

# **New Constitution of the West Ham United Supporters' Club**

## **Executive Summary**

The following new constitution was adopted by the members of the West Ham United Supporters' Club at its AGM on 9<sup>th</sup> September 2018 with minor amendments made at the 2019 AGM on 28<sup>th</sup> December 2019.

The old rules were adopted in February 2008 and had a number of unclear and contradictory clauses. The purpose of the new constitution was to modernise the rules that govern how the Club is run by its committee and ensure that the committee is transparent and fully accountable to all of the Club's members going forward.

The new constitution is split into the following sections:

### **Aims**

This section ensures that the Supporters' Club's main home will always be as close as possible to wherever the 1<sup>st</sup> team of WHUFC play their home games without specifying a particular building.

### **Membership**

This is similar to the existing rules but introduced a specific membership policy (that can be changed at any general Club meeting) that sets out the membership process and deals with membership applications and cancellations etc. A new members' code of conduct was also introduced ensuring that members' understand their responsibilities as a member of the WHUSC.

### **Equal Opportunities**

A stated Club policy on non-discrimination was introduced.

### **Club Committee**

This section sets out how the management of the Club will be handled by a fully elected Committee comprising a minimum of 3 and a maximum of 9 Committee members. The term "Executive" was removed to ensure that there is clarity that all Committee members have an equal vote on all matters put before the Committee.

The section also deals with the election and removal of Committee members. It allows the existing Committee to fill vacant roles subject to final ratification at the next AGM or EGM.

It also allows the Committee to ask a Committee member to resign their position for any misconduct issues but, where the Committee member refuses to resign, it forces the Committee to put the issue to the members for them to decide if the Committee needs to be replaced.

It grants the power to the Committee to make rules and regulations as it sees fit for the smooth day-to-day running of the Club providing they are not in breach of the terms of the constitution.

It grants the power to the Committee to appoint Trustees to hold and administer any property on behalf of the Club.

### **General meetings**

This section sets out how any general meeting of the Club will be notified to members and introduced, for the first time, the option of proxy votes together with electronic forms of voting to ensure that all members regardless of their location or availability can have a say on key Club matters including the election of the Club Committee. It also puts the onus on the Committee to arrange the AGM for a time and location where as many members as possible can attend in person.

### **Annual General Meetings**

This section sets out specific timescales and more clarity around calling the AGM, the business to be covered at the AGM and the nomination process for Committee member roles.

### **Extraordinary General Meetings**

This section states how an EGM may be called by the Committee or the members and is the same as the current rules.

### **Club Committee Meetings**

This section sets out a stated process around calling and holding Committee meetings and deals with any repeated non-attendance by Committee members but allows Committee meetings to be held online or by telephone if needed to ensure all Committee members can give input.

### **Finances & property of the Club**

This section contains many similar clauses to the existing rules around recording the Club's finances.

### **Access to the Club's premises or events**

This section contains a number of the existing clauses relating to members and guests entering the Club's premises and events.

### **Amendments to the Constitution**

This section is similar to the old rules but reduced the notice required to be given to the Secretary of any proposed amendments.

### **Dissolution**

This section replaced the existing rule 32 and meant that no member can profit personally from any dissolution of the Club. Any funds remaining should the Club need to be dissolved will be shared with registered charitable organisations as chosen by the members who are valid members at the date that the vote to hold a dissolution EGM is passed.

Whilst it is likely that this Constitution may need further changes over time, it is believed that the new Constitution will initially give the Club and its members an updated and clearer set of rules to take the Club forward and was adopted with unanimous support.

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**Castle Street, Upton Park E6 1PP**  
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**Name**

1. The name of the Club is “**West Ham United Supporters' Club**” hereinafter referred to as “**the Club**”

**Aims**

2. The aims of the club are:
  - To support West Ham United Football Club in its endeavours to provide and maintain first class football for its supporters.
  - The provision of opportunities for recreation, social interaction and refreshment for the benefit of its members.
  - The provision and maintenance of a Club House as close to the stadium at which West Ham United Football Club plays the majority of its 1<sup>st</sup> team matches as can financially and logistically be maintained by the Club.

**Membership**

3. Membership is open to anyone who:
  - is aged 18 years or over; and
  - supports the aims of the Club set out in this Constitution; and
  - agrees to be bound by the Club's Code of Conduct.
4. Membership will be subject to the Club's published Membership Policy. Amendments to the Membership Policy may be made at any general meeting of the Club.

