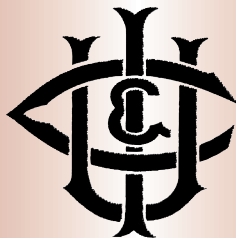


Reg. No. 2766 R.



**RULES
OF THE
WORKING MEN'S
CLUB AND INSTITUTE
UNION LIMITED
AND
STANDING ORDERS**

**COMPLETE AMENDMENT
ADOPTED AND
PRINTED 2022**



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ALL PREVIOUS RULES RESCINDED

RULES

THE CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

1. Name

The Society shall be called the WORKING MEN'S CLUB AND INSTITUTE UNION LIMITED, hereinafter called the Union. The registered name of the Union shall be kept painted and affixed on the outside of every office or place in which the business of the Union is carried on, in a conspicuous position, in letters easily legible, and shall be engraven in legible characters on its seal, and shall be mentioned in legible characters in all business letters, notices, advertisements, and other official publications of the Union, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the Union, and in all bills, invoices, receipts and letters of credit of the Union.

2. Objects

The objects of the Union shall be as follows:

- (a) To act as an umbrella organisation representing the welfare and interests of its members.
- (b) To provide sporting and/or recreational facilities for the benefit of its members and to provide trophies therefore and to make monetary grants in connection therewith.
- (c) To promote educational facilities to members in furtherance of good club management and administration and in the absolute discretion of the Executive to provide lectures and/or schools and/or education programmes and to make monetary grants in connection therewith and to organise the Award in Club Management.

3. Powers

The Union shall have full power to do all things necessary, expedient, or considered by it desirable for the welfare and protection or assistance of, or helpful in any manner to its members, and for the accomplishment of all objects specified in its rules including the power to deal in any way with land or buildings.

The Union shall be non-political and shall not subscribe any donation, monetary grant or award to any political party.

4. Registered Office

The registered office shall be Club Union House, 253-254 Upper Street, London, N1 1RY, or such other place as may from time to time be decided by the Executive. In the event of any change in the situation of the registered office, notice of such change shall be sent to the Financial Conduct Authority within 14 days thereafter in the form prescribed by the Act.

5. Seal of the Union

The seal of the Union shall have the device of a circle, containing the portrait of Edward McEnery and its registered name in the margin. The seal shall be kept in the custody of the General Secretary, and shall be used only under the authority of a resolution of the Executive, and in the presence of the members of the Executive and the General Secretary, or in his absence the Office Manager, all of whom shall witness the sealing of the document.

6. Members – Clubs

Members of the Union shall consist of such clubs as shall be admitted to the Union in the manner provided by these rules.

7. Conditions of Membership

- (a) An application for admission to membership shall be in the form prescribed by the Executive, and unless the Executive decide to decline the application it shall be referred to the Branch within which area the club is situate, in order that a visitor or visitors from the Branch may attend the club to investigate and report upon its management; provided always that the Executive may, in its discretion, depute one of its number or one of the Union officers to make such investigation and report.

The name and address of every club applying for admission to the Union shall be published in the Club and Institute Journal, and any objection on the part of a club to its admission and the grounds of such objection shall be stated in writing, and forwarded to the General Secretary within 14 days of publication. Subject to the visitors' report being considered satisfactory by the Executive and the club agreeing to comply with all the Executive's requirements, the Executive may admit the club to membership for a probationary period of 12 months to fulfill the said requirements and its name shall be entered on the register of clubs which are members of the Union and on the register of shares. A club which is in membership of an organisation which embraces licensed proprietary profit making clubs, shall not be admitted or continue in membership of the Union.

- (b) Subject to the provisions of Rule 7(a) above, clubs registered under the Friendly Societies Act and clubs registered or registering during the probationary period, under the Co-operative and Community Benefit Societies Act 2014, may be admitted to membership of the Union. Additionally, clubs not so registered and not desirous of registering, may be admitted if the Executive is satisfied that their rules meet, and will continue to meet, minimum constitutional, management and accountability requirements laid down by the Executive.
- (c) A club which supplies alcohol shall not be admitted or if admitted, shall not continue as a member which shall have bound or shall bind itself irrevocably to deal with any brewer, distiller, or other tradesmen.
- (d) A club which supplies alcohol shall not be admitted, or if admitted shall not continue as a member, which distributes any part of the funds of the club in cash payments to members (except in payment for work done or in consideration of a bona fide service rendered to the club), or which pays dividends on shares or interest upon loans advanced to the club at a rate of interest exceeding 5 per cent per annum, or 1 per cent per annum above the Co-operative Bank plc base lending rate, whichever is the greater. This limitation shall not however apply when money is borrowed by way of Bank overdraft or by mortgage of the club's premises.

Any club infringing this rule, or evading it by colourable pretence of compliance shall, on the fact being proved, be dealt with in the manner provided by Rule 8(c), providing always that the Executive shall have power in the special circumstances of any particular case to waive this and the preceding section.

- (e) Notice of the refusal or acceptance of a club's application for membership shall be sent to the secretary of the club within 28 days after such refusal or acceptance.

