

# CONSTITUTION OF THE ANABASIS MOUNTAINEERING CLUB

Adopted 15<sup>th</sup> January 2013.

## 1. Introduction

The Constitution has **18 sections**.

- **Section 2** identifies the Club and its purposes.
- **Sections 3, 4, 5 and 6** deal with membership, identifying who is eligible for membership and the basis on which membership may be refused or removed (3) and, describing members' rights and responsibilities (4), the expulsion of members (5) and members' subscriptions (6).
- **Sections 7 and 8** deal with Officers and the Committee.
- **Sections 9 to 13** deal with meetings – General (9), Quorum (10), Voting (11), Chairing (12) and powers to change the Constitution (13).
- **Sections 14** covers administration, and **Section 15** property, **Section 16** finance.
- **Section 17** covers dissolution of the Club and **Section 18** explains the priority given to 'Key Rules' (**KR**) in the event that these rules conflict with other rules of the Club.
- At General Meetings, **Quorum 'A'** is at least one third of the voting members able to attend; two of the Members shall be one Officer and a Committee member. **Quorum 'B'** is at least one fifth of the voting members able to attend; two of the Members must be an Officer and a Committee member. At Committee meetings, **Quorum 'C'** is at least one half of the Committee members; one member must be an Officer,

## 2. The Club and its Objects

- 2.1 The name of the Club shall be 'The Anabasis Mountaineering Club' (hereinafter referred to as 'The Club').
- 2.2 The headquarters of The Club shall be the address of the current Secretary.
- 2.3 The Club shall consist of Ordinary Members along with any other category of Membership that may from time to time be determined.
- 2.4 The purposes of the Club are to promote and provide support for the amateur sport of mountaineering and community participation in that sport. **KR**
  - 2.4.1 The term 'mountaineering' is deemed to include climbing and walking and related activities such as caving, fell-running and skiing.
- 2.5 The Club shall be an Affiliated Member Club of the British Mountaineering Council (B.M.C. – the sport's Governing Body) and shall offer Affiliated Individual Membership of the B.M.C. as part of the Club Membership package.
- 2.6 The Club is based in Merseyside, UK, but there is no geographical restriction on membership or the location of activities.
- 2.7 There shall be no restriction on qualification as regards proficiency required for membership, nor shall there be any restrictions placed on mountaineering activities of members. **KR**
- 2.8 The Club cannot hold itself responsible for the safety of its members undertaking the sport of mountaineering as defined in 2.4.1.

- 2.9 The Club will fulfil its statutory responsibilities for the health and safety of persons using its facilities by providing information about risks and safe practice to its Members. This information will be available in hard copy for users of the Garth Hut, information. Such information will also be available from the Secretary on request. For the purposes of this Clause and 2.11, 'facilities' shall mean any premises or equipment owned or leased by the Club.
- 2.10 Notwithstanding 2.8, the Club will fulfil its statutory responsibilities for the health and safety of its Members undertaking Club business.
- 2.11 Notwithstanding 2.8, the Club will fulfil its statutory responsibilities and its duty of care in the safeguarding of children (defined as anyone under 18 years), in the sharing of information, in any activities it arranges, and in the use of facilities it leases or owns. **KR**
- 2.12 The Club will have due regard for the law on Disability Discrimination.

### **3. Membership**

- 3.1 Membership of the Club shall be open to anyone who has attained the age of 18 years interested in the sport on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non discriminatory basis. **KR**
- 3.2 The Club may have different categories of membership and subscription on a non discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating. **KR**
- 3.3 The classes of Membership currently available and the relevant fees will be proposed annually by the Committee and agreed by the Club at the Annual General Meeting by a simple majority of Quorum 'B'. The Membership classes and fees will be published on the Club's website and will be made available in hard copy on request to the Secretary.
- 3.4 Application for Ordinary Membership of the Club will be accepted on the basis of a completed Application Form endorsed by a member of the Committee and one written reference from an existing Ordinary Member of the Club who has a minimum of 12 months continuous membership up to the date of the Application. Applications for Ordinary Membership shall be presented by the Committee at the Annual General Meeting and confirmed by a simple majority of Quorum 'B'. The Meeting may at its discretion (by a simple majority of Quorum 'B') accept an in-person verbal reference in the absence of a written reference. The Committee is empowered to accept new Members on a provisional basis subject to endorsement by a General Meeting of the Club.
- 3.4.1 The Application Form for Ordinary Membership of the Club will be published on the Club's website and will be made available in hard copy on request to the Secretary.
- 3.5 Any Member may resign their Membership by giving notice in writing to the Secretary. Every such notice shall be deemed to take effect from the receipt thereof.
- 3.6 Any Member who fails to pay the annual subscription and has not given notice of their resignation by date of the Club's Annual General Meeting will be deemed to have continuous membership and will remain liable for their subscription for the year in which Annual General Meeting is held.
- 3.7 Any Member shall, on ceasing to be a member of The Club, forfeit all rights and claims on The Club, its property and funds.

