



BOWLINE CLIMBING CLUB LIMITED

RULES OF ASSOCIATION 2015

Section 1 Name and Objects of the Association

- 1.1 The Association shall be called '**The Bowline Climbing Club Limited**' and shall be referred to as '**the Association**' in these Rules.
- 1.2 The objects of the Association (the '**Objects**') shall be:-
 - (a) to foster a love of mountains and hill country and a knowledge of Mountaineering;
 - (b) to encourage the sport of Mountaineering in all its forms; and
 - (c) to facilitate its practice by encouraging meets in suitable areas.

Section 2 Powers of the Association

- 2.1 The Association shall have the power to do anything which appears to it to be necessary or desirable in the pursuit of the Objects. In particular, it may own, acquire and dispose of property, enter into contracts, accept gifts of property and employ staff. The Association may invest funds for the Objects, including forming, participating in forming or otherwise acquiring membership of bodies corporate, may borrow money in pursuit of the Objects subject to a limit of Fifty Thousand (£50,000.00) pounds or such other sum as may be set by the Members at a General Meeting following a Special Vote and it may affiliate to kindred organisations.

Section 3 Officers and Committee

3. The Officers of the Association shall include: a Chair, a Secretary, a Treasurer, a Meets Secretary, a Hut Secretary and a Membership Secretary together with such other Officers as may be required by the Byelaws from time to time.
- 3.2 The affairs of the Association and the exercise of all of its powers shall be administered and managed, subject to these Rules, by the Committee which shall have power to do everything necessary to manage the affairs of the Association. The Committee shall consist of the Officers together with four elective Committee members and any further additional Committee members or additional officers as shall be deemed expedient and be approved at the AGM for any particular Association Year following that AGM but any such additional Committee member or officer's position shall be temporary lasting only until revoked at a General Meeting and shall in any event need ratification at each and every AGM following (each Officer, elective and additional officer or member being herein individually referred to as a '**Committee Member**'). Only Committee Members shall be eligible to cast a vote at a Committee Meeting. At any Committee Meeting a quorum of the Committee shall consist of any six Committee Members. Every question and any Vote upon any resolution or decision before the Committee shall be decided by a show of hands of those Committee Members present each Committee Member having one vote but in the case of an equality of votes the Chair having a second or casting vote. If not quorate the Committee Meeting may continue but no business requiring that a Vote be taken may be transacted or discussed until the Committee Meeting becomes and remains quorate.
- 3.3 The Committee shall have the power to nominate and set up Sub-Committees for such purposes and with such executive powers as the Committee may deem necessary and may appoint the members thereof for which posts only Members shall be eligible. Sub-Committees shall act in accordance with the directions of the Committee and shall report to it from time to time and be dissolved, if not before, then at the next following AGM (if not renewed). The Committee is also empowered to fill any vacancy on the Committee arising between AGMs, ad interim, for a temporary period not to exceed the period of time remaining to the next AGM.

