 60 may, upon payment of a final sum calculated as a capitalisation of their annual subscription and to be specified by the Committee, become Life Members, but subject to any overall limit on the number of Life Members decided by the Committee from time to time. Life Members shall have all the rights and obligations of Ordinary Members but shall not be required to pay further subscriptions to the Club. In the event of the Club going into liquidation within the period of years over which their life subscription was capitalised, they shall be entitled to a refund calculated pro rata.

### ***Ordinary Members***

Ordinary Members may elect to extend their membership to include their spouse or civil partner or a member of their family as a Joint Member on payment of an additional subscription to be determined under Rule 17.

### ***Joint Members***

Joint Members shall each be issued with a Club Membership card and enjoy all the privileges and responsibilities of full membership of the Club, including the entitlement to vote at General Meetings, sitting on Committees and use of affiliated Clubs in their own name.

### ***Widow or Widower of a Member.***

The widow/widower of a deceased Ordinary Member shall be entitled to Ordinary Membership on payment of the appropriate subscription. The widow/widower of a Life Honorary Member shall be entitled to membership of the Club for the remainder of their life without being required to pay any subscription to the Club.

## **12 Minimum Age**

No person under the age of 18 years shall be elected a Member of the Club.

## **13 Proposal of Members**

The names of candidates for election as Ordinary Members shall be entered in the Proposal Book and the requisite proposal forms shall be completed. Candidates shall be proposed and seconded by Ordinary or Life Members of the Club of not less than one year's standing.

Only Members personally acquainted with the candidate may sign the Proposal Book in support of the application.

No person convicted by a court of law for an offence involving violence or dishonesty may be elected a Member of the Club, except with the unanimous approval of the Committee.

A former employee (not having been a Member prior to their employment) may not be proposed for membership of the Club until 3 years from the termination of their-employment with the Club.

## **14 Election of Members**

The election of Ordinary Members shall be in a ballot at a meeting of the Club Committee or (with the prior general authority of the Club Committee) the Finance and General-Purposes Committee. No candidate shall be elected (i) if their name has not been in the Proposal Book for at least 21 days, **and** (ii) if the proposal for membership has not been supported by the signatures of other Members of more than one year's standing in addition to their Proposer and Secunder in the Proposal Book

(or, in the case of a prospective member living outside Norfolk, if the proposal is not supported by the President (or Chairman) and Secretary following an interview), or (iii) where more than two Members of the Club (or, as the case may be Finance and General Purposes) Committee vote against their election.

### **15 Notification of Election**

The Club Secretary shall notify successful candidates of their election. They shall become liable to pay the appropriate entrance fee and subscription upon such notification and their election shall become void unless such fee and subscription be paid within one month.

### **16 Entrance Fees**

Ordinary Members shall pay such entrance fees as may from time to time be determined by the Club Committee and posted on the Club Notice Board.

### **17 Subscriptions**

Subject to any directions which may from time to time be given to the Club Committee by a General Meeting of the Club, the rates of annual subscription, due on 1 October, of Ordinary Members for the subscription year 1 October - 30 September shall be determined by the Club Committee and posted on the Club notice board.

New members shall pay subscriptions by direct debit.

### **18 Debentures and Loan Notes**

(a) Debentures - Any Ordinary or Life Member may hold a unit of not more than £1,000 of the Club's debentures. Debentures shall be issued by the Club Committee under powers conferred on them by members in General Meeting.

(b) Loan Notes - Any Ordinary or Life Member may hold loan notes issued by the Club in multiples of £500, up to a maximum value of £20,000 per member, and the minimum holding shall be £500. The maximum number of Loan Notes shall not exceed £200,000 at any one time.

Interest at a gross rate of 3.5% above Bank of England base rate shall be paid annually on February 1st. The maximum gross interest paid will be 6% per annum. Repayment shall be made on the death of a member, resignation of a member or by twelve months written notice by a member requesting repayment.