#### **4. Rights and Responsibilities of Membership**

- 4.1 Acceptance of the rules of The Club, as laid down by this Constitution, and in any other document detailing the Responsibilities of Members, is a condition of membership.
- 4.2 An Ordinary Member shall have decision making rights, defined as the right to propose or second and vote on all motions as shall accord with these rules. An Ordinary Member shall have the right of holding office, or of a seat on the Committee, if voted thereon, having been an Ordinary Member for at least one full year from their date of election to the Committee. Other than under the provisions of 8.1.2 (co-option), the rights of Committee membership and office-holding are only available to Ordinary Members.
- 4.3 An Ordinary Member may have use of the Club facilities (in particular the Garth Hut) on whatever basis may be from time to time determined by the Club. Fees and access arrangements will be proposed annually by the Committee and agreed by the Club at the Annual General Meeting by a simple majority of Quorum 'B'. The information will be published on the Club's website and will be made available on request by the Secretary.
- 4.4 All Club Members are responsible for acting in such a manner as does not bring discredit to the Club or to sport of Mountaineering.
- 4.5 Members of any category are responsible for enabling communication by informing the Secretary of their current postal, and wherever possible, e-mail, address. Use of e-mail is preferred as this reduces both cost and the Secretary's workload. Members of any category are responsible for using the Club website to access information about Club activities.

#### **5. Expulsion of Members**

- 5.1 Should a person whose membership has expired wish to rejoin the Club, their membership will be reinstated upon payment of the subscription for that year. The full subscription will be payable irrespective of the time of the Club year (the calendar year) that payment is made.
- 5.2a The Club Committee may remove membership for good cause such as conduct or character likely to bring the Club into disrepute. Appeal against refusal or removal may be made to the members.
- 5.3 A person suspended from membership of the Club may expedite matters by arranging for an Extraordinary Meeting under Rule 9.5.

#### **6. Annual Subscription**

- 6.1 Members shall pay an Annual Subscription. The amount for each type of Membership shall be decided at the Annual General Meeting and information published on the Club Website.
- 6.2 In the event of a special levy being required, the Club shall call a General Meeting under the rules in Section 7, below.
- 6.3 The Committee has the discretion to apply a discount to the fee for a single ordinary individual membership in order to encourage people to join the Club. This discretion should be applied on a non-discriminatory basis may be applied to a joining individual's membership for a maximum of 12 months.

6.4 Subject to the prior in principle agreement of a General Meeting and confirmed by a simple majority of Quorum 'B', and in order to encourage people to join the Club, the Committee shall have the discretion to agree a group membership for persons belonging to another specified organisation. The duration of the Committee's discretion to agree group membership for any persons from a specified organisation shall be not more than 12 months, or the next General meeting of the Club, whichever is the sooner.

6.4.1. Such memberships are subject to endorsement by a General Meeting of the Club (as in 3.4).

## **7. Officers**

7.1 The Officers of The Club shall consist of a Chairman, Secretary, Treasurer, Hut Warden, and such other officers as shall from time to time be necessary.

7.2 The creation of new Offices, or the abolition of Offices mentioned in rule 7.1 shall be deemed to be a change in the Constitution.

7.3 The Officers shall be elected on annual basis by a simple majority of the votes of Quorum 'B' at the Annual General Meeting of The Club. They must be proposed and seconded by Ordinary Members.

7.4 An Ordinary Member may stand as a candidate for one office in any one year. Any candidate who fails to be elected is automatically a candidate for a seat on the Committee, unless he or she states otherwise.

7.5 Officers may be elected on a temporary basis at an Extraordinary General Meeting, their tenure of office to last until the next Annual General Meeting.

7.6 Should an Officer resign from his Office, then the Committee may temporarily pass on the duties of that Office to one of that body, without reference to a General Meeting; but if a non-Committee member shall assume these duties, Clause 8.1.2 (co-option) shall be implemented.

7.7 The Club may elect a full member to the position of Honorary President. The post is one of non-involvement in Committee business.

## **8. The Committee**

8.1 A Committee of no more than seven persons shall be formed, consisting of Officers of The Club, and other Ordinary Members elected by a simple majority of the votes of Quorum 'B' (see rule under Section 6) at a General Meeting of the Club.

8.1.2 Notwithstanding 8.1, the Committee shall have the right at its discretion from time to time to co-opt persons from any category of membership to assist the Committee as non-voting members.

8.2 After all Officers have been elected, all remaining candidates shall stand for election to the Committee. An unsuccessful candidate for election for the position of Officer shall be automatically considered for election to the Committee.

