

# **ACHILLE RATTI CLIMBING CLUB LIMITED**

Company Number: [**NUMBER**]

## **BYLAWS**

(Issued by the Management Committee on [INSERT DATE])

### **Introduction**

**The Management Committee:** Is comprised of twelve directors: President, Chairman, Vice Chairman, Secretary, Treasurer, Membership Secretary, three Ordinary Members and three Hut Wardens.

**The Achille Ratti Climbing Club** is a limited company, limited by guarantee. These Bylaws are issued by the directors named above and appointed to serve on the company's Management Committee. They are intended to supplement the Articles of Association ratified by the directors on incorporation of the company. Together the Articles of Association and the Bylaws can be considered the Club's "rules". The Management Committee is empowered by the directors to amend the By laws as they think fit from time to time. Any such amendments cannot be implemented without a special resolution at a general meeting of the Company.

Where an issue arises that is not provided for by the company's Articles of Association (Articles) or Bylaws, then the Management Committee shall consider any representations by the Members and issue a final decision which shall be binding on all Members.

### **1. Interpretation of Articles of Association and Bylaws:**

The decision of the Management Committee upon any question of interpretation of the Articles or Bylaws shall be final and binding on all members and associates.

### **2. The objects of the Club shall be:**

- 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.

### **3. Roles of Officers of the Company**

#### **a) President**

- i) The President of the Company shall be nominated by the Management Committee. If possible, the President should be a Priest and would preferably come from the existing membership.
- ii) The President shall promote the Roman Catholic heritage and ethos of the club.

#### **b) Chairman**

- i) The Chairman leads the management Committee and is responsible for ensuring that the club fulfils its objectives within the remit of its own Articles of Association and Bylaws.
- ii) The Chairman decides the strategic direction of the club in conjunction with the Management Committee.
- iii) The Chairman provides leadership on the key issues and supports all Management Committee members in their respective roles.
- iv) The Chairman upholds the reputation and ethos of the club.

#### **c) Vice-Chairman**

- i) The Vice Chairman will stand in for the Chairman if the situation requires it.
- ii) The Vice Chairman deals with any complaints made about the Chairman.

#### **d) Treasurer:**

- i) 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 Company at such bank and in such manner as the Management Committee shall from time to time direct.
- ii) The Treasurer shall keep such accounts and pay such debts as the Management Committee shall direct and shall when required to do so present to the Management Committee or to a General Meeting an account of the moneys expended.
- iii) The Treasurer shall prepare an Annual Statement of the Accounts and Balance Sheet that comply with the Companies Act made up to 30<sup>th</sup> September each year. The financial year of the Club will begin on the 1<sup>st</sup> October each year.

#### **e) Secretary**

- i) The Secretary will attend all meetings of the Management Committee and take minutes.
- ii) The Secretary acts as first point of contact for incoming external communications.

**f) Membership Secretary**

- i) The Membership Secretary is responsible for managing the Company membership database.
- ii) The Membership secretary is the primary point of contact for membership related queries from members and non-members.
- iii) The Membership Secretary ensures that all subscriptions are paid.
- iv) The Membership Secretary manages the process of membership applications and approval.

**g) Hut Wardens:**

- i) A Hut Warden is responsible for the management and upkeep of a Club hut.
- ii) The Hut Warden will be responsible for the appointment of contractors to carry out maintenance as and when required.
- iii) The Hut Warden will be responsible for purchasing consumables and equipment required for the efficient operation of the hut.
- iv) The Hut Warden will be responsible for the collection and banking of Hut fees.

**h.) Ordinary Member**

An ordinary member will help with the management of the Company by carrying out tasks as directed by the Management Committee.

**4. Admission of Members:**

**a) Eligibility**

- i) Any person aged 18 or over is eligible to apply for membership.
- ii) An application must be proposed by two members who are able to vouch for the applicant's respectability and fitness to be a member, and must sign such a declaration as shall be required by the Management Committee. Electronic signatures/e-mails are acceptable proof of references.
- iii) Applicants would normally be expected to have experience of outdoor activities in the hills and mountains of the UK.