8. Branches

- (a) Any number of clubs within prescribed areas as may from time to time be fixed by the Executive may, with the approval of the Executive, form themselves into a Branch for carrying out locally the objects of the Union. Each Branch may elect, by such method it chooses, a committee and such officers as it may deem necessary. An officer or member of a Branch Committee may be reprimanded or removed by the Executive on the grounds of dishonesty, gross incompetence, or neglect of duty, refusal to carry out the instructions of the Executive or by reason of his having been guilty of conduct which in the opinion of the Executive may discredit the Union. The Executive shall have power to allocate such sums as it may deem necessary to assist any Branch to meet the expenses it may properly incur. The funds of each Branch are the property of the Union, and each Branch shall have power of expenditure limited to its funds. A Branch shall not incur liabilities beyond this without the prior written consent of the Executive, who shall have the authority to merge and dissolve branches as deemed necessary.
- (b) A person shall not be eligible as an officer or member of a Branch Committee, or if elected shall not continue to hold office, who shall become the representative or agent of any firm supplying alcohol, or who is in receipt of remuneration, commission, or similar payment on account of alcohol supplied to or by clubs. Provided always that this restriction shall not apply to an officer or representative of a co-operative society, or company, the shares in which are held exclusively by, or on behalf of clubs and/or by members of clubs.
- (c) Branches may hold general meetings at such time and place as their Committee may determine, at which the President, Vice-President, General Secretary and National Executive Member for that area of the Union shall have the right to attend. Branch rules and any proposed amendments thereto and all procedure and acts of the Branches shall be subject to the approval of the Executive and no Branch shall in any matter act contrary to the policy of the Union as decided by the Executive.
- (d) Each Branch Committee may appoint a representative or representatives in accordance with the provisions of 20(a) to attend the Annual Meeting and Special Meetings of the Union, and the travelling expenses of such representative or representatives and an allowance upon the scale fixed by Rule 17 (e) shall be paid out of the general funds of the Union.

9. Shares

Shares shall not be withdrawable or transferable and shall be of the value of £25. Every club in membership of the Union shall hold one share only with a value of £25. A club shall forfeit its share on ceasing membership for any cause.

10. Annual Fee

A club shall subscribe to the funds of the Union an annual fee of such sum as may be agreed from time to time by a Council Meeting, representative of a club's membership, at a rate not less than 50p and not exceeding £10 per member. There shall be a minimum annual fee of £75.00 per club. The Annual Fee shall be due on the first day of October each year, or in the case of a club being admitted to membership, on the date it is admitted. The annual fee will apply to all members.

11. Cessation of Membership or Privileges

- (a) A club failing to pay the annual fee provided in Rule 10 before the first day of November shall cease membership of the Union, and its name shall be removed from the register of clubs.
- (b) The Executive, on being satisfied that a club has ceased to exist, shall remove its name from the register of clubs.
- (c) A club may be reprimanded, suspended from all or some of the privileges of membership or expelled by the vote of two-thirds of the Executive present at an Executive meeting on the following grounds:
 - (i) A charge of conduct detrimental to the Union and/or
 - (ii) A charge of bringing the Union into disrepute and/or
 - (iii) A charge of refusing admission to an Associate of the Union on grounds of gender, colour, race, nationality or ethnic or national origins.

The nature of the charge shall be communicated to the secretary of the club at the club's registered address at least 14 days previous to the date of the said meeting, and the Branch within which area the club is situated may be requested to assist by investigation and report. Any club so charged may submit its answer to the charge in writing to the Executive, or representatives of the club may attend the Executive to answer the charge.

- (d) A club which shall supply alcohol to persons other than its own members and Associates shall be given notice by the Executive to discontinue such practice, and, unless it is forthwith discontinued, the club may be expelled from the Union in accordance with the provisions of sub-section (c) of this rule.

12. Gaming Machines

If any member club permits a person under the age of 18 years to play a gaming machine on club premises the club will be summoned to show cause as to why it should not be removed from the register of Union clubs.

13. Register of Members

The Executive shall keep, at the registered office, a register of members of the Union, and such register shall be open at all convenient times to inspection, and shall contain the following particulars:

- (a) The names and addresses of the members.
- (b) A statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the share of each member.
- (c) A statement of other property in the Union whether in loans, deposits or otherwise held by each member.
- (d) The date at which the club was entered in the register as a member and the date at which any club ceased to be a member.
- (e) The names and addresses of the officers of the Union with the office held by them respectively and the dates on which they assumed office. Officers of the Union are deemed to have given consent to disclosure of their addresses for the purposes of the Data Protection Act 1998.

For the purposes of this Rule an officer includes every member of the Executive. The register shall be so constructed that it is possible to open to inspection the particulars entered therein mentioned in paragraphs (a), (d) and (e) hereof without so opening to inspection the other particulars entered therein.

14. Club Statistics

- (a) A club shall furnish by 1st November in each year to the Executive a copy of its last accounts and balance sheets, and such statistical and other information regarding the club as may be necessary to enable the Executive to compile its annual report. A club failing for whatever cause to supply its accounts and balance sheets and/or the prescribed information by the date aforesaid shall be subject to the imposition of a financial penalty.
- (b) Failure by a club to comply with the provisions of Rule 14(a) may in addition and at

the discretion of the Executive be deemed to constitute conduct detrimental to the Union within the meaning of Rule II(c).

