

Register No:

*Draft Rules proposed for adoption at
Annual General Meeting on 29 November 2013*

RULES OF

.....
**CARLISLE MOUNTAINEERING CLUB
(LIMITED)**

Registered under the Industrial
and Provident Societies Act 1965

I NAME, OBJECTS AND POWERS

1 Name

The Society shall be called “Carlisle Mountaineering Club (Limited)” (the Club).

2 Objects

The principal object of the Club shall be to promote the interests of climbing and mountaineering in the community in Carlisle and North Cumbria and elsewhere and in pursuance of such principal object the ancillary objects of the Club shall be :

- 2.1** To provide opportunities for Club members and guests to meet and participate in climbing and mountaineering and other activities together.
- 2.2** To promote awareness of the need to maintain access, conservation and protection of the cliff and mountain environment
- 2.3** To take part in the work and activities of the British Mountaineering Council.(BMC)

3 Powers of the Club

To further its objects the Club shall have the power to do anything which appears to be necessary or desirable in pursuing the objects of the Club including (but not limited to) all or any of the following:

- 3.1** To acquire and dispose of freehold and leasehold property, to accept gifts of property, and to enter into contracts.
- 3.2** To invest funds for the objects of the Club including forming or participating in forming bodies corporate or otherwise acquiring membership of bodies corporate.
- 3.3** To borrow money in pursuing its objects
- 3.4** To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for the benefit of the Club or any other Community Amateur Sports Club or registered charity.
- 3.5** To support (whether by direct subscription, the giving of guarantees or otherwise) any Community Amateur Sports Club or any charitable institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Committee, directly or indirectly benefit, or be calculated so to benefit, the Club.
- 3.6** To promote, arrange and organise lectures and entertainments in connection with mountaineering and any other sport or recreation.
- 3.7** To provide mountaineering hut facilities for use by Club Members and others
- 3.8** To pass such resolutions and rules which shall be binding on all Club Members as are considered necessary for the better management, organisation, administration and regulation of the Club.

4 Limits on Powers

- 4.1** Exercise of the powers contained in Rule 3 shall, notwithstanding any other provision of these Rules, be subject to the following restrictions and limitations:

4.1.1 the Club shall not enter into any agreement with a Club Member for the supply of goods or services to the Club unless such agreement is on arms length terms and has been approved at a meeting of the Committee without the Club Member concerned being present;

4.1.2 the Club shall not make any payments to Club Members for taking part in mountaineering activities.

II MEMBERSHIP

5 Members

5.1 The Members of the Club shall be the persons whose names are for the time being entered in the Register of Members. Membership of the Club shall be open to all persons over the age of eighteen irrespective of ethnicity, nationality, sexual orientation, religion or beliefs or of age, sex or disability subject however to Rule 5.2. The Club's facilities shall be available to all Members without discrimination.

5.2 Membership of the Club shall be open only to individuals who recognise that climbing and mountaineering are activities with a danger of personal injury or death. All Members shall be aware of and accept these risks and agree to be responsible for their own actions and involvement.

5.3 The Committee shall have the power to admit to membership any person applying to be a member who is willing to accept the obligations of membership. Membership of the Club shall be open to all without discrimination on any grounds whatsoever including for these purposes discrimination on the grounds of attainment of a certain standard of performance. The Club may refuse membership or expel from membership only for good and sufficient cause, or where the membership or continued membership of the person concerned would be likely to be contrary to the good conduct and interests of the Club. Appeal against such a decision may be made by written notice to the Secretary requisitioning a Special General Meeting at which the appeal will be decided by a majority vote of the Members present.

5.4 The Committee may elect (subject to confirmation at the next following Annual General Meeting of the Club) as an Honorary Member of the Club any person, whether an existing Member or not, whose membership whether for services to the Club, to mountaineering or for any other reason the Committee considers to be especially desirable in the interests of the Club. An Honorary Member shall be a Member with all the rights duties and privileges of membership of the Club but without any obligation to pay any subscription. The Committee shall have power to terminate the honorary membership of any person at any time if it considers such action to be in the interests of the Club so to do.

