

**Register No: 30036R**

**RULES OF**

**YORKSHIRE MOUNTAINEERING CLUB LIMITED**

**Registered under the Industrial  
And Provident Societies Act 1965**

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## **1. NAME, OBJECTS AND POWERS**

### **1. Name**

The Society shall be called 'Yorkshire Mountaineering Club Limited'.

### **2. Definitions**

Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 32 shall bear the meanings given to them therein.

### **3. Objects**

The objects of the Club shall be:

3.1 To promote, encourage and foster the sport of mountaineering, rock climbing and associated mountain activities for the benefit of the Members including (but not limited to) the pursuit thereof at all levels and in particular to encourage young people into the sport.

3.2 To promote, encourage and foster an appreciation of mountain and wilderness areas and environmental issues, safety and access relating thereto.

3.3 To promote, encourage and foster the sport at all levels in the area of the Club and the surrounding areas.

3.4 To undertake club meets, social events and other activities as shall be determined by the Committee from time to time.

3.5 To maintain and develop the Club's Premises at 3 Irish Row Copper Mines Valley Coniston Cumbria or such other location as the Committee may from time to time determine as the headquarters of the Club and as a venue for conducting the activities of the Club so as to provide the best possible facilities for Members and those visiting the Club's Premises.

3.6 To strengthen the bonds between the Club and the local community in the areas surrounding the Club.

### **4. Powers of the Club**

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including (but not limited to) all or any of the following:

4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the Committee to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Committee to be necessary or expedient for the purposes of the Club or the advancement of its interests. Such employment or investment shall not exceed a sum to be decided from time to time by the Committee without authorisation of a resolution carried at an Annual General Meeting or Special General Meeting.

4.2 To raise or borrow money for the purposes of or in connection with the activities of the Club or any of them as the Committee thinks fit in accordance with the following provisions:

4.2.1 Any sum or sums raised or borrowed may be on mortgage, charge, bonds or debentures of all or any of the funds or property of the Club whether or not including any floating charge of the whole or part of the undertaking property and assets of the Club both present and future.

4.2.2 At the time of any borrowing the sum of the amount then remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed 100,000 pounds or such sum as the Members in General Meeting may from time to time determine.

4.2.3 The rate of interest payable at the time of borrowing and agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the Committee represents the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time except

that in the case of a mortgage loan the Committee may delegate the determination of the interest rate within specified limits to an Officer, Committee Member or Sub-Committee.

4.2.4 The Committee may determine from time to time (subject to Rules 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.

4.2.5 No persons lending money to the Club shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2 or Rule 4.2.3 is exceeded at the time of the borrowing or issue and if either or both of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing.

4.3 To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance

4.4 To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Committee shall think fit.

4.5 To apply for and hold any licences, consents, certificates, permissions and approvals that may be required for or in connection with the activities of the Club and (among other things) to provide catering and such other facilities as the Committee shall consider desirable.

4.6 To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, the sport or any other sport or recreation.

4.7 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, 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 is calculated so to benefit, the Club or its activities or its employees, ex-employees, members, former members or their dependants.

4.8 To promote, arrange and organise, competitions, entertainments and other events in connection with the sport or any other sport or recreation.

4.9 To engage such officials and employees upon such terms and at such remuneration, as the Committee may deem appropriate, and to dismiss or retire any of them as may be necessary.

4.10 To provide pensions, insurances and other benefits to employees or ex-employees of the Club or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.

4.11 To maintain bank accounts in credit or overdrawn on such terms as the Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 14.5 or otherwise.

4.12 To pass such resolutions, regulations and instructions which shall be binding on all Members as are considered necessary for the better management, organisation, administration and regulation of the Club.

4.13 To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Club.

## **2. 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.

5.2 The Committee may (subject to the provisions of Rule 6) offer such categories of membership of the Club with such qualifications, application procedures and conditions, duties and privileges, subscriptions and in such numbers as it may from time to time decide but always on the basis that every Member shall have one vote. Details of categories, qualifications, application procedures and conditions, duties and privileges of membership in force from time to time shall be kept by the Honorary Secretary and shall be available for inspection by Members at all reasonable times.

5.3 Details of any entrance fee and the subscription payable by each category of membership as determined under Rule 15 shall be kept as in Rule 5.2 by the Honorary Secretary.

5.4 The Committee shall have power to admit to membership any person in accordance with the application procedures and conditions for the time being applicable under Rule 5.2. There shall be no obligation to state any reason for the rejection of an application.

