

Portsmouth Business Exchange (“PBE”)

Club Rules

1. Name

The club shall be called Portsmouth Business Exchange or “PBE” (“the Club”)

2. Objects

(a) The objects of the Club shall be to promote the business interests of its members and to exchange business between its members

(b) To this end the club shall meet weekly from 6.45am – 8.30am and each member shall attend each meeting or if they are unable to do so shall send a representative

(c) Each member shall endeavour to exchange business with at least one other member or in some other way bring added value to the meeting

3. Status of Rules

These rules (the “Club Rules”) form a binding agreement between each member of the Club.

4. Rules and Regulations

(a) The members of the Club shall so exercise their rights, powers and duties and shall, where appropriate use their best endeavours to ensure that others conduct themselves so that the business and affairs of the Club are carried out in accordance with the Club Rules, for the time being in force.

(b) No alteration to the Club Rules shall be effective without prior approval of at least 75% of the members in general meeting.

5. Club Membership

(a) The members of the Club from time to time shall be those persons listed in the register of members (the “Membership Register”) which shall be maintained by the Treasurer.

(b) Any person who wishes to be a member must apply on the Membership Application Form and deliver it to the Secretary. Election to membership shall be at the discretion of the Club Committee. Membership shall become effective upon (i) an applicant’s name being entered in the Membership Register, (ii) upon the applicant paying the Annual Membership fee and (iii) the applicant setting up a standing order for payment of the meeting fee.

(c) In the event of a member’s resignation or expulsion, his or her name shall be removed from the Membership Register.

(d) Any member shall be given access to the Membership Register on demand.

(e) Only one member can represent a particular trade or profession. Any conflict or dispute shall be referred to the Club Committee

(f) A member cannot be a member of a similar organisation to the Club within a radius of 25 miles of the weekly meeting venue

6. Annual Membership Fee

(a) An annual fee payable by each member shall be £100 or as determined from time to time by the Club Committee. Any fee shall be payable on a successful application for membership and annually by each member.

(b) A weekly meeting fee to cover the cost of breakfast payable by each member shall be £12.50 or as determined from time to time by the Club Committee and shall be paid monthly by standing order.

- (c) The Club Committee shall have the authority to levy further subscriptions from the members as are reasonably necessary to fulfil the objects of the Club and to maintain solvency.
- (d) Fees shall not be repayable under any circumstances.

7. Resignation and Expulsion

- (a) A member shall cease to be a member of the Club if, and from the date on which, he/she gives notice to the Secretary of his/her resignation.
- (b) A member whose annual membership fee or further subscription is more than two months in arrears shall be deemed to have resigned.
- (c) A member may be absent from (ie not turn up or send a representative) up to six (6) meetings in any year of membership. Any more than six (6) absences in any year of membership shall mean the automatic expulsion of the member.
- (d) The Club Committee or the Club shall have the power to expel a member when, in its opinion:
 - (i) that member has failed, without reasonable excuse, to abide by the Club Rules, or
 - (ii) it would not be in the interests of the Club for them to remain a member.

An appeal against such a decision may be made to the Club at the next weekly meeting. The club may ratify, amend or overturn the decision of the Club Committee.

- (e) A member who resigns or is expelled shall not be entitled to claim any, or a share of any, of the income or assets of the Club (the "Club Property").