5.5 Every Member shall provide an address and advise the Secretary promptly of each change of address. All notices and letters dispatched by post, fax or email under Rule 31 to a Member at the address registered in the Register of Members shall be deemed to have been properly delivered.

5.6 A Member may resign from the Club at any time by giving to the Secretary written notice of the intention so to do provided that the Member shall remain liable for all monies then due and owing to the Club.

5.7 A Member shall cease to be a Member:

5.7.1 On resignation.

5.7.2 On termination of membership by the Committee.

5.7.3 On death.

6 Share Capital

- 6.1** The capital of the Cub shall consist of shares of the value of five pence each.
- 6.2** Every Member of whatever category shall hold one share and no more in the capital of the Club. No share certificate shall be issued. No person who is not a Member shall be issued with a share.
- 6.3** Each Member of the Club at the date these Rules takes effect pursuant to Rule 27 shall be allotted one share and five pence of the subscription then next paid by each Member shall be applied in paying up the same in full.
- 6.4** Any Member admitted to membership after the date on which these Rules take effect shall be allotted one share on admission and five pence of the first subscription paid by such Member shall be applied in paying up the same in full.
- 6.5** In the case of a share allotted to an Honorary Member either upon these Rules taking effect or upon admission to membership thereafter pursuant to Rule 5.4 such share shall be credited as fully paid by way of a capitalisation of any profits of the reserves of the Club and the Committee shall have power to take all steps necessary to give effect to this Rule.
- 6.6** No share shall be held jointly, be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith shall, if the Committee so decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.
- 6.7** The share of a Member shall be forfeited to the Club when that member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Club.

III GENERAL MEETINGS

7 General Meetings

- 7.1** All General Meetings shall be held at such place as the Committee may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 7.2** The Chairman of all such meetings shall be the Chairman of the Club or if unavailable an Officer or Committee Member appointed at the Meeting to take the Chair for that Meeting.
- 7.3** Every Member shall be entitled to attend and vote at any General Meeting. The procedure for the casting of votes shall be determined by the Chairman of the Meeting.
- 7.4** The quorum at any General Meeting shall be ten Members.
- 7.5** If within thirty minutes after the time appointed for a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such time and place, or be dissolved, as the Committee shall determine.

7.6 All resolutions shall be decided by a majority of votes recorded except where:

7.6.1 These Rules provide for a Special Resolution which shall require a majority of at least two-thirds of the votes recorded, or

7.6.2 A resolution is put to an Annual General Meeting as contemplated by Rule 8.1.8.2 in which case the provisions of the Industrial and Provident Societies Act 1965 as to voting shall apply.

7.7 A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not or passed by a particular majority or not shall (subject to the Act) be final and binding on all Members.

7.8 A General Meeting shall not be invalidated by reason only of any Member accidentally failing to receive a notice of the meeting or any accompanying document relating thereto.

7.9 The procedure for conduct of General Meetings shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.

8 Annual General Meetings

8.1 Not later than 31 December in every year a General Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:

8.1.1 To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.

8.1.2 To receive and approve a report from the Officers and Committee on the affairs of the Club since the previous Annual General Meeting.

8.1.3 To receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the members require the Auditors' report on the Financial Statement.

8.1.4 To elect the Officers for the following year.

8.1.5 To confirm any elections of Honorary Members made by the Committee during the preceding year.

8.1.6 To elect Members of the Committee for the following year.

8.1.7 To fix the annual subscription for the following year

8.1.8 Where necessary in law or where the members require:

8.1.8.1 To appoint the Auditors for the following year, or

8.1.8.2 To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors.

8.1.9 To consider as a Special Resolution any addition or alteration to these rules duly proposed in accordance with Rule 8.5.

8.1.10 To consider any other motion or business duly proposed in accordance with Rule 8.5.

8.1.11 To consider any other business of which due notice shall have been given.

8.1.12 To hear any other relevant matter for the consideration of the Committee during the following year.

8.2 Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of the Meeting with the agenda of the business to be considered and with a copy of the Club's Financial Statement for the preceding financial year.

