



Rules of the Civil Service Sports Council Ltd

Amended SGM October 2023

Introductory

1. Interpretation
2. Name
3. Object
4. Registered office

Members

5. Membership
6. Cessation of membership
7. Conduct
8. Share capital
9. Subscriptions

General meetings

10. Calling of general meetings
11. Annual General Meeting
12. Proceedings at general meetings

Management of the Society

13. The Board
14. Appointments to the Board
15. Terms in Office for the Board
16. Committees of the Board
17. The Appointments Committee
18. The Chief Executive

Financial matters

19. Auditor
20. Application of profits
21. Investment

- 22. Borrowings and guarantees
- 23. Annual returns
- 24. Nominations on death or bankruptcy

Miscellaneous

- 25. The seal
- 26. Statutory applications to the Registrar
- 27. Amendment of the Rules
- 28. Regulations
- 29. Indemnity
- 30. Irregularities
- 31. Transitional provisions

1. Interpretation

1.1 In these Rules, unless the context otherwise requires –

- ‘the Act’ means the Co-operative and Community Benefit Societies Act 2014;
- ‘affiliated organisation’ means an organisation affiliated to the Society under rule 3.4 below;
- ‘AGM’ means the annual general meeting required to be held under rule 11 below;
- ‘the Authority’ means the Financial Conduct Authority;
- ‘the Board’ means the Board established in accordance with rule 13 below;
- ‘the Chair’ means the Chair of the Society referred to in rule 13.2(a) below;
- ‘the Chief Executive’ means the Chief Executive appointed in accordance with rule 18 below;
- ‘Co-opted Director’ means a Board member referred to in rule 13.2(d);
- ‘electronic means’ means a communication sent initially and received at its destination by means of electronic equipment for the processing or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means;
- ‘employee’ means an employee whose salary is paid from the Society’s funds;
- ‘Independent Director’ means a Board member referred to in rule 13.2(c);
- ‘member’ means a member of the Society within the meaning of rule 5 below;
- ‘Member Nominated Director’ means a Board member referred to in rule 13.2(b);
- ‘the regulations’ means the regulations made by the Board pursuant to rule 28 below;
- words importing only the singular number include the plural and vice versa; words importing only the masculine gender include the feminine gender.

1.2 Any reference in these Rules to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

2. Name

2.1 The Society shall be called “The Civil Service Sports Council Limited”, trading as ‘CSSC Sports and Leisure’.

3. Object

- 3.1 The object of the Society is to act as a central organisation for the purpose of encouraging and co-ordinating the pursuit of all forms of sport and leisure for staff throughout the civil service and wider public service and for other members of the Society admitted under rule 5 below.
- 3.2 In pursuit of this object, the Society may –
- a) promote the formation of organisations to foster sport and leisure within the Society's object;
 - b) promote the affiliation to the Society of organisations fostering sport and leisure within the Society's object;
 - c) promote, or help to promote, activities and opportunities within the Society's object;
 - d) assist in the provision of suitable facilities for the various branches of sport and leisure, including related social facilities.
- 3.3 In addition, the Society may –
- a) deal in any manner in land and buildings of any tenure;
 - b) undertake trust business for the benefit of organisations operating within the scope of the Society's object, including the holding of land on behalf of such organisations as a holding or custodian trustee.
- 3.4 Further to rule 3.2 above, the Board may –
- a) promote the formation of organisations of members, affiliate them to the Society and disaffiliate them; or
 - b) affiliate and disaffiliate to the Society organisations having objects the same as or similar to the Society's object, in either case on such terms as the Board may from time to time determine in accordance with the regulations, and in either case may charge in respect of such affiliation such fees as it may determine.
- 3.5 The Society shall have such powers as are expressly conferred by these Rules, and power to do any other lawful thing as may further its object.

