



The Clifton Club

RULES AND GOVERNANCE

Updated April 2024

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THE CLIFTON CLUB

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

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

RULES

Club Rules are made, amended, or repealed by the Company with the agreement of Full Members of the Club in General Meetings.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

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

1. MEMBERSHIP

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

1.1 Eligibility

Membership of the Club is open to men and women over the age of eighteen years. (The use in these Rules of pronouns ordinarily applicable to one gender should be taken to denote both).

1.2 Full Members

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

1.3 Life Members

Life Members are Full Members who have purchased a Life Membership of the Club under a scheme made available by the Board from time to time.

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

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

1.4 Provisional Members

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

1.5 Honorary Members

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

1.6 Reciprocal Members

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

1.7 Termination of Membership

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

2. APPLICATIONS FOR MEMBERSHIP

There are two "routes" of Membership Application, a **Nominated Membership Application**, whereby the Applicant has been referred for Membership of The Clifton Club by an existing Member, or alternatively if the Applicant is new to The Clifton Club, a **Provisional Membership Application** is required.

All Membership applications are made by completion of the relevant Membership Application Form, (See 2.1 Nominated Membership Application and 2.2 Provisional Membership Application), with the Applicant Profile section of the Membership Application Form to be displayed in The Club for Members to view (See 2.1 and 2.2). Payment for any Membership Fees and Joining Fee become due upon submitting a Membership application and must be settled before submission to The Board of Directors for election to Full Membership. Membership Cards are provided to applicants upon submission of a completed Membership Application Form and payment of Membership Fees and Joining Fee.

All Membership applications are to be submitted to the Board of Directors for their decision to elect an Applicant to Full Membership status (See 2.1 and 2.2).

Membership Applicants are unable to make use of the Reciprocal Clubs with which The Clifton Club is affiliated, or participate in General Meetings of The Club until their application has been elected for Full Membership by the Board of Directors.

2.1 Nominated Membership Application

Applicants are required to complete a Nominated Membership Application Form. The Applicant Profile section will be displayed in The Club for a minimum of 28 days for Members to view before being presented to The Board of Directors to vote upon their election to Full Membership status. Members of The Club may make known to The Club Office any objections which they may have to an Applicant becoming a Full Member during the 28-day period.

All Nominated Membership Applications require a Proposer and a Secunder from the existing Members of The Club. The Proposer is required to have been a Full Member of The Club for a minimum term of 3 months and the Secunder having been a Full Member for a minimum term of 2 years. Both the Proposer and Secunder must have known the Applicant for a minimum of 2 years.

2.2 Provisional Membership Application

Upon submitting a completed Provisional Membership Application Form, the Applicant Profile section will be displayed in The Club for a minimum of 2 months for Members to view before being presented to The Board of Directors to vote upon their election to Full Membership. During this time, Members of The Club may make known to The Club Office any objections they may have to an Applicant becoming a Full Member of The Club.

Additionally, all Provisional Membership Applicants are required to meet with a representative of the Membership Committee or Director of The Club and achieve two endorsements from current Members of The Club, who have been Members for a minimum term of 2 years.

2.3 Group Applications

The Club offers Membership options to companies and organisations. To benefit from a Group Membership offering, a minimum of four individual Members are required to form a group, all of whom must hold employment or formal association at the same company or organisation. All group Membership applications will be displayed for 28 days in The Club for Members to view. Individuals on a Group Membership will be given their Membership Cards immediately upon receipt of completed Membership Application Forms and payment in full of the Group Membership fee and Joining Fee. Individuals applying for Membership as part of a group must:

- 1) Complete a Group Membership Application Form
- 2) Every individual within the Group must complete an Applicant Profile
- 3) A formal letter from the organisation or company must be written to The Club confirming the individuals to be included within a group Membership; and
- 4) All individuals within the group must meet with a Club Director.

2.4 Election of Applicants

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

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

2.5 Successful Applicants

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

2.6 Unsuccessful Applicants

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

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

3. FEES

3.1 Joining Fee

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

3.2 Membership Card Fee

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

3.3 Annual Subscriptions

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

3.4 Payment of Subscriptions

Payment of Membership Subscriptions can occur on an annual or monthly basis. All Membership subscriptions are to be paid for by Direct Debit unless otherwise agreed by the Member and The Club Office. Annual Membership renewal notifications will be provided in writing 8 weeks prior to the renewal date. If a Member agrees to auto-renew their annual Membership via Direct Debit, they will be informed that the payment will be taken 8 weeks in advance. All monthly Membership subscriptions are to be paid for by Direct Debit, which will continuously auto-renew until a Membership is cancelled via the correct procedure [see Rule 3.6].