15. Club Management

- (a) A club shall from time to time furnish such information concerning its management as the Executive may require, and for this purpose shall receive visitors authorised by the Executive to investigate its management and give them such information and provide such books and documents as may be necessary to enable them to report to the Executive.
- (b) Failure by a club to comply with the provisions of Rule 15(a) and/or refusal or neglect on the part of a club to remedy any grave defect of management shall be deemed to be conduct detrimental to the Union within the meaning of Rule II (c).

16. Associates of the Union

- (a) Associate cards at the price of £3.50 each (inclusive of vat at the prevailing rate) and pass cards at the price of £3.50 per year (inclusive of vat at the prevailing rate) shall be supplied to clubs which are members upon condition that holders of such cards (in these rules called “associates”) conforming to the regulations relating thereto shall be admitted by such clubs to the club premises.
- (b) Clubs will incorporate as one of their rules the following:

Admission of Associates

So long as the club shall remain a member of the Union, all Associates of the Union shall subject to the following provisions of this rule be admitted to the club premises, and intoxicating liquor may be sold to them by or on behalf of the club for consumption on the premises. An Associate before being admitted to the club must produce his subscription card (showing that this current subscription to his club has been paid), the Associate Card of the Union, and the current Pass Card issued by the Union, and must write his name and that of his club in the Union Associate Book to be kept for that purpose. The doorkeeper or other appointed official shall compare the signature in the book with that on the Associate Card, and on being satisfied that the signatures correspond shall admit the Associate.

Associates shall have the same rights and privileges, and be subject to the same rules and by-laws as ordinary members except that they must not attend at any meeting of the club, or take away alcohol for consumption off the premises. The committee may refuse admission to Associates or limit their admission to such times and parts of the premises as they think fit in the interests of the club. Notice of such limitations shall be sent to the General Secretary of the Union.

- (c) A club shall refuse admission to a person who is under suspension from another Union Club and shall have power to refuse admission to an Associate under the age of 18 or under such age as is the minimum age for membership of the club in question, or a person expelled from a Union Club or in any case where it so thinks fit in the interests of the club.
- (d) No club may issue an Associate Card or Pass Card to a member who has been expelled or who is under suspension from any club which is a member of the Union without permission from the Executive of the Branch in which area the club is situate.
- (e) A person expelled or who is under suspension from membership of a Union Club who holds a valid Associate Card issued by another club must obtain the consent of the Executive of the Branch in which his club membership is retained before he/she may use such Associate Card. The Branch Executive may cancel or suspend the use of such Associate Card.
- (f) Representatives of clubs appointed to attend Union or Branch Council meetings must be holders of Union Associate Cards and current Pass Cards issued by the clubs they represent and Branch representatives to Union Council Meetings must also hold Associate Cards and current Pass Cards.
- (g) A person shall not be eligible for nomination or election as an officer or member of the Executive of the Union or of a Branch, or if elected shall not continue to sit unless he/she holds a valid Associate Card and current Pass Card issued by a club in the Electoral District which he/she is seeking to represent.

17. Executive

- (a) The Union shall be managed by a committee to be called the Executive which shall be elected every two years. One-third of the members thereof shall form a quorum. The President and Vice-President shall be members of the Executive.
- (b) For the purposes of the election of the Executive, clubs shall be grouped into electoral districts according to the following schedule. Each electoral district shall be entitled to one representative on the Executive where the number of clubs therein when nominations close is less than 200, and to a further representative if the number of clubs is 200 or more.
 - (1) Northumberland Branch Clubs.
 - (2) Durham Branch Clubs.
 - (3) Cumbria, Burnley & Pendle and Manchester Branch Clubs.
 - (4) York City, Leeds, Wakefield and Doncaster Branch Clubs.
 - (5) West Yorkshire, Heavy Woollen and South Yorkshire Branch Clubs.
 - (6) West Midlands Branch Clubs.

- (7) Derbyshire and Leicestershire Branch Clubs.
- (8) Warwickshire and South East Midlands Branch Clubs.
- (9) North West Metropolitan and North East Metropolitan Branch Clubs.
- (10) Kent and South East Metropolitan Branch Clubs.
- (11) Western Counties and Wessex Branch Clubs.
- (12) South Wales and Monmouthshire Branch Clubs.

The returning officer shall be appointed by the Executive not later than the 31st October from a pool of employees at CIU headquarters.

The Executive shall have discretion to create a new Electoral District when the number of clubs within a present Electoral District reaches 200 or more, but this discretion may only be exercised when the number of clubs within a Branch forming part of the present Electoral District is 75 or more.

- (c) A person shall not be eligible for nomination or election or, if elected, shall not continue to sit unless he is a financial member of a club within the area of nomination and election, but any club may nominate a member of any other club within the said area.

A person shall not be eligible for election to the Executive, or if elected, shall not continue to sit, who shall become the representative or agent of any firm supplying alcohol, or who is in receipt of remuneration, commission or similar payment on account of alcohol supplied to or by clubs. Provided always that this restriction shall not apply to an officer or representative of a co-operative society, or company, the shares in which are held exclusively by or on behalf of clubs and/or by members of clubs.