**Equal Opportunities**

5. The Club will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.

**Club Committee**

6. The management of the Club will be deputed to a Club Committee hereinafter referred to as “the Committee”.
7. The Committee will comprise a minimum of 3 and a maximum of 9 Committee Members.
8. The Committee of the Club will comprise;
  - Chair
  - Vice Chair
  - Secretary
  - Assistant Secretary
  - Treasurer
  - Membership Secretary
  - Social & Events
  - Premises, Operations & Staffing Secretary
  - General Committee member
9. The Committee Members shall be elected at the Annual General Meeting “AGM” of the Club subject to the provisions of clauses 12 & 13.
10. Committee Members' roles and responsibilities will be as set out in Role Profiles issued from time to time by the Committee.

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11. A Committee Member shall be elected for a period of three years at which point they must resign and stand for re-election if they wish to continue on the Committee. There is no limit to the number of years that a member can serve on the Committee.
12. If at any time a Committee Member position is vacant, the Committee may, at its discretion, appoint a replacement Committee Member who shall act in that role until such appointment is confirmed at an Extraordinary General Meeting (EGM) or the next AGM.
13. If, in the opinion of a majority of the Committee members present at a Committee Meeting, another Committee Member is failing to execute their role in the correct manner, they are in breach of the Club's published Members' Code of Conduct or they are not considered to be acting in the best interests of the Club and/or its members, the Committee Member may be asked to resign their position. If the Committee Member refuses to resign, the Committee must convene an EGM, explain the reason for their decision to call an EGM and allow the members the opportunity to remove said Committee Member and elect a replacement if necessary.
14. The Committee has the power to appoint not more than four persons to act as Trustees for the purpose of holding and administering Club property. Trustees so appointed shall act until required to resign by the Committee.
15. The Committee shall have the power to issue rules and regulations for the management and use of the Club and such rules and regulations shall come into operation immediately provided that such rules and regulations are notified, if necessary, to the members and are not inconsistent with the provisions of the Constitution.
16. The Committee shall have the right to agree and pay any remuneration/fees to or reimburse any expenses incurred by a member or other party in respect of the Club's activities.

### **General Meetings**

17. Notification of all General Meetings of Club will appear on the Club's website, at Club events and all social media platforms that the Club operates. No notifications will be sent by post. An email notification will also be sent to the latest email address held for the member by the Membership Secretary. It is the responsibility of the members to check the Club website and ensure that their email address is up to date as the Committee cannot be held responsible if the member is unaware of any General Meeting that is taking place.
18. The Committee will make all reasonable efforts to arrange any General Meeting at a venue, date and time that allows as many members to attend in person as possible.
19. The quorum for a General Meeting will be 25 which must include at least three acting Committee Members.
20. Each member will be entitled to one vote on each matter raised.
21. Members who are unable to attend will be able to nominate another member who will be in attendance to vote on their behalf providing notice of such proxy voting election is given to the Secretary at least 7 days prior to the AGM.

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22. The Committee will also allow electronic voting on elections of Officers or other such matters that have been notified to the members at least 14 days prior to a General Meeting. The Committee will inform the membership of the exact process for proxy and electronic voting at least two weeks prior to the General Meeting.
23. If a quorum is not present then the General Meeting will stand adjourned. The Committee will announce the venue, date and time of the rearranged General Meeting within 7 days of the original General Meeting subject to the provisions of rule 25. Any rearranged EGM must be held with 21 days of the original EGM.
24. The Chair will ensure that all General Meetings are conducted in an orderly way and all members have the opportunity to voice their opinions without interruption by other members. All members will address the Chair for permission to speak at any meeting. The Chair has the right to eject any member from the meeting who, in the opinion of the Chair, is disrupting the orderly business of the meeting in any way.
25. If a consensus on an issue cannot be reached, a vote may be taken at the discretion of the Chair, and a decision will be made by a simple majority of members present. If the number of votes cast on each side is equal, the chair of the meeting shall have an additional casting vote.
26. Minutes of all General Meetings will be published on the Club's website as soon as the content and accuracy of such minutes have been agreed by the Committee.

