



**CONSTITUTION AND RULES of
THE ASSOCIATION OF EX-TABLERS' CLUBS**
Updated April 2007

1. NAME

- 1.1 The Association shall be called "The Association of Ex-Tablers' Clubs".

2. DEFINITIONS

- 2.1 In this Constitution and these Rules and Standing Orders, unless the context otherwise requires, the following definitions apply.

"the Association" means The Association of Ex-Tablers' Clubs.

"constituent clubs" means

- (a) all clubs affiliated at the date of the adoption of this Constitution and these Rules by the Association;
- (b) all clubs which subsequently affiliate to the Association in compliance thereof.

"overseas clubs" means constituent clubs situated other than in the British Isles, that is, England, Scotland, Ireland, Wales, the Isle of Man and the Channel Islands.

"full members" means members or ex-members of Round Table who have reached the age of forty years.

"National Officer" means an Officer of the Association as defined in Rule 6.1.

"National Council" means the National Council of the Association as defined in Rule 10.1.

"National Executive" means the Executive Committee of the National Council as defined in Rule 11.1.

"financial year" means the period as defined in Rule 20.1

"associate members" means:

- a) Existing members of 41 Clubs not ex-members of Round Table who were already admitted to affiliated Clubs before 20th April 1996.
- b) Members of any closed Round Table who do not join another Round Table. Such members cannot hold any office in a constituent club until they become full members.

3. PURPOSES

- 3.1 The purposes of the Association are:
- (a) to link together the constituent clubs.
 - (b) to promote amongst the constituent clubs the following objects:
 - (i) the continuation and extension of the development of acquaintance gained through membership of the Round Table movement by various activities,
 - (ii) the encouragement of responsible citizenship in observing the highest ideals in business, professional and civic traditions,
 - (iii) the promotion and furtherance of international understanding, friendship and co-operation.

- (c) to promote the above-mentioned objects of the Association amongst those who are eligible for membership of a constituent club.
- (d) to seek to support the activities of constituent clubs and local Round Tables in serving the community.

4. AFFILIATION AND MEMBERSHIP

- 4.1 Clubs shall only be affiliated where membership is confined to full and associate members, for whom annual capitation fees shall be payable to the Association.
- 4.2 A club may, at its discretion, bestow Honorary Membership for one year at a time on such person or persons as it may decide, but Honorary Members shall neither hold office nor have voting rights in the club or the Association nor at any time formally represent the club.
- 4.3 An overseas club whose membership complies with Rule 4.1 may be accepted as a constituent club on the conditions specified in Rule 14.1.
- 4.4 Affiliation to the Association shall be limited to clubs which comply with the Constitution and Rules of the Association. Only clubs whose capitation fees are not in arrears, as declared by the National Treasurer, shall be entitled to exercise the powers conferred on constituent clubs by these Rules.
- 4.5 A club wishing to affiliate to the Association shall apply in writing to the National Council for affiliation to the Association. An application shall be in such form as the National Council shall determine. If the National Council is satisfied that the necessary conditions for affiliation have been observed, it shall approve the application.
- 4.6 The National Council shall have power to expel from the Association any constituent club (a) which does not comply with Rule 4.1 or (b) whose capitation fees remain unpaid for one or more financial years or (c) whose conduct is deemed detrimental to the good of the Association. An expelled club shall have the right of appeal against expulsion, to the next Annual General Meeting of the Association. Any expelled club may re-apply for affiliation.
- 4.7 The National Council may recommend to the Annual General Meeting that Honorary Membership of the Association, whether for life or otherwise, be conferred on an individual for outstanding service to the Association.
- 4.8 In exceptional cases where a full member does not reside within the accepted catchment area of any affiliated club he may apply to the National Council for individual membership. If so approved he will receive the rights and privileges of membership but shall not be eligible to vote at a General meeting of the Association or serve as a National Officer and shall pay a full capitation fee.

5. MANAGEMENT

- 5.1 The purposes of the Association shall be carried into effect by the National Council and, save as hereinafter provided to the contrary, all powers, rights and duties vested in or imposed upon the Association shall be exercised or performed by the National Council.

6. NATIONAL OFFICERS

- 6.1 The Officers shall be the National President, National Vice-President (who shall be the National President Elect), Immediate Past National President, National Secretary, National Treasurer, National Communications Officer, National Membership & Extension Officer, National Sales & Marketing Officer, National Conference Officer and the Association's International Officer who shall be full

members of constituent clubs and shall hold office until they resign, or until the next ensuing Annual General Meeting, whichever first happens. All Officers shall take office immediately following the Annual General Meeting at which they are elected.