8.3 The election of the Officers shall be subject to the following provisions:

8.3.1 Any Member shall have the right to make nominations either in writing addressed to the Secretary before the meeting or orally at the meeting, with the consent of the candidate, for election to any one or more of the offices named in or created under the provisions of Rule 13.1. The Committee shall also have the right to make nominations for the election of Officers.

8.3.2 The election of each Officer shall be decided by a majority of votes recorded.

8.4 The election of Committee members shall be subject to the following provisions:

8.4.1 Any Member shall have the right to make nominations either in writing addressed to the Secretary before the meeting or orally at the meeting with the consent of the candidate, for election as one of the Committee Members provided for in Rule 14.1.2.

8.4.2 The election of Committee Members shall be decided by a majority of votes recorded.

8.5 Proposals for additions or alterations to the Rules or for any other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:

8.5.1 Any proposal shall be submitted in writing to the Secretary by 31 October duly proposed by one Member and seconded by another.

8.5.2 Copies of all such proposals and copies of all proposals put forward by the Committee shall be sent to all Members with the notice of the Annual General Meeting.

8.5.3 Amendments to any proposal notified to Members under Rule 8.5.2 may be proposed and seconded by Members at the Annual General Meeting.

9 Special General Meetings

9.1 The Committee may convene at any time a Special General Meeting by giving to all Members two clear weeks written notice stating the date, time and venue and the resolution or resolutions to be moved or other business to be transacted.

9.1.1 Amendments to any resolution proposed by the Committee under Rule 9.1 may be proposed and seconded by Members at the Special General Meeting.

9.2 The Committee shall also convene a Special General Meeting on receipt by the Secretary of a written requisition so to do duly signed by not less than ten Members. Each requisition must clearly state the specific resolution to be moved.

9.2.1 Two clear weeks notice of such a Meeting stating the date, time and venue and the specific resolution to be moved shall be sent to all Members by the Secretary within fourteen days of the receipt of the requisition.

9.2.2 Amendments to any resolution proposed under Rule 9.2 may be proposed and seconded by Members at the Special General Meeting.

10 Rules

10.1 No new Rule shall be made, nor shall any Rule be amended or rescinded, except by a Special Resolution passed at an Annual General Meeting in accordance with Rule 8.5 or at a Special General meeting convened by the Committee in accordance with Rule 9.1 or Rule 9.2.

10.2 The Secretary shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.

10.3 A copy of the Rules shall be delivered by the Secretary to any person on demand on payment of such sum (not exceeding ten pence) as may from time to time be determined by the Committee.

IV OFFICERS AND COMMITTEE

11 Powers of the Committee

The affairs of the Club shall be administered by the Committee which shall exercise all powers of the Club expressed in Rule 3 and without limiting the generality of those powers :

11.1 The Committee shall have power to appoint such Sub-Committees as are considered necessary to deal with the affairs of the Club.

11.1.1 The Committee shall determine the composition, powers and terms of reference of each Sub-Committee.

11.1.2 The Chairman of any Sub-Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Sub-Committee shall be one-third of its appointed members or as the Committee may determine.

11.1.3 A Sub-Committee may exercise the power of co-option under the provisions of Rule 11.2.

11.2 The Committee shall have power to co-opt additional members to serve on it and to approve the co-option of additional members to serve on any Sub-Committee, in both cases either for general or special service and with or without voting rights.