8.3 The Committee shall have the right to place any motion on the Agenda of the next General Meeting.

- 8.4 The Committee is empowered to enter into any contracts or agreements regarding the Club, which shall be binding on the Club, provided that before any agreement is entered into on behalf of the Club, the matters shall be placed before a General Meeting and approved by two thirds of the votes of Quorum 'B' (see rules under Section 7). This shall not prevent the Committee from exercising its discretion under Clause 6.4.
- 8.5 The Committee is responsible for authorising expenditure by the Treasurer, arrangement of official Club meets, matters relating to membership and other general business.

## **9. General Meetings**

- 9.1 An Annual General Meeting of the Club shall be held on a date not later than the last day of February, the date to be determined by the Committee and properly notified (see 9.4.1) to the Ordinary Members a minimum of 28 days prior to the Meeting.
- 9.2 The Agenda shall be circulated to the Ordinary Members at least 14 days before the General Meeting.
- 9.3 The Agenda shall include reports from the Secretary, Treasurer and Hut Warden. The accounts for the current year shall accompany the Agenda for the Annual General Meeting. Subject to the agreement of a simple majority of the votes of Quorum 'B', it will be acceptable for these reports and the accounts to be tabled on the day of the Meeting. If tabling on the day is not accepted, it will be necessary to convene another General Meeting.
- 9.4 No person shall be considered for tenure of office or a seat on the Committee, nor shall any motion be placed on the Agenda of a General Meeting unless it has been properly proposed and seconded (see 9.4.1) by Ordinary Members.
- 9.4.1 'Properly proposed' and 'properly notified' means notified in writing (hard copy or e-mail to the latest informed address – see 4.5) a minimum of 5 days prior to the issue of the Agenda. The 'send date' (e-mail) or post mark (hard copy) will be deemed to be the date of notification. The Secretary may at his or her discretion accept verbal notifications prior to the issue of the Agenda, subject to these being confirmed in writing at least 24 hours prior to the Annual General Meeting.
- 9.4.2 Subject to the agreement of a simple majority of the votes of Quorum 'B', it will be acceptable for Ordinary Members to announce their candidature and be proposed and seconded on the day of the Meeting. If this is not accepted, the Ordinary Member concerned will be unable to stand.
- 9.5 The Committee, or any Ordinary Member of the Club, shall be able to propose an Extraordinary General Meeting by a majority vote of the Committee.
- 9.6 In the event of an Extraordinary General Meeting being called each Ordinary Member of the Club shall receive a copy of the Agenda at least fourteen days before the date of the meeting. The cost of circulation is to be set against Club funds.
- 9.7 With the exception noted in 9.8, only those motions on the Agenda in accordance with rule 9.4.1 and procedural motions may be discussed or voted on at a General Meeting.
- 9.8 Any motion not on the Agenda of a General Meeting may be discussed and voted on only if the Chairman so permits.

9.9 Without exception, no proposal to change the Constitution of the Club may be dealt with under 'Any Other Business'.

9.10 Notification of General Meetings to categories of member other than Ordinary Member will be proposed annually by the Committee and agreed by the Club at the Annual General Meeting by a simple majority of Quorum 'B'. The information will be published on the Club's website and will be made available on request by the Secretary.

## **10. Quorums at Club Meetings.**

10.1 There shall be three types of Quorums at Club Meetings, known as A, B, and C.

10.2 At General Meetings, Quorum 'A' shall consist of the presence of at least one third of the voting members able to attend; two of the Members shall be one Officer and a Committee member.

10.3 At General Meetings, Quorum 'B' shall consist of the presence of at least one fifth of the voting members able to attend; two of the Members shall be one Officer and a Committee member.

10.4 At Committee meetings, Quorum 'C' shall consist of at least one half of the Committee members; one member must be an Officer.

## **11. Voting at Club Meetings**

11.1 With the exception of the election of Committee Members, voting shall be by a show of hands.

11.2 A Member shall be able to vote by post, the vote to be received by the Secretary before the meeting begins. The term 'post' is deemed to include written notification by e-mail.

11.3 Voting by proxy is not allowed.

11.4 Any Ordinary Member at a Club Meeting may propose that a secret ballot shall be held. If the motion is accepted by a simple majority of the votes, it shall be binding for the item under consideration only.

11.5 Voting for election of the Committee:

1. Members present shall vote by paper ballot for sufficient number of candidates to fill the vacant Committee Seats. The candidates with the most votes, including postal votes, shall be elected to the Committee Seat available. Should there be a tie for the last remaining Seat, then a simple majority vote will taken only for those tying.
2. For as many Committee seats as are available, there will be a similar number of votes allowed to a member voting by post. Should the postal vote have more candidates than there are Committee seats available then the last name(s) shall be struck off the vote until there are equal numbers of candidates and Committee seats, and each candidate remaining shall receive one vote from the postal voter. When there is a tie for the last remaining Committee seat, each postal vote will count for one vote only and that being for the candidate in preferential order. An unsuccessful candidate for the position of Officer, who was supported by postal vote, shall have their name placed at the head of that postal voter's order of preference for Committee voting.