- 6.2 The Officers (with the exception of the National President and the Immediate Past National President) shall be elected annually at the Annual General Meeting and, with the exception of the National President, the Immediate Past National President and the current National Vice-President, shall be eligible for re-election, subject to a maximum of five years service in the same office whether consecutive or not.
- 6.3 The National Treasurer shall be a full member who has completed an accounting course as part of his professional qualification
- 6.4 The National Vice-President, being National President Elect, shall be declared elected National President prior to voting for the election of the other Officers. Should the National Vice-Presidency fall vacant during his term, the National Council may elect a replacement from those eligible i.e. from those who have served on National Council for one year in the preceding three years. The person elected as Vice-President by National Council shall become President-Elect
- 6.5 Nominations for office (under Rule 6.1) shall be accompanied by the written consent of the nominee. Nominees for National Vice-President shall have served on the National Council for at least one year in the previous three years. Such nominations may be submitted by any constituent club (subject to Rule 14.1.). Such nominations must reach the National Secretary by 1st February. In the event of no nomination for any office being received by the closing date under this Rule, nominations may be received for any such office until immediately prior to voting for that office.
- 6.6 Canvassing for support of nominations for office is prohibited save that a candidate may submit to the National Secretary for circulation by him an election address in such format as shall be approved by the National Council. The National Council shall decide if any prohibited canvassing has taken place in which event that candidate shall be disqualified from that election. The National Secretary shall circulate to all constituent clubs prior to the Annual General Meeting such relevant details of the candidates as shall be required by the National Council from time to time.
- 6.7 The National Council may appoint from full members of constituent clubs (subject to Rule 14.1) another person to fill a casual Officer vacancy and he shall serve for the remainder of the term of office of the Officer whom he replaces.
- 6.8 If a National Officer fails to attend at least 75% of the National Council Meetings in any period of twelve months commencing with the date of the Association's Annual General Meeting, unless explanation of such absence shall be made to the satisfaction of the National Executive, that Officer shall be deemed to have resigned. The Officer resigning shall not be eligible for election as either a National Officer or a National Councillor until at least two years after the date of deemed resignation.

7. DUTIES OF THE NATIONAL OFFICERS

- 7.1 The National President shall be the Chairman of the National Council, the National Executive, the meeting of National Councillors to elect one of their number to serve on the National Executive and of every General Meeting of the Association. In his absence the National Vice-President shall take the chair. If neither shall be present a Chairman shall be elected from those present and eligible to vote.

- 7.2 In the event of a tie in voting, at any of the Meetings referred to in Rule 7.1 (except the Meeting of the National Councillors) the Chairman will additionally have a casting vote.
- 7.3 The duties and functions of each of the National Officers, together with National Councillors are specifically set out in the Appendix following these Rules.

8. REGIONS

- 8.1 Constituent clubs, except for overseas clubs, shall be grouped into Regions of the British Isles. The National Council shall have power to vary the boundaries of the Regions and to transfer a constituent club from one Region to another. The National Council shall arrange for at least three months notice to be given to every constituent club affected by any such changes and in every case the National Council shall take into consideration such representations as the individual constituent club concerned shall make before making a decision.
- 8.2 The National Council shall on affiliation of every new club determine in which Region the said club is situated.
- 8.3 Each Region shall be known by a number and descriptive name allocated by the National Council.

9. NATIONAL COUNCILLORS

- 9.1 There shall be one National Councillor representing each Regions authorised under Rule .8.1.
- 9.2 To be eligible for election a candidate shall be a full member of a constituent club within the Region he seeks to represent.
- 9.3.1 Each Councillor shall be elected for three years and take office immediately after the Annual General Meeting which follows his election except as provided in Rule 9.8. A Councillor shall be eligible for re-election for a period of two years making a maximum of five consecutive years in that office: provided nevertheless a retired Councillor shall be eligible for re-election as a Councillor to his former Region or another Region after a period of two years after he ceased to be a Councillor. A National Councillor standing for re-election shall continue in office and carry on his duties including being a member of the National Executive until the result of the election is declared by the National Secretary. As far as is possible the National Council shall arrange for one-third of the total number of Councillors to be elected annually.
- 9.3.2 In the event of no nomination for Councillor being received the National Executive shall have power to appoint a full member from the Region concerned pro tem pending formal ratification at the first convenient meeting of the National Council.
- 9.4 The National Secretary shall give constituent clubs not less than eight and not more than twelve weeks' notice of an election in their Region. Nominations accompanied by the written consent of the nominee and relevant details in accordance with Rule 6.6 shall be submitted to the National Secretary by the notified closing date. In the event of there being more than one nomination the National Secretary, or such other person appointed by the National Council, shall arrange for a postal ballot to be conducted, the closing date of which shall be not less than eight and not more than twelve weeks after the ballot papers and relevant details of the candidates have been circulated. Canvassing for election as a Councillor is prohibited save that a candidate may submit to the National Secretary for circulation by him an election address in such format as shall be approved by the National Council. The

National Council shall decide if any prohibited canvassing has taken place in which event that candidate shall be disqualified from that election.

