

Kenilworth Wardens AGM 2026

Proposed Motion for an Amendment to the Constitution

Background:

Section 8.3 of the Club Constitution deals with the composition of the Board and the eligibility of individual members to become Directors or Officers of the Company.

Following resignations at last year's AGM, the Board was unable to identify a Director to take on the role of Company Secretary. Consequently, John Casey has continued to undertake the role despite his resignation as a Director having been formally actioned. This has created a conflict with the current wording of the Constitution, which requires the Company Secretary to be a Director of the Club.

Having considered the matter, the Board believes it is appropriate for the role of Company Secretary, like that of Club Treasurer, to be capable of being held by an individual who is not a Director, provided they are appointed by the Board on an annual basis at its first meeting following the AGM.

The Board therefore proposes that Clause 8.3.3 be amended as follows:

8.3

a)

8.3.1

8.3.2

8.3.3 The board appoints the following officers following each AGM

A) Chairperson

B) Company Secretary

C) Membership Secretary

D) Treasurer

Chairperson, ~~Company Secretary~~ and Membership Secretary are drawn from full members of the Board. The Treasurer and the Company Secretary are appointed on the basis of capability to fulfil the role and ~~does~~ not need to be a member of the Board or the Club. If the Treasurer is not an elected member of the Board, they have no voting rights in decision making.

The Board may appoint any other officers it sees fit to ensure the effective running of the Club.

Section 8.3 – Composition of the Board – Current Version in Full

8.3 Composition of the Board

- 8.3.1 The Board consists of at least five and not more than 12 members. All members of the Board must be members of the Club who are not in default of membership payments under clause 5.6.
- 8.3.2 All potential members of the Board must declare themselves a 'Fit and Proper Person' to manage a CASC registered organisation by completing the HMRC declaration form before election on to the Board.
- 8.3.3 The Board appoints the following officers following each AGM:
 - a) Chairperson
 - b) Company Secretary
 - c) Membership Secretary
 - d) Treasurer

Chairperson, Company Secretary and Membership Secretary are drawn from full members of the Board. The Treasurer is appointed on the basis of capability to fulfil the role and does not need to be a member of the Board or the Club. If the Treasurer is not an elected member of the Board, they have no voting rights in decision making.

The Board may appoint any other officers it sees fit to ensure the effective running of the Club.

- 8.3.4 At least three of the Board must be unrelated to each other and not co-habiting.
- 8.3.5 The Board is elected by members at the Annual General Meeting as detailed in clause 11. Where insufficient nominees are received in advance of the meeting, the Chairperson may receive nominations from the floor for immediate consideration and election by members.
- 8.3.6 Directors shall consider the skills and diversity requirements of the Board and may invite other members of the Club to join it as co-opted members to complement the existing Directors. Co-opted members of the Board are not Directors of the Club and do not have a vote in Directors' decision making.
- 8.3.7 Each member of the Board may be re-elected without limit, subject to:
 - a) Board members must be re-elected at least every 3 years, and
 - b) One-third of Board members must be re-elected each year – based on longest time served since last re-election,
 - c) Each member of the Board should declare themselves a 'Fit and Proper Person' to manage a CASC registered organisation by completing the HMRC declaration form before each AGM.
- 8.3.8 Membership of the Board ceases when someone:
 - a) ceases to be a member of the Club; or

- b) resigns by written notice to the Club; or
- c) is removed by the Board in accordance with Clause 11 and Clause 12.
- d) ceases to be a Director of the Club in accordance with Clause 18 of the Articles of Association.
- e) is not able to declare themselves a 'Fit and Proper Person' to manage a CASC registered organisation in line with the HMRC requirement.

8.3.9 When a member of the Board resigns between AGMs, the Board has the right to appoint a Club Member to the Board, subject to that Member subsequently being re-elected at the next AGM.

8.3.10 A proposal to remove an Officer of the Club can only be considered through a resolution at an Annual General Meeting (AGM) or a Special General Meeting (SGM). Any proposal must be submitted in line with the processes for those meetings set out in Clause 11.2. The Board itself does not have the powers to remove one of its members