Constitution
Guidelines and Template

Constitution template for a mountaineering club for adults only (over 18-year olds) where each member is entitled to vote on club matters and a management committee is elected by the membership.

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The British Mountaineering Council
177 – 179 Burton Road, M20 2BB

T: 0161 445 6111
E: clubs@thebmc.co.uk

Introduction

- The following is an outline constitution suitable for a club consisting of members who are all over 18 years of age and wishing to become affiliated to the BMC.
- *Italics* have been used to provide commentary where some options are available and should be considered by the club and decided before finalising the constitution.
- Where you need to insert your own text or decide between options, text is in [ ] and sometimes also capital letters within the [ ].
- Each club is different and their constitution should reflect this.
- Clubs that are organised within an education establishment or via an employer may have to include clauses or rules that are specified by the Student Union or employer.
- This document does not reflect clauses that would need to be included by clubs who own or manage or lease a club hut or other facility.

What should be included in each section?

Your club should carefully consider your constitution needs for your own circumstances and also what the BMC's specific requirements are.

1. **Name of club:** State the name of the club and any abbreviations or acronyms it shall be / is known by.
2. **Objects:** The objects set out the reasons the club exists. These reasons need to include the activities set out in clause a which helps to ensure your club can be affiliated to the BMC.
3. **Application of income and property:** this sets out what income is for i.e. to achieve the objects of the Club
4. **Membership of the club:** Include here the definition of the various categories of membership in your club, which will depend greatly on the type of club. If there are restrictions to membership (i.e. only students at xyz university, or employees and family of xyz company) it should be stated in this section. This section should reflect the nature of mountaineering, as set out in clause 4.1a.
5. **Equity:** This is to set out what sports equity means to your club. It is vital that the constitution is open and non-discriminatory and that it reflects any sport's equity policy you may have.
6. **Finances:** You will need to decide when your financial year runs to and from, and how many signatories you allow for the bank account – the signatories should include the Treasurer. You should have at least two signatories to protect individual committee members.

   "*Jointly and severally responsible*" - this is where 2 or more people jointly promise to do the same thing, so here all Members are jointly under an obligation to pay for the financial liabilities of the Club, but they are also individually under an obligation. So, if the Club owes X £100 then X is entitled to £100 and can enforce the obligation against all the Members, or just one Member. If X goes after one Member, then it would be for that Member to then claim a contribution from the other Members.
7. **General Meetings:** Use this section to explain the protocols and procedures for your AGMs and SGMs.
8. **Notice:** This sets out how notice is to be provided to Members that an AGM/SGM is to take place.
9. **Quorum:** This is the minimum number of Members to attend any AGM/SGM in order for it to proceed and votes to be taken. You can have either a set number, or a percentage of members, whatever works best for your club.
10. **Chair of general meetings:** this sets out who is to chair any AGMs/SGMs

11. **Voting and proposals at general meetings:** This sets out that any member can put forward something to be voted on and how any proposals are passed i.e. majority or at least two thirds.
12. **Officers and Management Committee members:** The aim of this section should be to specify the roles of Officers, and whether it is only Officers who form the Management Committee, or you have Officers and other Management Committee members. This template is drafted on the basis that you may have Members who are happy to help and be on a committee, but not necessarily be an Officer. There will need to be some amendments made throughout the constitution if the Officers are to be the Management Committee.
13. **Appointment of Management Committee members:** This sets out how Members can be elected/appointed as Officers or Management Committee members. You can decide whether appointments should be annual or if they are appointed for any fixed term length.
14. **Powers:** This sets out the powers the Management Committee has.
15. **Disqualification and removal of Management Committee members:** how a Management Committee member (which includes an Officer) can be removed.
16. **Proceedings of the Management Committee:** this sets out the number of meetings to be held, voting of the committee members, quorum etc. It also provides that meetings can be held virtually and that decisions can be made by written resolution of the Management Committee.
17. **Conflicts of interest:** It is good governance to ensure that someone who has a personal interest in an arrangement e.g. they own the building in which the Club meets, they are a director of a company with which the Club contracts doesn't partake in the discussions in relation to such arrangements and so this clause deals with that.
18. **Delegation:** This is to allow the Management Committee to delegate their powers to smaller groups – you could state these groups also need to be Management Committee members, or they could be Members.
19. **Discipline and Appeals:** Outline the club's disciplinary procedure here. Ensure that it is a fair procedure with a fair appeals process. If possible, appeals should be heard by an independent group.
20. **Dissolution:** Procedures covering the dissolution of the club must be settled. In the event of funds remaining after debts have been settled club members may wish to specify that such funds should be given to some associated organisation. The section is usually essential when clubs are applying for external funding, i.e. from Sport England or Sport Wales.