A person who is a candidate for the office of President or Vice-President shall not be eligible as a candidate for the Executive.

- (d) Elections shall be by ballot, conducted in the following manner:

Not later than the 30th day of September in each alternate year the Returning Officer shall send to each club a nomination paper, which shall entitle the club to nominate as many candidates as there are members to be elected for the electoral division in which the club is situate. Such nomination paper shall be returned to the Returning Officer not later than the 31st day of October.

A person shall not be nominated without his consent, and the General Secretary shall obtain such consent in writing before placing upon the ballot paper the name of the person nominated.

Not later than the 14th day of November; the General Secretary shall send each club a ballot paper on which the names of the persons nominated shall appear in alphabetical order, and each club may have one vote for as many candidates as there are vacancies to be filled.

Ballot papers must be returned so as to be received at the registered office of the Union not later than the 14th day of December. The votes shall be counted under the supervision of the General Secretary, or in his absence the Office Manager, by four scrutineers elected at the Annual Meeting preceding the election. In the event of two or more candidates receiving an equal number of votes, the names of such candidates shall be written on slips of paper, which shall be so placed that the names are concealed and the scrutineers shall elect one of their number to draw as many slips as there are vacancies to be filled and the candidates whose names are so drawn shall be declared duly elected. Any vacancy arising amongst the scrutineers shall be filled by the Executive.

- (e) Each member of the Executive (including the Officers) shall be entitled, whilst engaged upon any duties properly attaching to his office, to recoup expenses at the rate (in addition to the travelling fare) of £30 for each day, with a further allowance of £60 for hotel expenses if necessarily away from home on any night, both of these rates may from time to time be increased by a Council Meeting.
- (f) A member of the Executive being absent from two consecutive meetings shall vacate his seat unless he sends an explanation which the Executive consider satisfactory.
- (g) Any vacancy arising on the Executive may be filled by the Executive from the membership of the clubs in the electoral district in which the vacancy arises, or the Executive may order that the vacancy be filled by ballot of such clubs.
- (h) The Executive shall meet not less than six times in every year, but a special meeting of the Executive may be called by the General Secretary on a matter of urgency or on request being made in writing to him by at least one-third of the members of the Executive stating the special object for which the meeting is required. The President or in his absence the Vice-President shall take the chair at all meetings of the Executive, or in the absence of both of them such person as the meeting shall appoint.
- (i) The Executive shall control all business carried on by, or on account of, the Union. It shall from time to time engage, remove, or discharge all employees other than the General Secretary, and fix their duties, salaries, or other remuneration, and may require them to give such security in such form as it approve or determine.

- (j) The Executive may appoint sub-committees, but no sub-committee shall incur any liability without the consent of the Executive.
- (k) A member of the Executive may be reprimanded or suspended for a period not exceeding three months, should their conduct not be appropriate either whilst on official duties of the Union, or not, by a vote of 75% of the Executive present at a meeting called for this purpose.

18. Officers

- (a) The Union shall have the following officers: President, Vice-President and General Secretary.
- (b) The President and Vice-President shall be elected at the same time and for the same period as members of the Executive, and they shall remain in office until their successors are appointed. Any club may nominate one candidate for each office, and a voting paper shall be sent to each club, containing the names of the persons so nominated. Should a vacancy occur in the office of President, or of Vice-President, the Executive may either order an election to take place by ballot of the clubs, or may themselves fill the vacancy. A person appointed to fill a vacancy shall hold office until the next election.

The President shall receive an honorarium at the rate of £2,000 and the Vice-President an honorarium at the rate of £1,500 per annum, payable in December of each year or such earlier month as he or they may cease to hold office in which case the rate shall be assessed in proportion to the annual rate. Both of these rates may from time to time be increased by a Council Meeting.

- (c) General Secretary: There shall be a General Secretary of the Union who shall be elected by a ballot of the whole of the clubs of the Union, and arrangements for such election shall be made by the Executive whenever occasion may require. Each club shall have one vote. The General Secretary's honorarium shall be fixed by the Executive.

The following shall be his duties:

1. He shall summon and attend and keep minutes of all meetings of the Council, of the Executive, and if so required by the Executive, of any sub-committee.
2. He shall make such returns as the Executive require.
3. He shall have charge of the documents and other papers of the Union, and shall keep the accounts in such manner as the Executive direct.
4. He shall keep all the books and accounts required to be kept under these Rules or Co-operative and Community Benefit Societies Act 2014, and shall receive all monies due from clubs and others, and pay them into the bank at

- such times and in such manner as the Executive shall direct.
5. He shall prepare and send all returns required to be made to the Financial Conduct Authority.
 6. He shall in all things act in the discharge of his duties under the direction and control of the Executive.

19. Removal of the Executive and General Secretary

A member of the Executive and the General Secretary may be removed from office at any time by the vote of not less than two-thirds of the club representatives present and entitled to vote at a special meeting of the Council, called for that purpose. Should a member of the Executive or General Secretary be removed from office under this rule they would not be allowed to be nominated for the Branch or national position for a period of five years from the date of their removal.