11.3 The Committee and any Sub-Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Club.

11.4 The procedure for the conduct of meetings of the Committee shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.

12 Committee Members' Interests

- 12.1** Any Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club shall declare the nature and extent of his interest at the first meeting of the Committee held after he became so interested.
- 12.2** Notwithstanding rule 12.1, a general notice given to the Committee that a Committee Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Committee Member has an interest in any such transaction of the nature and extent so specified.
- 12.3** Provided that he has disclosed in accordance with this rule any material interest of his, a Committee Member:
- 12.3.1** may be party to, or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise interested;
 - 12.3.2** may be a director or other office of, or employed by, or party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Club or in which the Club is otherwise interested; and
 - 12.3.3** shall not, by reason of his office, be accountable to the Club for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

13 Officers

- 13.1** The Officers of the Club shall be the President, Chairman, Secretary, Treasurer, Hut Secretary, Meets Secretary, Membership Secretary, Lectures Secretary and such other Officers as the Club may in General Meeting from time to time determine.
- 13.2** The Officers of the Club shall be elected at each Annual General Meeting in accordance with Rule 8.3.
- 13.3** Each Officer on election at an Annual General Meeting shall hold office from the end of that Meeting until the end of the next Annual General Meeting but shall be eligible for re-election from year to year.
- 13.4** If any such offices fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy.

14 Committee

- 14.1** The Committee shall consist of:
- 14.1.1** The Officers; and
 - 14.1.2** Four members (or such other number as may be determined from time to time by the Club in General Meeting) duly elected in accordance with Rule 8.4. A Member of the Committee shall hold office from the end of the Annual General

Meeting, at which he is elected until the end of the following Annual General Meeting and shall be eligible for re-election from year to year.

14.2 The Committee shall hold at least six meetings each year.

14.3 The quorum of the meeting of the Committee shall be four (or such other number as may be determined from time to time by the Club in General Meeting) and the Member elected to take the Chair shall be entitled to exercise a second or casting vote.

14.4 If a vacancy shall occur for an elected Member of the Committee between one Annual General Meeting and the next such vacancy shall be filled by the Committee.

14.5 Committee Members shall receive no remuneration for serving on the Committee other than the payment of authorised expenses for carrying out their duties.

V FINANCE

15 Club Finance

15.1 The income and profits of the Club shall be applied only in furthering the objects of the Club. No distribution of club assets, in cash or in kind shall be made to Members or third parties but this shall not prevent donations by the Club to registered charities or to any registered Community Amateur Sports Clubs.

15.2 The Club shall not have power to receive money on deposit from Members or others.

15.3 A Financial Statement of the Club's affairs shall be made up to 31 October in each year (or such other date as may be determined from time to time by the Club in General Meeting) and shall be signed by the Treasurer, the Secretary and one Member of the Committee. An audit, where necessary in law or where the membership require, shall be carried out by a qualified auditor or, where the conditions applicable for appointing lay auditors apply, by two or more lay auditors, and a printed copy of the signed Financial Statement, together with the Auditors' report thereon, shall be sent to each member with the notice calling an Annual General Meeting.

16 Subscriptions

Each Member shall, according to membership category, pay to the Club on 1 January (or such other date as may be determined by the Club in General meeting) such annual subscription as the Club in general meeting may from time to time determine. Members who are Life Members at the date of registration of these Rules shall not be required to pay any further subscription.

17 Auditors

17.1 The provisions of the Industrial and Provident Societies Act 1965 Act relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.

17.2 The Auditors where appointed shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business which concerns them as auditors.

VI STATUTORY PROCEDURES

18 Registered Office

- 18.1** The registered office of the Club shall be at such location in England as the Committee may from time to time determine.
- 18.2** Notice of any change in the situation of the registered office shall be given by the Secretary to the Financial Conduct Authority within fourteen days after the change.

19 Use of the Name of the Club

- 19.1** The name shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried on.
- 19.2** The name shall be stated in legible characters in all business letters of the Club, in all notices, advertisements and other official publications of the Club, in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club and in all bills, invoices, receipts and letters of credit of the Club.
- 19.3** Except with the authority of the Committee, the name of the Club shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of the Club or the Committee.

20 Seal

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of the Committee which may determine who shall countersign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by any two of the Officers.

