

# **Constitution for Oread Mountaineering Club**

## **1 Name**

- 1.1 The Club shall be called "OREAD MOUNTAINEERING CLUB", hereinafter referred to as "the Club".

## **2 Aims and Objectives of the Club**

- (i) To promote the interests of climbing, hill walking and mountaineering.
- (ii) To provide an opportunity for members of the Club to meet and participate in climbing, hill walking and mountaineering activities.
- (iii) To act on behalf of and in the interests of Club members.
- (iv) To promote awareness of the need to maintain access, conservation and protection of the cliff and mountain environment.

## **3. Membership of the Club**

The Club shall comprise Ordinary Members and Honorary Members (collectively Full Members), and Provisional Members.

- 3.1 Membership of the Club shall only be open to an individual who
- (i) is aware of and accepts that climbing, hill-walking and mountaineering are activities with a danger of personal injury or death;
  - (ii) agrees to be responsible for their own actions and involvement;
  - (iii) has an awareness of their own capabilities and limitations, and as a result always takes part in activities in a way which does not endanger themselves or others;
  - (iv) is an adult aged 18 or over;
  - (v) is considered by the Committee suitable for Membership.

Anyone wishing to be considered for Ordinary Membership must first become Provisional Member by completing an application form. A candidate for election to Ordinary Membership shall complete an application form, prescribed by the Committee, which must be signed by two Full members as Proposer and Seconder; the proposer shall have been a Full member for at least one year. The Proposer must state and briefly describe on the application that they have personal knowledge of the candidate in the environment in which the club operates.

The election of Members shall be at the sole discretion of the Committee through a simple majority vote.

- 3.2 The Members acknowledge and agree that they will become Club Members of the British Mountaineering Council (BMC) and that the Club shall pay the

appropriate subscription on behalf of each Member included in the return filed by the Club with the BMC. In the event of the BMC being wound up, the Club shall pay the sum of not more than £1 on behalf of each Member included in a return filed by the Club with the BMC at any time within the preceding period of one year pursuant to the guarantee comprised in clause 6 of the Memorandum of Association of the BMC. The Members further acknowledge and agree that upon the Club being affiliated to the BMC and each becoming a Club member of the BMC that they will each be bound by the Memorandum & Articles of Association of the BMC.

- 3.3 All members will be subject to the regulations of the constitution and by joining the Club will be deemed to accept these regulations and policies that the Club has adopted. These are to be found on the Club Website.
- 3.4 Ordinary and Provisional Members shall pay an annual subscription.
- 3.5 The categories, benefits and subscriptions of Membership will be determined by the committee and listed in the Membership Policy.
- 3.6 The Club may, on the nomination of the committee, elect Honorary Members on account of their eminence in advancing the objectives of the Club. Honorary Members shall have the same privileges and responsibilities as Ordinary Members but shall not be liable for payment of subscriptions.
- 3.7 The Club recognises the importance of, and is committed to, equality and diversity, equal opportunity and fair treatment to all. The Club aims to ensure that all members have a genuine and equal opportunity to participate in Club activities, irrespective of their age, disability, gender reassignment, marriage and civil partnership, pregnancy, and maternity, race, religion or belief, sex and sexual orientation.
- 3.8 The Club respects the rights, dignity and worth of every person and will promote an environment where all people are able to enjoy climbing, hill-walking and mountaineering free from threat of intimidation, harassment and abuse. All club officers, members, and guests shall promote equality of opportunity and oppose discriminatory behaviour.
- 3.9 The Club will deal with any incidence of discriminatory behaviour seriously, according to club disciplinary procedures.

#### **4. Committee of the Club**

- 4.1 The affairs of the Club shall be managed by the Club Committee, hereinafter referred to as "the Committee".
- 4.2 Members of the Committee shall be Full Members of the Club.
- 4.3 The Committee shall be composed of the Officers of the Club and THREE other elected members.