It is important that all members (existing and new) sign a registration / affiliation form to declare that they will abide by the rules and the constitution of the club as part of their membership requirements.

Constitution of Milton Keynes Mountaineering Club BMC number 910204

1. **Name**

1.1. The name of the club is Milton Keynes Mountaineering Club, also known as MK Mountaineering Club and MKMC. Hereinafter referred to as “the Club”.

2. **Objects**

2.1. The objects of the Club (the Objects) are to:

a ensure the activity of climbing, mountaineering and hill walking (including ski mountaineering, ice climbing, paraclimbing and indoor climbing) are core activities of the Club.

b promote the interests of (but not limited to) climbing (bouldering, ice, indoor, sport and trad), dry tooling, via ferrata, mountaineering (ski, summer and winter) and scrambling, hillwalking and fell running (the Activities) amongst Members (defined below);

c provide an opportunity for Members to meet and participate in the Activities together;

d to promote sharing of knowledge and safe practices in the Activities, and to promote safety in participation in the Activities;

e act on behalf of the interests of the Members;

f promote awareness of the need to maintain access, conservation and protection of the cliff and mountain environment; and

g to take part in and support the work and activities of the British Mountaineering Council (the BMC).

3. **Application of income and property**

3.1. The income and property of the Club shall be applied solely towards the promotion of the Objects.

4. **Membership**

4.1. Membership of the Club (each a Member and together the Members) is only open to:

a individuals who recognise that the Activities are activities with a danger of personal injury or death. Members shall be aware of and accept these risks and agree to be responsible for their own actions and involvement as well as the effect of their actions upon other Members and members of the public;

b adults over the age of 18.

4.2. All Members acknowledge and agree that they will become Club 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 £1 on behalf of each Member included in the return filed by the Club with the BMC at any time within the preceding period of one year pursuant to the guarantee set out in the BMC's articles of association (the Articles). The Members further acknowledge and agree that upon the Club being affiliated to the BMC and each become a Club Member of the BMC that they will be bound by the Articles.

4.3. All Members will be subject to the terms of this Constitution and by joining the Club will be deemed to accept these terms and any codes of practice or Club rules that the Club adopts.

4.4. Members will pay membership fees, as determined at the AGM (defined below).

4.5. The membership year of the Club will follow the BMC membership year being 1 January to 31 December.

4.6. Membership of the Club will cease if the Member concerned:

a gives written notice of resignation to the Club;

b is removed from the membership by a resolution passed by a majority of the Management Committee (defined below) on the grounds that they have acted in a way which brings the Club into disrepute or has failed to abide by the rules of this Constitution.

c Fails to pay their membership fee before the deadline for the first quarterly return of the Club to the BMC (as defined by the BMC).

4.7. Membership of the Club is not transferable.

4.8. On ceasing to be a Member a person forfeits all right to and claim upon the Club and its property and funds.

4.9. A person who has been removed from the membership in accordance with clause 4.6.b shall not be entitled to participate in any subsequent activity of the Club.