- 9.5 The election of a Councillor shall be determined by the single transferable vote system. In the event of a tie, election shall be determined by the National Secretary's casting vote.
- 9.6 A Councillor shall resign his seat immediately he resides permanently outside the Region he represents unless he continues to reside within the accepted catchment area of a Club within the Region of which he is a full member.
- 9.7 If a Councillor fails to attend at least 75 per cent of the National Council Meetings or fails to attend at least 50 per cent of regularly convened meetings of any Standing Committee of the National Council to which he is appointed by the National Executive in any period commencing with the date of the Association's Annual General Meeting in the following year unless explanation of such absence shall be made to the satisfaction of the National Executive, that Councillor shall be deemed to have resigned. The Councillor resigning shall not be eligible for election as either a National Officer or a National Councillor until at least two years after the date of deemed resignation.
- 9.8 In the event of a Councillor resigning his seat a fresh election shall be held and the successful candidate shall take his seat immediately upon his election for a period of three years from the preceding Annual General Meeting.
- 9.9 A National Councillor shall be entitled to make use of an Assistant as and when required during his term of office. Such assistant shall be a full member of a Club in his Region.
- 9.10 In the event of a Region being restructured prior to the 2008 Annual General Meeting any serving National Councillor in office following the 2007 Annual General Meeting shall automatically become the National Councillor for the Region in which his club is situated but his length of service shall be deemed to have commenced from his original election.

10. NATIONAL COUNCIL

- 10.1 There shall be a National Council consisting of the National Officers and the National Councillors. No person shall hold more than one position at any one time.
- 10.2 The convening of meetings of the National Council shall be the responsibility of the National Executive. The National Council shall hold at least two meetings but no more than four per year, one of which shall be immediately prior to the Association's Annual General Meeting.
- 10.3 The National Council shall have power to make its own Standing Orders for the creation of its Standing Committees and the delegation of any of its powers, rights and duties as provided in Rule 5.1 and for regulating the procedure at its meetings.
- 10.4 The National President and the National Vice-President shall be ex-officio members of all Standing Committees of the National Council and shall be entitled to vote. The National Secretary shall be an ex-officio member of all Standing Committees of the National Council without voting rights, except those to which he is appointed by the National Council. The National Treasurer shall be an ex-officio member of the Conference Committee and shall be entitled to vote.
- 10.5 The National Council may establish Special Purpose Committees, determine their membership and terms of reference, including power of action, and effect their disbandment.

- 10.6 The National Council may invite the attendance in a non-voting capacity of anyone to its meeting for a specific item or items on the agenda.
- 10.7 Any full member of a constituent club will be entitled as an observer to attend ordinary meetings of the National Council, subject to any limitation on the safe capacity of the venue.

11. NATIONAL EXECUTIVE

- 11.1 There shall be an Executive Committee consisting of the National Officers and one National Councillor.
- 11.2 The National Executive shall deal with administrative matters that may arise between the holding of National Council meetings and it may delegate specific emergency powers to a Sub-Committee consisting of the National President, National Secretary and National Treasurer subject to ratification at the next National Council meeting of any action taken. The National Executive shall submit reports on its proceedings to succeeding meetings of the National Council.
- 11.3 The National Executive shall meet prior to the National Council meeting held in the Autumn and immediately prior to the Association's Annual General Meeting and at such other times as the National President may direct.
- 11.4 In the event of a National Councillor who is an elected member of the National Executive resigning or being unable or unwilling to continue to serve, the National Executive may co-opt another National Councillor to serve in his place for the remainder of the Association's year.
- 11.5 The National Executive shall deal with all matters relating to the legal status of the Association.
- 11.6 The National Executive shall direct the policy for the management and investment of the Association's funds.

12. GENERAL SECRETARY

- 12.1 The National Council may engage a General Secretary and other staff and/or enter into contractual arrangements with an outside organisation to assist in the conduct of the business of the Association. It shall have the powers of dismissal and termination. Recommendations relevant to the employment of a General Secretary and other persons and negotiations with an outside organisation shall be the responsibility of the National Executive.

