Constitution of Southampton Climbing Club

1. Name

1.1. The name of the club is Southampton Climbing Club (the Club).

2. Objectives

2.1. The Objectives of the Club are to:

a ensure the activities of climbing, mountaineering and hill walking (including ski mountaineering, ice climbing, paraclimbing and indoor climbing) are a core activity of the club;
b promote the interest of climbing and mountaineering amongst our Members (defined in section 2.2 below);
c provide an opportunity for Members to meet and participate in the Activities together;
d act on behalf of and in the interests of the Members;
e promote awareness of the need to maintain access, conservation and protection of the cliff and mountain environment; and
f to take part in and support the work and activities of the British Mountaineering Council (the BMC)

2.2 Primary Activities

a provide regular indoor climbing meets at a range of local walls, including both bouldering and roped climbing
b provide a range of outdoor climbing, walking and mountaineering meets in the UK, of varying durations, in a variety of different areas.
c provide a range of outdoor climbing, walking, mountaineering and ski meets elsewhere in the world;
d arrange and offer training in climbing, mountaineering and similar activities with accredited providers;
e provide social activities and other events for the benefit of members

3. Application of income and property

3.1. The income and property of the Club shall be applied solely towards the promotion of the Club's Objectives.

4. Membership

4.1. Membership of the Club 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;
b adults who are over the age of 18;

(each a Member and together the Members)

4.2. All Members acknowledge and agree that they are 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 as the Club is affiliated to the BMC and they will become Club Members 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 conduct, policies, or rules that the Club adopts.

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

4.5. 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 club 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.

4.6 Membership is only granted upon completing the signup process on the Club's website (southamptonclimbingclub.org).

4.7. Membership of the Club is not transferable.

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

4.9. A person who has been removed from the membership in accordance with clause 4.5.b forfeits all rights to readmission or to participate in any subsequent activity of the Club or to visit the Club's premises.

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.

5.4. The Club will deal with any incidence of discriminatory behaviour seriously, 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 1st November to 31st October.

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

6.5. The Club Committee will nominate a minimum of 2 Club Officers as signatories for the Club bank account, including the Treasurer, subject to clause 12.6.

6.6. All Members shall be jointly and severally 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 Club Committee (as defined in clause 12.1) may call an SGM at any time.

7.4. The Club Committee must call an SGM if requested to do so in writing by not less than one quarter of the Members. The request must state the nature of the

business that is to be discussed. If the Club 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.

7.5. 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 Club Committee 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 a report from those responsible for certifying the Club's financial accounts will be received
e the election or re-election of the Club Committee and Officers as appropriate;
f the membership fees for the following year will be agreed;
g all other relevant business will be dealt with.

7.6. The voting at any such Annual General Meeting or Special General Meeting must be by ballot if not less than five members present at that meeting so demand.

8. Notice

8.1. The minimum period of notice required to hold any general meeting of the Club is 30 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. The notice must be given to all Members.

9. Quorum

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

9.2. A quorum is:

a 10 Members entitled to vote upon the business to be conducted at the meeting; or
b 25% of the total membership at the time

(whichever is the lesser).

9.3. If:

a a quorum is not present within 20 minutes from the time appointed for the meeting; or
b during a meeting a quorum ceases to be present

the meeting shall be adjourned to such time and place as the Club Committee shall determine.

9.4. The Club Committee must re-convene the meeting and must give at least 7 clear days' notice of the re-convened meeting stating the date and time and place of the meeting.

9.5. If no quorum is present at the re-convened meeting within 20 minutes of the time specific for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.

10. **Chair of general meetings**

10.1. General meetings shall be chaired by the President or Committee Member nominated by the President (as defined in clause 12.3.a below).

10.2. If there is no such person or they are not present within 20 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 President shall have a casting vote.

12. Officers and Club 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 Members elected or appointed in accordance with this Constitution (the Club Committee).

12.2. The minimum number of members of the Club Committee shall be 5.

12.3. The Club Committee shall have the following Officers:

a a President
b a Treasurer
c a Secretary
d a Web Secretary
e a Lead Meet Secretary

(together the Officers)

12.4 Other recommended Club Committee Member roles to be appointed are Vice President, Gear Secretary, Social Secretary, Training Secretary, and New Members Secretary; however, the Members and Club Committee shall appoint any roles they see as appropriate, in accordance with 13.3 and 13.4.

12.5. A Club Committee member must be a Member.

12.6. Officers, bank signatories, and members appointed to certify the financial accounts, shall not be related to nor living with another Officer.

13. Appointment of Club Committee members

13.1. The Club in general meeting shall elect the Officers and other Committee members.

13.2. Each of the Club 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. The maximum length of continuous service of a Member in any one Committee role is 3 years.

