

Rules of



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# Orford House

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Walthamstow Village

Registered Society  
Company Number IP08950R

## **Name, objects and powers**

### **1. Name and registered office**

The name of the club is the Orford House Social Club and Institute Limited ("the Club") and its registered office is at Orford House, 73 Orford Road, Walthamstow, E17 9QR

### **2. Objectives**

The objectives of the Club are to provide facilities for its members that allow for socialising, wellbeing and entertainment, and to contribute positively within our local community.

### **3. Company Seal**

The company seal of the Club shall be kept in the custody of the secretary and shall be used only with the authority of the committee and shall be witnessed by any 2 members of the committee

### **4. Use of Name**

The name of the club shall be displayed outside of its premises and shall be printed on all correspondence sent on behalf of the club and all cheques, orders, invoices, bills and receipts issued on behalf of the Club

### **5. Powers**

The Club shall have full power to do anything necessary or expedient to achieve its objectives including power to buy, sell, mortgage, charge, rent, lease or sub-lease any land or chattels necessary to achieve those objectives

### **6. Legislative Provisions**

The Club is subject to the provisions of the Co-operative and Community Benefit Societies Act 2014

## **Membership**

### **7. Admission to Membership**

- 7.1. Members must be proposed and nominated by 2 members of the Club, or have met with Committee members prior to being admitted.
- 7.2. Membership is provisional for the first 12 months during which period the Committee can, at its discretion, revoke membership without recourse to appeal. The Committee must set out in writing the grounds for the provisional membership being revoked.
- 7.3. Applications for membership shall be determined by the Committee
- 7.4. On accepting membership, members are agreeing to abide by all club rules and codes of conduct, to treat other members with respect and kindness, and to abide by the decisions of the Committee.
- 7.5. Included within the first year's membership subscription, new members of the Club shall purchase 1 share in the club for the sum of £0.25. Such share shall be forfeited without compensation in the event that a member shall be declared bankrupt or cease to be a member of the Club for any reason whatsoever including (without prejudice to the generality of the foregoing) expulsion from membership of the Club or the death of a member
- 7.6. No member shall be entitled to acquire or hold any shares other than the share issued to him or her in accordance with rule 7.4
- 7.7. No shares shall be capable of being withdrawn or transferred
- 7.8. Members may resign from the Club at any time by notice in writing to the Club secretary but shall not be entitled to

receive any refund in respect of the annual subscription paid by the member on admission to the club or renewal of membership

## **8. Life Members**

- 8.1. Between 1 June and 31 December in each year there shall be convened a meeting of members of the Committee and existing life members ("the Life Membership Committee") to consider awarding life membership of the Club to a member of the Club of at least 20 years standing who is deemed worthy of such honour by virtue of long and active membership devoted to the ideals of the Club
- 8.2. The quorum for such a meeting shall be 8
- 8.3. In the event that the Life Membership Committee shall not be quorate the secretary of the Committee may reconvene the meeting at a later date
- 8.4. In the event that the Life Membership Committee resolve to grant life membership to a member of the Club the award shall be recognised by the presentation of a certificate
- 8.5. Life members shall be exempted from payment of the annual subscription to the Club but shall continue to enjoy full benefits of membership

## **9. Subscriptions**

- 9.1. Each member (including suspended members but not life members nor members referred to in Rule 9.3 below) shall pay an annual subscription to the Club by 31st December each year to cover membership for the next calendar year.
- 9.2. The annual subscription shall be determined by the Club at the Annual General Meeting or at an

extra-ordinary general meeting convened prior to the annual subscription becoming due. The annual subscription fee for members for 2026, payable by 31 December 2025, will be £52.

