



# THE CAIRNGORM CLUB

## CONSTITUTION

(AS APPLICABLE FROM 28 JUNE 2017)

### NAME AND OBJECTS

1. The Club shall be called THE CAIRNGORM CLUB and shall have its headquarters in Aberdeen or the Aberdeenshire area.
2. The objects and purposes of the Club shall be the advancement of public participation in the sport of mountaineering and the preservation of the environment with special reference to the Cairngorm Mountains, by:
  - a. promoting competence, safety, knowledge and responsibility of attitude amongst persons who engage in mountaineering;
  - b. offering opportunities for such persons to engage in that pursuit in company with others;
  - c. procuring and imparting scientific and other information concerning mountains;
  - d. keeping under review rights of access to Scottish mountains;
  - e. issuing such publications as may be considered advantageous;
  - f. assisting other non-profit-making organisations whose purposes facilitate participation in or enjoyment of mountaineering.

### MEMBERSHIP

3. The Club shall consist of Honorary Members, Ordinary Members, Associate Members and Interim Members.
4. Honorary Membership may be conferred by the Club in Annual General Meeting upon any person who has shown special interest in the Club or its objects.
5. The Committee may admit to Ordinary Membership any person aged at least 18 who (a) has submitted a written application for such membership giving details of his or her mountain climbing experience (that application being proposed and seconded by two Ordinary Members having personal knowledge of the applicant's suitability for Ordinary Membership) and (b) has in the opinion of the Committee sufficient experience and competence for admission as an Ordinary Member.
6. The Committee may admit to Associate Membership any person aged at least 18, who has submitted a written application for such membership or for Ordinary Membership.
7. The Committee, or their nominated representative, may admit to Interim Membership any person aged at least 18 years of age who (a) has made application for such membership and (b) has tendered payment of an Interim Member's subscription of such amount as may be determined from time to time by the Committee. Interim Membership shall expire after six months from the date of admission. The term member where used in paragraph 12 and subsequent paragraphs of this Constitution does not include an Interim Member.
8. Persons admitted to Ordinary or Associate Membership under paragraph 5 or 6 above other than Associate Members admitted to Ordinary Membership shall not be entitled to any of the rights or privileges of membership until they have made payment of a first annual subscription: if such payment shall not be made within three months of the date of admission the admission shall be of no effect.

9. All members shall be entitled to receive notice of and to attend all meets, excursions and social functions of the Club and (subject to such regulations as may from time to time be made by the Committee) to invite guests thereto.
10. All members other than Interim Members shall be entitled to receive notice of, attend and speak and, subject to paragraphs 47 and 49 below, to vote at all general meetings of the Club.
11. Members attending any meet or excursion shall be adequately equipped for whatever they undertake and shall be responsible for ensuring that any guests introduced by them are adequately equipped. Members shall also be responsible for the safety of themselves and their guests, and for ensuring that their chosen route is within their capabilities, given the time constraints of the meet.
12. Every person who is an Ordinary or Associate Member on 1 October in any year shall be liable to pay on that date an annual subscription for the year then commencing of such amount as the Club in general meeting may have fixed as the standard annual subscription for that year, or, if he or she is in a category for which a reduced annual subscription applies, the appropriate reduced annual subscription for that year.
13. Reduced annual subscriptions shall apply for any financial year in such cases (defined by reference to members' age or place or residence) as the Club in general meeting may decide for that year and shall be of such amount(s) as the Club in general meeting may have fixed.
14. The amount of the first annual subscription payable under paragraph 8(c) above shall be the standard annual subscription (or appropriate reduced annual subscription) for the financial year in which the admission occurs abated by 25% for each three-month period already elapsed since the commencement of the financial year.
15. Ordinary and Associate members may on admission or at any subsequent time commute further subscription liability for life by payment of a life subscription of such amount as may for the time being have been fixed by the Club in general meeting.
16. Every member shall be liable for the current year's subscription unless he or she shall have intimated his or her resignation in writing to the Secretary before 1 October.
17. Members whose subscriptions have not been paid by 1 March shall be reported to the Committee and such members shall not be entitled to participate in any of the Club's activities nor to receive the Club's publications so long as their subscriptions are in arrears. The Committee shall have power to deal with such members by expulsion or otherwise as they may think fit.
18. Commuted subscriptions shall be kept in a separate fund. There shall be transferred from this fund to the credit of the Club's Receipts and Payments Account at the end of each financial year in respect of each member concerned who is alive at that date such amount as the Committee may decide from time to time.