20. Council Meetings

- (a) Meetings shall consist of representatives appointed by clubs and by Branches who shall be termed the Council. A club or a Branch may appoint not more than three representatives. Each representative shall have one vote except as provided for in Rules 19 and 34, and the meetings of the Council shall be annual and special. Each representative must hold a current associate card and pass card for the current year and must have held same for at least six months prior to the meeting.
- (b) The annual meeting shall be held in April or such other month and at such place as the Executive may from time to time decide.

The business shall be to:

- (i) Receive a printed copy of the report of the Executive for the previous year.
- (ii) Receive the account or accounts and balance sheet, as audited, and the report of the auditor on the revenues account or accounts and balance sheet.
- (iii) Consider any business as may be submitted by the Executive.
- (iv) Consider any motion (other than a motion for amendment of Union Rules) submitted in writing by 31st December of the previous year (a) by a Branch; or (b) by a club, provided such motion has been adopted at a Branch Council Meeting.

The General Secretary shall, by the 15th February in each year, send to each club a preliminary agenda of the business to be transacted together with a copy of the annual report and a statement of accounts and balance sheet.

A club with the authority of its Branch Council (or Branch Executive if no Branch Council can be held during February), a Branch or the National Executive may submit in writing an amendment to a motion contained in the preliminary agenda or annual report to the General Secretary not later than the 1st March.

- (c) At least 15 days previous to each annual meeting the General Secretary shall send by post to each club a notice of the time and place of the meeting, and an agenda of the business to be transacted.
- (d) A club or Branch proposing to send representatives to the annual meeting shall notify the General Secretary not later than 10 days previous to the meeting of the names and addresses of the representatives appointed to attend the meeting, and a copy of the annual report and a statement of accounts and balance sheet shall be sent to each representative.
- (e) A special meeting shall be convened by the General Secretary by direction of the Executive, or upon a requisition signed on behalf of 75 clubs, by the Secretary of each on the instruction of its committee and lodged with the General Secretary at the registered office. The meeting shall be held at the registered office or such other place as the Executive may decide.
- (f) A special meeting shall not be competent to transact any business other than that specified in the notice convening it.
- (g) Should the General Secretary not convene a special meeting within six weeks after receiving a duly signed requisition the requisitionists may convene the meeting and shall have a claim upon the Union for all reasonable expenses properly incurred in convening it.
- (h) A notice convening a special meeting shall state the time and place thereof, and the purpose for which it is convened, and a copy of the notice shall be sent by post to each Union club not less than six clear days before the day of meeting, unless the Executive direct a shorter notice to be given.
- (i) No special meeting shall proceed to business unless representatives from 75 clubs are present within half an hour after the time of meeting, otherwise the meeting if convened by requisition shall be dissolved but if convened by direction of the Executive it shall stand adjourned for at least four clear days, of which adjournment notice shall be sent by post to each club.
- (j) The President of the Union or in his absence the Vice-President, or in his absence a member of the Executive shall preside at every meeting of the Council.

- (k) No representative except by special leave of the meeting, shall take part in any meeting unless he has produced the official credential form or card issued by the Union for the meeting.
- (l) Elections of Scrutineers shall be by ballot of the representatives at the Council meeting. Nominations must be handed to the General Secretary at such time or times as shall be announced before the meeting commences. The names of those nominated will be announced to the representatives during the meeting and each representative will be supplied with a voting card on which he will enter the names of the four scrutineers of his choice. Such card will at the close of the meeting be placed in ballot boxes to be provided. Only one scrutineer may be elected from any particular Branch.

The votes so recorded will be counted under the supervision of the General Secretary or in his absence the Office Manager and the result of the ballot will be published in the issue of The Journal then next following.

- (m) To facilitate the proper conduct of Council there shall be a Standing Orders Committee which shall consist of four members of the Executive and four persons appointed by Branches (one from each of four Branches in rotation with each Branch Appointee serving for two years). The Union President or, in his absence, the Union Vice-President, or in the absence of both such officers, an appointed member of the Committee shall take the chair. The duties of such Committee will be to consider all motions and amendments to motions proposed by Clubs or Branches and where necessary to call together the Movers of such motions or amendments thereto for consultation and consider all such matters as may be referred to them by Council, the Executive or the Chairman of Council.

21. Accounts of and Security by Officers and Employees

- (a) It shall be the duty of every officer or employee of the Union and its Branches having the receipt or charge of money, his executors or administrators, at such time as the Executive may direct, or upon demand made, or notice in writing given or left at his last or usual place of residence, to give in his account, as may be required by the Executive to be examined and allowed or disallowed by them and on like demand or notice to pay over all monies and deliver all property for the time being in his hands or custody to such person as they appoint.
- (b) Every officer or employee of the Union and its Branches having receipt or charge of money shall be covered by a Fidelity Guarantee Insurance Policy in such sum as the Executive may determine.

22. Books of Accounts and Inspection

All books of account, securities, documents, records (to include e-mails and information stored on hard drive or computer systems), and papers of the Union, other than such (if any) as are directed by the Executive to be kept elsewhere, shall be kept at the registered office, in such manner and with such provision for their safety as the Executive may from time to time direct.

