



K FELLFARERS - THE CONSTITUTION

January 2010

1. GENERAL

- 1.1 The Club shall be known as 'K Fellfarers'.
- 1.2 This Constitution shall be amended only at a General Meeting and then by a two thirds majority of those members present.

2. OBJECTIVES

- 2.1 To promote participation in mountain-based sporting and recreational activities.
- 2.2 To promote members' greater knowledge and love of the outdoor environment.
- 2.3 To maintain in good condition and improve the property known as High House, leased from the National Trust, at Seathwaite in Borrowdale.

3. MEMBERSHIP

- 3.1 Membership is open to those who understand and support the Objectives of the Club.
- 3.2 There is a single Category of Membership open to Individuals of 18 years of age or over.
- 3.3 Details of membership are defined in APPENDIX A.

4. ADMINISTRATION

- 4.1 The President and Vice-President shall be members of the Club proposed by two members and elected by a majority vote at a General Meeting, the appointments being confirmed at each Annual General Meeting. The duties of the President and Vice-President are defined in APPENDIX B.
- 4.2 The management of the Club shall be delegated to a Committee elected at each Annual General Meeting. The Committee shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, Booking Secretary, Social Secretary, Newsletter Editor and four other members. The Committee shall have the power to co-opt up to four additional members. The President, Vice-President and Lease Trustees may attend Committee meetings ex officio, with full voting rights. Details relating to the Committee are defined in APPENDIX C.
- 4.3 Responsibility for fulfilling the Clubs obligations to the Lease of High House shall be vested in four Lease Trustees who will act on behalf of the Club in all matters pertaining to the Lease. The Lease Trustees shall be elected by majority vote at a General Meeting, the appointments being reconfirmed at each Annual General Meeting. Trustee procedures are defined in APPENDIX D.
- 4.4 The Committee shall manage the use and maintenance of High House on behalf of the Lease Trustees but shall consult with the Lease Trustees regarding any alterations and all relevant issues.
- 4.5 Details relating to General Meetings are defined in APPENDIX E.

APPENDIX A - MEMBERSHIP

1. Admission of Members

- 1.1 The Committee shall ensure that the number of members is compatible with achieving the objectives of the Club, and appropriate to ensuring that the benefits of membership are reasonably available to all members. The Committee propose to the Annual General Meeting for confirmation a membership limit for the following year.
- 1.2 Applications will not be considered until the prospective member has been known to at least two members and has attended a number of Club events as a guest.

2. Proposal of Prospective Members

- 2.1 Prospective members must be proposed and seconded by existing members and accepted by a majority vote of the Committee. The proposer shall confirm that the membership requirements of paragraph 3.1 of the Constitution applies to the applicant and provide the Committee with any additional information that the Committee requires before it votes on the application.
- 2.2 A prospective member must complete and sign an application form approved by the Committee and containing a statement that the candidate agrees to be bound by the Constitution, and accompanied by the appropriate membership subscription.
- 2.3 Members may, with the approval of a General Meeting, be elected Honorary Life Members in recognition of their service to the Club.

3. Procedure after Election

- 3.1 Immediately after election a new member will:
 - a) Be given notice of election;
 - b) Be issued with a membership card, a copy of the Constitution and any supporting membership documents.

4. Subscription

- 4.1 Subscriptions relate to each calendar year and fall due on 1st January (except the first subscription of a new member as described in Appendix A section 2.2).
- 4.2 All members are required to complete a renewal form each year and shall receive a membership card on payment of their subscription.
- 4.3 By applying to become a member of the Club, the prospective member agrees to become a Club Member of the British Mountaineering Council (referred to henceforth as the BMC).
- 4.4 If any member fails to pay the annual subscription by the due date, that member shall cease to be a member. Readmission is at the discretion of the Committee.
- 4.5 An Honorary Life Member shall not be required to pay an annual subscription.
- 4.6 The annual subscription for the following year shall be set by the Committee and ratified at the Annual General Meeting at the start of the current year. If the Annual General Meeting does not ratify the Committee recommendation, the previous year's subscription level shall remain in force and any refund due shall be paid.

5. Resignation and Expulsion of Members

- 5.1 Any member may resign their membership by giving notice in writing to that effect to the Secretary.

