THE CONSTITUTION OF THE ACHILLE RATTI CLIMBING CLUB

(As approved at the AGM on 19th November 2016 and subject to further approved changes on registration as a co-operative society under the Co-operative and Community Benefit Societies Act 2014.)

THE RULES & BY-LAWS

1.**The Name of the Club** shall here be the "Achille Ratti Climbing Club", hereinafter called the A.R.C.C.

2.**The Headquarters of the Club** shall be "Bishop's Scale" Great Langdale, Ambleside, Cumbria.

3.The objects of the Club shall b**e:**

i) to encourage amongst all members a love of the mountains and the pursuit of mountain and outdoor activities; and

ii) to foster a Catholic ethos of friendship amongst all members, irrespective of their belief, showing the unique respect due to every individual.

4.The Club shall have the power… (A new rule to be introduced on registration as a cooperative society)

5. **Income, Assets and Borrowing** (A new rule to be introduced on registration as a cooperative society)

6. **Members:** The Club shall have the following classes of Member:
i) Ordinary Members (including but not limited to the President, Chairman and Vice-Chairman and those who have paid a life-membership fee); and
ii) Honorary Members.

7 **Associates**: The Club shall have the following classes of Associate:

i) Junior Associates; and
ii) Probationary Associates.

8 **Admission of Associates**

i)Probationary Associates: Any person of either sex who is aged 18 or over may apply for election as an Associate of the Club. Qualifications, application procedures and privileges of Associate status as from time to time shall be agreed by the members at a General Meeting and described in By-laws. The election shall be by the Management Committee who may in their absolute discretion refuse to accept an admission for membership without assigning any reason therefore.

ii)Junior Associates: The Management Committee may grant Junior Associate status to persons under the age of 18. Eligibility, duties and privileges of Associate status as from time to time shall be agreed by the members at a General Meeting and described in the By-laws.

9**. Admission of Members:**
i) **Ordinary Members:**
a) Probationary Associates shall be considered for election to membership at the first Management Committee meeting following the expiration of the probationary period of twelve months from their election as Probationary Associates upon making application in writing to the Membership Secretary.

b) Junior Associates shall be considered for election to membership at the first Management Committee meeting following their 18th birthday upon making application in writing to the Membership Secretary. Such application may be submitted at any time after the Junior Associate's 17th birthday.

ii) Associates shall not be entitled to a right of appeal should the Management Committee decide not to admit them to membership (in the case of Probationary Associates) on expiration of their probationary period or (in the case of Junior Associates) on their reaching 18 years of age.

iii) Every Member on election shall be supplied with a copy of the Rules and further copies may be supplied on such occasions as the Management Committee may from time to time determine.

iv) **Honorary Members** - The Management Committee may in their discretion grant Honorary Membership to any Ordinary Member who has rendered special service to the Club or who in their opinion is deserving of the distinction. Honorary Members shall not be liable to pay subscriptions under Rule 11 but shall be entitled to all rights and privileges of Club Membership including the right to attend and vote at all Meetings of the Club. A certificate of Honorary Membership shall be signed by the President and issued to each Honorary Member.

10 Shares (A new rule to be introduced on registration as a cooperative society)

11. Subscriptions

i) **Fees:** The Subscriptions and Hut Fees shall be such as the Management Committee may from time to time determine. The said subscription shall be due to be paid on 1st October. Any Member or Associate who has not paid his or her subscription on or before the 1st January shall cease to be a Member or Associate (as appropriate).

ii) Persons who have ceased to be Members due to non-payment of subscriptions may regain membership on payment of an administration fee to be determined by the Management Committee plus the amount of any unpaid subscriptions. Alternatively, an application to rejoin as a Probationary Associate may be made.

iii) When a Probationary or Junior Associate is admitted to membership a full year's subscription becomes immediately payable unless the date on which membership is granted lies in the second half of the Club's financial year in which case a half year's subscription becomes immediately payable.

12. Change of address: The Management Committee shall keep at the Club's Huts a list of the names and addresses of the Members and Associates. Every Member or Associate shall within fourteen days, give notice to the Subscription Secretary of any change in his or her address. The names of those who cease to be Members or Associates shall be erased from the list.

13. Cessation of Membership: Members and Associates shall cease to be (as appropriate) Members and Associates:

i) by non-payment of subscription;
ii) by expulsion (see Rule 22);
iii) by resignation. Any Member or Associate wishing to resign shall send written notice to the Secretary. Members or Associates failing to submit their resignations before the 1st October in any year shall be liable for the subscription for the year beginning with such 1st October.