- 9.3. If no motion is brought to the AGM or EGM under 9.2, the membership rate shall remain as per the previous year. The membership fee shall not be increased by more than 10% in any calendar year.
- 9.4. New members shall pay a subscription upon acceptance to membership. The rate for their first year membership may be discounted, with the discount to be set by the Committee subject to the amount of time in the year remaining, and any promotions they wish to run. .
- 9.5. Members who have reached state retirement age and who have been members of the Club for at least 15 consecutive years shall pay an annual subscription of one half of the rate referred to in Rule 9.2 above without any diminution in membership rights
- 9.6. Any member who fails to pay the annual subscription by the renewal deadline in any year shall be considered to be in arrears, and if the subscription is not then paid within 21 days thereafter the membership shall be deemed to have ceased
- 9.7. The Club shall keep a list of members in arrears and of members whose membership has ceased pursuant to rule 9.4 behind the bar

## **10. Register of Members**

- 10.1. The Club shall keep a register of its members giving particulars of:-

- 10.1.1. The member's name and contact details (phone, email address and home address)
- 10.1.2. The date upon which the member became a member
- 10.1.3. The date upon which the member ceased to be a member
- 10.2. The register of members shall be open to inspection by the Licensing Authority and any other local or national government agency with power to inspect the register only.
- 10.3. The Club will manage information about its members in strict adherence to any data protection laws.

## **11. Suspension and Expulsion from Membership**

- 11.1. In the event that the Committee shall have concerns or have received complaints about the conduct of a member of the Club or if there are grounds to believe that a member has broken any of the Club's rules it may invite the member concerned to a meeting of the Committee to explain his or her conduct.
- 11.2. The member shall have at least 10 working days notice of the date of the meeting and shall be given a written statement of the matters alleged against him or her.
- 11.3. The member will have a right to be accompanied to the Committee meeting by a representative of his or her choice or to make representations in writing
- 11.4. In the event that the member concerned does not attend, the Committee may proceed to consider the matter in his or her absence
- 11.5. If the Committee having considered its concerns or complaints received and any representations made by

the member concerned (either at the Committee meeting or in writing) the Committee may:-

- 11.5.1. Take no action
- 11.5.2. Reprimand the member and/or issue a warning as to his or her future conduct
- 11.5.3. Suspend the member from membership of the club for a period deemed appropriate by the Committee
- 11.5.4. Expel the member from membership of the Club
- 11.6. Any member suspended or expelled may not enter any part of the premises, nor take part in any event taking place in the grounds.

## **Meetings**

### **12. Ordinary general meetings**

- 12.1. The Club shall hold an annual general meeting on a date to be fixed by the Committee between 1 April and 30 June in each year
- 12.2. Notice of the date and time of an ordinary general meeting together with the agenda of business to be conducted shall be posted on the club notice board at least 10 working days before the date of the meeting
- 12.3. The business to be conducted at an ordinary general meeting shall be:-
  - 12.3.1. To appoint a chairman for the meeting if both the president and vice-president of the Club shall be absent
  - 12.3.2. To receive a statement of accounts

- 12.3.3.To consider a resolution under s.84 Co-operative and Community Benefit Societies Act 2014 to disapply s.83 of that Act (duty to appoint auditors)
- 12.3.4.(At the annual general meeting only) to receive a report from the Committee regarding the previous year's activities
- 12.3.5.(At the annual general meeting or at an extraordinary general meeting convened to remove a member or members from the committee and to replace them) to appoint scrutineers in the event of an election
- 12.3.6.To consider any other business submitted by the Committee which has been included on the agenda
- 12.3.7.To consider any other business submitted by a member of the Club of which at least 5 working days notice shall have been given in writing to the Club secretary

### **13. Extraordinary general meetings**

- 13.1. An extraordinary general meeting may be called by the Club secretary:-
  - 13.1.1.At the direction of the Committee
  - 13.1.2.On a requisition signed by not less than 5% of the Club members stating the business required to be considered at the meeting
- 13.2. An extraordinary general meeting shall be called by the secretary no earlier than 10 working days and no later than 20 working days after the secretary shall have received a direction from the Committee or a requisition under rule 13.1.2.