13.4. A Member may be nominated a Club Committee member at any AGM by:

a The Club being given notice prior to the AGM that:
· states the Member's own intention to act as a Club Committee member; and

- is seconded by another Member who is entitled to vote at the meeting

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.

13.5. If the post of any Officer or Committee Member should fall vacant after an AGM, the Club Committee shall have the power to co-opt a Member to fill the vacancy until the succeeding AGM.

13.6. If the number of Officers should fall below 5 Members, the Committee must co-opt a Member to fill the vacancy until the succeeding AGM, or proceed to resolve the matter via SGM within 1 month of the vacancy becoming known.

13.7. The Club Committee may appoint any Member who is willing to act as a Club Committee member. This Club Committee member cannot be an Officer unless co-opted in accordance with 13.5.

14. Powers

14.1. To further its Objectives the Club 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 Club Committee considers necessary;

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

e to set new policies, codes of practice or rules that affect the organisation of the Club;

f to do any other lawful things which are necessary or desirable for the achievement of the Club's Objectives.

15. Disqualification and removal of Club Committee members

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

a cease to be a Member;

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

c are removed as a Club Committee member by a resolution passed by a majority of the Officers of the Club 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 Club Committee

16.1. The Club Committee shall hold at least 4 meetings each year.

16.2. Questions and issues arising at a meeting must be decided by a majority of votes by the Club's Officers.

16.3. Each Officer shall have one vote. In the event of an equality of votes, the President shall have a casting vote.

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

16.5. The quorum of the Club Committee shall be at least 3 Officers.

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

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

16.8. The person elected as President shall chair meetings of the Club Committee.

16.9. If the President is unwilling to preside or is not present within 20 minutes after the time appointed for the meeting, the Club Committee members present may appoint one of their number to chair that meeting.

16.10. All or any of the Club Committee members may participate in meetings via conference call facilities or other virtual means. A Club 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 Club Committee members entitled to receive notice of a meeting of the Club Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Club 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 Club Committee members and may be in electronic form.

17. Conflicts of interest

17.1. A Club 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 Club 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 Club Committee may delegate any of their powers or functions to one or more Member(s) but the terms of any such delegation must be recorded in the meeting minutes where such delegation was approved.

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

a the relevant powers are to be exercised exclusively by the person/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 Club Committee.

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

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

19. Discipline and Appeals

19.1. All complaints regarding the behaviour of Members should be presented and submitted in writing to the Secretary.

19.2. The Club Committee will meet to hear complaints within 30 days of a complaint being lodged. The Club Committee has the power to take appropriate disciplinary action including the termination of membership.

19.3. The outcome of a disciplinary hearing should be communicated in writing to the person who lodged the complaint and the Member against whom the complaint was made within 14 days of the hearing.

19.4. A Member subject to receipt of disciplinary notice will have the right to appeal to the Club Committee within 14 days of the notice. The Club Committee should consider the appeal and give notice of their decision within 14 days of the Secretary receiving the appeal.

19.5. A member who has had their appeal rejected by the committee will also have the right to appeal to a specially formed sub-group, and should submit this request to the club Secretary within 14 days after their appeal outcome has been communicated.

19.6. The sub-group will be appointed by the committee and consist of 3 Members, who are not on the current committee, and whom the committee view to be suitable and without any conflict of interest. The committee should form a subgroup within 14 days of the request.

19.7. The sub-group should consider the appeal and communicate their response to the relevant Member within 14 days of the sub-committee being formed.

19.8. On ceasing to be a member a person forfeits all right to and claim upon the Club and its property and funds, and shall not be entitled to participate in any subsequent activity of the Club nor to visit the Club's premises.

20. Dissolution

20.1. If the Club Committee resolves that the Objectives of the Club can no longer be fulfilled, the Club 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 one or more of the following charities: Mountain Rescue, Mountain Heritage Trust, BMC Access & Conservation Trust, or similar alternative charity as agreed at the SGM.

b transferring them to another Club with similar aims to the Objectives

21. Amendments to the Constitution

21.1. Amendments proposed by the Committee shall be put to the club's Members at AGM if a quorum of Officers vote in favour of the amendment.

21.1 Notice of the Committee's intention to amend the constitution must be circulated to all Members no less than 30 days prior to the AGM. Full details of any proposed amendments must also be made available to all Members attending the AGM.

22. Communications

22.1. References to written communications in this constitution include the use of electronic media such as email for all purposes.

22.2. The club will use electronic means to issue notice of Annual and Special General Meetings of the club.

Adopted by the Club on: 15th November 2025

Signed Luke Grinham
Position: President
(15th November 2025)

Signed Valerie Goulden
Position: Secretary
(15th November 2025)