8. The Officers and Club Committee

- (a) The officers of the Club shall be: Chair, Secretary, Treasurer and Visitor Host.
- (b) The Club Committee shall consist of the Chair, Secretary, Treasurer and up to 4 other members, elected at an Annual General Meeting.
- (c) Each Club Officer and Club Committee Member shall hold office from the date of appointment until the next Annual General Meeting ("AGM") unless otherwise resolved at an Extraordinary General Meeting ("EGM").
- (d) One person may hold no more than one position of Club Officer at any time.
- (e) The Club Committee shall be responsible for the management of all the affairs of the Club. Decisions of the Club Committee shall be made by a simple majority of those attending the Club Committee meeting. The Chairperson of the Club Committee meeting shall have a casting vote in the event of a tie. Meetings of the Club Committee shall be chaired by the Chair or in their absence the Secretary. The quorum for the transaction of business of the Club Committee shall be five.
- (f) Decisions of meetings of the Club Committee shall be entered into a Minute Book of the Club to be maintained by the Secretary.
- (g) The Club Committee shall meet at least once each month. In addition any member of the Club Committee may call a meeting of the Club Committee by giving not less than seven days' notice to all members of the Club Committee.
- (h) An outgoing member of the Club Committee may be re-elected. Any vacancy on the Club Committee which arises between Annual General Meetings shall be filled by a member proposed by one and seconded by another of the remaining Club Committee members and approved by a simple majority of the remaining Club Committee members.
- (i) No officer may hold the same position for more than 12 months though may stand for re election after an absence of at least 12 months. No Club Committee member can be a member of the Club Committee for more than 24 months though may stand for re election after an absence of 12 months
- (j) the Club Committee shall have the power to decide all questions and disputes arising in respect of any issue concerning the Club Rules.

9. Annual and Extraordinary General Meetings

- (a) An AGM shall be held on the second Wednesday in May each year to:
- (i) receive a report of the activities of the Club over the previous year;
 - (ii) receive a report of the Club's finances over the previous year;
 - (iii) elect Officers for the following year;
 - (iii) elect the members of the Club Committee; and
 - (iv) consider any other business.
- (b) Nominations for election of members as Officers or as members of the Club Committee shall be made in writing by the proposer and seconder, both of whom must be existing members of the Club, to the Club Secretary not less than 21 days before the AGM. Notice of any resolution to be proposed at the AGM shall be given in writing to the Secretary not less than 21 days before the AGM.
- (c) An EGM may be called at any time by the Club Committee or by at least 20% of the membership and shall be held within 21 days of the receipt by the Club Secretary of a requisition in writing stating the purposes for which the Meeting is required and the resolutions proposed. Business at an EGM may be any business that may be transacted at an AGM.
- (d) The Secretary shall send to each member at their last known address written notice of the date of a General Meeting (whether an AGM or an EGM) together with the resolutions to be proposed at least 14 days before the meeting.
- (e) The quorum for a General Meeting shall be 50% of the membership .
- (f) The Chair, or in their absence a member selected by the meeting, shall take the chair. Each member present shall have one vote and resolutions shall be passed by a simple majority. In the event of an equality of votes the Chair of the Meeting shall have a casting vote.
- (g) The Secretary, or in their absence a member of the Club Committee, shall enter Minutes of General Meetings into the Minute Book of the Club.

10. Club Finances

- (a) A bank account shall be opened and maintained in the name of the Club (the "Club Account"). Designated account signatories shall be the Chair, the Secretary and the Treasurer. No sum shall be drawn from the Club Account except by cheque signed by two of the three designated signatories. All monies payable to the Club shall be received by the Treasurer and deposited in the Club Account.
- (b) The Club Property shall be applied only in furtherance of the objects of the Club.
- (c) The Club Committee shall have the power to authorise the reimbursement of expenses to any member of the Club upon presentation of original receipts
- (d) The Club may provide educational and other related social activities for members of the Club
- (e) The Treasurer shall keep accurate accounting records for recording the fact and nature of all payments and receipts so as to disclose, with reasonable accuracy, at any time, the financial position, including the assets and liabilities of the Club. The Club must retain its accounting records for a minimum of six years. The Treasurer shall provide a report on the previous year's figures to the AGM and a brief summary to the Club Committee

11. Dissolution

- (a) A resolution to dissolve the Club shall only be proposed at a General Meeting and shall be carried by a majority of at least three-quarters of the members present.
- (b) The dissolution shall take effect from the date of the resolution and the members of the Club Committee shall be responsible for the winding up of the assets and liabilities of the Club.
- (c) Any surplus assets remaining after the discharge of the debts and liabilities of the Club shall be distributed among the members.