13. FUNDS AND PROPERTY

- 13.1 The National Council may for the purposes of the Association and subject to such conditions as it shall think fit, acquire property of any description and accept gifts of any property or money. The National Council may appoint Trustees of the property of the Association, or any part thereof, as it shall think fit, and may take such steps and incur such expense, as shall be necessary to vest such property in such Trustees in Trust for the Association.

14. OVERSEAS CLUBS

- 14.1 An overseas club may apply for affiliation to the Association and the National Council shall determine the affiliation fee payable. When affiliated, an overseas club shall have all the privileges enjoyed by other constituent clubs except that no member of an overseas club may hold office in the Association unless he is not only a full member of another constituent club but also resides for the major part of the calendar year in the British Isles.

15. 41 INTERNATIONAL

- 15.1 The Association shall be affiliated to 41 International and shall observe its rules. Any changes in those rules shall not be binding on the Association until it has ratified them in General Meeting.

The Association's two representatives on 41 International shall be the Association's International Officer and the National President. In the event of either not being able to attend a meeting of 41 International the National Vice-President or other nominees as may be appointed by the National President shall deputise.

- 15.2 In the event of the Association being invited to nominate an official candidate for the post of 41 International Vice-President the selection of the candidate shall take place by ballot at the appropriate Annual General Meeting in accordance with the same procedure as for the election of Officers of the Association under these rules.

16. HONORARY SOLICITOR, ARCHIVIST AND WEBMASTER

- 16.1 The National Council may appoint an Honorary Solicitor, Honorary Archivist and Honorary Webmaster from members of constituent clubs upon such terms as the National Council thinks fit. The National Council may terminate such appointments.

17. GENERAL MEETINGS

- 17.1 The only categories of General Meetings of the Association shall be "Annual" and "Special".

- 17.2 The National Council shall prepare and may from time to time amend Standing Orders for regulating the procedure at General Meetings, but any such Standing Orders shall have no force or effect until the same have been approved by a General Meeting of the Association.

- 17.3 Every constituent club shall be entitled to send one delegate, appointed from its full members, to a General Meeting. Each constituent club shall have one vote on any resolution at a General Meeting (subject to Rule 4.6). Such vote shall be given either by the voting delegate appointed by the constituent Club from its own membership and attending the meeting or by a proxy voting delegate. Any constituent Club may appoint a proxy voting delegate from another constituent Club to attend the General Meeting and vote on its behalf providing that the name of the proxy delegate shall have been registered with the National Secretary not less than 72 hours before the Meeting. A proxy voter may also vote for his own club but may not be a proxy voter for more than one club. Members of more than one club may carry a single vote for each club of which they are members.

- 17.4 All members of constituent clubs shall be entitled to attend and to speak at a General Meeting but, except as provided in Rule 17.3, shall not be entitled to vote.

18. ANNUAL GENERAL MEETING

- 18.1 The Annual General Meeting of the Association shall be held during the Annual Conference or, in the event of there being no such Conference, between 1st April and 31st May (both dates inclusive) in each year.

- 18.2 Not less than 35 days before the date fixed for the Annual General Meeting the National Secretary shall send to each constituent club notice of the date and place of the meeting together with an agenda of the business to be transacted.

- 18.3 The following business shall be conducted at the Annual General Meeting:
- (a) Confirmation and Adoption of the Minutes of the last Annual General Meeting and any subsequent General Meeting.
 - (b) Receipt of the Report of the National Council for the year ending the previous 31st December.
 - (c) Adoption of the Association's annual accounts and balance sheet together with the Auditor's report thereon and the National Treasurer's Report.
 - (d) Consideration of Resolutions submitted by constituent clubs or the National Council.
 - (e)
 - i. Presentation of the Budget for the ensuing year.
 - ii. Agreement by the delegates of the budgeted honoraria for National Officers and the re-imburement rates of expenses paid to national Councillors to cover costs properly incurred on the Association's business for a) hotel accommodation and b) fuel costs.
 - iii. Determination of the capitation fee for the ensuing year.
 - (f) Election of the National Officers.
 - (g) Appointment of Auditors.
 - (h) Any other business.
- 18.4 Resolutions may be submitted to an Annual General Meeting by a constituent club provided any such resolution is sent in writing to the National Secretary by not later than 1st February.
- 18.5 Any resolution moved at an Annual General Meeting (whether adopted or rejected) may not be brought forward for reconsideration at the following Annual General Meeting unless directed by the National Council.