21 Register of Members

- 21.1** The Club shall keep at its registered office a Register of Members and Officers in which the Secretary shall enter the following particulars:
- 21.1.1** The name and address of each Member.
 - 21.1.2** A statement of the share held by each Member and the amount paid therefore.
 - 21.1.3** A statement of other property, if any, in the Club held by each Member whether in loans or otherwise.
 - 21.1.4** The date on which each Member was entered into in the Register as a member and the date on which a Member ceased to be a Member.
 - 21.1.5** The names and addresses of the Officers of the Club with the offices held by them respectively and the date on which they assumed and left office.
- 21.2** The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 21.1.1, 21.1.4 and 21.1.5 without also opening to inspection the other particulars entered in the Register.

22 Inspection of Books

All members and persons having an interest in the funds of the Club shall be allowed to inspect their own accounts and the particulars entered in the Register of Members and Officers other than those entered under Rules 21.1.2 and 21.1.3 at all reasonable hours at the registered office of the Club subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

23 Annual Return

23.1 The Club will make an annual return to the Financial Conduct Authority as required by the Industrial and Provident Societies Act 1965.

23.2 A copy of the latest annual return with all supporting documents shall be supplied free of charge on demand to every member or other person interested in the funds of the Club.

24 Publication of Accounts

The Club shall keep a copy of the last balance sheet for the time being together with the Report made by the Auditors where applicable thereon always hung up in a conspicuous place at its registered office.

25 Registration

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of Section 2 of the Industrial and Provident Societies Act 1965.

26 Dissolution

In the event of it becoming necessary for the Members to discontinue the activities of the Club and to dissolve the Club under the provisions of the Industrial and Provident Societies Act 1965 Act, its funds and property shall not be paid or distributed amongst the Members but shall be appropriated or distributed for the benefit of one or more of another Community Amateur Sports Club or a charity or the British Mountaineering Council as may be approved by the Members in general meeting.

V11 GENERAL

27 Continuity

For the avoidance of doubt every Member of the Club who at the date these Rules take effect pursuant to Rule 25 holds office or position in any capacity in the Club shall continue to hold the same office or position following registration. The Trustees under the former Constitution of the Club shall, until they have fully discharged their duties, remain as Trustees upon those of the former Constitution which relate to Trustees, varied only insofar as these Rules necessarily require.

28 Indemnity

Each Officer (including under the former Constitution of the Club the Trustees) from time to time of the Club and each person who was or is from time to time a Member of the Committee or any Sub-Committee or as a Club Member has performed any function on behalf of the Club

shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the Club, which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Club or in relation to the Club, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or as a Member of the Committee or any Sub-Committee or as a Club member as the case may be. The Club may purchase and maintain insurance against this liability for its own benefit and for the benefit of the Officers and the Committee and Sub Committees and Club Members.

29 Notices

29.1 A notice may be served by the Club upon any Member, either personally or by sending it by first class post or fax addressed to such member at his or her registered address as appearing in the Register of Members. A notice may also be served by the Club upon any Member by electronic communication in accordance with Rules 31.2 and 31.3.

29.2 Any member who notifies the Club of an address to which the Club may send electronic communications shall be treated as having agreed to receive notice and other documents from the Club by electronic communication.

29.3 If a Member notifies the Club of his email address the club may send the Member the notice or other documents by publishing the notice or other document on a website and notifying the Member by email that the notice or other document has been published on the website.

29.4 Any notice, whether sent by post, fax or electronic communication shall be deemed to have been served on the day following that on which the letter or other communication containing the same is put into the post, sent, or otherwise despatched.

30 Arbitration

Every dispute of the type specified in Section 60 of the Industrial and Provident Societies Act 1965 (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single arbitrator (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President (or failing whom one of the other Officers) for the time being of the British Mountaineering Council.

31 Interpretation

31.1 Subject to the provisions of the Industrial and Provident Societies Act 1965 any difference of opinion as to the interpretation of these Rules or on any matter not provided for therein shall be decided by the Chairman of a General Meeting at such Meeting or by the Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

31.2 All references to the Industrial and Provident Societies Act 1965 in these Rules shall be interpreted as referring where the context so admits to any amendment, modification or re-enactment of that Act.

Signatures

Name:

Signature:

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(Member)

Name:

Signature:

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(Member)

Name:

Signature:

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(Member)

Name

Signature:

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(Secretary)