14. General Meetings

i) **The Annual General Meeting (AGM)** shall be held in the Autumn of each year on a date to be fixed by the Management Committee, of which at least 28 days' notice, with an agenda of the business shall be given. The business shall be:

a) to receive and adopt the statement of accounts and balance sheet to be made up to the 30th September in the same year;
b) to receive reports from the Chairperson, Secretary and the Wardens;
c) to elect officers and Committee Members for the coming year;
d) to appoint an auditor (if required by law) for the following year;
e) to consider any other business submitted by the Management Committee or the Trustees or of which notice shall have been given to the Secretary by any two members of the Club not less than seven days prior to the Meeting.

Members offering themselves for Management Committee posts must submit their names to the Secretary together with the names of their proposers and seconders at least fourteen days prior to the AGM. If more than one Member applies for any post an election shall be carried out by secret ballot. Voting on any other matter will be by a show of hands or secret ballot at the Chairperson's discretion.

ii) **An Extraordinary General Meeting** shall be called by the Secretary in the following cases:

a) upon the direction of the Management Committee and in accordance with such directions;
b) on a requisition signed by at least 20 Members stating the special object thereof;
c) at the request of any one of the Trustees.

Such meeting shall be held within not less than 14 days and not more than 28 days from the receipt by the Secretary of the requisition.

iii) **Notice to be given:** Notice of any Extraordinary General Meeting and of the object for which it is called shall be notified to Members by the Secretary at least seven days prior to the date of the meeting. Should the Secretary not convene an Extraordinary General Meeting

in **the** manner required hereby for seven clear days after a duly signed requisition has been delivered, any of the requisitioners may call such a meeting giving notice as is provided by this Rule.

iv) **Business:** No business other than that named in the notice shall be brought before an Extraordinary General Meeting.

v) **A General Meeting** may proceed to business when forty Members are present within an hour of the time fixed for the meeting, otherwise the meeting if convened on the requisition of the Members shall be dissolved, but if it is a meeting convened by order of the Management Committee or of a Trustee it shall proceed as arranged. No meeting shall become incompetent to transact business from the want of a quorum arising after the chair has been taken.

vi) **Adjournment:** Any General Meeting duly constituted may adjourn to such time as the Members present direct and may continue any such adjournment from time to time. No business shall be brought on at any adjourned meeting which could not have been transacted at the original meeting.

vii) **Voting:** Each Member shall be entitled to vote and, save as otherwise provided for in this Constitution, every question shall be decided by a majority vote. In the case of equal voting the Chairman shall have a second or casting vote. Associates may attend and speak at any General Meeting but may not vote.

15. Management Committee:
i) The affairs of the Club shall be administered by a Management Committee consisting of the following Officers: President, Chairman, Vice-Chairman, Secretary, Treasurer, Subscription Secretary, and three other Members, all these Officers save and except the President to be elected by the Members at the AGM and to serve for a period not exceeding three years without re-election. The ordinary committee Members shall retire at the end of this three year period and shall not be eligible for re-election for one year. A maximum of two other Members may be co-opted onto the Management Committee for specialist purposes but will not have the right to vote. Nominations for Officers and Committee Members shall be submitted not less than 14 days prior to the AGM at which the elections are to take place.

ii) In addition to this the Committee will appoint a Warden for each hut all of whom will be ex-officio Members of the Management Committee and will be appointed to serve for a period of three years.

Meetings of the Management Committee:
iii) The Management Committee shall meet at least once every three months for general business.
iv) The President or, in his absence, the Chairman shall preside at the meetings of the Management Committee. In the absence of both President and Chairman, then the Vice-Chairman shall preside.
v) The President of the Club shall be nominated by the Catholic Bishop of Lancaster and the Management Committee after joint consultation.
vi) A quorum of the Committee shall consist of three Members thereof present in addition to the Officer presiding at such meeting in accordance with Rule 15(iv) hereof.

vii) Every question shall be decided by agreement or failing agreement a majority vote and in the case of equal voting the Officer presiding shall have a second or casting vote.

viii) **Vacation of Membership of the Management Committee:** Any Committee Member or Officer who is suspended under Rule 22 hereof or who shall cease to be a Member for any reason shall vacate his office or his seat upon the Committee.

iv) **Power to fill vacancies:** The Management Committee shall have the power to fill any vacancies which may occur between one AGM and the next. Any Member so co-opted shall take the term of office of the Member of the Management Committee who he is replacing.