- 4.4 The Officers of the Club Committee shall be the President, Vice-President, General Secretary, Treasurer, Membership Secretary, Meets Secretary, Hut Custodian(s), Hut Booking Secretary and Communications Officer, all being Honorary Officers. Hereafter referred to as "the Officers".
- 4.5 All Committee Members will retire each year but will be eligible for re-election. No one shall serve as the President for more than two years consecutively.
- 4.6 The Committee shall have the power to co-opt additional non-voting members. Such Committee Members shall discontinue at the next Annual General Meeting.
- 4.7 The retiring President shall have the option of being nominated for the office of Vice-President for the following year.
- 4.8 Voting for the election of Committee Members shall take place at the AGM. If the post of any Committee Member should fall vacant after such an election, the Committee shall have the power to fill the vacancy until the succeeding Annual General Meeting.
- 4.9 A quorum for a meeting of the Committee shall be six elected members.
- 4.10 In addition to the AGM the Committee shall hold at least six meetings each year.
- 4.11 The Committee will be responsible for the Rules and Policies of the Club
- 4.12 The Committee will have powers to appoint any advisers to the Committee as necessary to fulfill its business.
- 4.13 The Committee will be responsible for disciplinary hearings of members who infringe the club rules, regulations and policies. The Committee will be responsible for taking any action of suspension or discipline following such hearings.
- 4.14 The decision of the Committee on the interpretation this constitution, rules and policies shall be final and the Committee is empowered to deal with any matters not covered herein.
- 4.15 Each Club Hut shall be managed by a Hut Committee, consisting of the Hut Custodian, a Secretary and a minimum of two other members. Each Hut-Committee shall administer the affairs of a Hut, and be responsible to the Committee for Hut repair and maintenance, improvements to amenities and Hut Rules, and report back via the Hut Custodian to the Committee on a regular basis. Expenses shall not be incurred by a Hut Committee without prior consent of the Committee. The Secretary and Members of a Hut Committee shall retire annually, together with the Hut Custodian, but be eligible for re-election at the AGM.
- 4.16 The Club and its Committee Members are not to be held liable for any act of negligence between one member and another.

- 4.17 Committee and Hut Committee Members shall be entitled to an indemnity from the funds of the club for any claim made against them as a result of their proper exercise of duties.

## **5. Annual General Meeting (AGM)**

- 5.1 The AGM shall be held in Spring each year and notified to Members with 28 days' notice.

- 5.2 The AGM will:

- (i) Approve the minutes of the previous year's AGM.
- (ii) Receive a report from the President.
- (iii) Receive a report from the Treasurer and approve the Annual Accounts.
- (iv) Receive a report from those responsible for certifying the Club's accounts.
- (v) Receive reports from the Hut Custodians
- (vi) Elect the members of the Committee.
- (vii) Elect the members of Hut Committees.
- (viii) Consider any proposed changes to the Constitution.
- (ix) Consider any proposed relevant business.

- 5.3 The Committee or any two Full Members of the Club may nominate any other Full Member for election as an Officer or Member of the Committee with the consent of the nominee. All nominations must be received in writing or email by the General Secretary at least 21 days before the Annual General Meeting.

- 5.4 The Committee or any two Full Members of the Club may propose changes to the Constitution. Such changes shall be received by the Secretary a minimum of 21 days prior to the AGM, who shall circulate them to the Members at least 7 days before an AGM.

- 5.5 The Committee or any two Full Members of the Club may propose business for the AGM. Such business shall be received by the Secretary a minimum of 21 days prior to the AGM, who shall circulate them to the Members at least 7 days before an AGM.

- 5.6 All Full Members, present in person, have the right to vote at the AGM. Each Member will have one vote and all matters shall be determined by a simple majority except any proposal pursuant to clause 6.1, to clause 11.1 or to clause 12.1.

- 5.7 The quorum for an AGM will be 25 Members.

