



## **Louth Jazz Community Interest Company**

### **New Orleans (Louth) Club**

#### **Membership Rules**

Louth Jazz Community Interest Company (CIC) was formed on the 8<sup>th</sup> of March 2025 to replace the existing New Orleans (Louth) Club. The CIC will continue to operate as a 'club' and this document sets out how membership will be structured.

#### **The Objects**

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to:

- (a) Enable live music events
- (b) Promote jazz
- (c) Provide a safe, sociable environment for people to enjoy
- (d) Provide a venue as a music and community hub
- (e) Engage in any business, trade or industry which may seem to the Company directly or indirectly conducive to the interests or convenience of the Company's main objects or of the community in the Company's area of activity generally.

#### **Premises**

The CIC currently operates from premises at 51 Queen Street, Louth, and at such other locations as may be decided by the Board of Directors (previously known as the Committee), after consultation with the membership if circumstances permit.

#### **Membership**

Those wishing to become members of the Community Interest Company shall:

- i. Be persons who support the objects of the CIC.

- ii. Fully complete a Membership Form, to be handed in to a Board Member (previously known as a Committee Member) along with the appropriate fee; or,
- iii. Complete the Membership and Payment Forms on the CIC's website.

In either case, the Membership Secretary will issue a Membership Card and a copy of the CIC rules in due course. The Membership Card must be signed by the Member and shown (if requested) each time the Member visits the Club.

Provisional membership can be granted by any member of the Board, but will be subject to approval at the next Directors meeting. If approval is not given, membership fees will be refunded to the applicant.

No person who is under the age of 18 shall become a member.

### **Membership Fees**

Every member shall pay a joining fee, which shall be due upon joining the Club. An annual renewal fee will be payable yearly upon each anniversary of the member's joining date. For Honorary Life Members and Honorary Vice Presidents, the renewal fee shall be set at £0.00

When a renewal fee is due, the Membership Secretary shall notify the member by post or email to the address as held in the Club's records.

It shall be entirely the responsibility of the member to notify the Club of changes to their contact details.

The Annual General Meeting of the Club shall have power to set or to vary the joining and renewal fees by Ordinary Resolution.

### **Special Events**

The Board shall have the power to vary the general admission charges for special events.

### **The Guarantee**

As the CIC is a Company Limited by Guarantee – one pound of every individual membership fee will be retained annually to serve as the guarantee by the membership to contribute the sum of £1 each towards the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member.

### **Annual Renewal Fee in Arrears**

If any member shall fail to pay their annual renewal fee within 21 days after it becomes due, the Membership Secretary shall send that person a notice in writing or by email to the address as recorded in the Club's Records, calling upon the member to pay the same within seven days. If the said fee is not paid within that time the membership shall be regarded as lapsed.

### **Management of the CIC**

The management of the Club shall be entrusted to the Board of Directors (previously known as the Committee) consisting of a Chair, Secretary, Treasurer and any other management positions as the Board think fit up to a maximum of twelve directors in total.

The Board shall be elected annually at the Annual General Meeting. All the Board of Directors must be paid-up Members of the Club. All Board members shall retire at the next following quorate AGM and shall be eligible for re-election.

The Board shall have the power to appoint a Sub-Committee or Sub-Committees to deal with specific matters. Such Sub-Committee/s shall be responsible to and report directly to the Board.

The Board shall meet as often as necessary to arrange and manage the affairs of the Club. The quorum for Directors' meetings must never be less than 50% of the serving directors or 4 (whichever is the greater). Questions arising at a Directors' meeting shall be decided by a majority of votes. In case of an equality of votes, the serving Chair of the Board of Directors shall have a second or casting vote.

### **Co-options to the Board of Directors**

The Board shall have power at any time to fill any casual vacancy that may arise within the Board. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting, but shall then be eligible for re-election.

### **Complaints Procedure**

Any complaint made against the CIC, its Board of Directors or individual members shall in the first instance be made in writing to the Secretary, who will make an initial investigation and prepare a report to place before the Board at its next meeting. If the complaint is against the Secretary of the Club, another member of the Board will be appointed to investigate.