5. **Equity**

5.1. The Club respects the rights, dignity and worth of every person and will treat all Members equally within the context of the Activities regardless of age, ability, gender, sex, race, ethnicity, religious belief, sexuality or social/economic status.

5.2. The Club is committed to all Members having the right to enjoy the Activities in an environment free from the threat of intimidation, harassment and abuse.

5.3. All Members have a responsibility to oppose discriminatory behaviour and promote equality of opportunity to the Objects.

5.4. All Members have a responsibility to discuss any of their concerns regarding safety promptly, privately and in person with the Member concerned in a constructive and helpful manner in support of 2.1 (d). Subsequently if concerns around safety are serious and ongoing these may be raised with a Committee member (defined below).

5.5. The Club will deal with any incidence of discriminatory behaviour seriously and objectively, according to Club disciplinary procedures.

6. Finances

6.1. Membership fees will be set annually and agreed by the Members at the AGM.

6.2. The Treasurer (as defined in clause 12.3.b) will be responsible for the finances of the Club.

6.3. The financial year of the Club will run from 1 November to 31 October to enable accounts to be prepared for the AGM.

6.4. All Club monies will be banked in an account held in the name of the Club.

6.5. The Management Committee will nominate a minimum of 3 of its members, as signatories for the Club account, the signatories must include the Treasurer.

6.6. All Members shall be jointly responsible for the financial liabilities of the Club.

7. General Meetings

7.1. The Club shall in each calendar year hold a general meeting as its annual general meeting (AGM), in addition to any other general meetings in that year and shall specify the meeting as such in the notice calling it.

7.2. All general meetings other than the AGM shall be called special general meetings (SGM).

7.3. The AGM will be held in November each year.

7.4. The Management Committee (as defined in clause 12.1) may call an SGM at any time.

7.5. The Management Committee must call an SGM if requested to do so in writing (including email) by not less than 20% of the Members. The request must state the nature of the business that is to be discussed. If the Management Committee fails to hold the meeting within 28 days of the request, the Members may proceed to call an SGM but in doing so they must comply with the provisions of this Constitution.

7.6. At each AGM the following business will be conducted:

a approval of the minutes from the previous year's AGM;
b an annual report from the Chair will be received;
c an annual report from the Treasurer together with the accounts of the Club for the previous financial year will be received;
d the election or re-election of Committee members as appropriate;
e the membership fees for the following year will be agreed;
f consider any proposed changes to this Constitution; and
g all other relevant business will be dealt with including motions proposed by Members.

8. Notice and Communication

8.1. The minimum period of notice required to hold any general meeting of the Club is 28 clear days from the date on which the notice is deemed to have been given.

8.2. A general meeting may be called by shorter notice, if it is so agreed by all the Members entitled to attend and vote.

8.3. The notice must specify the date, time, means and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.

8.4. All notices required in this Constitution must be given to all Members and must at a minimum be sent out to the Members group email list.

8.5. Any communication to/from the Committee can either be in physical writing or via email using a member's registered address or email address (respectively) on the BMC membership database. Other forms of electronic communication may be used but only in addition to the above or when explicitly agreed. It is a Member's responsibility to update the Club if any of these details change.

9. Quorum

9.1. No business shall be transacted at any general meeting unless a quorum is present.

9.2. A quorum is defined as all those Members present at a General Meeting.

10. Chair of general meetings

10.1. General meetings shall be chaired by the Chair (as defined in clause 12.3.a below).

10.2. If there is no such person or they are not present within 15 minutes of the time appointed for the meeting an Officer nominated by the Members present shall chair the meeting.

11. Voting and proposals at general meetings

11.1. Proposals may be put to a general meeting of the Club by any Member.

11.2. All proposals put to the vote at general meetings shall be decided by a simple majority of votes cast, except proposals to amend this Constitution or to dissolve the Club which shall require not less than two thirds of the Members present at the meeting to vote in favour.