4. Registered Office

- 4.1 The registered office of the Society shall be:
Compton Court, 20-24 Temple End, High Wycombe, Bucks, HP13 5DR

5. Membership

- 5.1 The terms of membership of the Society shall be decided by the Board in accordance with these Rules and the regulations.
- 5.2 Subject to the following paragraphs, the following persons are eligible for membership –
- a) a person who is employed either in Her Majesty's Civil and Diplomatic Services or in a body (including a body in the wider public sector) whose employees are deemed eligible for membership of the Society by the Board;
 - b) a person who has been employed in accordance with sub-paragraph (a) above and is in receipt of a pension from that employment, whether or not he was a member of the Society when so employed;
 - c) a person who –
 - i) is currently employed in a function deemed by the Board as qualifying him for membership of the Society; or
 - ii) is in receipt of a pension from such employment whether or not he was a member while in that employment;
 - d) a person who is currently serving in an employment by virtue of which he has a close connection with persons eligible for admission under sub-paragraph (a) above such that he may be deemed eligible for membership of the Society by the Board.

Any person who became a member under any of the subparagraphs above may remain a member, or may at any time be reinstated as a member, even if they are no longer otherwise eligible under any of those sub-paragraphs.

- 5.3 No person shall be eligible to become a member of the Society by virtue of rule 5.2 above unless they are aged 16 or over.

- 5.4 Persons aged 18 or over may be sponsored for membership, in accordance with the regulations, by a member of the Society who is eligible by virtue of rule 5.2 above ('the sponsor'), and may be deemed eligible for membership of the Society by the Board ('linked membership'). If within one year of the admission to the Society of a linked member his sponsor dies or otherwise ceases to be a member, the linked member may continue his linked membership. Any member who has had linked membership for a continuous period of one year from his admission to the Society as a member shall be eligible to sponsor persons for linked membership under this paragraph, and if at any time his own membership lapses he may subsequently be reinstated as a member.
- 5.5 The Board shall have power to admit eligible persons as members and may, in its discretion, refuse to admit into membership any person who is otherwise eligible. The Board shall not be required to state any reason for the rejection of an application.
- 5.6 An AGM may, by resolution and on the nomination of the Board, grant life membership, in recognition of his outstanding service to the Society-
- a) to any member, volunteer or longstanding employee,
 - or
 - b) in exceptional circumstances, to any person deemed by the Board to have deserved such distinction by virtue of his service rendered to the Society, whether or not he would otherwise be eligible to be a member.
- 5.7 Any person who was granted honorary membership under Rules in force before the AGM held in 2019 shall be deemed thereafter that date to be a life member under rule 5.6 above.
- 5.8 An employee may become a member of the Society, and may vote at general meetings.
- 5.9 On becoming a member of the Society every member shall be entered in the Register of Members required to be kept in accordance with the Act.

6. Cessation of Membership

- 6.1 A member who is no longer eligible under rule 5 above shall cease to be a member from the date on which eligibility ceases unless he opts to remain a member under rule 5.2 or 5.4 above.
- 6.2 A member may resign from membership –
- a) by informing the Society in writing or by electronic means, in which case he shall be treated as having resigned from the date of that communication; or
 - b) if he pays the subscription required under rule 9 below by deduction from his pay or pension, by instructing his employer or pension provider to cancel his authority for deductions from his pay or pension, in which case he shall be treated as having resigned on the day on which the next deduction would have been due.
- 6.3 A member who pays his subscription to the Society by any method other than deduction from pay or pension shall be treated as having resigned from membership if he fails to pay his subscription on the due date, and he shall be treated as having resigned on the day on which his subscription was due.
- 6.4 A member who resigns or is treated as having resigned from membership may apply under rule 5.2 or 5.4 above for reinstatement of membership and, if he applies within three months of ceasing to be a member, his membership shall be treated as continuous provided that he pays the outstanding subscription on reinstatement.
- 6.5 A member whose membership ceases by virtue of this rule shall return his membership card. Any membership card not returned to the Society on cessation of membership shall be invalid.
- 6.6 Membership shall cease on death.
- 6.7 Membership may cease pursuant to clause 7 below.