The outcome will be reported to the person making the complaint. Any decision of the Board will be final.

### **Commission**

No arrangements may be made for any member to receive any commission, percentage or similar payment at the expense of the CIC with reference to purchases of alcohol by the Club.

No arrangements may be made for any person to derive directly or indirectly any monetary benefit from the supply of alcohol to members or guests apart from to benefit the Club as a whole or any indirect benefit a person derives by reason of the supply contributing to a general gain for the Club as a whole.

### **Purchase and Supply of Intoxicating Liquor**

The purchase and supply by the CIC of intoxicating liquor shall be at the absolute discretion of the Board of Directors.

### **Sales of Intoxicating Liquor to Strangers**

Visiting musicians and their retinue may be admitted to the Club's registered premises and intoxicating liquor may be sold to such persons by and on behalf of the Club for consumption on the premises and not elsewhere.

If an event at the Club's registered premises is covered by a Temporary Event Notice (T.E.N.), then intoxicating liquor may be sold to such persons attending that event by and on behalf of the Club for consumption on the premises and not elsewhere, subject to any T.E.N. restrictions.

### **Application of Profit**

The surplus of the Company shall be applied in the following ways, in such proportions and in such manner as decided by the Board of Directors:

- (a) First to creating a general reserve for the continuation and development of the Company
- (b) Secondly, to make payments for social and charitable purposes in furtherance of its objects **and with the consent of the CIC Regulator.**

## **Guests**

Any member shall be entitled to introduce guests to the Club provided that no person whose application for membership has been declined or who has been expelled from the Club shall be introduced as a guest. A member introducing a guest shall enter the name and address of the guest together with their own name in a book that shall be kept at the Club premises.

No person shall be introduced as a guest on more than three occasions in any 12-month period. The 12-month period to commence with the date of the first introduction.

## **Expulsion of Members**

The Board of Directors shall have the power to expel any member who shall offend against the rules of the Club or whose conduct, in the opinion of the Board, renders the member unfit for membership of the Club. Before any such expulsion, the Secretary shall give the member seven days written notice to attend a meeting of the Board and inform the member of the complaints made against him/her. No member shall be expelled without first having an opportunity of appearing before the Board and answering such complaints, nor unless at least two-thirds of the Board then present vote in favour of expulsion.

## **Honorary Office**

The Board may appoint as Honorary Life Members or Honorary Vice Presidents, persons who have, in the Board's opinion rendered singular service to the Club, and the husband or wife or partner of such persons.

The Board may invite a person of suitable standing to become the Club's Honorary President; this would normally be for a term of three years.

## **Accounts**

Full accounts of the financial affairs of the Club duly audited by the auditor shall be made available to the members by email or postal mail at least 21 days before the club AGM

## **Financial Year**

The financial year of the Club shall end on 31 January of each year, when the accounts of the Club shall be balanced and the accounts shall, as soon as practicable after the end of the financial year, be audited by the Club Auditor. The Auditor must not be a member of the Club.

## **Notice of General Meetings**

The Secretary shall, at least 21 days before any General Meeting, notify the members (by letter or email) of the meeting, stating the time when, and the place where, it will be held and the business to be conducted.

## **Annual General Meetings**

An Annual General Meeting of the Club shall be held in April each year and thirteen months shall not elapse without an Annual General Meeting.

The business at the Annual General Meeting shall be limited to that provided by these rules and set out in the notice convening the meeting.

The quorum shall be four persons entitled to vote on the business to be transacted each being a member; or 10% of the total membership (represented in person), whichever is greater.

At the Annual General Meeting the following business shall be conducted:

- a) Approval of the minutes of the previous A.G.M.
- b) Reports of the Officers
- c) A financial report, balance sheet and statement of accounts, duly audited for the preceding financial year.
- d) The election of the Board of Directors and designated Officer Roles.
- e) The election of an Auditor.
- f) The determination of joining fees, renewal fees and general admission fees for the ensuing year.
- g) Such other business as shall have been communicated to the Secretary not less than 14 days prior to the date of the meeting and included in the final agenda.