- 3.4 The Committee Members and Auditors (if any) shall be elected at the AGM.
- 3.5 All Officers shall be honorary officers and none of the Committee Members nor the members of any Sub-Committee shall be entitled to any remuneration for their services but if so approved by the Committee they shall be entitled to be reimbursed for any out of pocket expenses properly incurred on behalf of the Association.
- 3.6 Any Committee Member being guilty of conduct which is contrary to the interests of the Association shall be liable to removal from office by a Vote at a Committee Meeting. Any Committee Member removed under this Rule may appeal the Committee's decision to remove him/her, such appeal to be heard at a General Meeting of the Association. If the appeal is by way of an EGM especially for that purpose it must be by a written requisition signed by whichever is the lesser of 30 Members or (not less than) 25 percent of the Members (the number of those signing the requisition divided by the total number of Members being expressed as a percentage and rounded down to the nearest whole number) and be lodged with the Secretary in writing within 30 days of removal from office. That EGM must be called as soon as reasonably practicable after receipt by the Secretary of the Committee Member's requisition; not less than four weeks' notice of the EGM must be given to all Members and the Secretary must inform the Committee Member in question of the time and place of the EGM. At the General Meeting the Committee Member must be allowed to offer an explanation of their conduct verbally or in writing but if after an Ordinary Vote the General Meeting approves the removal from office of the Committee Member the Committee's decision to remove the Committee Member shall be upheld. In this Rule 3.6 references to '**Committee Member**' shall include '**member of any Sub-Committee**'.
- 3.7 Any Committee Member or member of any Sub-Committee may retire by giving one week's prior notice to the Secretary, and all shall retire at the conclusion of the AGM next following having been elected to the Committee (or at such other date as shall be set out from time to time in the Bye-laws) but shall be eligible for re-election at that AGM.
- 3.8 The Committee Members shall meet at least four times in each Association Year (**'the Ordinary Committee Meetings'**) but there shall be no maximum number of times that the Committee Members may meet, the decision upon the dates of their meetings being entirely at the Committee's discretion.
- 3.9 An Extraordinary Committee Meeting (**'ECM'**) may be convened by the Chair or by a written requisition stating the special business ('Special Business') to be transacted at the ECM addressed and served on the Chair by personal delivery or sent to him/her by recorded delivery post (entirely at the senders risk of such requisition failing to reach the Chair in time or at all) signed by not less than three Committee Members. The Secretary shall (either in writing or if a Committee Member has agreed, by electronic means or other form of communication) give at least seven days' notice of the date of the ECM to every Committee Member, and the ECM shall be brought to an end as soon as the Special Business has been dealt with. At any ECM a quorum of the Committee shall consist of six Committee Members. Only Committee Members shall be eligible to cast a vote at an ECM. Every question and any Vote upon any resolution or decision before the ECM shall be decided by a show of hands of those Committee Members present each Committee Member having one vote but in the case of an equality of votes the Chair having a second or casting vote. If not quorate the ECM may continue but no business requiring that a Vote be taken may be transacted or discussed until the ECM becomes and remains quorate. If such ECM fails to become quorate the Secretary will call an EGM to discuss the Special Business in accordance with Rule 4.3 hereof.
- 3.10 At least seven days before the date set for the next Ordinary Committee Meeting the Secretary shall send each Committee Member (either in writing or if a Committee Member has agreed, by electronic means or other form of communication) a notice of the date of the next Ordinary Committee Meeting and, if the Secretary considers it necessary, will send all Committee Members an agenda. Members shall be entitled to attend at Committee Meetings but not to speak (except with the consent of a majority of the Committee Members present which consent shall not be unreasonably refused) or to vote.
- 3.11 The proceedings of the Committee shall be recorded by the Secretary (or by the Chair or another nominated Committee Member in his absence) in a minute book (which may be electronically stored) which shall be open to inspection by any Member so requesting at any reasonable time at any reasonable place upon giving the Secretary reasonable prior notice.

Section 4 General Meetings

4.1 A meeting of Members shall be held in Leicestershire once in every calendar year in March (the Annual General Meeting or '**AGM**'). A copy of the Financial Statement, made up to the previous 31st December, together with the agenda of the business to be transacted and a proxy form, shall be posted (or if that Member has agreed, by electronic means or other form of communication) to each Member not less than fourteen days before the AGM.

The business at the AGM shall be:-

- (a) to receive the Chair's report of the activities of the Association during the preceding year;
- (b) to receive and consider the Financial Statement and any associated accounts of the Association for the preceding Financial Year, the Auditors' report on the Financial Statement and accounts (if any) and the Treasurer's report on the financial position of the Association;
- (c) to receive and consider the reports of any of the other Officers;
- (d) to elect the Officers and the elective Committee members;
- (e) to remove and elect the Auditors (if any) otherwise they remain in office;
- (f) if so desired to set the Subscription and fees for use of the Premises for the next following Association Year;
- (g) such other business as may be necessary or be deemed desirable by the Committee or the Members, save that no Vote may be taken on any matter or business of which Members were not given notice when they were notified of the AGM.

4.2 Any Member may make a nomination or nominations for the Auditors (if any) or for any named Member(s) to be considered for election at the AGM to the position of Officer or elective Committee member but any such nomination(s) is to be in writing and notified to the Secretary prior to the start of the AGM (stating also that any Member or Auditors so nominated have signified their willingness to serve if elected) by personal delivery or sent to him/her by recorded delivery post (entirely at the senders risk of such nomination(s) failing to reach the Secretary in time or at all). In addition the Chair will take nominations for each position from those Members attending the AGM. If there is only one nomination for any particular Officer position or in the event that the number of nominations for the elective members of the Committee does not exceed the number of respective vacancies for the floor of the AGM and/or by written nomination received by the Secretary in accordance with this clause then the Chair of the meeting shall declare the nominees duly elected, but if the number of nominees shall exceed the number of vacancies an election by ballot shall take place. Only Members are eligible for election/appointment to such offices. The election of the elective Committee members and Officers at the AGM shall be by secret paper ballot, any other decision(s) being decided by a Vote which is to be taken by show of hands or by secret paper ballot in either case subject to the discretion of the chair of the meeting. Only Members shall be eligible to cast a vote at the AGM or to nominate a Member for election to the position of elective Committee member or Officer.