11.5.1 With Agreement of all the candidates present and of a simple majority of Quorum 'B' at a General Meeting, election to the Committee may be accepted on a show of hands.

## **12. Chairman at Meetings**

12.1 The Chairman shall act in that capacity at all official meetings of the Club but, with the approval of the meeting, may waive this right in favour of another member for either the remainder of the meeting or a specified part of the meeting. In his absence, the committee shall arrange a Chairman to be elected by the members present for the duration of the meeting or until the Chairman is able to take the Chair.

12.2 The Chairman shall only have a casting vote at General Meetings to be exercised in the event of an equal division. At Committee Meetings, the Chairman shall have his/her right to vote in the normal manner, but shall have a casting vote when there is an equal division.

## **13. The Constitution**

The Constitution may only be altered by the agreement of two thirds of the vote of Quorum 'A' at a General Meeting, properly convened under the rules of Section 5. All other matters will only require a simple majority of the votes of Quorum 'B' unless this constitution states otherwise.

## **14. Administration**

14.1 The Secretary shall have and maintain a list of the names and addresses (including e-mail addresses) of all Club Members and the category of Membership to which they belong.

14.1.2 Where a Member chooses to share personal information with other Members, the Secretary will circulate to Members aged 18 years and over, by e-mail, once each year, the contact details (address, email, telephone) of Club Members. This information will be made available in hard copy on request to the Secretary. 'Personal Information' is here defined as information given by a Member on the Club Membership Application Form. Personal Information will not be published on the Club Website.

14.2 The Secretary shall publish notice of all 'Official Club Meets' on the Club Website, and keep a record of all Meets.

14.3 The Club Constitution and any amendments made from time to time, will be published on the Club Website.

14.4 Copies of the items specified in 14.2, 14.3 and 14.4 will be made available in hard copy from the Secretary on request.

## **15. Club Property and Funds**

15.1 For the purposes of Section 14, 'Property' shall include any premises or equipment owned or leased by the Club.

15.2 The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules and all surplus income or profits are reinvested in the club. **KR**

15.3 The Club may provide sporting and related social facilities, sporting equipment, coaching, courses and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002. **KR**

15.4 The Club may also in connection with the sports purposes of the Club:

- 15.4.1 Sell and supply food, drink and related sports clothing and equipment.
- 15.4.2 Remunerate or otherwise compensate Members for providing goods and services, on fair terms set by the Committee without the person concerned being present.
- 15.4.3 Indemnify the Committee and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).
- 15.5 The Management of the Club property shall be vested in the Committee for the time being; and the Committee may enter into an arrangement with any other club, person or group of persons regarding the use of Club property.
- 15.6 Any rules made by the Committee for the management of Club property may be ratified, altered, or revoked by a General Meeting of the Club.
- 15.7 Members who lose or damage Club property will be held responsible for its replacement repair at their own expense. The Committee will set a time limit for this replacement or repair. If this is not completed by the date set, the Committee can arrange for the replacement or repair to be carried out and the Member responsible for the damage or loss charged accordingly.

## **16. Finances**

- 16.1 The Club shall have an account in the name 'Anabasis Mountaineering Club' for which the joint signatories shall be Officers of the Club, two of whose signatures are necessary for a cheque to be honoured.
- 16.2 The Club's financial year shall commence on the first of January.
- 16.3 The Club's accounts shall be audited at least once a year and for this purpose the Annual General Meeting shall approve, by a simple vote, the appointment of one or more Honorary Auditors who must not be members of the Committee and need not be members of the Club.
- 16.4 All surplus income or profits are to be reinvested in the Club. No surpluses or assets will be distributed to members of third parties. **KR**

## **17. Dissolution**

- 17.1 The Club can be dissolved by the agreement of two thirds of the votes of a Quorum 'A' at a General Meeting called for this purpose, and properly convened under the rules of Section 7 of this Constitution. **KR**
- 17.2 The Committee will then be responsible for the orderly winding up of the Club's affairs.
- 17.3 On dissolution, and after settling all liabilities of the Club, the net assets remaining shall be transferred to a registered Community Amateur Sports Club, a registered Charity, or given to the British Mountaineering Council (the Governing Body) for use by them in related community sports.

## **18. Priority**

Where there is any conflict between any rule or rules the Key Rule(s) will take priority. Key Rules are indicated by the letters **KR** at the end of relevant Clause.