**Annual General Meetings (AGM)**

27. An Annual General Meeting will be held within fifteen months of the previous AGM.
28. The date, time, venue and proposed agenda of the AGM will be decided by the Committee and will be notified to members giving at least 3 weeks' notice. The agenda may be changed at or prior to the meeting by the Committee. Any changes made more than 24 hours before the AGM will be notified to members on the Club website and by email.
29. Full accounts of the financial affairs of the Club shall be made available to the members on the Club's website at least seven days prior to the AGM. The accounts will be unaudited unless an audit is requested by the Committee or by a simple majority of members voting at an AGM or EGM.
30. Nominations for any Committee Member roles that are or will become vacant at the AGM or have been temporarily appointed by the Committee under clause 12 must be given to the Secretary at least 14 days before the AGM. In exceptional circumstances, where no nominations have been received in advance for a vacant role or a nomination has been withdrawn, the Chair or acting Chair may allow nominations to be made at the AGM. Nominations must state the name and membership number of the member being nominated together with the names and membership numbers of 2 current members as a proposer and seconder of the nomination.
31. At the AGM the following business will be conducted:-
  - The presentation and, if accepted, the passing of the duly audited accounts for the previous financial year.
  - The election or re-election of members to any vacant Committee roles.
  - Reports from the Officers as required by the Chair.
  - The election or re-election of two auditors of the accounts, if required

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- Other business as shall have been communicated to the Secretary at least 14 days prior to the AGM and subsequently notified to members on the Club's website or by email.
- The Chair may, at their sole discretion, allow any additional business raised at the meeting only if they consider it necessary to the proper running of the Club.

**Extraordinary General Meetings (EGM)**

32. The Secretary will call an Extraordinary General Meeting and state its purpose if requested to do so by a majority of the Committee at any Committee Meeting or at the request of at least 20% of the membership having received written request stating the reason for the EGM.
33. The date, time and venue of the EGM will be decided by the Committee but must be held within twenty one days of any request. Members must be given at least 14 days' notice of the EGM.

**Club Committee Meetings**

34. Club Committee meetings may be called by the Chair or Secretary. Committee members must receive at least 7 days' notice of Club Committee meetings.
35. The meetings may be held in person, via telephone conference call, online via an online meeting service such as Zoom or Skype or any combination of the three. Attendance via any of the three options will constitute a Committee Members' attendance for the purposes of a quorum and rule 36.
36. Any Committee member not attending a meeting without apology for two consecutive Committee meetings will be contacted by the Chair or Secretary and asked if they wish to continue in their role.
37. A quorum for a Club Committee meeting shall be three Committee Members.
38. The Committee will adopt a Code of Standing Orders to ensure Committee meetings are run efficiently and in accordance with a clear set of procedures for dealing with its business. Each Committee Member shall have one vote at the meeting. The Chair shall only have an additional casting vote should the Committee not be able to reach a majority decision.
39. Minutes of all Committee meetings will be prepared by the Secretary for agreement at the next Committee meeting. An update on non-confidential matters arising at Committee meetings will be published on the Club's website as soon as the content of such updates have been agreed by the Committee.

**Finances & Property of the Club**

40. Accounts will be maintained on behalf of the Club at a bank or banks as agreed by the Committee. Cheque signatories will be nominated by the Committee (one to be the Treasurer). The signatories must not be related nor members of the same household.
41. All cheques and authorisations for other methods of payment such as BACS, cash withdrawals etc must be signed by two of the signatories. Copies will be held by the Treasurer.
42. Records of income and expenditure will be maintained by the Treasurer and a financial statement given at each General or Committee meeting.
43. All monies raised on behalf of the Club are only to be used to further the aims of the Club as specified in the Constitution. The Committee may, at its discretion, make charitable donations (not political) as

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deemed appropriate providing it is in the best interests of the Club. Charitable donations in excess of £100 require approval of the members at an EGM or AGM.