#### OFFICE-BEARERS

19. The office-bearers of the Club shall be a President, two Vice-Presidents, Secretary, Treasurer, Communications Secretary, Huts Custodian, Day Meets Secretary, Climbing Activities Secretary, Weekend Meets Secretary, and Social Activities Secretary. Any two of these offices may be held by the same person. Only Ordinary Members shall be eligible for election as office-bearers.
20. The office-bearers shall be elected at the Annual General Meeting and shall hold office from the close of the Annual General Meeting until the close of the next Annual General Meeting.
21. In the event of a casual vacancy occurring in the office of President, the senior Vice-President shall fill the office until the close of the next Annual General Meeting.
22. Office-bearers shall retire annually but shall be eligible for re-election, provided always that the President and the two Vice Presidents shall not hold their respective offices for more than three consecutive years.

## HONORARY PRESIDENT

23. An Honorary President shall be elected at the Annual General Meeting for one year and shall be eligible for re-election.

## TRUSTEES

24. The President, Secretary and Treasurer or, if the posts of Secretary and Treasurer are held by the same person, the President, senior Vice-President and Secretary shall, ex officio, be the Club Trustees. Ordinary Members may be appointed at an Annual General Meeting to be Trustees for specific purposes. The Charity Trustees for the Club shall be the Secretary and the Treasurer or, if the posts of Secretary and Treasurer are held by the same person, the President and the Secretary.

## MANAGEMENT

25. The Management of the Club shall be vested in a Committee, which shall consist of the office-bearers and nine members, of whom not more than two may be Associate Members.
26. The non-office-bearer members of the Committee shall be elected at the Annual General Meeting and shall serve from the close of the Annual General Meeting until the close of the next Annual General Meeting. They shall retire annually but shall be eligible for re-election, provided always that no member shall hold office for more than three consecutive years.
27. The Committee shall have power to fill any casual vacancy among the office-bearers (except in the office of President), members of Committee and independent examiners. All persons so appointed shall hold office until the close of the next Annual General Meeting. The Committee shall have power to make temporary appointments in the case of illness or absence.
28. The Committee shall have power to arrange and to fix the dates and places of meets, excursions and social functions.
29. The Committee shall have power (a) to purchase or lease heritable property, to build premises on behalf of the Club, to purchase furnishings and equipment therefor, to regulate the use of such property and to meet out of Club funds any deficit in connection therewith; and (b) to vote sums of money to cover expenses in connection with the Club's publications, the purchase of books, maps or other articles, the cost of entertaining Club guests at social functions of the Club, any deficits arising from meets, excursions or other Club activities, and incidental expenses in connection with the management of the Club.
30. The Committee shall have power to appoint such sub-committees as may be necessary. These need not consist wholly of members of the Committee.
31. The Committee shall have power to make representations or financial contributions to other bodies in pursuit of the Club's objects. None of the Club's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.
32. The Committee shall have power to deal with any matter not provided for in this Constitution.

## ACCOUNTS

33. The Club shall be a non-profit-making organisation with all surplus income being reinvested in the Club.
34. Account books shall be kept and minutes made of all resolutions and proceedings at all business meetings of the Club and of the Committee.
35. The Club shall at the Annual General Meeting appoint an independent examiner or independent examiners to verify and comment on the Club's accounts for the current year. A member of the Committee may not act as an independent examiner.
36. The financial year of the Club shall end on 30 September and thereafter the Treasurer shall submit accounts for the year to the Committee for approval. Such accounts, after they have been reviewed by the independent examiner(s), shall be submitted by the Treasurer to the Annual General Meeting along with any comments made by the independent examiner(s).

An abstract of the accounts having been duly forwarded to every member with the notice calling the Annual General Meeting.

#### PROPERTY

37. All heritable property, bank accounts and securities belonging to the Club shall be vested in the Trustees, who shall be indemnified out of the funds of the Club against all costs and expenses property incurred by them. All other property of the Club shall be vested in the Committee, and an Ordinary Member may be appointed by the Club at the Annual General Meeting or by the Committee to take charge of all or any part of such other property.