5.5 The Committee may elect as an Honorary Member of the Club any person, whether an existing Member or not, whose membership whether for services to the Club, to the Sport 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 entrance fee or 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.

5.6 The Committee shall have power to create a class of persons called Students or with such other title as the Committee may decide using as criteria age or otherwise as it shall think fit. Such persons shall not be members within these Rules and they shall have such rights, privileges and obligations as the Committee shall decide.

5.7 It shall be the duty of every Member to advise the Honorary Secretary promptly of each change of address. All notices and letters dispatched by post to a Member at the address registered in the Register of Members (which shall be conclusive proof thereof) shall be deemed to have been properly delivered pursuant to Rule 29. All members shall hold third party insurance cover for themselves whilst in pursuit of any or all of the Club's activities or as may be decided from time to time by the insurers. Such insurance cover shall be provided within the affiliation to the British Mountaineering Council or otherwise as decided by the Committee.

5.8 A Member may resign from the Club at any time by giving to the Honorary 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.

5.9 The Honorary President or Honorary Secretary or any person appointed by either of them shall have the power to order the withdrawal from the Club's Premises any Member who is in breach of any of these Rules, any Regulation made in accordance with these Rules or any Rule or Regulation of any body to which the Club is affiliated which is applicable to the Club or the Club's Premises or its use by Members or who otherwise is, in the opinion of the Honorary President or Honorary Secretary or their appointee or appointees, guilty of misconduct.

5.10 The Committee shall have power to terminate or suspend for such period as it thinks fit the membership of or to reprimand a Member for any infringement of these Rules, any Regulations made in accordance with these Rules, the Rules or Regulations of any body to which the Club is affiliated or for any conduct prejudicial to the interests of the Club or the sport. The procedure for the exercise of this power shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

5.11 A Member shall cease to be a Member:

5.11.1 On resignation.

5.11.2 On termination of membership by the Committee.

5.11.3 On death.

5.12 A bi-monthly newsletter published by the club and giving details of club activities and other items being submitted by the Members for publication shall be available to each Member.

5.13 Each person who is in membership with the Club at the date these Rules take effect pursuant to Rule 24 shall be admitted to membership in accordance with Rule 5.4 and any person in membership at that date under the age of eighteen years shall be granted the status of a Student in accordance with Rule 5.6.

## **6. Share Capital**

6.1 The capital of the Club shall consist of shares of the value of five pence each.

6.2 Each Member of the Club at the date these Rules take effect pursuant to Rule 24 (other than those under the age of eighteen years) 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 shall be issued with a share.

6.3 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.

6.4 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 5.5 such share shall be credited as fully paid by way of a capitalisation of any profits or the reserves of the Club and the Committee shall have power to take all steps necessary to give effect to this Rule.

6.5 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.

6.6 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.

6.7 The Club shall not be required to issue a certificate to any member in respect of the share allotted to that Member.

### **3. GENERAL MEETINGS**

#### **7. General Meetings**

7.1 All General Meetings shall be held at the Club's Premises or elsewhere 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 Honorary President of the Club at that time or a member of the Club elected at the commencement of the meeting concerned 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 21 Members or 20 per cent of the total number of members (whichever shall be the lower).

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 8.1.6.2 in which case the provisions of the Act 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 thereof 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 Honorary Secretary and be available for inspection by Members at all reasonable times.

#### **8. Annual General Meetings**

8.1 Not later than 31st March 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 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 thereon.

8.1.4 To elect the Officers for the ensuing year.

8.1.5 To elect Members of the Committee for the ensuing year.

8.1.6 Where necessary in law or where the members require:

8.1.6.1 To appoint the Auditors for the ensuing year, or

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

8.1.7 To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 8.5.

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

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

8.1.10 To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.

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 thereat 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, with the written consent of a candidate, for election to any one or more of the offices named in or created under the provisions of Rule 12.1. Such nominations must be sent in writing so as to reach the Honorary Secretary by 15th January. 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.

8.3.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall immediately be held between those candidates for whom the votes cast are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.

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 not more than one nomination, with the written consent of the candidate, for election as one of the Committee Members provided for in Rule 13.1.2. Such nominations must be sent in writing so as to reach the Honorary Secretary by 15th January. The Committee shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.

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

8.4.3 In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Committee a further election shall immediately be held for the last seat or seats between those candidates for whom the votes cast for such seat or seats are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holders of the last seat or seats on the Committee for the ensuing year.

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 Honorary Secretary at least twenty-eight days prior to such meeting 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 shall be sent in writing so as to reach the Honorary Secretary duly proposed and seconded not less than twenty-four hours before the time for which the Annual General Meeting is convened.