Any club or person having an interest in the funds may inspect all the books of account and the particulars in the register of members except those mentioned in paragraphs (b) and (c) of Rule 13 at all reasonable times, but no person unless an officer of the Union or specially authorised by the Executive shall have the right to inspect the loan or deposit account of any other club or person without the written consent of such club or person.

23. Payment

All payments above £200 shall be made through the banking system by such means as may be approved from time to time by the Executive; such payments being attested or authorised by such persons as may be appointed from time to time by the Executive.

The General Secretary, or other duly appointed officer of the Union, may be issued with such credit or bank guarantee card for the better performance of his duties as may from time to time be authorised by the Executive for such purpose.

24. Audit of Accounts

- (1) An audit where necessary in law or where the membership require, will be carried out by a registered auditor or two or more lay auditors where condition for appointing lay auditors prevail.
- (2) Save as provided in paragraph (3) of this rule every appointment of an auditor shall be made by resolution of a general meeting of the Union.
- (3) The Executive may appoint an auditor to fill any casual vacancy occurring between general meetings of the Union.
- (4) An auditor appointed to audit the accounts and balance sheet of the Union for the preceding year of account (whether by a general meeting or by the Executive) shall be re-appointed as auditor of the Union for the current year of account (whether or not any resolution expressly re-appointing him/her has been passed) unless:
 - a) A resolution has been passed at a general meeting of the Union appointing somebody instead of this person or providing expressly that he shall not be re-appointed or

- b) He has given to the Union notice in writing of his unwillingness to be re-appointed or
- c) He is ineligible for appointment as auditor of the Union for the current year of account or
- d) He has ceased to act as auditor of the Union by reason of incapacity.

Provided that a retiring auditor shall not be automatically re-appointed by virtue of this rule if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (5) of this rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person.

- (5) A resolution at a general meeting of the Union (i) appointing another person as auditor in place of a retiring auditor or (ii) providing expressly that a retiring auditor shall not be re-appointed shall not be effective unless notice of the intention to move it had been given to the Union not less than 28 days before the meeting at which it is moved. On receipt by the Union of notice of the intention to move any such resolution the Union shall give notice of the resolution to member clubs and to the retiring auditor in accordance with Section 94 of the Co-operative and Community Benefit Societies Act 2014, and shall give notice to member clubs in accordance with that section of any representations made or intended to be made by the retiring auditor.
- (6) None of the following persons shall be appointed as auditor of the Union:
 - a) An officer or servant of the Union.
 - b) A person who is a partner of, or in the employment of, or who employs an officer or servant of the Union.
- (7) The auditor shall in accordance with Section 87 of the Co-operative and Community Benefit Societies Act 2014, make a report to the Union on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Union for the year of account in respect of which he is appointed.
- (8) The auditor shall have a right of access at all times to the books, deeds and accounts of the Union and to all other documents relating to its affairs, and shall be entitled to require from the officers of the Union such information and explanations as he thinks necessary for the performance of the duties of the auditor.

25. Annual Return to Financial Conduct Authority

The General Secretary shall send to the Financial Conduct Authority once in every year, within the time allowed by legislation, an annual return relating to the Union's affairs for the period required by the Co-operative and Community Benefit Societies Act 2014, to

be included in the return, together with a copy of the report of the auditor on the Union's accounts for the period included in the return and a copy of each balance sheet made during that period and of any report of the auditor on that balance sheet.

The annual return shall be made up for the period beginning with the date to which the Union's last annual return was made up, and ending with the date of the last balance sheet published by the Union. The annual return must be made in the form prescribed by the Financial Conduct Authority, and contain such particulars as may from time to time be required by the form.

A copy of the last annual return, together with a copy of the report of the auditor on the accounts and balance sheet contained in the return shall be supplied gratuitously on demand to every member or person interested in the funds of the Union.

In the event of the Union being dissolved in accordance with the provisions of Rule 35 the last annual return shall be made up to the date of the instrument of dissolution.

26. Borrowing Powers

- (a) The Union may, upon such terms and conditions as the Executive may in its absolute discretion determine and vary from time to time obtain advances of money for the objects and purposes of the Union, and may issue such receipt or acknowledgement thereof as the Executive thinks fit; and the Union may also mortgage or charge any of its property and issue debentures or other securities in respect of money borrowed from any person, society, company or other organisation.
- (b) Provided that the total amount of money advanced or borrowed and for the time being remaining undischarged shall not exceed 10 million pounds.
- (c) The interest payable on advances other than advances on bank overdrafts and loans secured by mortgage or charge shall not exceed a rate equivalent to 3 per cent above the Co-operative Bank plc base lending rate or 5 per cent per annum whichever is the higher. In this rule "Co-operative Bank plc base lending rate" means the Co-operative Bank plc base lending rate at the time of making the advance or at such time within the two years prior to making of the advance or, in the case of an advance which is renewed after becoming payable, within two years prior to its renewal or last renewal (if renewed more than once) as the Executive determines.
- (d) Debentures may contain a specific charge upon any property of the Union specified therein or in any schedule thereto and a separate register shall be kept of all such debentures.