16. Orders: The Management Committee or any Officer authorised by that Committee shall have the power to give orders for such goods and services to be supplied and work to be done as may be necessary for carrying out the objects of the Club and for preserving Club property within the financial limits laid down by the Management Committee, but not otherwise. No Officer or Committeeman of the Club shall merely by virtue of his appointment have power to order goods or dispose of the funds of the Club.

17. Treasurer: The Treasurer shall receive all moneys or such as the Management Committee may direct, shall pay the same to the credit of an account or accounts to be opened in the name of the Club at such Bank and in such manner as the Management Committee shall from time to time direct, and further shall keep such accounts and pay such debts as the Management Committee shall direct and shall when required so to do render to the Management Committee or Trustees or any of them or a General Meeting an account of the moneys expended by him. He or she shall prepare an Annual Statement of the Accounts and Balance Sheet that comply with the Act made up to 30th September each year. The financial year of the Club will begin on the 1st of October each year.

18. Secretary:
i) The Secretary will attend all meetings of the Club and Management Committee and take minutes and also carry out the directions of the Management Committee.
ii) The Membership Secretary shall maintain a list of the names and addresses of Club Members and Associates showing the payment of their subscriptions.

19. Auditor: The Accounts of the Club shall be audited annually by an Auditor to be appointed annually at the Annual General Meeting, such Auditor not to be a Member of the Club or hold any office. The Auditor shall for the purpose of his duties have access to all the books and accounts of the club and shall verify the annual account with the vouchers and other documents relating thereto and shall either sign the same as found by him to be correct or shall forthwith report to the Club incorrectness or discrepancy.

20. Trustees:
(i) There shall be three Trustees and these shall be appointed by the Management Committee. At least two of the Trustees shall be Roman Catholics and one of these shall be a member of the clergy. Trustees need not be members of the Club.
(ii) In the event of the death or retirement of a Trustee the Management Committee shall nominate another person by deed as a Trustee with the approval of the remaining Trustees and as soon as is reasonably practicable.

(iii) Trustees shall have an indefinite tenure of office but may retire from office at any time by giving notice in writing to the other Trustees and to the President of the Club.
(iv) A Trustee may be removed from office by a two-thirds majority of the voting Members at an AGM or Extraordinary General Meeting of the Club.
(v) The properties owned or leased by the Club shall not be sold or otherwise disposed of without the consent of the Trustees.
(vi) The Trustees shall not be held responsible for preserving any moveable furniture or other moveable items nor shall they be responsible for preserving the Club's liquid assets.
(vii) The Management Committee shall fully insure the freehold and leasehold properties of the Club and shall produce the original insurance policies or current certified copies of these at the request of a Trustee and shall notify the Trustees of any change in the cover provided by the insurance policies.
(viii) The Trustees shall be custodians of the Club's freehold and leasehold properties and shall be signatories to the deeds and leases of these properties.
(ix) Trustees may attend Management Committee meetings but may not vote on any matter except in the instance where a Trustee is also a properly elected member of the committee.
(x) Trustees shall be provided with agendas and minutes of all meetings of the Management Committee and shall be given due notice of when and where meetings are to be held.
(xi) The Trustees shall not be liable (otherwise than as members) for any loss suffered by the Club as a result of the discharge of their respective duties on its behalf except in respect of such loss as arises from their respective wilful default, and they shall be entitled to an indemnity out of the assets of the Club for all expenses and other liabilities incurred by them in the discharge of their respective duties.

21. Misconduct of Members: No gambling, drunkenness, bad language or other misconduct shall be permitted on Club premises. Any Member or Associate offending under this Rule shall be dealt with by the Management Committee under Rule 22. The Hut Wardens or Members of the Hut Committee authorised by the Hut Warden in each case shall be empowered to order the immediate withdrawal of any Member or Associate offending under any of the heads specified in this Rule from the Club Hut in question and such Member or Associate shall have no right to re-entry thereto or to any other Club Hut until summoned to meet the Management Committee as provided in Rule 22.