- 13.3. In the event that the Club secretary shall fail to convene an extraordinary general meeting as required by rule 13.2 then in the case of a direction to call such a meeting from the Committee any Committee member and in the case of a requisition to call such a meeting from members any of the persons signing the requisition may call an extraordinary general meeting by giving notice thereof pursuant to rule 13.4
- 13.4. Notice of the date and time of an extraordinary general meeting together with the agenda of business to be conducted shall be posted on the club notice board at least 10 working days before the date of the meeting
- 13.5. An extraordinary general meeting shall not consider any business other than that stated in the agenda accompanying the notice of the meeting

#### **14. Procedure at general meetings**

- 14.1. The Club president shall if present act as chairman for the meeting
- 14.2. In the absence of the Club president the Club vice-president shall act as chairman for the meeting
- 14.3. In the absence of both the Club president and vice-president the members present at the meeting shall elect one of their number to act as chairman for the meeting
- 14.4. The quorum for a general meeting shall be 10 members
- 14.5. In the event that an ordinary general meeting or an extraordinary general meeting shall not be quorate within 15 minutes of the time fixed for the meeting the meeting shall stand adjourned to a date and time specified by the chairman of the meeting or (if there is no chairman) to

the same time one week following the date fixed for the meeting

- 14.6. In the event that an extraordinary general meeting shall not be quorate within 15 minutes of the time fixed for the meeting the meeting shall be abandoned and no further requisition dealing with the same or substantially the same business may be given for 6 months following the date fixed for the meeting
- 14.7. Unless otherwise provided in these rules all votes shall be determined by a simple majority of those present and voting
- 14.8. All votes at general meetings shall be decided by a show of hands
- 14.9. The chairman shall have the right to vote and in the event of an equality of votes the chairman shall have a second or casting vote
- 14.10. Members shall only speak when invited to do so by the chairman
- 14.11. No member shall speak while the chairman is speaking
- 14.12. In the event that a member shall behave in an unruly or disruptive manner the chairman may direct that the member leave the meeting and in the event that the member shall refuse to leave the chairman may suspend the meeting until he does so or adjourn the meeting to another date
- 14.13. If in the opinion of the chairman there is insufficient time to deal with all the business on the agenda or if at any time after the meeting has started the meeting should become inquorate then the chairman may

adjourn the meeting to another date and time to deal with any unfinished business

- 14.14. No motion to rescind or reconsider a resolution passed at a general meeting shall be moved or considered for a period of 12 months after the date of that resolution unless such motion is put forward by the Committee or is signed by at least 20% of members

### **The Committee**

## **15. Appointment**

- 15.1. The Club shall appoint a Committee to be responsible for the management of the Club
- 15.2. The Committee shall consist of the president, vice president, treasurer and secretary of the Club "the Officers" and up to 10 members over 18 years old all of whom shall have been financial members for at least 12 months.
- 15.3. Save for the Club secretary no members of the Committee shall be entitled to any remuneration for carrying out Committee duties
- 15.4. Nominations for the Officers and committee members shall be open three weeks prior to the date of the annual general meeting and shall close at close of business the day after the annual general meeting
- 15.5. In order to be valid:-
- 15.5.1. All nominations must be seconded and
  - 15.5.2. The person nominated must have indicated a willingness to accept appointment
- 15.6. In the event that there shall be more than 1 nomination for the posts of any of the Officers or there shall be more nominations for the Committee than there are vacancies

there shall be an election to determine who shall be appointed

- 15.7. Any election held pursuant to rule 15.6 shall be held in accordance with Rule 16
- 15.8. In the event that there are vacancies on the Committee from time to time for whatever reason the Committee may co-opt members of the Club onto the Committee providing they are eligible for membership under rule 15.2
- 15.9. In the event that the whole of the Committee shall resign or be removed from office by a resolution of the Club passed at an extraordinary general meeting called for that purpose the Club secretary shall post notice of that fact as soon as is reasonably practicable and shall fix a date for an election at least 15 working days but not later than 20 working days thereafter. Nominations shall close 5 working days prior to the election. The Club secretary shall appoint scrutineers for the purpose of the election.