4.3 An Extraordinary General Meeting ('**EGM**') of the Members may be called at any time either by a resolution of the Committee giving not less than 14 days' notice to the Members; or by a written requisition signed by whichever is the lesser of 30 Members or (not less than) 25 percent of the Members (the number of those signing the requisition divided by the total number of Members being expressed as a percentage and rounded down to the nearest whole number), stating the business intended and/or the resolution or resolutions proposed to be transacted at the EGM in either case not being inconsistent with these Rules, addressed and served on the Chair by personal delivery or sent to him/her by recorded delivery post (entirely at the senders risk of such requisition failing to reach the Chair in time or at all) in which event the Secretary shall, within 14 days of receipt of the requisition by the Chair call the EGM, giving not less than 14 days' (except in case of emergency, the Chair's decision on that point being final) and not more than 21 days' notice and including a proxy form and all Members shall be entitled to attend such EGM which shall be competent to deal only with the business for which it has been called and be brought to an end as soon as that business has been dealt with. Notice of an EGM shall be given by the Secretary either in writing or, where a Member has agreed to receive notice in this way, by electronic means or other form of communication.

4.4 Prior to the start of any General Meeting a chair of the General Meeting shall be elected who shall not be the Association's elected Chair.

- 4.5 Only Members shall be eligible to cast a vote at a General Meeting every Member present in person having one vote any decision(s) being decided by a Vote which is to be taken by show of hands or by secret paper ballot in either case subject to the discretion of the chair of the General Meeting.
- 4.6 Any Member may appoint another Member as a proxy to attend and vote in his/her place on all resolutions to be voted upon at a General Meeting. The Member appointed as proxy will in addition be entitled to vote on their own behalf. Notice of the appointment of a proxy by way of a completed proxy form shall be lodged with the Secretary either in writing or by electronic means or other form of communication as the Committee shall determine at least forty-eight hours before the time of the General Meeting and in default the appointment of the proxy shall be invalid responsibility for the successful lodgement of the proxy form being the responsibility of the Member appointing the proxy.
- 4.7 The quorum at all General Meetings shall be at least 25 per cent of the Members (the number of Members attending divided by the total number of the Members expressed as a percentage and rounded down to the nearest whole number), except where a Vote upon an amendment or amendments to these Rules is being considered by Rule 9.1(a) when the quorum shall be at least 50 per cent of the Members (the number of Members attending divided by the total number of the Members expressed as a percentage and rounded down to the nearest whole number) and no such General Meeting considering such amendment(s) to these Rules may commence discussions about any amendment to these Rules until it is quorate. All General Meetings must remain quorate during the whole period of time that they are transacting business.

Section 5 Membership

- 5.1 The criteria for Membership of the Association, as determined by the Committee from time to time will be published in the Byelaws, on the Association website and in the guidance notes/application form for prospective members. There shall be different classes of Member, which shall include: Full Members, Honorary Members, Associate Members and such other classes of member as may be defined in the Byelaws from time to time. Each class of Member may have its own membership criteria but (subject to Rules 5.6 and 5.7) all Members shall have equal voting rights on any matter. The confirmation by the Committee of all classes of Member (with the exception of Honorary Members) into Membership of the Association shall be at the sole discretion of the Committee. Applications for Membership will be assessed by the Committee against the criteria in force at the time of the application. The decision of the Committee will be by an Ordinary Vote of those present at a Committee Meeting, and will be final. The Membership criteria will be reviewed from time to time and amended as appropriate by the Committee and laid out in the Byelaws. A newly elected Member (other than an Honorary Member) must pay their Subscription within the period following their election set out in the Byelaws or their Membership may be terminated.
- 5.2 The Committee shall have power to nominate for election at an AGM suitable persons as Honorary Members. Honorary Members shall be exempt from payment of Subscriptions.
- 5.3 With the exception of Honorary Members, Members shall pay a subscription ('the Subscription') to the Association each year. The Subscription shall be as recommended from time to time by the Committee and agreed by an AGM and be due on January 1st each year. For all other purposes than that laid out in clause 6.5 hereof (including but not limited to the period for which each year's Subscription shall entitle a Member to remain a Member) the '**Association Year**' shall begin on and run from and including 1st January in each successive year up to and including 31st December in the same year.
- 5.4 The amount of the Subscription may vary between the different classes of Membership and within the different classes of Membership.
- 5.5 If a Member has failed to pay their Subscription by the required date being the date of the AGM in March of the current Association Year, and a further 21 days has elapsed after a reminder (stating that their Membership of the Association will be terminated after 21 days if the Subscription has not by then been paid) has been sent by the Secretary in the ordinary course of the post to that Member's last notified address, then at the discretion of the Committee that Member's Membership of the Association may be terminated forthwith but the Committee shall have the power to re-admit such person upon such terms as it may decide.