**b) Approval of Application**

- i) If the applicant has satisfied the requirements of 4a(i) and 4a(ii) and if the Membership Secretary approves the application, the applicant will become a Probationer of the Club.
- ii) If the Membership Secretary does not approve an application for any reason other than failing to satisfy the requirements of 4a(i) and 4a(ii) the case must be put to the Management Committee for a final decision.

- iii) Every applicant on admission shall be supplied with printed or electronic copies of the Articles of Association and of these Bylaws. Further copies may be supplied on such occasions as the Management Committee may from time to time determine or upon the request of a member.

**c) Probationary Period and Admission to Full Membership**

- i) The Probationer will be subject to a probationary period of 12 months. Following the completion of this period it is expected that all Probationers will apply for full membership by making an application in writing to the Membership Secretary. This application will be considered at the first meeting of the Management Committee after it is received. At the discretion of the Management Committee the probationary period can be extended for a further two years.
- ii) Any Probationer who has not been elected to full membership after a period of three years can have their application for membership revoked unless there are special individual circumstances which have prevented the Probationer from achieving full membership status, in which case the Management Committee may grant another extension of the probationary period.
- iii) A Probationer shall not be entitled to vote at general meetings and shall not be eligible for election to the role of any Officer of the Company.
- iv) Between the ages of 18 and 21 all children and grandchildren of members will be eligible to apply for membership. Membership applications will be submitted via the normal process with the parent or grandparent acting as the proposer(s). At the discretion of the management committee, full membership will usually be granted without the need to serve a period as a Probationer.

**d) Decision of the Management Committee**

- i) The Management Committee shall have the absolute discretion to reject an application for membership, whether or not the probationary period has commenced or concluded.
- ii) An applicant shall not be entitled to a right of appeal should the Management Committee decide not to admit them to Associate status or full membership.
- iii) The Management Committee may provide reasons for rejection of the application to the applicant but may not be compelled to do so if in their discretion they consider the reasons should remain confidential.

## **5. Honorary Members**

The Management Committee may in their discretion grant honorary membership to any member who has rendered special service to the Company or who in their opinion is deserving of the distinction. Honorary Members shall not be liable to pay subscriptions but shall be entitled to all rights and privileges of Membership including the right to attend and vote at all General Meetings of the Company. A certificate of Honorary Membership shall be signed by the President and issued to each Honorary Member.

## **6. Huts and Hut Wardens**

The Company owns three properties, traditionally referred to as 'huts', for the use of the members:

- Tyn Twr Hut, Bethesda, Snowdonia.
- Bishop's Scale Hut, Langdale Valley, Lake District
- Little Ground House Hut, Wasdale Valley, Lake District

All huts are equipped to a good basic standard, generally described below:

- Kitchen and dining area with cookers, fridge, microwave, crockery and cutlery.
- Heating, usually via wood burning stove and/or electric heaters.
- Lounge.
- Bunk beds.
- Washrooms and hot showers.
- Drying room.

The Management Committee will appoint a warden for each hut, all of whom will be members of the Management Committee and will be appointed to serve for a period of three years. Additional terms can be served with the joint agreement of the hut warden and the Management Committee.

## **7. Subscriptions**

- i) Fees: The subscription and hut fees shall be such as the Management Committee may determine from time to time. The subscription shall be due to be paid on 1<sup>st</sup> October each year. Any member who has not paid their subscription on or before 1<sup>st</sup> December may be terminated as a member at the Management Committee's absolute discretion.
- ii) Persons who have ceased to be members due to non-payment of subscriptions may regain membership up to a period of three years after the original membership ended on payment of an administration fee to be determined by the Management Committee plus the amount of any unpaid subscriptions. Alternatively, an application to re-join as an Associate may be

made but acceptance of this will be subject to approval by the Management Committee.

- iii) The Membership Secretary shall maintain at the Company's registered office a list of the names of the members and the year in which they joined, together with their membership status. The list shall be updated periodically at the Membership Secretary's discretion. The names of those who have resigned shall be held at the end of the membership list in accordance with sub-clause (iv) below.
- iv) Departing members details shall be retained on the membership list and the Company membership database for no more than a period of 6 years in accordance with the statute of limitations for liability claims unless the departing member consents to their retention for future contact from the Company.
- v) Every member shall within fourteen days inform the Membership Secretary of any change in their address or e-mail.

