



# THE CAIRNGORM CLUB

## CONSTITUTION

(as revised 10 November 2021)

### 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 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 any exceptions 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 of 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 subscription payable under Paragraph 8 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. 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 start 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.
16. Every member shall be liable for the current financial year's subscription unless he or she shall have intimated his or her resignation in writing to the Treasurer 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.

#### OFFICE-BEARERS

18. 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.
19. 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.
20. In the event of a casual vacancy occurring in the office of President, the senior Vice President (being the Vice President who has been in office longest, or if both Vice Presidents took office on the same day, the elder of the two) shall fill the office until the close of the next Annual General Meeting.
21. 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

22. An Honorary President shall be elected at the Annual General Meeting. He or she shall retire annually but be eligible for re-election for not more than three consecutive years.

## TRUSTEES

23. 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.

## MANAGEMENT

24. The Management of the Club shall be vested in a Committee, which shall consist of the office-bearers and nine members.
25. 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 serve for more than three consecutive years.
26. 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.
27. The Committee shall have power to arrange and to fix the dates and places of meets, excursions and social functions.
28. 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 further the Club's objects and purposes.
29. The Committee shall have power to appoint such sub-committees as may be necessary. These need not consist wholly of members of the Committee.
30. The Committee shall have power to make representations or financial contributions to other bodies in pursuit of the Club's objects and purposes. 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 objects and purposes.
31. The Committee shall have power to deal with any matter not provided for in this Constitution.

## ACCOUNTS

32. The Club shall be a non-profit-making organisation with all surplus income, after provision of appropriate reserves, being spent only in accordance with the objects and purposes of the Club.
33. Account books shall be kept sufficient to record all cash transactions of the Club.
34. The Club shall at the Annual General Meeting appoint an independent examiner or examiners to verify and comment on the Club's accounts for the current financial year. A member of the Committee may not act as an independent examiner.
35. The financial year of the Club shall be the 12 months commencing on 1 October in each calendar year and ending on the 30 September following, after which date the Treasurer shall submit accounts for the financial 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 shall be sent to every member with the notice calling the Annual General Meeting.

## PROPERTY

36. 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 properly incurred by them. All other property of the Club shall be vested in the Committee, and a 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

37. General, Committee or other meetings of the Club may take place physically, by electronic communication, or by a combination of these two, with the means to be determined by the Committee and announced when the meeting is called.
38. The Annual General Meeting of the Club shall be held 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 financial year and any comments from the independent examiner(s);
  - c. to set subscription rates for the following financial year;
  - d. to elect an honorary president, office-bearers and committee for the ensuing year, an independent examiner or examiners, and honorary members if desired;
  - e. to make proposals for meets, excursions and other functions for the year commencing 1 January next; and
  - f. 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 of and arrangements for 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, 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 arrangements for such meeting and the business to be transacted. Any member wishing to move an amendment to any motion to be proposed at the meeting shall give notice in writing to the Secretary of the terms of the amendment not less than ten days before the date of the meeting. It shall not be competent at a Special General Meeting to transact any business other than that of which notice has been given.
42. 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.
43. Twenty members shall constitute a quorum at all general meetings, and five members shall constitute a quorum at a meeting of the Committee.
44. Except as otherwise provided in Paragraphs 47, 48, 49 and 50, all questions arising shall be decided by a majority of votes on a show of hands or in such manner as the chairman shall direct 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. At all meetings the chairman shall, in the event of an equality of votes, have a casting vote.
45. Minutes shall be taken of all resolutions and proceedings at all business meetings of the Club and of the Committee.
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 arrangements for such meeting and the business to be transacted.

#### EXPULSION OF MEMBERS

47. A proposal to expel one or more members from the Club shall be made either upon a motion submitted by the Committee or in pursuance of a requisition made to the Secretary as provided in Paragraph 40. The Secretary shall send, by recorded delivery to the member(s) concerned, at least twenty-one days' notice of the terms of the motion and of the time and arrangements for the Special General Meeting to be called for this purpose. The Meeting shall have power, by a vote in favour of at least two-thirds of the members voting, to expel from the Club any member named in the proposal for any cause which the meeting shall deem sufficient. Any member so expelled shall forfeit all right to the use of, or claims upon, the property of the Club.

#### DISSOLUTION

48. A proposal to dissolve the Club at a Special General Meeting 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 Members of the Club at the time the requisition is made. The meeting shall have power by a vote in favour of at least two-thirds of the members voting, including a simple majority of Ordinary Members voting, to dissolve the Club. Members not present shall be entitled to vote by letter or by a proxy holding written authority.

49. If the proposal is carried, the Committee shall appoint a suitable person, or persons, 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 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 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 Members voting, and in any event not fewer than twenty Members, to alter this Constitution, provided that the proposed change has been stated in the notice calling the Special General Meeting or in a notice intimating the proposed amendments, as provided in Paragraph 41.