8.5.4 Amendments duly received in accordance with Rule 8.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

## **9. Special General Meetings**

9.1 The Committee may convene at any time a Special General Meeting by giving Members not more than six weeks and not less than two weeks notice thereof stating the date, time and venue thereof and the resolution(s) to be moved or other business to be transacted thereat.

9.1.1 Amendments to any resolution proposed by the Committee shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3 for an Annual General Meeting.

9.1.2 Amendments duly received in accordance with Rule 9.1.1 shall be added to the agenda by the Chairman of the Special General Meeting.

9.2 The Committee shall also convene a Special General Meeting on receipt by the Honorary Secretary of a written requisition so to do, duly signed by not less than 20 Members. Each requisition must clearly state the specific resolution to be moved.

9.2.1 Not more than six weeks and not less than two weeks notice of such a Meeting stating the date, time and venue thereof and the resolution(s) to be moved or other business to be transacted thereat shall be sent to all Members by the Honorary Secretary within fourteen days of the receipt of the requisition.

9.2.2 Amendments to such a resolution shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3.

9.2.3 Amendments duly received in accordance with Rule 9.2.2 shall be added to the agenda by the Chairman of 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

10.2 The Honorary 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 Honorary Secretary to any person on demand on payment of such sum (not exceeding 10p) as may from time to time be determined by the Committee.

## **4. OFFICERS AND COMMITTEE**

### **11. Powers of the Committee**

The affairs of the Club shall be administered by the Committee which shall exercise all the powers of the Club expressed in Rule 4 and without limiting the generality thereof:

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 subject to the provisions of Rule 11.2

11.2 The Committee shall have power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twenty-five per cent of the number of members elected to hold office on the Committee (the Officers for the purposes of this computation being deemed to be elected members) 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 shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Club.

11.4 The Committee shall meet as and when necessary but at least twice in any one year to consider and action matters as required.

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

11.6 References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Committee shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Committee or (b) a resolution of the relevant Sub-Committee where the power to act or authority being exercised has been delegated by the Committee to a Sub-Committee or (c) the relevant Officer where that power of authority has been delegated by the Committee to an Officer.

### **12. Officers**

12.1 The Officers of the Club shall be Honorary President, Honorary Vice-President, Honorary Secretary, Honorary Treasurer and such other Officers as the Club may in General Meeting from time to time determine.

12.2 The Officers of the Club shall be elected at each Annual General Meeting in accordance with Rule 8.3.

12.3 Each Officer, excepting Honorary President and Honorary Vice-President, on election at an Annual General Meeting shall hold office for a period not exceeding twelve months but shall be eligible for re-election from year to year.

12.4 The Honorary President and Honorary Vice-President shall hold office for a period not exceeding two years or as otherwise required after which or when otherwise required the former will be superseded by the latter.

12.5 If any such offices shall fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy.

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

### **13. Committee**

13.1 The Committee shall consist of:

13.1.1 The Officers.

13.1.2 Five members (or such other number not exceeding twenty 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.

13.2 The Committee shall each year elect its own Chairman for the ensuing year to hold office from the date of the Annual General Meeting until the date of the following year's Meeting. He may hold any other office in the Club at the same time and shall be eligible for re-election from year to year.

13.3 The quorum at any meeting of the Committee shall be five (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.

13.4 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.

13.5 If a Member of the Committee shall commit an offence under Rule 5.10 or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such Member's property such Member shall thereupon cease to be a Member of the Committee.

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

## **5. FINANCE**

### **14. Club Finance**

14.1. The Club's income shall be obtained annually from the subscriptions of Members, from investments and securities, from activities arranged by the Club at the Club's Premises or elsewhere, from the letting of the Club's Premises, from the sale of Guide Books, from sponsorship and from any other available source and any surplus income or assets will be invested in the Club and will at no time be distributed to members or their partners.

14.2 The profits of the Club shall be applied only in furthering the objects of the Club.

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

14.4 A Financial Statement of the Club's affairs shall be made up to 31st December 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 Honorary Treasurer, the Honorary 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 one 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.

14.5 The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Club. In furtherance of such a scheme the Club 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 Club by the Honorary Secretary or as otherwise determined pursuant to these Rules.

### **15. Subscriptions**

Each Member shall, according to membership category, pay to the Club on 1st January (or such other date as may be determined by the Club in General Meeting) such annual subscription as the Committee may from time to time determine.

### **16. Auditors**

16.1 The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.

16.2 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.