- 5.8 The President of the Club shall be entitled to vote on all matters and in the event of a tie shall have the casting vote at general meetings.

- 5.9 A Special General Meeting (SGM) shall be called by the Committee following an application in writing to the Secretary, signed by ten Full Members specifying the subject to which alone the discussion shall be confined. The Committee shall also have the power to call an SGM by decision of a simple majority of the Committee members.
- 5.10 If an SGM is inquorate then a further SGM will be convened.
- 5.11 All procedures for a SGM shall follow those outlined above for an AGM.

## **6 Club Property**

- 6.1 For the furtherance of its objectives, the Club may acquire or hold interests in freehold or leasehold property. Such acquisition, or disposal, will be decided by the votes of a two thirds majority of the Full Members present and voting at a General Meeting.
- 6.2 The Committee shall have power to administer the property of the Club.
- 6.3 All freehold and leasehold property of the Club and any investments authorised by the Committee (other than cash which shall be under the control of the Treasurer) shall be vested in Trustees on behalf of the members. All property vested in them shall be dealt with by them as directed by the committee with an entry in the minutes as evidence.
- 6.4 The Trustees shall be Full Members of the Club.
- 6.5 The number of Trustees shall not be greater than FOUR and not fewer than TWO. All club members undertake to jointly and severally indemnify every Trustee against all costs, charges, losses, expenses, liabilities and claims incurred by individuals whilst acting as a trustee and legal owner or leaseholder of the Club's property, save as regard any act or omission that constitutes a breach of the Trustee's duty to the membership.
- 6.6 The Trustees shall not be EX OFFICIO members of the Committee.
- 6.7 The Trustees will be appointed by the committee, and shall hold office until death, or resignation, or until removed from office by a resolution of the Committee who may, for any reason decided by a quorate committee meeting, remove any Trustee from the office of Trustee. The appointment and removal of Trustees will be recorded in the minutes of the meeting.
- 6.8 A Trustee who has been removed from office without his / her consent has the right to ask the committee to convene a SGM. A Trustee's appointment terminates forthwith if they:-
- i) become bankrupt or make any arrangement or composition with their creditors or;
  - ii) become incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs or;



- iii) commit any criminal act and they are sentenced to a term of imprisonment whether immediate or suspended or;
- iv) resign office by notice in writing to the secretary or;
- v) cease to be a member of the Club.

6.9 Trustees shall execute and do all of giving effect to any resignation or removal from office of a trustee. On appointment of an additional Trustee the continuing Trustees shall execute and do all deeds, documents, matters and things necessary for vesting of any property in new and continuing Trustees.

6.10 The duties of the Trustees shall be:

- (i) To safeguard the legal title of the property of the club vested in them.
- (ii) To notify the committee of anything of which they are aware that may cause damage or loss of value or amenity to that property.
- (iii) To deliver to the Club Secretary any official notice relating to the property that they may receive.
- (iv) To co-operate with the committee in doing whatever is required to administer the property.
- (v) Should the Club commence to become moribund, the Trustees shall dispose of and disburse the assets according to any constitutional instructions and any grant conditions still appertaining.

6.11 The committee will:

- (i) Be responsible for the maintenance and management of the club's property (including any income arising from the trust property) and insuring it for full value against all normal risks.
- (ii) Consult with the Trustees about any alterations to the property and all issues relating to health and safety, occupiers' liability, child protection and disability discrimination.
- (iii) Provide the Trustees with Committee Minutes and any other documents relevant to the Trustees.
- (iv) Allow the Trustees to inspect all records and information regarding these matters.

## **7. Club Subscriptions and Finances**

7.1 The Committee will decide on the Subscriptions for the different membership classes.

7.2 Subscriptions will be due on 1<sup>st</sup> January each year. The last date for payment of subscriptions will be the day before the AGM or the 31<sup>st</sup> March, whichever occurs first. Anyone failing to pay by this date will be struck off the list of members, subject to the discretion of the Committee.