3.5 Overdue Subscriptions

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

3.6 Cancelling Subscriptions

Members will be informed of their Membership renewal 8 weeks in advance of their renewal date. Those Members intending to resign from The Club and cancel their subscription for the following year must give written notice to The Club by completing and submitting a Resignation Form at least 28-days before their Membership renewal date [See Rule 3.4]. Termination of a Membership during a subscription year, for any reason, will not entail any part-refund of subscriptions paid or still due, or cancellation of any uncollected monthly instalments.

3.7 Members Going Abroad

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

4. USE OF THE CLUB

4.1 Members' Belongings

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

4.2 Dress Code

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

4.3 Members' Guests

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

On any one occasion, a Member may invite up to six guests to visit the Club and to take part in particular Club events and functions. At the discretion of the General Manager more than six guests may be allowed for special occasions.

Each guest may accompany the Member on up to eight separate occasions during the year from January to December. [Attendances at private functions held in the Club are excluded from the total.]

Guests may enter, remain in the Club, and participate in events and functions only in the company of a host Member. Host Members are responsible for settling costs incurred on their guests' behalf, and for making sure their guests are aware of, and comply with, the Club's Dress Code and other rules.

4.4 Private Functions

For private functions, all Members may hire Club rooms and facilities at members' rates. Members may recommend suitable persons as visitors to the Club for such functions, and should provide the General Manager with a list of the proposed visitors' names. The Member will be responsible for the visitors' conduct, behaviour and financial obligation.

4.5 Supervision of Children

Children under the age of eighteen may be admitted as visitors to the Club for particular functions and events and during permitted times. On such occasions, they must be accompanied by an adult responsible for their safety, conduct, and behaviour while on the Club Premises. Alcoholic drinks will not be served to anyone under the age of eighteen. They must not be purchased for them or consumed by them.

4.6 Mobile 'Phones; Personal Computers; Wi-Fi

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

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

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

4.7 Club Premises and Property

4.7.1 Closure of Rooms

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

4.7.2 Misuse of Premises and Property

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

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

4.7.3 Pets

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

4.7.4 Gambling

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

4.8 Suggestions and Complaints

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

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

4.9 Membership Cards

Members are required to carry their Membership cards at all times when visiting The Club. These are used for access to The Club, for recording attendance for Health and Safety Regulations, and for conducting charges to a Members account. Members may not refuse to provide their Membership card to any Member of staff at The Club at any time. If a Membership card is lost or stolen, please inform The Club office as soon as possible. Any Membership cards which require replacement will incur a £10.00 charge.

5. MISCONDUCT IN THE CLUB

5.1 Exclusion from Membership

The Club reserves the right to cancel any Membership, at any time, (at the sole discretion of the Board), with immediate effect and without refund.

5.2 Excluded Members

Excluded Members may appeal against their exclusion only through an Extraordinary General Meeting of the Club convened and conducted according to Rule 9.3.

Excluded Members may not subsequently enter the Club as guests of Members or Reciprocal Members, as Reciprocal Members themselves, as Visitors, or otherwise as participants in any activities and functions organized by the Club.

6. COMMERCE

6.1 Opening Hours of the Club

The Board of Directors sets the normal opening hours of the Club Premises. These will be updated from time to time and any changes advised to Members. The opening hours may be changed for certain functions and events. But In all circumstances, the Bar will be open only in accordance with the Club Premises Licence.

6.2 Communication with Members

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

6.3 Outstanding Bills

At the beginning of each month, Members will be issued with an itemised statement of their account. Unless account payments are settled by Direct Debit on a monthly basis, all Members are required to settle any outstanding debits from the previous month within 28 days of receiving their statement. If a Member fails to settle any outstanding debits for a period of two months, account credit privileges may be withdrawn and The Club may cancel their Membership with immediate effect.

6.4 Member's Account and Credit

It is requested that all members continuously keep their accounts in credit. This can be done by "topping up" their accounts with the stewards, in the office during office hours or online. Members will not be extended credit and where a member's account has insufficient funds to pay, they should fully settle their account before leaving the Club. Members will be entitled to the membership discount when using their Club card, full non membership prices will apply where the member has failed to use his/her card. If a member fails to settle outstanding amounts the Club reserves the right to refuse additional purchases.

6.5 Purchasing Items in The Club

Members are welcome to pay at the time of purchase for any items in The Club, or alternatively Members can charge those items to their Members account. Any discrepancies raised by a Member concerning items on their account must be raised within 14 days of being issued with an itemised statement.

6.6 Dealing with Tradesmen

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

6.7 Refreshments and Intoxicating Liquor

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

6.8 Banking Arrangements

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

GOVERNANCE

The Club is run by the Board of Directors of the Clifton Club Company Ltd in accordance with the Company's Memorandum and Articles of Association.

7. THE COMPANY DIRECTORS

The Board consists of a minimum of six and maximum of twelve Directors, including the Chairman. Full Members of the Club elect, and can become, Directors of the Company.