7. Conduct

- 7.1 All members shall abide by these Rules and by the regulations, and by any policies of the Society and guidance of the Society from time to time in force.
- 7.2 The Board shall establish a Discipline and Complaints Committee (DCC), for the purpose of considering any conduct of a member or members which may in the reasonable opinion of the DCC be contrary to the provisions, policies and guidance mentioned in rule 7.1 above and thus detrimental to the interests of the Society in any respect. The members of the DCC shall be appointed by the Board and the DCC shall undertake its functions in accordance with any regulations.
- 7.3 The DCC may expel from the Society or, for such period as it may decide, suspend from any or all privileges of membership (including, for example, the right to stand for office), or impose sanctions against, any member who has been judged by the DCC to have acted in a manner detrimental to the interests of the Society in any respect. The DCC may also, in its discretion, suspend membership pending the outcome of any investigation and decision on sanction.
- 7.4 Any member who has been so judged shall have a right of appeal against the decision of the DCC, and that appeal shall be decided by the Board or a committee established by the Board. No member of the Board who has taken part in the decision appealed against shall take part in the appeal.
- 7.5 Any decision of the DCC can take effect subject to the outcome of any appeal.

8. Share Capital

- 8.1 Every member shall, on becoming a member of the Society, purchase and, so long as he shall continue to be a member of the Society, hold a share of the value of five pence in the Society. Such shares shall not be transferable in any circumstances and shall be forfeited and cancelled upon the holder's ceasing to be a member of the Society.
- 8.2 Five pence shall be deducted by the Society from the first payment made by each member in respect of the share held by him and credited in payment for that share.

9. Subscriptions

- 9.1 Every member shall, so long as he wishes to remain a member of the Society, pay in respect of the share held by him an annual subscription of such sum and in such manner and at such times as the members may determine at an AGM or other general meeting, and different sums may be determined for different groups within the membership.

GENERAL MEETINGS

10. Calling of general meetings

- 10.1 Any general meeting of the Society (including the AGM) shall be called on at least 14 clear days' notice of the date, time and place of the meeting. For the avoidance of doubt, general meetings (including the AGM) may be held wholly or partially as virtual meetings; and the arrangements for attendance and voting by members agreed by the Board.
- 10.2 A general meeting –
- a) may be called at any time by the Board;
 - b) shall be called on written request to the Chief Executive from at least 100 members, and held within 40 days of the request.
- 10.3 Notice of general meetings shall be sufficiently given by publishing such notice in a newsletter issued by the Society to affiliated organisations. Notice shall be deemed to be served at the expiration of 48 hours after it has been published. Regulations may provide that newsletters containing notice of general meetings may be given by electronic means and shall specify when such notice is deemed to have been served.

11. Annual general meetings

- 11.1 The AGM shall be held within nine months of the end of the Society's financial year.
- 11.2 The business at an AGM shall be –
- a) to receive the Society's annual report and accounts and the report of the auditor;
 - b) to announce any appointments and reappointments of Board members under rules 14 and 15 below and the appointment of any President under rule 12.9 below;
 - c) to elect the auditor where required by rule 19 below;

- d) to determine the rate, timing and manner of subscriptions in accordance with rule 9 above;
- e) to make any amendments to these Rules in accordance with rule 27 below;
- f) to grant life membership or appoint title holders as set out in rules 5.6 above or rule 12.8 below;
- g) any business of which notice shall have been given in the notice calling the meeting;
- h) any other business, with the consent of the chair of the AGM.