## **16. Elections**

- 16.1. The election of the Officers and the Committee shall be by ballot where there are more nominations than vacant posts.
- 16.2. No less than 3 weeks before the annual general meeting of the Club a nomination sheet shall be posted in the Club premises by the Club secretary
- 16.3. Nominations shall close at the closure of the Club premises on the day following the annual general meeting
- 16.4. No person may be nominated to any office or to the Committee unless he or she has been a financial member

of the Club for at least 12 months before the date of nomination

- 16.5. All nominations must be proposed and seconded by members who have both been financial members of the Club for at least 12 months before the date of nomination
- 16.6. The proposer and seconder shall sign the nomination sheet and the candidate shall also sign the nomination sheet to indicate that he or she is willing to stand for election
- 16.7. No candidate shall be nominated for more than 1 office but candidates may be nominated for an office and for a position on the Committee in the event that the candidate is not elected to the office for which he or she is nominated
- 16.8. If at the close of nominations there is more than one candidate for any office or offices or more candidates for the Committee than there are vacancies then a ballot shall be held during the second week following the annual general meeting.
- 16.9. No less than 1 week before the first day of the ballot a list of the full names of the candidates for each office and/or the Committee shall be posted in the Club premises
- 16.10. The ballot shall be held between 19.00 and 22.00 hours on 3 consecutive days
- 16.11. The ballot box shall be in the charge of 3 scrutineers appointed for that purpose at the annual general meeting who shall not be candidates for election, officers of the Club or members of the Committee
- 16.12. Ballot papers shall be issued by the scrutineers to members attending to vote producing a current membership card

- 16.13. Ballot papers shall not be removed from the room in which the ballot is being held
- 16.14. No member shall be entitled to vote for more than 1 candidate for each office
- 16.15. Members shall be entitled to vote for as many candidates for the Committee as there are vacancies
- 16.16. Ballot papers completed in contravention of Rules 16.14 and 16.15 shall be declared spoilt and shall not be counted
- 16.17. At the conclusion of the last night of the ballot or as soon thereafter as possible the scrutineers shall count the votes cast
- 16.18. In the event of equality of votes the winning candidate or candidates shall be determined by the drawing of lots
- 16.19. The scrutineers shall publish the results of the ballot by posting a notice signed by them in the Club premises stating the number of votes cast for each candidate for each office or position on the Committee and stating the name or names of the successful candidate or candidates
- 16.20. At the conclusion of the ballot the ballot papers shall be sealed and handed to the secretary who shall retain the same for 7 days after which time unless a review has been called for the ballot papers shall be destroyed
- 16.21. Within 7 days of the conclusion of the ballot any candidate may call for a review of the ballot which shall be carried out by 3 scrutineers appointed for that purpose by the retiring Committee
- 16.22. Scrutineers appointed for the purposes of a review must meet the qualifications set out in Rule 16.11 and

may not be drawn from the original scrutineers of the ballot

- 16.23. The decision of the review scrutineers shall be final and binding on all candidates

## **17. Term of Office**

- 17.1. The president, vice-president and elected Committee members shall take office during the first Committee meeting following their election (at which the previous Committee retire) and shall hold office until:-

17.1.1.(In the case of members of the Committee other than the Officers) the Committee meeting that follows the election of a new Committee 2 years after the date of their election

17.1.2.They resign from the Committee

17.1.3.They are removed from the Committee by a resolution of the Club passed at an extraordinary general meeting called for that purpose

17.1.4.They cease to be a member of the Club for any reason

17.1.5.They fail to attend meetings of the Committee for 3 consecutive meetings unless their non-attendance is for a reason approved by the Committee and that approval is given at the 3<sup>rd</sup> meeting when that member shall be absent. Such approval and the reason it is given shall be minuted.

- 17.2. The Officers and co-opted members of the Committee shall take office at the meeting of the Committee following the date of election (in the case of the Officers) or (in any other case) following the date a resolution was

passed to co-opt that member onto the Committee and shall hold office until:-

17.2.1. The Committee meeting following the election of a new Committee after the date of their election or co-option

17.2.2. They resign from the Committee

17.2.3. They are removed from the Committee by a resolution of the Club passed at an extraordinary general meeting called for that purpose

17.2.4. They cease to be a member of the Club for any reason

17.2.5. They fail to attend meetings of the Committee for 3 consecutive meetings unless their non-attendance is for a reason approved by the Committee and that approval is given at the 3<sup>rd</sup> meeting when that member shall be absent. Such approval and the reason it is given shall be minuted.