27. Power to receive Deposits

The Executive, within the limit mentioned in Rule 26(b) may receive any sums of money from clubs or other bodies or persons, on deposit at interest repayable on such notice being not less than two clear days, as they fix from time to time.

28. Investments

The Executive may invest the funds of the Union in any investment in which Trustees are, for the time being by law, authorised to invest trust funds and in the shares or on the security of any society registered under the Co-operative and Benefit Societies Act 2014, or under the Buildings Societies Act, or of any company registered under the Companies Acts or incorporated by Act of Parliament or by charter provided that such society or company has its liability limited.

29. Application of Profits

Any profits which may accrue shall be applied as follows:

- (1) In reduction of the value of the furniture, fittings, fixed stock and plant, at the annual rate of not less than 10 per cent, and of not less than 2.5 per cent on lands and buildings.
- (2) To a General Fund to be used as follows:
 - (a) In promoting and defending the interest of clubs; in the Press or the Courts of Law or in Parliament as occasion may demand.
 - (b) In promoting education by the establishment of classes, examinations, and scholarships, in providing lectures and in assisting any associations providing educational facilities for men and women.
 - (c) In maintaining circulating and reference libraries of the best works in all departments of literature, science, art, and politics, for the use of the members.
 - (d) In promoting such social, provident and recreative objects as may from time to time be deemed desirable.
 - (e) In contributing to any Superannuation, Provident or Pension Fund, which may be established for or by the Officers and Staff of the Union.
 - (f) In providing for the redemption of loans and advances.
 - (g) Any other lawful purpose determined upon the Executive.

30. Statutory Application to the Financial Conduct Authority

- (a) Any 10 Union clubs which have been members for not less than 12 months immediately preceding the date of the application may apply to the Financial Conduct Authority in the form prescribed by the Act to appoint an accountant or actuary to inspect the books of the Union and to report thereon, pursuant to Section 105 of the Co-operative and Benefit Societies Act 2014.
- (b) It shall be the right of 100 member clubs by an application in writing to the Financial Conduct Authority, signed by them in the forms respectively prescribed by the Act:
 - (i) To apply for the appointment of an inspector or inspectors to examine into the affairs of the Union and to report thereon; or
 - (ii) To apply for the calling of a special meeting of the Union.

31. Right of Appeal

A club suspended or expelled shall have the right to appeal to Arbitrators appointed and selected in accordance with Rule 32. No appeal shall be heard unless made within one month of the suspension or expulsion and in writing addressed to the General Secretary accompanied by a deposit of £100 the disposition of which shall be in the discretion of the Arbitrators.

Arbitrators or a majority of them, shall have power to alter or rescind the suspension or expulsion, and may order either party to bear the cost of the arbitration. There shall be no appeal from the Arbitrators decision.

32. Disputes

All disputes arising between a club which is a member of the Union or a club which has for not more than six months ceased to be a member; or any person claiming through such a club or under the Union rules and the Union or an officer thereof shall be dealt with as follows:

- (a) **APPOINTMENT OF ARBITRATORS** – There shall be six arbitrators who shall be appointed by a meeting of the Council, none of whom shall be officers or members of the Union Executive or a Branch Committee.
- (b) **MODE OF SELECTION** – In any case of dispute the General Secretary or such other person as the Executive may direct, shall in the presence of some person appointed by the complaining club, write the names of the arbitrators for the time being upon separate pieces of paper, and place them so that the names shall be concealed. The representatives of the complainant club shall draw out the papers

one by one and the persons whose names appear on the first three papers drawn shall be the arbitrators to decide the dispute and the persons whose names appear on the next three papers drawn shall be in reserve in case any one or more of the three arbitrators chosen are unable to act.

- (c) Any vacancy arising amongst the arbitrators shall be filled by the next meeting of the Council.
- (d) Two arbitrators shall be competent to hear and decide any dispute, but, if they differ, the dispute shall be determined by one of the other arbitrators.
- (e) The costs of arbitration shall be borne as the arbitrators direct, and each party shall deposit £150 to abide their decision.
- (f) The decision of the arbitrators or a majority of them shall be binding and there shall be no appeal from their decision.

33. Supply of Rules

It shall be the duty of the Executive to provide the General Secretary with a sufficient number of copies of the rules, to enable him to deliver to any person on demand a copy of such rules. The first copy to any member shall be supplied free-of-charge any subsequent copies shall be made available on a payment set by the Executive but not exceeding the sum of £5.00.

34. Alteration of Rules

Any rule of the Union may be rescinded or altered, and any new rule may be made, in the following manner:

- (a) A club may, pursuant to a vote of the majority of members present at a General Meeting, give notice to the Secretary of the Branch in which area the club is situate, not less than 28 days before a Branch Council Meeting, of its intention to move at such Council Meeting an amendment of these rules. Details of the proposed amendment shall be supplied with the notice.
- (b) The Branch Secretary shall place such proposed amendment on the agenda for the next Branch Council Meeting, and if the proposed amendment is approved by the votes of at least two-thirds of the delegates present at such meeting, he shall give notice thereof to the General Secretary at least 60 days before any Union Council Meeting.
- (c) The General Secretary shall thereupon place the amendment on the Agenda for the next Union Council Meeting where voting shall take place.