12. Proceedings at general meetings

- 12.1 At any general meeting (including the AGM) the Chair of the Society or, if they are not present, then another member of the Board as agreed in advance by the Board or by members of the Board present shall preside ('the chair').
- 12.2 30 members shall form a quorum. No business shall be transacted at any general meeting unless a quorum is present within half an hour of the time notified for such meetings. If no quorum is present within half an hour of the time appointed, the meeting, if called upon the requisition of members, shall be dissolved. If called otherwise, the meeting shall stand adjourned to a time and place to be determined by the chair; and notified in such manner as the chair decides; and if a quorum is not then present, those members who are present shall be deemed to be a quorum and capable of transacting business.
- 12.3 Subject to rule 11.2(h) above which applies only to AGMs, no business shall be transacted at a general meeting except that which is specified in the notice of the meeting.
- 12.4 Every member of the Society shall have one vote and, when the votes are equal, the chair shall have an additional, casting, vote.
- 12.5 A general meeting may be adjourned for any period not exceeding 14 days by the chair with the consent of the members present, but at such adjourned meeting no business shall be transacted except such business as could have been transacted at the original meeting.

- 12.6 Unless at any general meeting a poll is directed to be taken by the chair or demanded by a majority of members present, every question shall be decided by a show of hands, and a declaration by the chair that a resolution has been carried or not carried by the majority he declares shall be conclusive evidence of the result. When a poll is so demanded or directed it shall be taken at such time and in such manner as the chair may decide.
- 12.7 No resolution passed by the Society at a general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed.
- 12.8 An AGM may, by resolution and on the nomination of the Board, appoint Vice Presidents and Life Vice Chairs, whether or not the appointees would otherwise be eligible to become members of the Society, and all such appointments shall be for life unless the person is removed from their position by the Board.
- 12.9 A President may be appointed by the Board on the recommendation of the Appointments Committee, established under rule 17 below for a renewable term of up to two years and may be removed by the Board.

13. The Board

- 13.1 The Board of the Society established by this rule shall be responsible for the management of the Society.
- 13.2 Subject to the transitional provisions referred to in Rule 31, the members of the Board shall be –
- a) the Chair of the Society, appointed in accordance with rule 14 below;
 - b) four members of the Society appointed in accordance with rule 14 below ('Member Nominated Directors');
 - c) up to four persons appointed in accordance with rule 14 below ('Independent Directors'); and
 - d) up to three persons co-opted in accordance with rule 14 below ("Co-opted Directors").
- 13.3 Subject to these Rules, the Board may delegate any of the powers which are conferred upon it by these Rules to such person or committee; by such means; to such an extent; in relation to such matters; and on such terms and conditions as it thinks fit.
- 13.4 All acts done by any meeting of the Board or of a Committee of the Board or by any person acting under its authority shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of such Committee or person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified.
- 13.5 Any member of the Board may be removed by a resolution of the Board or by a resolution of a duly constituted general meeting of the Society, and such meeting shall make appropriate provision for his replacement.
- 13.6 An employee shall not be eligible to become a member of the Board for the duration of their employment, or for a period of one year after the cessation of their employment.
- 13.7 All members of the Board, and all members of Committees established by the Board, shall serve the Society in an honorary capacity.

13.8 All members of the Board shall for the duration of their term in office relinquish all other roles within the Civil Service Sports Council at national, regional, area, club or other representative level.

13.9 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and decision making outside meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. The quorum necessary for the transaction of the business of the Board shall be 5 members of the Board. Should the number of Board members fall below five, those remaining may act only for the purpose of increasing the number of Board members or summoning a general meeting.

14. Appointments to the Board

Chair

14.1 The Chair shall be appointed by the Board on the recommendation of the Appointments Committee established under rule 17 below.

Member Nominated Directors

14.2 The Member Nominated Directors must be members of Society and may be nominated by the Board or any member of the Society. Those nominated shall only be appointed by the Board following a selection process overseen by, and subject to the recommendations of, the Appointments Committee established under rule 17 below.

Independent Directors

14.3 Independent Directors will at the time of their first appointment be free from any close connection to the Society and its affiliated organisations (the view of the Appointments Committee in relation to independence shall be final). Independent Directors will be appointed by the Board, following an open recruitment process, on the recommendation of the Appointments Committee.