7.3 The club Treasurer will be responsible for the finances of the club.

7.4 The financial year of the club will run from 1<sup>st</sup> January and end on 31<sup>st</sup> December.

- 7.5 All club monies will be banked in an account or accounts held in the name of the club.
- 7.6 The Treasurer shall be a signatory of the account(s). Additionally the Committee will nominate a minimum of three elected Club committee members, who are not related to each other or to the Treasurer, as signatories for the club account(s) all of whom shall have access to see all transactions in the Club's bank account(s).
- 7.7 A statement of the annual accounts which has been examined by a person independent of the club, and a proposed budget for the forthcoming year, will be presented by the Treasurer at the Annual General Meeting.
- 7.8 Any cheques drawn against club funds should hold the signatures of at least two signatories.
- 7.9 Any contract or expenditure on behalf of the Club needs prior agreement by the Committee.
- 7.10 All members of the Club shall be jointly and severally responsible for the financial liabilities of the Club.

## **8 Discipline and Appeals**

- 8.1 All complaints regarding the behaviour of Members should be presented and submitted in writing to an elected Committee Member.
- 8.2 The complaint will be considered by the Committee, excluding any Committee Members involved in the complaint. The Committee will meet to hear a complaint within 21 days or in a mutually agreeable timescale, of the complaint being lodged. The Committee has the power to take appropriate disciplinary action including the termination of membership.
- 8.3 The outcome of a disciplinary hearing should be notified in writing to the person who lodged the complaint and the member against whom the complaint was made within 14 days of the hearing.
- 8.4 There will be the right of appeal following disciplinary action being announced. A committee comprising of five past presidents of the Club, who are not current Committee Members, will be appointed by the Committee and agreed by the appellant. The committee should consider the appeal within 14 days of the Secretary receiving the appeal.
- 8.5 The outcome of an appeal hearing should be notified in writing to the person who lodged the appeal within 14 days of the hearing.

## 9 Effect of ceasing to be a member

- 9.1 On ceasing to be a Member a person forfeits all right to and claim upon the Club and its property and funds.
- 9.2 A person who has been expelled from the Club shall not be entitled to participate in any subsequent activity of the Club.

## 10 Rules of the Club

- 10.1 The Committee has the power to set Club Rules and Policies. Such rules shall be in accordance with the regulations of the Club's Constitution.

## 11. Dissolution of the Club

- 11.1 The Club can only be dissolved by a two-thirds majority vote at a General Meeting. Any liabilities at the time of dissolution, if the assets of the Club are not sufficient, shall be the joint responsibility of all Full Members. The Committee will arrange to discharge any remaining assets by donating to Charity or to organisations with similar aims and objectives to the Oread and agreed by a majority vote at a General Meeting.

## 12. Amendments to the Constitution of the Club

- 12.1 This Constitution can only be amended at a General Meeting by a two thirds majority of those Full Members attending the General Meeting. Such changes shall be delivered to the Secretary a minimum of 21 days prior to the General Meeting, who shall circulate them to the Members at least 7 days before the General Meeting.

### Declaration

This Constitution was approved and adopted by the Club on 23<sup>rd</sup> March 2025

#### Signatories

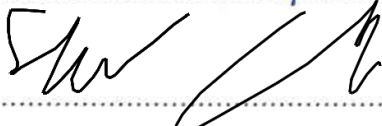
President

 11/4/25

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MICHAEL MOSS

Secretary



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Stephen Christian

Treasurer

J. A. Briggs

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Points 7.6 and 11.1 were amended at the 2022 AGM

Points 3.1, 3.3, 4.11, 6.5, 6.10(ii) and 6.11(iii) were amended at the 2024 AGM

Point 6.11(i) was amended at the 2025 AGM

Oread Constitution 23<sup>rd</sup> March 2025