- 5.2 The Committee may suspend or withdraw the membership of any member. The Committee shall inform the member concerned in writing giving their reasons.
- 5.3 On ceasing to be a member, a person forfeits all rights to and claims upon the Club and its property and funds, and must return any Club or BMC property.
- 5.4 A person whose membership of the Club has been suspended or withdrawn shall not be entitled to participate in any subsequent Club activity nor to visit High House.

6. Children and Young People

- 6.1 Children and young people under the age of 18 are welcome at High House and are encouraged to participate in Club events, with the proviso that they are at all times the responsibility of their parents or guardian and are accompanied by at least one of their parents or guardians or by an adult nominated by at least one of their parents or guardians.

APPENDIX B - PRESIDENT AND VICE-PRESIDENT

1. Duties of the President

- 1.1 The President shall take the chair at all General Meetings.
- 1.2 If there is a dispute between members and/or committee members and/or Lease Trustees, the President shall arbitrate and have the authority to determine how the dispute shall be resolved.

2. Duties of the Vice-President

- 2.1 The Vice-President shall deputise for the President when the President is unavailable and have the full authority of the President.

APPENDIX C - COMMITTEE

1. Election of Committee Members

- 1.1 At each Annual General Meeting all members of the Committee retire but are eligible for re-election.
- 1.2 The Committee must nominate a sufficient number of members to form the next Committee.
- 1.3 Any member may propose any other candidate or candidates, with the candidate's prior approval, before or at the Annual General Meeting.
- 1.4 Each member of the Club present is entitled to vote for as many candidates as there are vacancies to be filled.
- 1.5 Up to the number of vacancies, the candidates who receive most votes must be declared elected, and in the case of two or more candidates receiving an equal number of votes, the chairman of the meeting has an original and a casting vote.
- 1.6 Elections of persons to particular offices will be taken individually but election of ordinary members of the Committee may be taken together.
- 1.7 The new Committee shall take office immediately upon election.
- 1.8 The Committee may appoint a member to fill any vacancy on the Committee until the next Annual General Meeting. Any member so appointed must retire at the next Annual General Meeting but may be elected as a member of the Committee at that meeting.

- 1.9 If half or more of the elected committee should resign or be excluded from office during their term of office, the Committee must convene a General Meeting in accordance with Appendix E.2.

2. Meetings of the Committee

- 2.1 The Committee should meet once in every month to examine the accounts and arrange the affairs of the Club.
- 2.2 A simple majority of the elected members of the Committee forms a quorum.
- 2.3 Minutes of all the proceedings of the Committee must be taken and must be open to inspection by any member on application to the Secretary.
- 2.4 No material concerning the activities of the Club shall be published without the prior approval of the Committee.
- 2.5 No member of the Club, save for the President or an elected officer, shall be entitled to use the Club's letterhead unless so authorised by a resolution of the Committee.

3. Sub-Committees

- 3.1 The Committee may from time to time appoint from among its number such sub-committees as it deems necessary or expedient and may depute or refer to them such of its powers and duties as it may determine
- 3.2 The Committee shall be entitled to co-opt other members to serve on any sub-committee.
- 3.3 All sub-committees must report their proceedings to the Committee and must conduct their business in accordance with its directions and within their terms of reference.

4. Constitution and Regulations

- 4.1 The Committee is the sole authority for the interpretation of the Constitution and of any regulations.
- 4.2 The decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by the Constitution or the regulations is final and binding on the members.
- 4.3 The Committee may make, repeal or amend any regulations (consistent with this Constitution) as it thinks expedient for the management and well-being of the Club.
- 4.4 Regulations made by the Committee are binding on the members until repealed by the Committee or set aside by a resolution of a General Meeting of the Club.
- 4.5 The regulations relating to High House are defined in the High House Policy.
- 4.6 The Committee is responsible for ensuring that all statutory and regulatory requirements relating to High House are complied with.

5. Use of High House

- 5.1 The Committee shall fix the scale of charges for the use and letting of High House.
- 5.2 If the Committee offer reciprocal rights to a club to use High House in exchange for similar rights at that club's premises, or to withdraw such rights, their action shall be approved at the next General Meeting.
- 5.3 The Committee shall maintain the Hut Policy governing the upkeep and use of High House.

- 5.4 Changes to the Hut Policy may be introduced at any time but shall be subject to ratification at the next General Meeting.
- 5.5 All changes to the Hut Policy will be circulated to members at the earliest opportunity and a current copy of the Hut Policy shall be available at High House.