11.3. Each Member shall have one vote. In the event of an equal number of votes for and against any proposal, the Chair shall have a casting vote.

12. Officers and Management Committee members

12.1. The overall management and control of the Club shall be managed and administered by a committee comprising the Officers (as defined below) and other Management Committee members (collectively the Management Committee or Committee).

12.2. The minimum number of members of the Management Committee shall be 4 and the maximum shall be 10% of the membership at the time of the AGM.

12.3. The Management Committee shall have the following Officers:

a a Chair
b a Treasurer
c a Secretary
d a Social Secretary

12.4. A Management Committee member must be a Member.

12.5. Where feasible, an Officer should not be related to nor living with another Officer.

13. Appointment of Management Committee members

13.1. The Club in general meeting shall elect the Management Committee members.

13.2. Each of the Officers and Management Committee members, however appointed, shall retire with effect from the conclusion of the next AGM after their appointment but shall be eligible for re-election at that AGM.

13.3. A Member may be elected a Management Committee member at any AGM by:

a The Club being given a notice prior to the AGM that:
- is signed or emailed by a Member entitled to vote at the meeting;
- states the Member's intention to propose the appointment of a person as a Management Committee member; and
- is signed, or the proposal email forwarded, by the person who is to be proposed to show their willingness to be appointed; or

b A Member being nominated for election from the floor of the AGM, with such proposal being seconded, and the person proposed showing willingness to be appointed.

13.4. The appointment of a Management Committee member, whether by the Club in general meeting or by the other Management Committee members in accordance with Clauses 13.6 and 13.7 below, must not cause the number of Committee members to exceed any number fixed in accordance with this constitution as the maximum number of Committee members.

13.5. The elected members of the Management Committee shall determine who fills the Officer posts at their first meeting after the AGM and these shall be published to the Members.

13.6. Subsequent to 13.5 If the post of any Officer should fall vacant, the Management Committee shall have the power to elect a member of the Management Committee or co-opt another Member to fill the vacancy until the succeeding AGM.

13.7. If the need arises during the year to support the running of the Club the Management Committee may co-opt any Member onto the Management Committee.

14. **Powers**

14.1. To further its Objects the Management Committee must manage the business of the Club and have the following powers:

a to obtain and pay for such goods and services as are necessary for carrying out the work of the Club;

b to collect the membership fees payable;

c to open and operate such bank and other accounts as the Management Committee considers necessary;

d to set aside funds for special purposes or as reserves against future expenditure;

e to adopt new policies, codes of practice or rules that affect the organisation of the Club and may be required by legislation;

f The Management Committee of the Club has the power to confer the honour of Life Membership to a Member who has provided exceptional service to the club over many years. Such a Life Member shall be exempt from paying either the Club element of the Membership fees (see clause 6.1) or both the Club and BMC element – as decided by the Management Committee. Life Membership cannot be conferred on an existing Management Committee member for the avoidance of conflict of interest.

g to do any other lawful things which are necessary or desirable for the achievement of the Objects.

15. **Disqualification and removal of Management Committee members**

15.1. A Management Committee member shall cease to hold office if they:

a cease to be a Member;

b resign as a Management Committee member by written notice to the Club; or

c are removed as a Management Committee member by a resolution passed by a majority of the Management Committee members on the grounds that they have acted in a way which brings, or is likely to bring the Club into disrepute or they have failed to abide by the rules of this Constitution.

16. **Proceedings of the Management Committee**

16.1. The Management Committee shall hold at least 4 meetings each year including the AGM.

16.2. Questions and issues arising at a meeting must be decided by a majority of votes.

16.3. Each Management Committee member shall have one vote. In the event of an equality of votes, the person chairing the meeting shall have a casting vote.

16.4. No decision may be made by a meeting of the Management Committee unless a quorum is present at the time the decision is purported to be made.