- 5.6 Any Member whose Subscription is in arrears shall not be entitled to vote or enjoy any privilege of Membership of the Association until paid up.
- 5.7 The Association may have Associates. There may be different classes of Associate. The confirmation by the Committee of persons to Associate status of any class shall be at the sole discretion of the Committee. Applications for Associate status will be assessed by the Committee against the criteria in force at the time of the application. The decision of the Committee will be by an Ordinary Vote of those present at an Ordinary Committee Meeting, and will be final. The criteria for admission to Associate status will be reviewed from time to time, and amended as appropriate, by the Committee and laid out in the Byelaws. Associates may be required to pay a Subscription, and if so references to **'Member'** in Rules 5.3 to 5.5 inclusive shall include Associates and references to **'Membership'** in those same Rules shall include Associate status. Associates shall receive all Association publications but have no other rights or privileges, except as the Committee decides.
- 5.8 Any Member shall cease to be a Member upon:-
- (a) giving the Secretary written notice of resignation of their Membership; but also
 - (b) where at any time the Committee considers that the interests of the Association require it may invite a Member to resign from the Association in a letter specifying the reasons for such request in detail and offering the Member an opportunity to provide an explanation either in writing or in person and the date before which the reply should be received. If the Member concerned requests a meeting to provide an explanation, the Committee must arrange an ECM at a suitable time and place and within a reasonable period of time and must provide the Member with not less than seven days written notice of the ECM. The Committee must consider the explanation provided by the Member (whether by letter or at the ECM) in good faith and having had due regard to all available evidence may confirm or cancel their original decision. If the Committee confirms its original decision and the Member concerned does not resign the Committee may either decide to submit the question of expulsion to a General Meeting or to an EGM convened for the purpose whether or not the Member has requested such a meeting, or it may terminate such Member's Membership of the Association in accordance with Rule 5.8 (c) hereof;
 - (c) If at any time the Committee considers a Member is guilty of conduct or has committed some act which, in the opinion of the Committee, is grossly inconsistent with Membership of the Association or whose conduct it reasonably considers to be grossly detrimental to the interests of the Association in either case as it shall see fit and its occurrence to be beyond reasonable doubt it may immediately and unilaterally terminate the Member's Membership without calling the Member before the Committee but only by at least two thirds of the Committee voting in favour of expulsion with those abstaining those not voting and those Committee Members not present being counted as votes against expulsion provided that this power must be exercised within forty two days from the date of the Committee Meeting next following the alleged offending act or conduct having been brought to the notice or knowledge of a Committee Member but subject to the Member's right to appeal the Committee's decision at a General Meeting. An appeal against such unilateral termination of Membership by way of an EGM must be lodged with the Secretary by a written requisition signed by whichever is the lesser of 30 Members or (not less than) 25 percent of the Members (the number of those signing the requisition divided by the total number of Members being expressed as a percentage and rounded down to the nearest whole number) and be lodged with the Secretary in writing within 30 days of removal from Membership. That EGM must be called as soon as reasonably practicable after receipt by the Secretary of the Member's requisition; not less than four weeks' notice of the EGM must be given to all Members and the Secretary must inform the Member in question of the time and place of the EGM;
 - (d) at any General Meeting considering such a matter in accordance with Rules 5.8 (b) and (c) the Member must be allowed to offer an explanation of their conduct verbally or in writing but if after an Ordinary Vote the General Meeting approves the expulsion of the Member the Committee's decision to expel the Member shall be upheld. The voting at any such General Meeting must be by secret ballot if not less than five Members present at that meeting so demand. The Committee may exclude any Member whose resignation has been requested from the Association until the General Meeting is held;
 - (e) death;
 - (f) and on ceasing to be a Member a person forfeits all right to claim upon the Association and its property and funds and a person who has been expelled from the Association shall not be entitled to participate in any subsequent activity of the Association nor to visit the Premises; and
 - (g) in this Rule 5.8 references to 'Member' shall include Associates and references to 'Membership' shall include Associate status.

5.9 The Committee may temporarily suspend any Member whose conduct it considers detrimental to the interests of the Association pending a final decision on termination of Membership. In extreme circumstances the Chair, in consultation with at least two other Officers, may temporarily suspend a Member, such a decision being reviewed at the next following Committee Meeting. Any Member whilst suspended shall lose rights to vote and of access to the Premises. Any Association Member suspended has the right of appeal within 30 days of suspension to a panel of two past Chairs appointed by the Committee. In this Rule 5.9 references to **'Member'** shall include Associate and references to **'Membership'** shall include Associate status.