7.1 The Directors

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

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

7.2 The Chairman

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

7.3 The Patron

The Patron / Patrons are elected by the Board, (at its sole discretion), for an initial term of one year. The term is renewable annually. The Patron role shall be that of an ambassador for The Club and shall be selected in accordance with the skills, merit, and time they are able to offer for the benefit of The Club (as set out from time to time by the Board).

7.4 Nominations for Election

Full Members of The Club of at least two years' standing and who have the required skills, merit, and time to benefit The Club (as set out from time to time by the Board) may nominate themselves for election as a Company Director; or, with their permission, may be nominated by any other Full Member of The Club. Seconders are not required in either case.

Nominations must be confirmed in writing to the General Manager within a period beginning four months prior to the date of an Annual General Meeting where the elections take place. The nominations will then be displayed on The Club Notice Board. The nomination period will close three months prior to the General Meeting in which the elections take place.

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

7.5 Co-option of Full Members

7.5.1 to Serve on the Board

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

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

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

7.5.2 to Serve on Committees

Full Members of the Club may be co-opted to serve as members of Directors' Committees. And the Board may set up Sub-Committees of co-opted Full Members with delegated authority to implement any of its Resolutions.

7.6 Election of Ex-Directors

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

8. THE TRUSTEE SHAREHOLDERS

The Trustee Shareholders hold the shares of the Clifton Club Company on behalf of the Full Members of the Club. They represent the Full Members at *General Meetings of the Company*, where they vote in line with directions given to them at preceding *Club General Meetings*.

8.1 Appointment of Trustee Shareholders

There are four Trustee Shareholders, nominated from among Full Members of the Club of at least five years' standing. Their appointments, confirmed by simple majority voting at General Meetings of the Club, are for five years but may be extended by additional five-year periods.

8.2 Action by the Trustee Shareholders

The Trustee Shareholders attend *General Meetings of the Company* as members of the Company and representatives of the Full Members of the Club. They vote at *Company General Meetings* as authorized by the Club Full Members.

9. GENERAL MEETINGS OF THE CLUB

9.1 Participation in General Meetings

Only Full Members are entitled to attend and vote at General Meetings of The Club. Voting can be in person, by post, or by proxy.

9.2 Annual General Meetings (AGMs)

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

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

9.3 Extraordinary General Meetings (EGMs)

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

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

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

9.4 Voting at General Meetings

Usually, a simple majority of votes in favour of proposals put forward at Club General Meetings is sufficient for the proposals to be carried. This is known as Ordinary Resolution voting. The simple majority is calculated from the number of votes cast by the Full Members who are 'present and voting', voting by post, and/or voting by proxy. Certain proposals, to be carried, will require at least 75%, or three-fourths, of the votes cast to be in favour. This is known as Special Resolution voting. Again, the required majority is calculated from the number of votes cast by the Full Members who are 'present and voting', voting by post, or voting by proxy. The Board must give at least twenty-one days' notice of any Special Resolution proposals to be made at General Meetings. Any proposals about the following matters must be presented, and voted on, as Special Resolutions.

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

9.5 Voting by Proxy

Each Member of The Club is entitled to one (1) vote. Each Member may appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote at General Meetings. Appointment of a proxy does not preclude a Member from attending the meeting and voting in person. If a Member has appointed a proxy and the Member attends the meeting in person, the proxy appointment will automatically be terminated.

The Board will provide a proxy form (the "Form") that will be available on request to any Member who is unable to attend the relevant General Meeting. Each form must be received by The Club 3 working business days before the commencement of the relevant General Meeting, otherwise the vote will not be counted.

The Board will decide before the relevant General Meeting whether or not the matters to be voted on in the meeting will be allowed to be voted on by proxy.

9.6 Voting By Post

Each Member may vote by post if they are unable to attend the relevant General Meeting. If the Member has voted by post and then attends the meeting in person, the postal vote will automatically be terminated.

The Member must include their Membership details in their postal vote and sign the postal vote in order for it to be valid. The postal vote must be received by The Club 3 working business days before the commencement of the relevant General Meeting; otherwise the vote will not be counted.

The Board will decide before the relevant General Meeting whether or not the matters to be voted on in the meeting will be allowed to be voted on by post.

9.7 Chairman of the Meetings

The Chairman of the Board is also the Chairman of Annual and Extraordinary General Meetings of the Club. In the absence of the Chairman, another director may temporarily take the Chair. The Chairman has a casting vote in addition to a personal vote, whenever the number of votes on any question may be equal.

9.8 Minutes of Meetings

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

10. CLUB RULES AND GOVERNANCE

10.1 Compliance with the Rules

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

10.2 Changes to Provisions

Any changes to the provisions of the Club Rules and Governance must be approved by Full Members at an AGM, or at any EGM convened and quorate under 9.3. Resolutions proposing such changes must be Special Resolutions and voted on accordingly. [See 9.4]

10.3 Waivers

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

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

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

10.4 Copies of the Club Rules and Governance

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

10.5 Questions about Club Rules and Governance

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