16.5. The quorum shall be not less than half of the Management Committee members, which must include 2 Officers. Except to hear complaints, under section 19 of this constitution, when a quorum shall be all members of the Management Committee. Additional Members may be invited by the Committee to provide knowledge and experience relevant to the discussion.

16.6. A Management Committee member shall not be counted in the quorum present when any decision is made about a matter upon which that Management Committee member is not entitled to vote.

16.7. If the number of Management Committee members is less than the number fixed as the quorum, the continuing Management Committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

16.8. The person elected as the Chair shall chair meetings of the Management Committee.

16.9. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Management Committee members present may appoint one of their number to chair that meeting.

16.10. All or any of the Management Committee members may participate in meetings via conference call facilities or other virtual means. A Management Committee member participating remotely shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

16.11. A resolution in writing signed by all the Management Committee members entitled to receive notice of a meeting of the Management Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.

16.12. The resolution in writing may comprise several documents containing the text of resolution in like form each signed by one or more Management Committee members and may be in electronic form such as (but not limited to) email or Whatsapp messages.

17. **Conflicts of interest**

17.1. A Management Committee member must:

a declare the nature and extent of any interest, direct or indirect, in which they have in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not been previously declared; and

b absent themselves from any discussion of the Committee in which it is possible that a conflict will arise between their duty to act solely in the interest of the Club and any personal interest (including but not limited to any personal financial interest).

17.2. Any Management Committee member absenting themselves from any discussion in accordance with clause 17.1.b must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

18. **Delegation**

18.1. The Management Committee may delegate any of their powers or functions to a group of two or more Management Committee members or Members but the terms of any such delegation must be recorded in the meeting minutes where such delegation was approved.

18.2. The Management Committee may impose conditions when delegating, including the conditions that:

a the relevant powers are to be exercised exclusively by the group to whom they delegate;

b no expenditure may be incurred on behalf of the Club except in accordance with a budget previously agreed with the Management Committee.

18.3. The Management Committee may revoke or alter a delegation.

18.4. All acts and proceedings of any groups must be fully and promptly reported to the Management Committee.

19. **Discipline and Appeals**

19.1. All complaints regarding the behaviour of Members should be presented and submitted in writing or by email to the Secretary. In the event of the complaint being against the Secretary or raised by the Secretary the Chair will take the actions of the Secretary in paragraphs 19.1 to 19.5.

19.2. The Management Committee will meet to hear complaints within 14 days of a complaint being read by the Secretary. The Management Committee has the power to take appropriate disciplinary action including the termination of membership.

19.3. Any Member subject to such a complaint has a right to be heard by the Management Committee and may bring a personal representative to the meeting and/or call other Members as witness whether in person or in writing.

19.4. The outcome of a disciplinary hearing should be notified in writing or by email to the person who lodged the complaint and the Member against whom the complaint was made within 7 days of the hearing.

19.5. There will be the right of appeal to a specially formed sub-group following disciplinary action being announced. The sub-group should be in the majority independent of those making the original decision – this may require other Club members to be co-opted into the sub-group for this purpose. The sub-group should consider the appeal as soon as practically possible within a maximum of 28 days of the Secretary reading the appeal notice.

20. **Dissolution**

20.1. If the Management Committee resolve that the Objects of the Club can no longer be fulfilled, the Management Committee will convene a special general meeting of the Club to consider the winding up and dissolution of the Club.

20.2. Any liabilities at the time of dissolution shall be the joint responsibility of all Members if the assets of the Club are not sufficient.

20.3. If the Club is dissolved and after all of its debts and liabilities have been satisfied there remains any property or assets these shall not be paid or distributed amongst the Members, but shall be applied in one or more of the following ways:

a donating them to charity e.g. Mountain Rescue, Mountain Heritage Trust, BMC Access & Conservation Trust; or

b transferring them to another organisation with similar aims to the Objects.

Adopted by the Club in General Meeting on _____

Signed_____
Position: Chair

Signed_____
Position: Treasurer

Signed_____
Position: Secretary