## **6. STATUTORY PROCEDURES**

### **17. Registered Office**

17.1 The registered office of the Club shall be the address of the Honorary Secretary or at such other location in England as the Committee may from time to time otherwise determine.

17.2 Notice of any change in the situation of the registered office shall be given by the Honorary Secretary to the Registrar within fourteen days after the change.

### **18. Use of Name of the Club**

18.1 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.

18.2 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.

18.3 Save 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.

### **19. Seal**

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Honorary 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.

### **20. Register of Members**

20.1 The Club shall keep at its registered office a Register of Members and Officers in which the Honorary Secretary shall enter the following particulars:

20.1.1 The name and address of each Member.

20.1.2 A statement of the share held by each Member and the amount paid therefore.

20.1.3 A statement of other property, if any, in the Club held by each Member whether in loans or otherwise.

20.1.4 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.

20.1.5 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.

20.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 20.1.1, 20.1.4 and 20.1.5 without also opening to inspection the other particulars entered in the Register.

### **21. 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 20.1.2 and 20.1.3 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.

### **22. Annual Return**

22.1 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar not later than seven months after such date the Honorary Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Club for

the period required by the Act to be included in the return together with a copy of the Financial Statement of the Club 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.

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

### **23. 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.

### **24. 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.

### **25. Dissolution**

If at any General Meeting a resolution for the dissolution of the Club shall be passed such a resolution shall require to be confirmed at a subsequent Extraordinary General Meeting by a majority of at least three quarters of the Members present voting thereon. Such dissolution shall be conducted under the provisions of the Act and the net assets after settling debts shall be given or transferred to one or more of the following approved sporting or charitable bodies:

- (i) a registered charitable organisation(s)
- (ii) another club that is registered with CASC
- (iii) the national governing body of the sport for use by them for related community sports

No assets shall be paid or distributed among members of the Club.

## **7. GENERAL**

### **26. Licensing**

26.1 Save for those persons who are admitted to membership under Rule 5.13 no person may be admitted to membership without an interval of at least two days between the dates of nomination and admission.

26.2 Subject to such restrictions as may be imposed from time to time by the Committee in any Regulations:

26.2.1 The Club's Premises shall be open during such hours as the Committee may decide and intoxicating liquor shall be supplied during such hours as may be fixed by the Committee (having due regard to the permitted hours within the licensing district in which the Club's Premises are situated) and notified to the Police and also to the Clerk to the Licensing Justices as required by law, but the Committee shall have power to close the Club's Premises or any part thereof and/or to reduce the hours of supply of intoxicating liquor from time to time on affixing notice thereof on the Club's notice board.

26.2.2 Members may introduce and entertain guests at the Club's Premises.

26.2.3 Provision is hereby made for the admission to the Club's Premises in respect of which the Club is registered under the Licensing Act 1964 (or any statutory modification or re-enactment thereof) of persons other than Members or their guests and for the sale of intoxicating liquor to them by or on behalf of the Club for consumption on such premises.

### **27. Continuity**

For the avoidance of doubt every Member of the Club who at the date these Rules take effect pursuant to Rule 24 holds office or position in any capacity in the Club 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 Constitution 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.

### **28. Indemnity**

Each Officer (including under the former Rules of the Club the Trustees) and employee 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 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 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 an Officer or employee or as a Member of the Committee or any Sub-Committee as the case may be.

### **29. Notices**

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

### **29. Arbitration**

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 (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 Honorary President (or failing whom one of the other Officers) for the time being of the British Mountaineering Council.

### **31. Interpretation**

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 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.

### **32. 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.
“Auditors”	means the auditors of the Club for the time being.
“Club”	means Yorkshire Mountaineering Club Limited.
“Committee”	means the committee designated in Rule 13 and “Committee Member” or “Member of the Committee” means a member of the Committee for the time being and shall include a person co-opted under Rule 11.2.
“Club’s Premises”	means the premises including clubhouse and other buildings built thereon maintained and developed under the provisions of Rule 3.5.
“Financial Statement”	means a Balance Sheet together with a Statement of Accounts showing Income and Expenditure.
“General Meeting”	means a general meeting of Members.
“Honorary Secretary”	means the Honorary Secretary of the Club for the time being.
“Member”	means a member of the Club.
“Officers”	means the officers designated in Rule 12.
“Registrar”	means the Chief Registrar and Assistant Registrars for England in the Central Office of the Registry of Friendly Societies.
“Regulation”	means a resolution, regulation or instruction made in accordance with Rule 4.12.
“Rules”	means the Rules of the Club for the time being registered with the Registrar.
“Sport”	means the sport of mountaineering in all its aspects.

### **Signatures**