6. Finance and Insurance

- 6.1 The financial year of the Club ends on 31 December and the accounts of the Club must be balanced to that day.
- 6.2 The accounts must be audited by a suitably qualified accountant as soon as practicable after the end of the financial year.
- 6.3 The Auditor must be appointed at each Annual General Meeting and must not be a member of the Club.
- 6.4 Any vacancy in the office of Auditor must be filled by the Committee.
- 6.5 The Club is affiliated to the BMC and the members acknowledge and agree that they will become Members of the 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, and, in the event of the BMC being wound up, shall pay the sum of not more than one pound 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.
- 6.6 The President, Vice-President and every Officer, Lease Trustee, member of the Committee and member of any Sub-committee, (hereinafter together referred to individually as an "Indemnified Member") shall be indemnified out of the assets of the Club against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their appointment or otherwise in relation thereto including any liability incurred by them in defending any proceedings, whether civil or criminal (save in respect of proceedings brought against them by, on behalf of, or at the request of the Club, unless judgement is given in their favour). No Indemnified Member shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of their office or in relation thereto provided always that the Indemnified Member is acting in accordance with the directions of the Committee.
- 6.7 The property and income of the Club shall be applied solely towards the promotion of the objectives of the Club and no payment or distribution shall be made to any member by way of dividend bonus or profit. This provision shall not preclude reimbursement of expenses properly incurred in the course of the Club's business nor affect the operation of any indemnity provided by these Rules.
- 6.8 No member may on any pretence or in any manner receive any profit, salary or emoluments from the funds or transactions of the Club, except for professional services rendered at the request of the Committee.
- 6.9 The Committee shall be responsible for insuring the contents of High House for full value against all normal risks.
- 6.10 The Committee shall report annually to the Lease Trustees as to the insurance, upkeep, maintenance and use of High House and of any other matter which may

be considered material. The Lease Trustees shall be entitled to inspect all records and information regarding the same.

APPENDIX D - LEASE TRUSTEES

1. Appointment and Removal of Lease Trustees

- 1.1 The Lease Trustees of the Club shall be elected by majority vote at a General Meeting and the appointments reconfirmed at each Annual General Meeting.
- 1.2 In accepting appointment as a Lease Trustee that member appoints the President as their attorney for the purpose of executing any document relating to a transaction involving High House, or requisite to give effect to their removal as a Lease Trustee further to any resolution made pursuant to section 1.4 below, in the event that the Lease Trustee is unable or unwilling to execute the document.
- 1.3 A Lease Trustee can seek release at any time by giving written notice to that effect to the Chairman.
- 1.4 The Committee shall have power by resolution, subject to agreement of the Lessor, to remove a Lease Trustee from office should they be deemed to be no longer suitable as a Lease Trustee as determined by the Committee or cease to be a member of the Club. Any Lease Trustee so removed shall concur in executing any document requisite to give effect to their removal.
- 1.5 If a Lease Trustee resigns or is removed the Committee shall, within an appropriate period, arrange a General Meeting to appoint a replacement and subsequently raise a Deed of Appointment and Retirement and any other legal document required, to ensure that the change has full legal effect.
- 1.6 A Lease Trustee who has been removed without giving consent is entitled to require the Committee to convene a General Meeting.

2. Duties of Lease Trustees

- 2.1 The Lease Trustees have a duty to safeguard K Fellfarers legal right to occupy High House.
- 2.2 Lease Trustees must make themselves familiar with the details of the Lease.
- 2.3 Lease Trustees must ensure that the Committee is complying with the terms of the Lease and any statutory or regulatory requirement.
- 2.4 The Lease Trustees shall notify the Committee of any matters which come to their attention which might give rise to a risk of damage or destruction, loss of amenity, diminution in value, or of any other matters relating to High House.
- 2.5 The Lease Trustees shall co-operate with the Committee in doing all such things as may be necessary from time to time to avoid or minimise such risks including taking professional advice when appropriate.
- 2.6 One or more Lease Trustees are entitled to require the Committee to do all such things as may be necessary to avoid or minimise such risks, including taking professional advice when appropriate.
- 2.7 Lease Trustees shall promptly deliver to the Secretary any formal notice relating to said property they may receive.