### **19 South Eastern Circuit Bar**

Upon payment by the South Eastern Circuit Bar Mess of an annual subscription to be agreed between the Club Committee and that Mess, Members of that Mess who are not Members of Chambers in Norwich and do not reside in Norfolk may use the Club as Honorary Members.

### **20 Professional Activity**

No Member shall act professionally for any person or body in any dispute with the Club.

### **21 Insolvency of members**

Any Member adjudicated bankrupt, or making any composition or arrangement with their creditors under any Bankruptcy Act or having a receiving order made against them shall thereupon cease to be a Member and forfeit all rights of membership. Such Member may, upon application and satisfactory explanation to the Club Committee be re-admitted and restored to their former rights.

## **22 Breaches of Rules or Bye-Laws.**

The Club Committee shall, as soon as reasonably possible, consider what action, if any, should be taken on any breach of these Rules or Bye-Laws of which they may know, and may suspend the membership or any right or rights of membership of any Member who is guilty of any such breach. A breach of this Rule may lead to action under Rule 23.

## **23 Unworthy Conduct**

- a) Membership is automatically lost by conviction by a court of law for an offence involving violence or dishonesty, unless the Committee shall unanimously decide otherwise.
- b) Any breach of the Rules or Bye-Laws of the Club **or** any conduct by a Member, be it on the Club's premises or not, which in the opinion of the Club Committee is either unworthy of a Member, or is in any way injurious to the interests of the Club, **or** any commercial use of the membership list by a Member, **or** any conduct which is of a criminal nature renders the Member liable to have their membership cancelled.

The Member will be given the opportunity to furnish to the Club Committee at a meeting, an explanation of their conduct either in writing or in person.

A resolution must be brought to the Club Committee which shall have the power to cancel the membership. A vote shall be taken by the Club Committee on such a resolution and it may only be carried if not less than three-quarters of those present vote in favour.

The Member may, in certain circumstances be given the opportunity to resign.

Any Member who has either resigned at the request of the Committee or had their membership cancelled may not re-join as a Member, visit or take part in any activity of the Club or, those of affiliated Clubs under the aegis of the Club's agreement of affiliation, thereafter. No fee or part fee will be refunded to the Member in the circumstances.

The decision of the Club Committee is final and there is no right of appeal.

## **24 Non-Payment of Subscriptions**

If any Member's subscription be not paid within one calendar month after it is due, the Club Secretary shall forthwith give written notice thereof. If the subscription be not paid within two calendar months after it is due the Club Secretary shall write requesting payment and informing the Member that their name will be reported to the Club Committee. If the subscription be not paid within three calendar months after it is due, the Member may be expelled from the Club. The function of the Club Committee under this rule may at any time on the direction of the President of the Club be exercised by the Finance and General Purposes Committee.

## **25 Resignation**

- a) Any Member may resign from the Club by giving written notice of resignation to the Club Secretary, to expire on 1 October.
- b) Any Member intending to resign after receiving the demand for the annual subscription must, within one month, give written notice to expire on 1 October.
- c) No Member who has resigned at the request of the Committee shall be refunded any part of any fee that has been paid.

## **26 Annual General Meeting**

(a) The Annual General Meeting shall be held in January on a day to be decided by the Club Committee who shall lay before the Members a report and abstract of the state of the accounts and affairs of the Club and prepare a list of agenda for the meeting including therein only items proposed

by the Club Committee or an Ordinary Member at least 21 days before the meeting. No resolution which would, if carried, have the effect of making any new rule, shall be discussed or put to the vote unless written notice thereof has been received by the Club Secretary at least 21 days before the meeting.

(b) At the Annual General Meeting or any other meeting of the Club, Ordinary Members and Life Members shall each be entitled to one vote.