19. SPECIAL GENERAL MEETING

- 19.1 A Special General Meeting may be requested by either the National Council or not less than 5 per cent of the constituent clubs.
- 19.2 The constituent clubs requesting a Special General Meeting shall give notice thereof in writing to the National Secretary and such notice shall specify those clubs involved and state exactly the matters (including where necessary resolutions) to be dealt with at such a meeting.
- 19.3 Not less than 35 days beforehand the National Secretary shall send to each constituent club notice of the date and place of the Special General Meeting together with an Agenda of the business to be transacted.
- 19.4 No other business shall be transacted at any Special General Meeting save that for which the meeting shall have been summoned.

20. FINANCE

- 20.1 The financial year of the Association shall be from 1st January to 31st December following.
- 20.2 The annual accounts shall be examined professionally by an independent Examiner who is a Registered Auditor before the Annual General Meeting next following the end of the relevant financial year.
- 20.3 The National Treasurer shall present the annual accounts and balance sheet to the National Council at its first regular meeting after the end of the financial year for approval; such accounts, together with the Independent Examiner's report, shall be presented to the Annual General Meeting.

- 20.4 Except for budgeted honoraria for the National Officers, all members of constituent clubs shall serve the Association without any remuneration whatsoever except reimbursement of expenses properly incurred on the Association's business as may be approved by the National Council either specifically or generally from time to time.
- 20.5 At its Annual General Meeting the Association shall approve a budget and also determine the capitation fee payable for the financial year commencing on the following 1st January, such fee becoming due on that date.
- 20.6 The annual accounts of the Association shall itemise all costs incurred on international affairs including all visits officially undertaken by the National Officers overseas. The total sum of such costs shall not exceed ten per cent of the capitation fees for the same year excluding Value Added Tax.
- 20.7 No order for goods or services shall be issued by or on behalf of the Association unless the cost is wholly covered by an approved annual or supplementary estimate or by special financial provision.
- 20.8 No one shall make any agreement or contract binding upon the Association or vary the terms of any existing contract or agreement except with the approval of the National Executive which may delegate to a specific member of the National Executive or the General Secretary of the Association authority to enter into any agreement or contract usual or normal in the course of the general business of the Association.

21. ANNUAL CONFERENCES AND REGIONAL RALLIES

- 21.1 The Annual Conference of the Association shall be held between 1st April and 31st May (both dates inclusive) in each year. The date and venue of each Annual Conference shall be decided at a meeting of the National Council and shall be determined not less than three years in advance.
- 21.2 The National Council shall be responsible for all arrangements and make the necessary financial provision out of the funds of the Association in respect of each Annual Conference. The National Treasurer or his Deputy shall be a member of the local Conference Committee.
- 21.3 Full accounts of the National Conference shall be submitted to the National Treasurer within five months of the event with the result being included in the Associations Annual Accounts subject to the Independent Examiner's examination conducted pursuant to Rule 20.2 above
- 21.4 All profits or losses accruing or resulting from Annual Conferences shall belong to or be borne by the Association.
- 21.5 If the Association shall hold a Regional Rally the provisions of Rules 21.2, 21.3 and 21.4 shall apply.

22. GENERAL

- 22.1 Legal proceedings involving the Association in any matter shall only be instituted or defended with leave of the National Council whose discretion shall be absolute. The National Secretary is empowered to act on behalf of the Association in any legal proceedings.
- 22.2 If legal proceedings are commenced for or against a constituent club or a member of a constituent club, the club shall immediately inform the National Secretary, and thereafter the club shall be guided by the National Council in the conduct of the proceedings.

- 22.3 The National Executive shall ensure that adequate Public Liability Cover for the activities of the Association is arranged through the National Treasurer.

23. CONSTITUTION, RULES AND STANDING ORDERS

- 23.1 This Constitution and these Rules and Standing Orders shall not be altered save by a two-thirds majority of those delegates present and voting at a General meeting of the Association provided that details of any proposed changes shall be circulated with the Notice convening any such General Meeting. Any change shall take effect immediately following the completion of the General Meeting at which it was made.
- 23.2 The National Council shall have the power to determine any point not provided for in this Constitution, Rules and Standing Orders. Any such decision shall be submitted to the next following General Meeting for confirmation.

24. WINDING UP

- 24.1 A resolution to wind up the Association shall only be effective if it is passed at a General Meeting of the Association by a majority of three quarters of those delegates present and voting.
- 24.2 In the event of the Association being wound up its property and assets shall be distributed to an organisation or organisations with objects of a like nature to those of the Association as decided at a General Meeting of the Association or, failing any such decision, to any other organisations recognised by law as charities which the National Council in its absolute discretion may direct.