APPENDIX E - GENERAL MEETINGS

1. Annual General Meeting

- 1.1 An Annual General Meeting shall be held in January of each year to:
 - a) Receive the reports of its officers;

- b) Receive and adopt the accounts;
- c) To make changes to this Constitution as necessary;
- d) Decide on any resolution which may be submitted to the meeting in the manner provided below;
- e) Fix the annual subscription;
- f) Consider any other business as determined by the Committee;
- g) Appoint a new Committee and Officers for the ensuing year;
- h) Appoint or confirm the Lease Trustees;
- i) Appoint or confirm an Auditor.
- j) Confirm the election of the President and Vice-President.

2. General Meetings

2.1 A General Meeting can be called:

- a) By the Committee;
- b) By a request to the Committee from one or more Lease Trustees, stating the reason for such a request;
- c) By a request to the Committee signed by 12 members, stating the reason for such a request.

2.2 The Committee shall call a General Meeting not less than 14 days and not more than 28 days after receipt of the request.

2.3 All members shall be notified, in writing or electronically, of the date and reasons for a General Meeting not less than 14 days before the date of the General Meeting.

2.4 All proposals affecting the Constitution of the Club shall be given, in writing, to the Secretary, not less than seven days before the General Meeting at which they are to be considered.

2.5 Any member who desires to move any resolution at a General Meeting must give notice in writing to the Secretary not later than seven days prior to the date fixed for the meeting.

2.6 No business other than that of which notice has been given may be voted upon at a General Meeting.

2.7 At a General Meeting the Chair will be taken by the President, or Vice-President, or Senior Officer present at the Meeting, the President having precedence.

2.8 At a General Meeting each member shall be entitled to one vote only on each resolution. The Chairman of the Meeting shall be entitled to an original and a casting vote.

2.9 The quorum at all General Meetings is 12 members present.

3. Dissolution of the Club

3.1 Dissolution of the Club can only be instigated following a resolution for the dissolution of the Club passed by a majority of the members present at a General Meeting where it is first heard.

3.2 Should such resolution be passed the Committee shall call a General Meeting to be held not less than 42 days following the initial resolution of which not less than 28 days written notice has been given to each member.

3.3 Postal votes will be acceptable at the General Meeting as in 3.2 above. Written notice of the meeting will include the opportunity for a postal vote and enclose an

addressed envelope to an appointed officer of the Committee. Postal votes must not arrive later than 24 hours prior to the start of the General Meeting.

- 3.4 The resolution for dissolution as in 3.2 above may be passed by a majority of two-thirds of the members voting on it. If passed the Committee must immediately, or at such future date as is specified in the resolution, proceed to realise the property of the Club.
- 3.5 If upon the winding-up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members, but shall be given or transferred to one or more other clubs or organisations having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Club under, and if so far as effect cannot be given to such provisions, then to one or more Mountain Rescue organisations.

LIST OF REVISIONS

Version	Date	Author/Changes	Revision
1	25 Nov 2008	Alec Reynolds	Revised Constitution. Draft version based on BMC model and existing Club Constitution.
2	09 Jan 2009	Kevin Ford	Revision of new document by sub committee. Version submitted to the AGM for adoption.
3	30 Jan 2009	Kevin Ford	As adopted at the AGM 30 January 2009 Amended wording Appendix A 5.2 Old wording: The Committee shall have the power to suspend or withdraw the membership of any member at any time. The Committee shall inform the member concerned in writing but will not be required to explain its action to the member. Revised wording: The Committee may suspend or withdraw the membership of any member. The Committee shall inform the member concerned in writing giving their reasons.
3	30 Jan 2009	Kevin Ford	As adopted at the AGM 30 January 2009 Amended wording inserted to Appendix C 1.3: <i>with the candidate's prior approval</i>
3	30 Jan 2009	Kevin Ford	As adopted at the AGM 30 January 2009 Added new paragraph: Appendix E 1.1j Confirm the election of the President and Vice-President.
4	29 Jan 2010	Alec Reynolds	As adopted at the AGM 29 January 2010 Added to Appendix A Section 1.1 The Committee shall propose to the Annual General Meeting for confirmation a membership limit for the following year. Added to Appendix C Section 4.6 The Committee is responsible for ensuring that all statutory and regulatory requirements relating to High House are complied with.