The Secretary shall set and distribute the agenda in consultation with the Chair.

In the event that an A.G.M. is inquorate the Board shall recall the meeting as soon as reasonably practicable having regard to Article 34.3 of the CIC's Articles of Association.

Business at the recalled meeting shall be restricted to that notified for the inquorate meeting with no additions or exceptions.

The existing Board shall continue in office and function until the next quorate A.G.M.

## **Notice Of Business for Annual General Meeting**

Prior to an Annual General Meeting, the following procedure shall be followed:

- a) Nominations for the Board of Directors – All nominations for elected members to the Board shall be forwarded to the Secretary at least 14 days before the AGM and shall be signed by two ordinary members, or Honorary Life Members, or Honorary Vice-Presidents, as proposer and seconder who have secured the nominee's consent to serve on the Board of Directors.
- b) Resolutions – Any member wishing to move a resolution at the AGM shall give notice thereof in writing to the Secretary not less than 14 days before the date of such meeting. Such resolution shall be signed by two ordinary members, or Honorary Life Members or Honorary Vice-Presidents, who are prepared to move and second it, and shall be sent to all members with the final agenda for the meeting.

## **Extraordinary General Meetings**

The Board may at any time call an Extraordinary General Meeting, and shall do so forthwith upon the requisition in writing of 20% of the paid-up members of the Club for the time being or thirty paid-up members, whichever is the less. Such requisition must state the purpose for which such meeting is required. Business at such meeting will be absolutely restricted to matters notified in the requisition. The quorum shall be four persons entitled to vote on the business to be transacted each being a member; or 10% of the total membership (represented in person), whichever is greater.

## **Voting Procedure at General Meetings.**

At all General Meetings of the Club each member present shall have one vote on every resolution.

- i. Resolutions at Annual General Meetings shall be passed by two thirds majority of the votes entitled to be cast by the members present at the meeting.
- ii. Resolutions relating to the modification of the CIC Articles of Association shall be passed by a majority of two-thirds of the votes entitled to be cast by the members present at the meeting.
- iii. Resolutions at Extraordinary General Meetings shall be passed by a two thirds majority of the votes entitled to be cast by the members present at the meeting.
- iv. In the event of equality in voting at an Annual General Meeting the Chair (or Acting Chair at that meeting) shall have a second or casting vote.

## **Chair**

The Chair of the Club shall preside at all meetings of the Club, but if not present within fifteen minutes after the time appointed for the meeting, or has signified their inability to be present at the meeting, the Board of Directors shall choose one of their number present to Chair the meeting.

## **Opening of the Club Premises**

The Club shall be open on such days and at such times as may be determined by the Board having regard to licensing requirements. The Club shall operate in accordance with Government legislation in force at the proposed time of opening, subject to the outcome of a risk-assessment undertaken prior to the time of opening. Further, the Board of Directors reserves the right to insist that members and guests take such precautions as the Board sees fit, in order to protect the health and wellbeing of others in attendance.

## **Permitted Hours**

The permitted hours for the supply of intoxicating liquor shall be on such days and at such times as the Club is open. No alcohol will be served after 11pm.

No variation shall take effect unless a Temporary Event Notice has been submitted to the local authority Licensing Team and the Notice acknowledged without rejection and any conditions in a counter-notice complied with.

## **Dissolution of the Club**

If, in the opinion of the Board, the CIC should be dissolved, an Extraordinary General Meeting shall be called following articles 29 to 45 of the CIC's Articles of Association

A vote shall be taken to decide whether to dissolve the CIC. If dissolution is confirmed, the Board of Directors shall start proceedings to wind up the CIC.

After outstanding debts have been settled and assets sold, any remaining cash will be paid for social and charitable purposes in furtherance of the CIC's objects and with the consent of the CIC Regulator.

## **Modification of Rules**

No alteration or addition to these rules shall be made except by a resolution carried by a majority of the members present at a General Meeting, the notice of which shall have contained particulars of the proposed alteration or addition.

Rules pertaining to the sale of alcohol shall not be altered in any way without the consent of the local authority Licencing Team.

*27 March 2025*