### **27 Extraordinary General Meeting**

An Extraordinary General Meeting exercises the same powers as the Annual General Meeting. The Club Committee may call an Extraordinary General Meeting of the Club on 21 days' notice. The Club Committee shall call on the like notice an Extraordinary General Meeting on the written requisition of at least ten Ordinary Members, none of whom is a member of the Club Committee. Notice of an Extraordinary General Meeting shall specify distinctly the resolution or resolutions to be discussed and to which alone the discussion and decision of the meeting shall be confined.

### **28 Change to Rules**

At any General Meeting no resolution affecting any Member of the Club or which would, if carried, have the effect of making any new Rule or altering any existing Rule shall be put to the vote, unless at least 15 Ordinary Members be present, none of whom is a member of the Club Committee. Nor shall such a resolution be carried unless at least two-thirds of the Ordinary Members present vote in favour.

### **29 Bye-Laws**

The Club Committee may make, alter or repeal, Bye-Laws provided they are not inconsistent with these Rules, nor inconsistent with any decision of any General Meeting. A copy of the current Bye-Laws shall be posted on the Club Notice Board.

### **30 Publication of Rules, Bye-Laws and List of Members**

Copies of the Rules, Bye-Laws and List of Members shall be supplied to any Member on request, and copies of the same shall be made available in the Library and the Bar. A Member's contact and other details shall only be included in the List of Members, or otherwise made available to third parties, with the prior written agreement of the Member.

All Rules and Bye-Laws of the Club are binding on members, affiliated Members and their Guests

### **31 Surplus Funds**

The Club is a non-profit making organisation. All profit and surpluses will be re-invested into the Club to improve the Club's facilities. No profit or surplus will be distributed other than to the Members on winding up or dissolution of the Club.



## THE NORFOLK CLUB

### BYE-LAWS

#### **1 Opening**

The Club shall be open at the following times (subject to variation by the Committee):

Monday to Friday inclusive: - 8.00am to 7.30pm

Saturday: - 9.00am to 2.30pm

The Club shall otherwise be open on Saturdays or Sundays as decided from time to time by the Committee.

The Club shall not open on Christmas Days, Good Fridays or Bank Holidays, or any other day or days determined by the Club Committee and posted on the Club Notice Board.

#### **2. Membership**

The requisite proposal forms under Rule 11 stating the name and address of any person proposed for election shall for not less than 2 days before the election be prominently displayed in the Club premises in a part frequented by the members.

Joint members may in their own right propose candidates for election as Ordinary members

The Committee may invite an Officer, serving in Her Majesty's Forces holding a Regular Commission to become a Temporary Member of the Club while stationed in Norfolk; such Officer will not be required to pay any subscription.

#### **3. Sponsored Membership**

Members who are also part of a professional firm may nominate Partners and Associates of their firm for Sponsored membership of the Club. The sponsoring Member shall be responsible for ensuring that Sponsored Members are suitable in all respects for membership of the Club and that they abide by the Rules of the Club. Nominations shall be considered at the next Committee meeting following receipt of the papers.

Entrance fees and subscriptions and any other charge deemed appropriate shall be decided upon from time to time by the Club Committee. In addition, the facilities available, and those not available to such Sponsored Members will be decided upon from time to time by the Club Committee.

Nominations are to be listed on the nomination form for Sponsored Members available from the Club.

On the termination of the period of successful sponsored membership (limited to six months) the Sponsored Member may be nominated for full membership of the Club and pay the appropriate subscription.

#### **4. Honorary Members Overseas**

Members: An Ordinary Member who resides outside the United Kingdom for a period of more than a year may become an Honorary Member for such period on payment of a fee determined by the Finance and General Purposes Committee. Such Honorary Members shall be called 'Overseas Members' and shall be entitled on returning permanently to the United Kingdom to resume Ordinary Membership without re-election or entrance fee. Overseas Members who return temporarily to the United Kingdom may resume Ordinary Membership without re-election on payment of a fee determined by the Finance and General Purposes Committee, but shall not otherwise use any facilities of the Club.

