REAL TIME CLUB LIMITED Constitution v3 07/02/2015

1 Structure of Club

- 1.1 The Real Time Club Limited ("Company") is formed as a company limited by guarantee under the model articles of association as set out in the Companies (Model Articles) Regulation 2008 and as amended by the Mental Health (Discrimination Act) 2013.
- 1.2 In this document the following terms shall have the meanings defined
- (a) "Club" means the notional day to day organisational structure of the Company managed by the Council within which all activities of the Company are embraced. Club and Company are normally synonymous in this document and the former is used throughout except where a distinction is required to be made for legal reasons
- (b) "Constitution" means this document setting out the objectives of the Club and the procedures for the governance thereof.
- (c) "Annual General Meeting" means the yearly meeting open to all Members of the Club, and "General Meeting" means any other properly convened meeting open to all Members.
- (d) "Council" means the body responsible for the ongoing operation of the Club other than those Company matters determined by statute or regulation which are required to be specifically performed by the directors of the Company. Council members are drawn from the Members of the Club by election at an Annual General Meeting. The Board of the Company has delegated responsibility for effecting all such activities to the Council as a sub-committee of the Board in accordance with paragraph 5.1 of the articles of association of the Company.
- (e) "Board" means the board of the Company, whose members comprise four Officers of the Council as set out in the Standing Orders of the Club and any other person or persons as the Board might from time to time appoint.
- (f) "Guarantor Member" means a person who from time to time has agreed to provide (for a period of two years or for such other period as the Council may from time to time determine) a limited and defined guarantee for any liabilities arising in the event of the insolvency or dissolution of the Company for any reason. The identity of Guarantor Members will be lodged at the registered office of the Company and are the sole members entitled to vote on any relevant matter for which the Company is required to seek consent from the members thereof.
- (g) "Life Member" means a person appointed by the Council as a member of the Club for life.

- (h) "Ordinary Member" means a person who has attended or paid for attendance (for their own use) at not less than two Club events in the preceding rolling 12 month period and wishes continuing involvement with the Club, and complies with such other criteria as may be agreed by the Council from time to time or as set out in the Standing Orders of the Club.
- (i) "Member" means any person with the status at some point in time of being non exclusively a Guarantor Member, a Life Member or an Ordinary Member.
- 1.3 References implying a male gender should be read throughout as including the female gender.

2 Purposes

- 2.1 The purposes for which the Club was formed are as follows.
- (a) To allow Members and guests the opportunity to meet and network with peers with an interest in the social, commercial and industrial challenges of the information society
- (b) To pursue the aim in (a) above through events involving knowledgeable speakers with the opportunity of substantial discussion and debate on the presentations made, and any other events which the Council may determine as being conducive to achieving the purposes of the Club.
- (c) To make, where the Council so determines, donations from surplus funds to a charitable organisation or organisations.
- (d) To promote, where the Club collectively decides so to do, good causes related to IT.
- (e) To facilitate a caucus of Members to pursue or lobby for some particular issue related to information technology.

3 Governance

- 3.1 There shall be an Annual General Meeting of the Club each year, by default at the dinner immediately preceding the end of the financial year, for which notice of not less than 20 business days shall be given by e-mail to all Members.
- 3.2 The governance and management of the operation of the Club shall be effected by the Council, but subject always to the extent of delegation of authorities agreed by the Board at a duly quorate and minuted meeting thereof.
- 3.3 Council members will be voluntary and unpaid, and the principle Officers (as hereinafter defined) shall be and proposed and elected at the Annual General Meeting of the Club.
- 3.4 Council members will be paid only reasonable expenses, subject to approval by Council. Council may also pay other persons out of club funds to assist it in the administration of the club.

- 3.5 Council will usually meet immediately before each dinner, and the Chairman may call extra meetings if business requires them.
- 3.6 The officers of the Council ("Officers") shall be as follows
- (a) Chairman, who shall be responsible for the conduct of meetings and dinners, and for the maintenance of a programme of speakers
- (b) Vice Chairman, who shall support and assist the Chairman
- (c) Treasurer, who shall be responsible for managing the finances of the Club, reporting the financial position of the Club to the Council and (at an Annual general Meeting) to Members, and arranging an annual independent verification of the accounts
- (d) Secretary, who shall responsible for arranging meetings of the Council, preparing an agenda and producing minutes for same, which will be circulated promptly after any meeting.
- (e) the immediate past Chairman
- (f) up to five Members co-opted by the Council to adopt any specific role or duty.
- 3.7 Each Officer of the Club will be expected to become a Guarantor Member.
- 3.8 Any Member of the Club may attend any Council meeting to discuss any business in which he has an interest provided that notice is given not more than 5 business days prior to the meeting to the Secretary to enable such matters to be added to the agenda where relevant.
- 3.9 The Board of the Company will comprise Officers or past Officers of the Council as described in what follows.
- (a) The Treasurer will serve as a director for as long as he holds that post as a Club Officer, in order to maintain continuity with the administrative responsibilities associated with that function.
- (b) The Chairman and Secretary will also serve as a director for their year of office.
- (c) The immediate past Chairman will continue to serve as a director for a second year, having been appointed in the prior year.
- 3.10 Each Board member will undertake on appointment to resign as a director in accordance with the schedule in paragraph 3.9.

3.11 The director holding the office of Treasurer shall be responsible for managing the notification of appointments and resignations with Companies House, if relevant doing so through the offices any external organisation appointed from time to time to deal with Company administration.

4 Club Records

- 4.1 The Chairman shall ensure that records of members, Council meeting agendas, minutes, the dates of dinners and the discussions are maintained.
- 4.2 The Treasurer shall maintain accurate financial records for the Club.
- 4.3 The Secretary shall maintain a list of current Ordinary Members and Guarantor Members and ensure that forms of acceptance of Guarantor Members are sent to the registered office of the Company upon any change thereto.

5 Changes to this constitution

- 5.1 Maintenance of the constitution shall be the responsibility of the Secretary. Proposals for change may be made by in writing any Member to the Secretary. Council will consider any proposals for change and recommend such action to Members as they see fit, provided that the Board of the Company has first approved same at a duly quorate and minuted meeting. For the avoidance of doubt, no change may be made which is in conflict with the articles of association of the Company.
- 5.2 Any such proposals accepted by the Council and the Board shall be circulated by e-mail to all members for electronic voting or put to a vote at the Club's Annual General Meeting, provided always that such proposal has been first circulated to Members not less than 20 days prior to that meeting or to the closing data for electronic voting as the case may be.
- 5.3 For the change to be accepted, at least one quarter of existing Members must vote in favour of it. The outcome of the voting shall be determined by a simple majority of those voting.
- 5.4 Notwithstanding the foregoing paragraphs 5.1 to 5.3, the Council shall be empowered to make changes to this Constitution which in its determination are non-material without following the process above, where such changes correct errors, add clarifications, or enhance the efficient, effective or economic operation of the Club.

6 Interpretation of this Constitution

- 6.1 This context and intent of this document shall be interpreted by the Council of the day as needed.
- 6.2 Council and members of the Club shall be guided in their conduct of business by the Club's Standing Orders.