17.3. For the purposes of Rules 17.1.5 and 17.2.5 attendance at any meeting of a sub-committee of the Committee shall be treated as attendance at a meeting of the Committee

17.4. Committee members whose term of office shall come to an end by virtue of Rules 17.1.1, 17.1.2, 17.2.1 or 17.2.2 shall be eligible for re-election

## **18. Powers of the Committee**

18.1. The Committee shall be responsible for the management of the Club

18.2. The Committee shall have power to employ and dismiss staff



- 18.3. The Committee shall have power to purchase any articles and do anything which it considers necessary to carry out the objects of the Club
- 18.4. The Committee may appoint one or more sub-committees from among its number and may delegate to such sub-committees such of its functions as it considers fit
- 18.5. The Committee may make such by-laws and may amend or revoke any by-laws at any time as it considers necessary for the good management and order of the Club providing that such by-laws do not conflict with these Rules

## **19. Limitation on powers**

- 19.1. The Committee shall not have power to sell, lease, let mortgage or charge the whole of the Club's property nor to sell, lease, let, mortgage or charge any part or parts thereof (other than by way of an assured shorthold tenancy of the residential section of the Club premises at 73a Orford Road Walthamstow E17 9QR) save for in accordance with a resolution of the Club passed at a general meeting.
- 19.2. The Committee shall not declare any dividend on shares but shall retain all profits for the benefit of the Club
- 19.3. The Committee shall not apply club funds other than for the purposes specified in these Rules

## **20. Meetings of the Committee**

- 20.1. The Committee shall meet at such intervals as is necessary for the proper performance of its functions as shall be determined by the Committee, and not less than once per month

20.2. The Rules of Procedure for general meetings of the Club contained in Rule 14 shall apply to meetings of the Committee save that:-

20.2.1. In Rule 14.4 the quorum for meetings of the Committee shall be 7

20.2.2. Rule 14.6 shall not apply

20.2.3. In Rule 14.14 the words "by the Committee or is signed by at least 20% of members" shall be replaced by "by at least one half of the membership of the Committee"

## **21. Club Secretary**

21.1. The Club secretary shall also as secretary to the Club and Committee

21.2. The Club secretary shall receive an honorarium in a sum that the Committee shall determine but may not be present at that part of any Committee meeting when the honorarium is discussed or voted upon

21.3. The Club secretary shall take a minute of all meetings of the Club and the Committee and such minutes shall be available at the Club's premises for inspection by any member on request

## **Financial Provisions**

## **22. Contracts and Orders**

22.1. The Committee or any person authorised by them shall have power to enter into contracts for the provision of any goods, services or works which may be desirable for carrying out the objectives of the Club provided that the Committee shall not enter into a contract committing the Club to expenditure in excess of £40,000.00 for a single

transaction without the approval of the Club given at a general meeting.

- 22.2. No member of the Committee shall enter into any contract with the Club whereby the member may make a profit

## **23. Borrowings and Investments**

- 23.1. The Committee shall have power to borrow money for the purposes of the Club with or without giving security in respect of such borrowing and on such terms as the Committee consider appropriate provided that the Committee may not borrow more than £50,000.00 without the approval of the Club given at a general meeting

- 23.2. The Committee may invest Club funds in:-

23.2.1. Any UK bank or building society

23.2.2. National Savings and Investments

23.2.3. Government stocks and investments

23.2.4. Any investments authorised by s.27 Co-operative and Community Benefit Societies Act 2014

## **24. Accounts and Returns**

- 24.1. The Committee shall keep properly written up accounts
- 24.2. The Committee shall report on the financial position of the Club to the annual general meetings of the Club
- 24.3. The Committee shall file an annual return with the Financial Conduct Authority at the time and in the manner prescribed by law together with copies of any documents required to be sent with such return

- 24.4. A copy of the last annual return and documents submitted therewith shall be available for inspection by members at the Club's premises and copied thereof shall be provided free of charge to any member on request
- 24.5. The accounts of the Club shall be made available at the Club's premises for inspection by any member on reasonable prior notice
- 24.6. The Treasurer should make financial updates available to all members at least quarterly.