Co-opted Directors

14.4 Co-opted Directors will be appointed by the Board, following an open recruitment process, on the recommendation of the Appointments Committee.

Vice Chair

14.5 The Board may appoint one of the Member Nominated Directors as Vice-Chair and remove them from office.

15. Terms in Office for the Board

15.1 All members of the Board shall be appointed for terms of three years or for such shorter period as the Appointments Committee shall recommend. Following an annual review by the Chair, members of the Board may offer themselves for reappointment for one further consecutive term not exceeding three years.

15.2 The reappointment of any member of the Board may only be made if also recommended by the Appointments Committee.

15.3 After serving two terms a member of the Board shall not be eligible to be considered for appointment again until the third anniversary of the end of his second term. In exceptional circumstances, the Board may permit a Board member to serve a third term, if this decision is supported by a recommendation from the Appointments Committee.

15.4 For the purposes of these Rules when calculating a member of the Board's term in office, a year shall be calculated from the end of one AGM to the end of the next AGM and any time served by them before their first AGM in office shall be discounted when calculating the term.

16. Committees of the Board

16.1 The Board shall establish a Discipline and Complaints Committee in accordance with rule 7 above and an Appointments Committee in accordance with rule 17 below.

16.2 The Board may establish the following standing committees, the overall responsibilities of which shall be set out in the regulations -

- a) the Resources Committee;
- b) the Sports and Leisure Committee;
- c) the Audit and Risk Committee;
- d) the Volunteer Committee.

- 16.3 The Board may establish other Committees as standing committees or for specific purposes.
- 16.4 The members of the Committees established under rules 16.2 and 16.3 above shall be appointed in accordance with the regulations.
- 16.5 In exercising any power delegated to any Committee by the Board under rule 13.3 above, the Committee shall act in accordance with any requirements which may be imposed upon it by the Board.
- 16.6 Any Committee established by the Board shall be governed in accordance with terms of reference adopted by the Board, and shall regularly report all acts and proceedings to the Board.

17. The Appointments Committee

- 17.1 The Board shall establish an Appointments Committee. The members of the Committee shall be appointed by the Board in accordance with any regulations.
- 17.2 The Appointments Committee shall be responsible -
- a) for selecting, and recommending to the Board for appointment persons to be members of the Board;
 - b) for recommending to the Board reappointments of members of the Board; and
 - c) for such other matters as may be specified in the regulations or directed by the Board.

18. The Chief Executive

- 18.1 The Board shall appoint a Chief Executive in accordance with such recruitment process as the Board determines is appropriate. The Chief Executive shall attend Board meetings at the invitation of the Board.
- 18.2 For the purposes of the Act the Chief Executive shall be deemed to be the Secretary.

19. Auditor

19.1 The Society shall by resolution of the AGM appoint an auditor qualified to the standard required by law to audit its financial statements for that year in accordance with the provisions of Part 7 of the Act, and he shall be reappointed in accordance with section 94 of that Act unless any one of the exceptions in the Act applies.

19.2 The Board may appoint an auditor to fill any casual vacancy occurring between AGMs of the Society.

20. Application of profits

20.1 The net surplus derived from all activities carried on by the Society after providing for interest on loans shall be applied as follows:

- a) in the formation of such reserve or sinking funds as the Board may consider necessary or expedient to meet any present or future depreciation in the property of or any contingency affecting the activities of the Society;
- b) in carrying out the object of the Society in accordance with these Rules in such manner as the Board may deem expedient.

21. Investment

21.1 The Board shall have the power to make any investments it considers prudent, subject to any policy which may be in force.

22. Borrowings and guarantees

22.1 The Board may borrow sums (with or without security) in such manner as it may deem appropriate, on such terms as to repayment and rate of interest as may be agreed upon, provided that the rate of interest on borrowed money (other than money borrowed by way of a bank overdraft or mortgage on any of the Society's property) falls within the range of at least two United Kingdom retail banks.