Section 6 Finance

6.1 All Association funds shall be held in accounts in the name of The Bowline Climbing Club Limited.

6.2 The Association's income shall be obtained annually from the Subscriptions of Members and (if applicable) Associates, from investments and securities, from activities arranged by the Association at the Premises or elsewhere, from the letting of the Premises, from sponsorship and from any other available source and any surplus income or assets will be invested in the Association and will at no time be distributed to Members or Associates.

6.3 The profits of the Association shall be applied only in furthering the Objects.

6.4 The Association shall not have power to receive money on deposit from Members, Associates or others.

6.5 The 'Financial Year' of the Association shall begin on and run from and including the 1st January in each successive year up to and including the 31st December in the same year and the Financial Statement of the Association's affairs shall be made up to 31st December in each year and shall be signed by the Treasurer, the Secretary and one Committee Member. An audit, where necessary in law or where the Membership require, shall be carried out by the Auditors or, where the conditions applicable for appointing lay Auditors apply, by one or more lay Auditors, and a printed copy of the signed Financial Statement, together with any Auditors' report thereon, shall be sent to each Member with the notice calling an AGM. The Treasurer shall keep proper books of accounts and prepare annual statements of income and expenditure and of current assets and liabilities and a Financial Statement up to and including the last day of each successive Financial Year and such records accounts and annual statements shall be open to inspection by any Member so requesting at any reasonable time at any reasonable place upon giving the Treasurer reasonable prior notice.

6.6 The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with. The Auditors where appointed shall be entitled to attend at 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.

6.7 The Association may participate in a direct debiting scheme as an originator for the purpose of collecting Subscriptions for Membership and/or any other amounts due to the Association. In furtherance of such a scheme the Association may enter into an indemnity required by the bank upon whom direct debits are to be originated and such indemnity may be executed on behalf of the Association by the Secretary or as otherwise determined pursuant to these Rules.

6.8 All monies received by the Association shall be paid into an account in the name of the Association at a bank appointed by the Committee and cheques and other instruments drawn on and directions to the bank shall be signed by not less than two Officers.

Section 7 Assets

7.1 (a) There shall be no disposal of any of the Association's assets unless such disposal has been authorised by a resolution carried at a General Meeting of the Association by a majority of at least two-thirds of the Members present and voting in person or by proxy thereon. For the purposes of this Rule 'disposal' means any gift, sale, lease, mortgage, charge, exchange, permanent loan or dedication. This Rule shall not apply to the disposal of any asset or collection of assets having a value not exceeding a sum as agreed at a General Meeting and included in the Byelaws.

- (b) If the value of the assets proposed for disposal is greater than a sum as agreed at a General Meeting and included in the Byelaws then the number of votes cast in person or by proxy must represent at least half of the Association's Members.

Section 8 Policies

- 8.1 The Committee will have and maintain such policies as may be required by law including for the time being a Health and Safety Policy, a Fire Policy and a Child Protection Policy and will review and if necessary amend these policies from time to time such policies being publicised on the website and in the Premises.

Section 9 Statutory procedures

Alteration of Rules

- 9.1 No alteration to these Rules shall be made except where proposed at any time by the Committee or a requisition containing a statement of reasons for the proposal addressed to the Chair and signed by at least 25 per cent of the Association's Members (being the number of those signing the requisition divided by the total number of the Members expressed as a percentage and rounded down to the nearest whole number) either:-
- (a) at a General Meeting approved by a Special Vote in which case the quorum at such General Meeting shall be at least 50 per cent of the Association's Members (being the number of Members attending divided by the total number of the Association's Members expressed as a percentage and rounded down to the nearest whole number) no such General Meeting considering such amendment(s) to the Rules commencing discussions about any amendment to these Rules until it is quorate; or
 - (b) at the discretion of the Committee by a postal vote as follows:-
 - (1). Within 14 days of the receipt of the requisition or of the Committee so resolving the Secretary shall issue a separate ballot paper on each proposed resolution to every Member.
 - (2). Each ballot paper shall:-
 - a) bear a different number but an identical date (the '**Start Date**');
 - b) state the name of the Member and have a space for the Member's signature;
 - c) state a closing date for the vote (the '**Closing Date**') which shall be no earlier than 28 days nor later than 56 days following the Start Date;
 - d) be signed by the Chair using either a handwritten signature or a digitised signature;
 - e) in addition to the requirements of this clause state only the text of the proposed resolution accompanied by a Yes/No choice;
 - f) either on the same day:-
 - (i) be posted by first class ordinary post to the Member's address shown on the current years membership list (if there is more than one Member at the address votes shall be sent separately to each Member); or
 - (ii) be sent by email as an electronic form to the Member's email address shown on the current years membership list;
 - g) if sent by post be accompanied by a pre-paid addressed return envelope with a first class stamp affixed (if there is more than one resolution only one return envelope need be provided);
 - h) be accompanied by a statement of reasons given for the proposal and informing the Member that within 7 days following the Start Date he/she may send (at the sender's risk of the communication not arriving whether sent by post or by email) or give to the Chair (in either case whether accompanied by a vote or not) objections and comments but in either case by the Closing date he/she must if the vote is to count send his/her signed vote to the Chair.
 - (3). Not earlier than 9 days nor later than 14 days following the Start Date (either by first class ordinary post to the Member's address shown on the current year's membership list or by email to the Member's email address shown on the current year's membership list) the Chair shall send to each Member whose vote has not by that date been received a copy of all objections and comments which have been received under Rule 9.1 h).