## **25. Audit**

- 25.1. Unless a valid resolution under Rule 12.4.3 shall have been passed the Club shall appoint an auditor qualified under s. 7 of the Friendly and Industrial and Provident Societies Act 1968 at a general meeting of the Club to carry out an audit of the Club's accounts and balance sheet for the year
- 25.2. A resolution under Rule 12.4.3 shall only be valid if:-
  - 25.2.1. Less than 20% of the votes cast at the meeting where such resolution is proposed are against the resolution and
  - 25.2.2. Less than 10% of those eligible to vote cast their vote against the resolution
- 25.3. No officer or servant of the Club nor the business partner or husband, wife, civil partner or co-habitee of any officer or servant of the Club shall be appointed as an auditor

## **26. Distribution of funds**

- 26.1. No dividend shall be paid to members in respect of their shares

- 26.2. Save for upon dissolution of the club no profits or other funds shall be distributed among members

## **Dissolution**

### **27. Reserves**

To reduce the risk of dissolution and preserve the running of the Social Club for the benefit of its members, the Club shall put in place a Reserves Policy that sets out an amount of money that should be kept in reserve at all times, and the narrow circumstances in which that money should be used.

### **28. Procedure**

The Club may be dissolved by an instrument of dissolution complying with s.119 Co-operative and Community Benefit Societies Act 2014 signed by not less than 75% of all members of the Club

### **29. Distribution of funds**

Upon a dissolution of the Club any surplus funds remaining after payment of the costs of dissolution, the costs of realisation of assets and the payment of all debts loans and other liabilities whatsoever shall be distributed among the members pro rata to their shareholdings in the Club

## **General**

### **30. Hours of opening**

The Committee shall determine the usual hours of opening of the Club

### **31. Sale of excisable liquor**

The Club holds a premises licence under the Licensing Act 2003 and excisable liquor may be sold at any times permitted by that licence or at such other times as may be permitted under any temporary events notice served under that Act

## **32. Guests**

- 32.1. Members may bring friends into the Club premises as their guests
- 32.2. All guests must be signed in by the member in the book provided for that purpose
- 32.3. A member may not introduce more than 2 guests to the Club premises on any one occasion unless by prior agreement with the Committee
- 32.4. A member may not introduce the same person as a guest on more than 2 occasions in any 3 month period
- 32.5. Guests shall only be permitted in the Club premises whilst accompanied by the member who introduced them
- 32.6. A member may not introduce as a guest anyone who has been expelled from membership of the Club nor anyone who has applied for and been refused membership of the Club
- 32.7. Rules 32.1 – 32.4 shall not apply so as to restrict admission of guests to Club entertainment functions
- 32.8. The Committee shall have power to make exceptions to this Rule in special circumstances

## **33. Misconduct of Members**

- 33.1. Members shall behave in a proper manner on Club Premises, respecting all fellow members and their guests, and adhering to any Code of Conduct in place.

- 33.2. In the event of a breach of Rule 33.1 any officer, staff member, or member of the Committee may require the member concerned to leave the Club premises
- 33.3. In the event of a member being required to leave the Club premises under Rule 33.2 the member shall not be entitled to re-enter the Club premises prior to appearing before the Committee in accordance with Rule 11

#### **34. Amendments to the Rules**

- 34.1. The Rules may only be amended at a general meeting of the Club
- 34.2. Notice of any proposed amendment shall be posted at the Club premises no less than 14 days before the meeting at which such amendment is to be considered
- 34.3. A majority of 2/3rds of those voting at the meeting considering the amendment shall be required to approve an amendment
- 34.4. Any amendment to the Rules shall not come into effect until the same shall be registered with the Financial Conduct Authority

ENDS

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These rules are as updated and approved by Members at the 2024 AGM on 27th June.

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