- (d) An amendment shall require at least two-thirds of the total votes cast to be carried.
- (e) Nothing in this rule shall prevent the Executive from placing any proposal for amendment of rules on the agenda of a Union Council Meeting.
- (f) No proposal for amendment of these rules which has been defeated shall again be proposed (except by consent of the Executive) until a period of one year has elapsed since its last previous consideration at a Union Council Meeting.
- (g) No amendment of rules shall be valid until registered with the Financial Conduct Authority.

35. Dissolution

The Union may at any time be dissolved by the consent of three-fourths of the members, testified by the signatures of the duly authorised signatories appointed by each to an instrument of dissolution in the form provided by the Act.

36. Value Added Tax

Where under any of the provisions of these rules, or any amendment thereto for the time being in force any sum of money is payable to the Union by the member club whether by way of subscription or otherwise and such payment attracts Value Added Tax then, unless any rule specifically provides to the contrary, a member club shall in addition pay to the Union such further sum as shall be equal to the amount of Value Added Tax at the rate for the time being in force attributable to such sum.

37. Interpretation Rule

This rule applies to all members. Where reference to male member appears, the wording shall be deemed to include female.

Any reference to the Financial Services Authority (FSA) is now replaced with the Financial Conduct Authority (FCA).

One of the Union's Officers or the Office Manager would be the officer or person who would sign all legal documents.

Any reference to alcohol will apply, in accordance with current legislation.

Any references to the Industrial and Provident Societies Acts means the Co-operative and Community Benefit Societies Act 2014 or any successor Act.

Signature of Applicants for Registration

1. **KENNETH ROBERTS**

For and on behalf of **Cwmaman Workmen's & Social Club Limited**

2. **JACK HAUGHEY**

For and on behalf of **Heath Gap 'Welcome' Working Men's Club
and Institute Limited**

3. **GEORGE SMITH**

For and on behalf of **Billingham Trades Union Social Club &
Institute Limited**

KENNETH D. GREEN
General Secretary of the Union



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Co-operative and Community Benefit Societies Act 2014

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Working Men's Club and Institute Union Limited

Registration number: 2766 R

Date: **25 August 2022**



STANDING ORDERS

FOR UNION COUNCIL MEETINGS

1. Every meeting shall have a chairman, who, in the absence of the president shall be the vice-president, or, in his absence a member of the Executive.
2. The chairman shall be removed only by a vote of two-thirds of those voting.
3. A decision of the chairman shall be challenged only by a motion "that the chairman do leave the chair." This, if seconded, shall be put to the meeting forthwith.
4. All persons must be seated, and no one shall speak while the chairman is standing.
5. Any person disobeying the ruling of the chairman may be suspended for the remainder of the meeting, upon the motion of the chairman or of two others, put without debate and carried. Should any delegate so suspended refuse to submit to the order of the chairman and decline to leave the meeting, the club for which he is a representative shall be notified, and such offender shall not again be admitted as a delegate for a period of two years.
6. Any person who has not spoken to the question before the meeting may, without "that the meeting proceed to next business," or that the debate or the meeting be adjourned. Either of these motions may, at the discretion of the chairman, be forthwith put without seconding, debate or amendment.
7. When an amendment to a motion is submitted no second amendment shall be taken into consideration until the first amendment is disposed of. If that amendment is adopted it shall then be put as an original motion, upon which a further amendment may be moved. If the first amendment is defeated, then a further amendment may be moved to the original motion, but only one amendment shall be submitted to the meeting, for discussion at one time.
8. All amendments must be relevant to the motion, and must be submitted in writing to the chairman before the mover speaks thereon. No person shall be at liberty to move more than one amendment upon any motion.
9. No motion or amendment may be withdrawn except by consent of the meeting.
10. The mover of a motion or amendment shall be limited to 10 minutes, and all subsequent speakers to 5 minutes. The mover of a motion only shall be allowed to

reply, and shall confine his reply to 10 minutes and to answering objections raised during the debate. The limit of time herein mentioned may be extended by a vote of not less than two-thirds of those voting. On a vote being taken the chairman may appoint tellers to count the votes.

11. No person (other than a mover of an original motion) shall speak more than once upon any motion or amendment, but any person may rise to a “point of order” or for personal explanation, or to ask a question; provided he does so as soon as possible, and adheres strictly thereto.
12. Motions adjourned shall have precedence at the next meeting over new motions.
13. No motion or amendment may be submitted which is the same in substance as a motion or amendment which has been voted upon until a period of not less than 12 months has elapsed, except by consent of the Union Executive.
14. If disorder should arise, the chairman, acting on his discretion as a matter of right, can quit the chair and announce the adjournment of the meeting, and by that announcement the meeting is immediately adjourned and no business subsequently transacted will be valid.
15. Where the Union’s rules or these Standing Orders fail to provide for a particular matter raised then the book entitled ABC of Chairmanship by Lord Citrine shall prevail.