#### MEETINGS

38. The Annual General Meeting of the Club shall be held in Aberdeen on a date to be determined by the Committee for the following purposes:
- (a) to receive the Committee's report on the past year's activities;
  - (b) to receive the Treasurer's accounts for the past year and any comments from the independent examiner(s);
  - (c) to elect an honorary president, office-bearers and committee for the ensuing year, an independent examiner or independent examiners, and honorary members, if desired;
  - (d) to make proposals for meets, excursions and other functions for the year commencing 1 January next; and
  - (e) to transact any other competent business.
39. Not less than seven days before an Annual General Meeting, the Secretary shall send by post, electronic means or hand to every member a notice specifying the time and place of such meeting and the business to be transacted thereat.
40. The Committee shall have power to call Special General Meetings at such times as they shall think fit. Such meetings shall also be called by the Secretary on receiving a requisition to that effect signed by ten members, including at least eight Ordinary Members, and specifying the object for which the meeting is desired. Any such Special General Meeting shall take place within six weeks of the receipt by the Secretary of such requisition.
41. Not less than twenty-one days before a Special General Meeting, the Secretary shall send by post, electronic means or hand to every member a notice specifying the time and place of such meeting and the business to be transacted thereat. Any member wishing to move an amendment to any motion to be proposed at the said meeting shall give notice in writing to the Secretary of the terms of the said amendment not less than ten days before the date of the said meeting. It shall not be competent at a Special General Meeting to transact any business other than that of which notice has been given as herein provided.
42. Except as otherwise provided herein, all questions arising shall be decided by a majority of votes on a show of hands unless a ballot is demanded by 25 per cent of the members present. If a ballot is demanded, it shall be taken in such manner as the chairman shall direct.
43. The chair at all meetings shall be taken by the President or in his or her absence by the senior Vice-President, whom failing the junior Vice-President. In the absence of all these office-bearers, a chairman shall be appointed by the members present at the meeting, the appointment to be decided by lot in the event of an equality of votes.
44. Twenty members, including at least fifteen Ordinary Members, shall constitute a quorum at all general meetings, and five members shall constitute a quorum at a meeting of the Committee.
45. At all meetings the chairman shall, in the event of an equality of votes, have a casting vote.
46. Meetings of the Committee shall be held at intervals of not more than three months. They shall be called by the President or the Secretary. Unless in exceptional circumstances at least seven days' notice shall be given to members of the Committee of a meeting of the Committee, specifying the time and place of such meeting and the business to be transacted.

## EXPULSION OF MEMBERS

47. A Special General Meeting shall have power, provided that not less than two-thirds of the members present vote in favour of the motion, to expel from the Club any member for any cause which the meeting shall deem sufficient. The Secretary shall send by recorded delivery post to the member concerned in the motion at least twenty-one days' notice of the terms of the motion and of the time and place of the Special General Meeting. The proposal for expulsion shall be made only upon a motion submitted by the Committee or in pursuance of a requisition made to the Secretary as provided in paragraph 40. Any member so expelled shall forfeit all right to the use of, or claims upon, the property of the Club.

## DISSOLUTION

48. A Special General Meeting shall have power by a vote in favour of not less than five-sixths of the number of Ordinary Members present and voting, or two-thirds of all Ordinary Members on the Roll of the Club at the time of the vote, whichever is the larger, to dissolve the Club. The proposal to dissolve shall be made either upon a motion submitted to the meeting by the Committee or in pursuance of a requisition made to the Secretary and signed by not less than two-thirds of the existing Ordinary Members of the Club at the time the requisition is made. Ordinary Members not present shall be entitled to vote by letter or by a proxy holding written authority.
49. If the proposal is carried, a suitable person, or persons, shall be appointed to deal appropriately with the assets of the Club, and with any liabilities. In so far as not having to be realised to settle liabilities, all the remaining assets or monies shall be applied for approved charitable purposes (as defined under section 7 of the Charities and Trustee Investment (Scotland) Act 2005, and which are also regarded as charitable purposes in relation to the Taxes Acts), and transferred to (and for the purposes of) another organisation or organisations with charitable purposes and having objects similar to those of the Club.

The Special General Meeting which passes the dissolution resolution shall have power by separate resolution passed by a majority of the Ordinary Members voting on the dissolution resolution to determine a particular transferee within the foregoing options (or different particular transferees for different assets). In the absence of any such resolution, the transfer of assets shall be determined by the Committee in accordance with the above.

If there should be a deficiency of assets in comparison with liabilities, the deficiency shall be borne by the Ordinary Members on the Roll of the Club at the time of the notice of the Special General Meeting.

## ALTERATIONS IN CONSTITUTION

50. A Special General Meeting shall have power by a vote in favour of at least two-thirds of the number of Ordinary Members present and voting, and in any event not fewer than twenty Ordinary Members, to alter this Constitution, provided that intimation of the proposed change has been given in the notice calling the Special General Meeting or in a notice intimating proposed amendments, as provided in paragraph 41.