44. The Trustees of Club Property and the Committee are indemnified against all risk, expense or liability arising out of Club property.
45. No person shall be entitled to receive at the expense of the Club, or any member thereof, any commission percentage or similar payment on or with reference to purchases of intoxicating liquors by the Club. No person shall directly or indirectly derive any pecuniary benefit for the supply of intoxicating liquor or on behalf of the Club to members or their guests apart from any benefit which they derive indirectly by reason of the supply giving rise to or contributing to the general gain of the Club.
46. The purchase by the Club and the supply by the Club of intoxicating liquor shall be at the absolute discretion of the Committee which shall be in no way restricted in freedom of purchase. No money or property of the Club or any gain arising from the carrying on of the Club shall be applied otherwise than for the benefit of the Club.
47. If at any time the Club, in General Meeting, shall pass a resolution authorising the Committee to borrow money the Committee shall thereupon be empowered to borrow for the purpose of the Club such amount of money either at one time or from time to time at such rate of interest and in such forms and manner and upon such security as shall be specified in such resolution, and thereupon the Trustees shall at the discretion of the Committee make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the Committee may deem proper for giving security for such loans and interest and all members of the Club whether upon such resolution or not and all persons becoming members of the Club after the passing of the resolution shall be deemed to have assented to the same as if they had voted in favour of such resolution.
48. The Club will ensure that it protects its own and its members' data in accordance with the current UK Data Protection legislation. The Club will publish its Data Privacy Policy on the Club's website.

**Access to the Club's premises or events**

49. All members must produce their membership card upon request when entering the Club or one of its events unless such event is a separate ticketed event in which case a valid ticket for such event must be produced. A Committee Member or the Club's appointed representative on the door has the authority to refuse admission to any member who fails to produce a valid membership card.
50. Where guest access to the Club's premises or event has been permitted by the Committee, each member will be allowed to bring a maximum of 2 guests on to the Club's premises on payment of a fee, as decided by the Committee.
51. The names and addresses of all guests must be entered in the Visitors Book or recorded electronically by the door staff together with the name of the member who introduces them. The member shall be responsible for the good behaviour and conduct of their guests.
52. Children under the age of 18 may be admitted to the Club but **MUST** be accompanied by an adult member at all times who will be held solely responsible to ensure that the child or children in their charge conduct themselves in a correct and orderly manner and respect the Club's members, property and premises at all times.

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53. Under no circumstances is any child or children under the age of 18 to approach the bar or attempt to make any purchase or obtain change from the bar.
54. Under no circumstances is any child or children under the age of 18 to play any licensed gaming device for financial gain or amusement.
55. Any member or guest of a member of the Club damaging any part of the property or premises of the Club shall be liable to pay for the damage at the discretion of the Committee.
56. All members must enter and leave the Club or its events in a quiet and orderly manner. Failure to comply with this rule may lead to suspension and possible termination of the membership.
57. The Club shall be opened and closed at such hours as may from time to time be fixed by the Committee and as posted in the Club or on the Club's website or on social media platforms. The permitted hours for serving intoxicating liquor shall be as decided and notified by the Committee.
58. On certain occasions, with or without prior notice, the number of members allowed entry into the Club may be restricted to conform to fire safety or other regulations by which the Club is duty bound to comply.

**Amendments to the Constitution**

59. Amendments to the constitution may only be made at a General Meeting.
60. Any proposal to amend the Constitution at an AGM must be given to the Secretary in writing/by email at least 14 days prior to the AGM. The proposal must then be circulated with the notice of the AGM or separately 7 days prior to the AGM if such notice has already been issued.
61. Any proposal to amend the constitution will require a two thirds majority of the votes cast. Votes will be counted from those present at the meeting and those cast by proxy and any agreed electronic process.

**Dissolution**

62. If any meeting, by simple majority, decides that it is necessary to close down the Club the Committee will call an EGM to seek approval to do so from the members. The sole business of this meeting will be to vote on a resolution to dissolve the Club. In order for the dissolution resolution to be passed, a majority of two thirds of the votes cast must be in favour of the dissolution of the Club. Membership of the Club will be closed immediately following the decision to hold a dissolution EGM and will only re-opened if the dissolution vote is not passed.
63. If it is agreed to dissolve the group, all remaining money and other assets, once all outstanding debts have been paid, will be donated to registered charitable organisations. Nominations for suitable charities (including their Registered Charity number) to receive a donation must be made to the Secretary within 14 days of the vote to dissolve the Club taking place. The Committee will then organise an online and postal vote by the members to decide which Charities will benefit. The three Charities that receive the most votes will then share the funds remaining at the point of dissolution. The Committee will set out the rules for how the funds will be split should there be a tie in the voting in advance of the vote taking place.



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64. This amended constitution was agreed at the 2019 Annual General Meeting of the West Ham United Supporters' Club on 28<sup>th</sup> December 2019.

Name and position in the Club – ANDY READ – VICE CHAIR

Signed

*Andy Read*