- (4). Only signed voting papers received by the Chair by the Closing Date shall count. There shall be no casting vote in the event of a parity in votes. Voting papers that have been sent by email may be completed, signed, scanned and returned by email or completed, have a digitised signature added and returned by email or may be completed and returned by post.
- (5). The resolution shall be approved if more than half of the Association's Members vote in favour of the resolution.
- (6). As soon as possible after the Closing Date the votes shall be counted and the result announced on the Association's website.
- (7). The voting papers shall be kept by the Chair for a period of 28 days after the vote and shall be made available for inspection if requested by any Committee Member or by the requisitionists.

9.2 Byelaws and any changes to Byelaws will be made by the Committee but subject to ratification by the next following General Meeting such Byelaws being published on the Association website.

Registered office

9.3 The Registered Office of the Association shall be Dinorwic Mill Cottage, Tai Felin, Brynrefail, Caernarfon, Gwynedd. Notice of any change in the situation of the Registered Office shall be given by the Secretary to the Financial Conduct Authority ('FCA') within fourteen days after the change.

Use of Name of the Association

9.4 The Association's 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 Association are carried on.

9.5 The Association's name shall be stated in legible characters in all business letters of the Association, in all notices, advertisements and other official publications of the Association, 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 Association and in all bills, invoices, receipts and letters of credit of the Association.

9.6 Save with the authority of the Committee, the name of the Association 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 Association or the Committee.

Registers of Members and Associates

9.7 The Association shall keep at its Registered Office a Register of Association Members Officers and Committee Members in which the Secretary shall enter the following particulars:-

- (a) The name, postal and (if provided) electronic address of each Member;
- (b) A statement of the share held by each Member and the amount paid therefore;
- (c) A statement of other property, if any, in the Association held by each Member whether in loans or otherwise;
- (d) The date on which each Member was entered in the Register as a Member and the date on which a Member ceased to be a Member;
- (e) The names and addresses of the current Committee Members of the Association with the offices held by them respectively and the date on which they assumed and (if during the current Association Year) left office;
- (f) The Register of Members, Officers and Committee Members shall be open to inspection by any Member so requesting at any reasonable time at any reasonable place upon giving the Secretary reasonable prior notice but be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 9.7(a), 9.7(d) & 9.7(e) without also opening to inspection the other particulars entered in the Register.

9.8 The Association shall keep at its Registered Office a Register of Associates which shall be open to inspection by any Member so requesting at any reasonable time at any reasonable place upon giving the Secretary reasonable prior notice and in which the Secretary shall enter the following particulars:-

- (a) The name, postal and (if provided) electronic address of each Associate;
- (b) The date on which each Associate was entered in the Register as an Associate and the date on which an Associate ceased to be an Associate.

Inspection of Books

9.9 All Members and persons having an interest in the funds of the Association shall be allowed to inspect their own accounts and the particulars entered in the Register of Members Officers and Committee Members other than those entered under Rules 9.7(b) & 9.7(c) at any reasonable time at any reasonable place upon giving the Secretary ten working days notice at the Registered Office or at any other reasonable place or in accordance with such other 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.

Annual Return

9.10 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the FCA not later than seven months after such date the Secretary shall send to the FCA the annual return in the form prescribed by the FCA relating to the affairs of the Association for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Association with the report of the Auditors where applicable thereon for the period included in the return and a copy of each balance sheet made during that period and the report of the Auditors where applicable on that balance sheet.

9.11 A copy of the latest annual return shall be supplied free of charge on demand to every Member or person interested in the funds of the Association.

Publication of Accounts

9.12 The Association shall keep a copy of the last balance sheet for the time being together with the Report made by the Auditors where applicable thereon.

Registration

9.13 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 Act.

Dissolution

9.14 A duly appointed receiver or manager of the whole or part of the Association's assets may assume such powers of the Committee as they consider necessary to carry out their duties under the instrument of appointment.