22.2 The Society shall not borrow from members and shall not accept deposits from members or any other person or organisation.

22.3 In pursuit of the Society's object, the Board may enter into agreements to guarantee loans made to any organisation (whether or not such loans are secured by charges on the income or assets of such organisation) in such form, upon such terms and in such cases as it shall think fit.

22.4 The total amount for which the Society is or may be liable in respect of borrowings and guarantees should not exceed £30,000,000 at any one time.

23. Annual returns

23.1 Any member may apply to the Society for a copy of the annual return rendered to the Authority in accordance with the provisions of the Act, and the copy shall be supplied by the Society free of charge.

24. Nominations and proceedings on death and bankruptcy

24.1 Upon a claim being made by the nominee (appointed in accordance with section 37 of the Act) or other personal representative of a deceased member or by the trustee in bankruptcy of a bankrupt member, the Society shall transfer or pay such property to which the nominee, personal representative or trustee in bankruptcy has become entitled as the nominee, personal representative or trustee in bankruptcy may direct it.

25. The Seal

25.1 The Society shall have its name engraved in legible characters upon a seal. The seal shall be in the custody of the Chief Executive or other senior employee whom the Board may appoint. It shall be used only under the authority of a resolution of the Board or of a Committee authorised in that behalf by the Board; the date of such resolution shall be mentioned on the instrument to which the seal is attached and its use shall be attested by two signatures, being those of any two from the members of the Board, the Chief Executive and the Director of Finance.

26. Statutory applications to the Authority

26.1 In accordance with section 105 of the Act (inspection of books by the Authority), any 10 members of the Society, each of whom has been a member of the Society for not less than 12 months immediately preceding the date of the application, may apply to the Authority to appoint an accountant or actuary to inspect the books of the Society and to report on them. The Authority may, under the Act, act upon the application if it thinks fit and in that case may direct how the relevant costs shall be met.

26.2 In accordance with section 106 of the Act (appointment of inspectors and calling a special meeting), any 100 members of the Society may apply to the Authority for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report on them. The Authority may, under the Act, act upon the application and direct how the costs shall be met.

27. Amendment of the Rules

27.1 These Rules may be amended only at an AGM or at a general meeting called for that purpose, and any amendment shall require to be supported by at least two-thirds of the members present and voting at such meeting.

27.2 No amendment of the Rules is valid until registered as required by the Authority.

28. Regulations

28.1 The Board shall have full power to make regulations (not inconsistent with these Rules) for all matters necessary for the proper conduct and management of the Society, and in particular without limitation may make provision –

- a) further to rule 3.4 above (affiliated organisations);
- b) for specifying the manner in which applications for membership by persons eligible under rule 5.2 above shall be made;
- c) for the sponsorship of linked membership under rule 5.4 above and for specifying the manner in which applications for linked membership shall be made; and
- d) for the appointment, procedure and responsibilities of the Committees established by rules 7,16 and 17 above.

29. Indemnity

29.1 Any person to whom this rule applies shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the Society, which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Society or in relation to the Society, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted by a person to whom this rule applies.

29.2 The Board may purchase and maintain indemnity insurance for, or for the benefit of, any person to whom this rule applies.

29.3 A person to whom this rule applies means any person who is, or was at the relevant time, an employee, a member of the Board or of any committee established by the Board, or appointed by the Board to advise in an honorary capacity.

30. Irregularities

30.1 The proceedings at any meeting or on the taking of any poll or the passing of a resolution shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any nonreceipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

31. Transitional provisions

31.1 On the partial Rule change coming into effect further to the general meeting in October 2023 the composition and appointment of the Board (rules 13 and 14), terms in office (rule 15) and for the avoidance of doubt the provisions of rule 13.8 shall be subject to transitional provisions agreed by the Board. The transitional provisions may not extend beyond 31 December 2025.



REGISTERED UNDER THE CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014
REGISTERED NO. 9685 R.