22. Power of Management Committee to Suspend or Expel: The Management Committee shall have power to reprimand, suspend (for a period not exceeding twelve months) or expel any Member or Associate who shall infringe Rule 21 or other Rules or Bylaws or whose conduct whether within Club premises or elsewhere shall in their opinion render him or her unfit for Membership but no Member or Associate shall be suspended or expelled without first being summoned before the Management Committee and full opportunity afforded him or her to explain his or her conduct nor unless two thirds of the Committee then present shall vote for his or her suspension or expulsion. Every Member or Associate so summoned shall receive at least seven days' clear notice in writing from the Secretary calling him to attend before the Management Committee. A suspended Member or Associate shall forfeit all his rights and privileges under these Rules but shall be liable to pay subscriptions during suspension and if an Officer or member of the Management Committee he or she shall vacate his or her office or seat. There shall be no appeal from the decision of the Management Committee.

23. Amendment of Rules: No change may be made to the Constitution of the Club, save by a two-thirds majority of the Members present voting at a General Meeting. Members wishing

to propose changes to the Rules shall send details of their proposed changes at least two months before the AGM to the Secretary who must then send by post to every Member and Associate, at least one month before the AGM, details of the proposed changes. Rules 3, 5, 25 and this Rule 23 shall not be changed, save by a ninety percent majority of the Members present voting at a General Meeting.

24. Hut rules: The Management Committee shall have power to make such Hut rules as they may consider necessary for the good government and order of the Club provided that no such Hut rules shall conflict with any of these Rules. A copy of such Hut rules shall be posted in a conspicuous place within Club Huts. The Management Committee are also empowered to repeal and amend such Hut rules as they may from time to time consider necessary.

25. Dissolution of the Club:
i) The Club may be dissolved by:
a) the consent of not less than three quarters of the Members who sign an instrument of dissolution in the directed form; or
b) by winding up in any other manner permitted by the Act;
ii) on the winding up or dissolution of the Club, after the discharge of all liabilities the Management Committee shall hand the residue to the Catholic Bishop of Lancaster for the time being to be used for the benefit of the Diocese of Lancaster.

26. Interpretation: Where the wording of any Rule implies the male gender this shall also imply the female gender. The Management Committee shall at all times be the sole authority for the interpretation of these Rules and the By-laws made thereunder and the decision of the Management Committee upon any question of interpretation or upon any matter affecting the Club not provided for by these Rules and the By-laws shall be final and binding on all Members and Associates.

By- Laws

These By-laws sets out the procedures and conditions referred to in Rule 8 of the Constitution and may only be changed at a general meeting of the Club.

1. Admission of Probationary Associates

i) A candidate for admission as a Probationary Associate must be proposed by two Members able from personal knowledge to vouch for his or her respectability and fitness to be a member, and must sign such (if any) declaration of his or her concurrence with and adherence to the object of the Club as shall be required by the Management Committee.

ii) Applicants should normally have experience of outdoor activities in the hills and mountains of the UK

iii) Probationary Associates shall not:
a) be entitled to vote at a General Meeting of the Club.

b) be eligible for election to any Office or to membership of the Management Committee or any Sub-Committee of the Club;

2 Admission of Junior Associates

i. Admission as Junior Associates may be granted to those under the age of 18 whose parents, grandparents or guardians are Members.

ii. Junior Associate status will remain valid whilst a parent, grandparent, guardian or sponsor remains a Member.

iii. Junior Associate status will cease at the age of 18, at which age a Junior Associate may apply directly for membership in accordance with Rule 9i)b.

iv. Junior Associates will pay an annual subscription fee to be fixed by the Management Committee.

v. Junior Associates will not be permitted to vote at any meeting of the Club and will not be permitted to hold office in the Club.

vi. Junior Associates will not be permitted to bring guests to the Club Huts.

vii. When visiting Club huts Junior Associates must be either be accompanied by their parent or legal guardian or by an ARCC member who accepts responsibility for their safety and behaviour and who has a completed ARCC 'Consent Form for Adults Acting in Loco Parentis' to prove that the parent or guardian's permission has been obtained.

viii. Children who are not Junior Associates may stay at Club Huts providing the following conditions are met:

- They are accompanied by a Member who accepts responsibility for their safety and behaviour;
- The accompanying Member, if not the parent or legal guardian of the child, has a completed ARCC 'Consent Form for Adults Acting in Loco Parentis' to prove that the parent or guardian's permission has been obtained;
- The Hut Warden or another appointed member of the Management Committee has given permission to the accompanying member.

Dec 2016 (interim version)