9.15 The Association may be dissolved by the consent of not less than three-quarters of the Members who sign an instrument of dissolution in the directed form or by winding-up in the manner provided by the Act. The Committee will remain in office in order to settle the affairs of the Association. On the winding up or dissolution of the Association, after discharging all debts and liabilities of the Association any assets or funds whatsoever remaining must be applied in a manner likely to be in the best interests of climbers, hillwalkers and Mountaineers living in Leicestershire by:-

- (a) transfer to a body or bodies whose objects are broadly in line with the Objects set out in Rule 1.2;
- or
- (b) to the BMC which shall in any event be notified of the dissolution of the Association; or
- (c) where no such body or bodies exist, to another body or bodies established for exclusively charitable purposes with functions the same as or similar to the functions of the Association

and in each case this shall be as determined by the Members at the meeting called to decide the issue. No funds or part of any funds remaining after satisfaction of all debts and liabilities may be distributed to Members or Associates. Notwithstanding anything elsewhere in these Rules, any motion to amend this Rule or to remove it from these Rules will require approval by 75% of the Association's Members voting in person or by proxy.

Share Capital

9.16 The capital of the Association shall consist of shares of the value of five pence each. No Member may hold more than one share.

9.17 Each member of the Club at the date these Rules take effect pursuant to Rule 9.13 (other than those under the age of sixteen years if any) 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. No person who is not a member of the Club at the date these Rules take effect shall be issued with a share.

9.18 Any person 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.

9.19 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 5.2 such share shall be credited as fully paid by way of a capitalisation of any profits or the reserves of the Association and the Committee shall have power to take all steps necessary to give effect to this Rule.

9.20 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 Association as from the date of such transfer or attempted transfer.

9.21 The share of a Member shall be forfeited to the Association when that Member for whatever reason ceases to be Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Association.

9.22 The Association shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

Section 10 Miscellaneous

Indemnity

10.1 Each Officer and each person who was or is from time to time a Committee Member or a member of any Sub-Committee of the Association (and in addition the committee members officers and trustees under the former rules of the Club) and any employees from time to time of the Association shall (to the extent that such person is not entitled to recover under any policy of insurance) not be personally liable (other than to the Association as Members) for any loss suffered by the Association as a result of the carrying out of their respective duties on the Association's behalf except such loss as may arise from reckless or wilful default or by action outside the remit of their authorised duties and each shall be entitled to an indemnity of the assets of the Association for all liabilities risk and expense incurred by and during the proper discharge of their respective duties unless such liability risk or expense was wilfully unreasonably or recklessly incurred or by action outside the remit of their authorised duties by the particular Committee Member Officer or Trustee as the case may be and shall be entitled to be indemnified out of any and all funds available to the Association, 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 Association or in relation thereto, 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 a Committee, Member, Officer, Trustee, member of a Sub-Committee or employee as the case may be.

Continuity

10.2 For the avoidance of doubt every member of the Club who at the date these Rules take effect pursuant to Rule 9.13 holds office or position in any capacity in the Association shall continue to hold the same office or position following registration. Such members shall have the same seniority, dates of appointment, dates of retirement and the like after registration as before registration, subject only to such changes as are necessary by virtue of these Rules. The Trustees under the former rules of the Club shall, until they have fully discharged their duties, remain as Trustees upon those of the former rules which relate to Trustees, varied only insofar as these Rules necessarily require.

Notices

10.3 Any notice or other communication or document sent by first class post to a Member, Officer, Committee Member or any member of a Sub-Committee shall be treated as having been received forty-eight hours after the time when it was posted.

Arbitration

10.4 Every dispute of the type specified in Section 60 of the Industrial and Provident Societies Act 1965 or any amendment, modification or re-enactment thereof (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 to be appointed in default of agreement between the parties to the dispute by the chairman (or failing which one of the other officers) for the time being of the BMC.

Interpretation

10.5 Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any matter not provided for herein shall be decided by the chair 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.

Rules Binding on Members and Associates

10.6 Members and Associates of the Association are bound by and submit to these Rules and Bye-Laws of the Association and the ruling of the Committee shall be final on any matter not provided for in these Rules.

Section 11 Schedule of Definitions

'**Act**' means: the Industrial and Provident Societies Acts 1965-1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies.

'**Associate**' means: persons who are not Members but who support the Association's objects and may wish to be Members in the future.

'**Association**' means: Bowline Climbing Club Limited.

'**Auditors**' means the auditors of the Association for the time being a suitable independent and suitably qualified or experienced person who shall not be a Member and who shall be appointed or re-appointed by each AGM and shall hold office until the end of the next following AGM.

'**BMC**' means: the British Mountaineering Council (or if it changes its name or amalgamates with or transfers its assets to any other body then the body in its changed name or the body which results from such amalgamation or to which such transfer has been made).

'**Byelaws**' means: items in the day to day running of the Association which are subject to regular or frequent change.