## **5. Member's Accounts**

Members shall settle their accounts with the Club immediately where practicable and in any case within seven days. Payment in the Club may be made from a member's account, cash, cheque, credit or debit card. A surcharge at 2.75% will be made for accounts settled by credit card. American Express and Diners cards are not accepted

## **6. Complaints**

Any Member may make a complaint in writing to the Club Secretary who shall, if appropriate, include the same in the agenda of the next Committee meeting.

No member shall ask any of the Club Staff to run an errand which would involve them leaving the premises.

No Member may personally reprove a member of staff.

## **7. Use of Club**

No Member shall, without the prior leave of the Club Committee, use the Club for any political or business purpose whatsoever or, address any political or business letter, circular of any kind or electronic communication in any form from the Club. Neither shall there be use of the Club's Website nor of any intellectual property belonging to the Club.

No pamphlet, advertisement or notice shall be displayed in the Club without the prior approval of the Club Secretary.

## **8. Guests and Children**

Any Member may bring into the Club a guest or guests. No person residing in Norfolk may visit the Club as a guest on more than 4 days in any year.

Guests may use any facility of the Club in the company of a Member on the Club premises and may occupy the Club bedrooms; but insofar as is practicable, Members shall be given preference.

Members of affiliated Clubs who have been duly introduced to the Club may on the occasion of their visit to the Club be treated as a guest of the Club under this rule.

Spouses and Children may come into the Club as guests. No child under 12 may come into the Club unless accompanied by a responsible adult.

## **9. Dress Code**

Dress is to be designated for individual occasions but otherwise should be appropriate for a Club of the standing of the Norfolk Club, and guidance is available from the Secretary.

On Saturday, a more relaxed approach will be taken to the form of dress for Members, their Guests and Children.

## **10. Gratuities**

No Member shall give any gratuity to any member of staff employed by, or working in the Club.

## **11. Change of address**

Each Member shall notify the Club Secretary in writing of any change of permanent address.

## **12. Damage**

Any Member who damages Club property shall pay for the remedying of the same.

### **13. Club Property**

No Member shall take away from the Club premises any property of the Club without permission of the Secretary.

### **14. Dogs**

Dogs may be brought into the Club with the agreement of the Secretary but must be under control at all times.

### **15. Smoking**

No Member shall smoke in the premises of the Club.

### **16. Mobile Phones**

Mobile phones must be turned off or put on silent mode in the public rooms of the Club. They may be used in the bedrooms, in the telephone booth by the front door or in parts of the Club designated by the Committee. Members are expected to be discreet in the use of all electronic or other devices while on the premises of the Club.

### **17. Photography**

Filming or photography may only take place with prior permission of the Secretary.

### **18. Former Squash Court (now Gymnasium)**

The manner, times and charges for use of the former Squash Court (now Gymnasium) shall be determined by the Committee from time to time.

### **19. Functions**

Members may hold private functions at the Club. Their guests may make any purchase from the Club of intoxicating liquor. The account for intoxicating liquor supplied with meals at such function shall be rendered to such Member within 7 days and the Member shall make full payment within 21 days after the date of the account.

If the account is not so paid the Member shall in addition pay interest on the amount outstanding at the rate of 5% per month or part of a month from the expiration of the 21 day period to the date of actual payment. The Member shall ensure that all the guests leave the premises by 11.30pm or such later time as may be approved by the Club Secretary.

Members of affiliated Clubs may purchase intoxicating liquor from the bar.

Visitors to the Club who have attained the age of 18 years attending bona fide functions and events of a similar character held by previous arrangement with the hirer and the Management of the Club may purchase intoxicating liquor from the bar.

### **20. Car Parking**

The Club shall issue a number of car park permits in one or more categories and upon such terms as the Finance and General Purposes Committee shall from time to time agree and advertise to members.

No fee is payable by Members attending Club Committee meetings.