## **8. Conduct and Expulsion**

The Achille Ratti Climbing Club expects its members to conduct themselves in a civilised and appropriate manner with consideration, courtesy and respect to other members and members of the public generally at all times. This expectation extends to the manner in which the members use the Huts and any other Company property.

### **a) Misconduct of Members**

- i) Misconduct shall include any activity or conduct which in the absolute discretion of the Management Committee is undesirable, unwelcome or unbecoming or of a nature which may bring the Company into disrepute.
- ii) Such conduct is not permitted within the Company's properties or whilst participating in events organised by the Company.
- iii) Any member offending this bylaw shall be dealt with by the Management Committee under Rule 8(b) below.
- iv) The Hut Warden or any member acting in the place of a hut warden with the hut warden's permission shall have the power to order any member offending under this bylaw to leave Company property and such member's right to enter any Company property shall be suspended until they have had the opportunity to explain their conduct under rule 8(b).

### **b) Power of the Management Committee to Suspend or Expel**

- i) The Management Committee shall have power to reprimand, suspend (for a period not exceeding 12 months) or terminate the membership of any member who infringes Rule 8(a) above or other Rules or Bylaws issued by the Management Committee from time to time or any member whose conduct whether within Company premises or elsewhere shall in their opinion render him or her unfit for membership.

- ii) No member shall be suspended or expelled without being given the opportunity to explain his or her conduct to a meeting of the Management Committee which may be in person, by conference call or in writing as the member prefers.
- iii) The Management Committee shall give at least seven days clear notice in writing from the Secretary of the requirement of the member to provide an explanation of the alleged misconduct.
- iv) The Management Committee meeting considering the explanation shall be quorate (with at least 5 members and the presiding officer in attendance). Only members of the Management Committee forming part of the quorum shall be entitled to vote unless the member provides their explanation in writing only when all members of the Management Committee may vote by advising the Secretary of their vote.
- v) Having considered the member's explanation, the Management Committee shall vote upon whether or not to issue any sanction to the member arising from the alleged misconduct.
- vi) On a vote relating to the suspension of a member's membership or their expulsion from the Company, two thirds of the members of the Management Committee participating in the vote must vote in favour of the sanction for it to be passed.
- vii) A suspended member shall forfeit all their rights and privileges as a member during a period of suspension. No refunds of subscription payments shall be made for any period of suspension. A suspended member shall not be required to renew their subscription until their period of suspension ends.
- viii) If a suspended member is also a Director of the Company or a member of the Management Committee, they shall immediately vacate their office or seat on imposition of the suspension.
- ix) The Management Committee's decisions on matters of misconduct and the appropriate sanction are final. There shall be no appeal from the decision of the Management Committee.

## **9. Hut Rules:**

- i) The Management Committee shall have power to make such Hut Rules as they may consider necessary for the good government and order of the Company provided that no such Hut Rules conflict with any of the Articles or Bylaws.
- ii) A copy of the Hut Rules shall be posted in a conspicuous place within the Huts and shall published in the members only section of the Club website.
- iii) The Management Committee have the power to repeal and amend Hut Rules as they may consider necessary from time to time.

#### **10. The use of Company Facilities by persons under 18 years of age:**

- i) All members who attend the huts with minors are expected to be fully conversant and compliant with the club policies and guidelines regarding the use of the huts by children and young people which will be posted in a conspicuous place within the Huts and shall published in the members only section of the Club website.
- ii) The children and grandchildren of all members and probationary members are welcome to stay at all of the huts but they must be accompanied by their parent, legal guardian or, by a member who accepts responsibility for their safety and behaviour. That member must have completed the 'Consent Form for Adults Acting in Loco Parentis' to prove that the parent or guardian's permission has been obtained.
- iii) If a member wishes to take a minor who is not directly related to them to a hut and/or a club meet the permission of the Hut Warden or another member appointed by the Management Committee must be given.