'**Club**' means: the unincorporated association predecessor organisation of the Association (which was known as the Bowline Climbing Club).

'**Committee**' means: the committee designated in Rule 3.1 and 'Committee Member' means a member of the Committee for the time being and shall include any person co-opted under Rule 3.3.

'**Committee Meeting**' means: a properly called and quorate Ordinary Committee Meeting or ECM of the **Committee Members** and '**Committee**' shall mean: those Committee Members attending at a Committee Meeting.

'**Financial Statement**' means: a balance sheet together with a statement of accounts showing income and expenditure.

'**General Meeting**' means: a properly called and quorate AGM or EGM.

'**Meeting**' means: a Committee Meeting an ECM or a General Meeting.

'**Members**', '**Members of the Association**' and '**Membership**' means: the members of the Association and includes all classes of Member but shall not include Associates except where so specified to the contrary herein.

'**Mountaineering**' and '**Mountaineering**' means: mountain, rock and ice climbing, walking, exploration among mountains and activities and skills incidental to these pursuits.

'**Mountaineers**' means: those who are, or have been, active in Mountaineering.

'**Officers**' means: the officers designated in Rule 3.1.

'**Ordinary Vote**' means: a Vote where:-

- (a) if more than half of the votes cast are in favour of the motion resolution or proposal which is the subject matter of the Vote the motion resolution or proposal is successful and is thus carried and where (subject to where in the event of equality in voting on a Vote taken at an AGM the acting chair of that meeting shall have a second or casting vote there being no second or casting vote on any Vote taken at an EGM) if half or less than half of the votes cast are in favour of the motion resolution or proposal which is the subject matter of the Vote the motion resolution or proposal is defeated (all spoiled and unclear votes and all formal abstentions and those not voting being disregarded);

(b) in the event of equality in voting on a Vote taken at an AGM the acting chair of that meeting shall have a second or casting vote, but there shall be no second or casting vote on any Vote taken at an EGM.

'Premises' means: the Association's property known as Dinorwic Mill Cottage Tai Felin Brynrefail Caernarfon Gwynedd together with any other real property which shall from time to time be owned by the Association.

'Rules' means: these rules of the Association for the time being registered with the FCA.

'Special Vote' means: a Vote where, if more than two thirds of the votes cast are in favour of the motion resolution or proposal which is the subject matter of the Vote the motion resolution or proposal is successful and is thus carried but where, if two thirds or less than two thirds of the votes cast are in favour of the motion resolution or proposal which is the subject matter of the Vote the motion resolution or proposal is defeated (all spoiled and unclear votes and all formal abstentions and those not voting being disregarded).

'Trustees' means: those Members who were Trustees for the benefit of the Club.

'Vote' means: either a formal vote taken at a Meeting or the method by which any decision or approval which is within the prerogative of the Committee or of a Meeting shall be decided upon. All Votes shall be Ordinary Votes unless specifically stated to the contrary herein.

Signatures of Members

..... Full Name (.....)

Date.....2011

..... Full Name (.....)

Date.....2011

..... Full Name (.....)

Date.....2011

Signature of Secretary

..... Full Name (.....)

Date.....2011

BOWLINE CLIMBING CLUB LIMITED

PROPOSED RULE CHANGE BY POSTAL VOTE

Ballot No.....
Date.....(this is the Start Date – see below)
Closing Date (see below).....
Name of eligible Voting Member.....
Chair's signature.....

PROPOSED RESOLUTION:-

REASON(S) FOR THE PROPOSAL:-

I am in favour of this resolution:- YES/NO

Signed by Voting Member.....

NOTES:-

IT IS IMPORTANT THAT YOU EXERCISE YOUR RIGHT TO VOTE

1. If you have definitely made up your mind one way or the other as to the proposal(s) please vote immediately and within the first week of the Start Date if at all possible as this will save the Association postage.

2. If you have objections and/or comments on the proposal(s) which you wish to be brought to the attention of the Association's Voting Members you can within 7 days of the Start Date (but not after then) send those objections and/or comments (at your risk of these not arriving if by post) or give them to the Chair (in either case whether accompanied by your vote or not).

3. Between 9 and 14 days following the Start Date the Chair will circulate the objections and/or comments received to all Voting Members who have not by then voted.

4. If you are unsure as to your decision on the proposal(s) you can wait and see whether any objections and comments are made by other Voting Members which you should receive by post (but only if there are any) some time after 9 days following the Start Date.

5. If you don't receive any objections and/or comments from the Chair and the Closing Date is approaching it is your responsibility to contact the Chair to find out whether any were received and sent to you which have gone missing in the post.

6. In all cases if your vote is to count you must send your signed vote to reach the Chair by the Closing Date.