

Rules of Craven Pothole Club Limited

(As amended by General Meeting on 25 November 2017)

1) Name, Objects and Powers of the Club

1. The Name of the Club shall be Craven Pothole Club Limited hereinafter referred to as the Club.
2. The main objects of the Club shall be to provide facilities for and to promote participation in the amateur sport of caving and related pursuits in the Yorkshire Dales.
3. The Club shall have the power to do anything which appears to it to be necessary or desirable in pursuing its objects. In particular, it may acquire and dispose of property, enter into contracts, accept gifts of property and employ staff. The Club may invest funds for the objects of the Club, including forming or participating in forming bodies corporate. It may borrow money in pursuing its objects, subject to a limit of £100,000

2) The Committee

1. All Officers and members of the Committee shall be Members of the Club.
2. The Officers of the Club shall be:
 - a) Chairman,
 - b) Secretary,
 - c) Treasurer,together with other Officers specified in the Primary Byelaws.
3. All Officers shall be elected annually. The Chairman, Secretary, and Treasurer must be over twenty one (21) years of age. The Chairman shall chair and (in the event of an equality of votes) shall have the power to use an additional casting vote at all general or committee meetings of the Club. The Chairman's decision on points of order shall be final.
4. The day-to-day management of the Club shall be vested in a committee consisting of all of the Officers of the Club and eight (8) elected Members who shall retire each year but shall then be eligible for re-election. Seven (7) Committee members, of whom not less than two shall be Officers, shall form a quorum at Committee meetings.
5. The Committee shall have the power to co-opt to its number if a vacancy occurs or for consultative purposes.
6. Members so co-opted for consultative purposes and ex-Presidents may attend and speak at a Committee meeting but shall have no vote.
7. No Officer or Committee member shall be entitled to vote at any Committee meeting unless fully paid up for the current year.
8. Committee members may be elected to more than one office, but no committee member shall have more than one vote.
9. Committee members shall receive not less than 7 days' notice of all committee meetings.
10. None of the Officers or members of the committee shall be entitled to any remuneration for their service, though they shall be entitled to be reimbursed for any out of pocket expenses properly incurred by them on behalf of the Club subject to the Committee's discretion.

11. A Committee member who fails to attend four (4) consecutive Committee meetings without giving reasonable explanation to the Committee shall be deemed to have resigned from the Committee.
12. Subject to these rules and the provisions of the Co-operative and Community Benefit Societies Act 2014, the Committee manages the affairs of the Club and may exercise all of its powers.

3) The Club's Finances and Property

1. The Club's financial year shall be 1st July to 30th June. The financial year beginning on 1st October 2016 shall end on 30th June 2017 as a transitional measure.. The Club's monies shall be deposited with such banks or building societies as the Committee decides and such accounts shall be operated by the Treasurer, Secretary and Chairman. The signature of any two of these shall be required to effect a withdrawal of Club money from such accounts.
2. The Committee for the time being shall carry out all management duties in respect of the Club's freehold property. There shall be no disposal of any Club assets unless such disposal has been authorised by a resolution carried at a General Meeting of the Club by a majority of at least three-quarters of the Members present. For the purposes of this rule, "disposal" means any gift, sale, lease, mortgage, charge, exchange, permanent loan or dedication. This rule shall not apply to the disposal of any asset or collection of assets having a value not exceeding £5000.
3. All surplus income or profits are to be reinvested in the Club and shall be used solely for fulfilling the objects of the Club and for no other purpose. Any trading surplus or assets shall be retained for the furtherance of the objects of the Club and there shall be no distribution of any trading surplus or assets to the Members or third parties. This rule shall not apply to donations, not exceeding £500 in any one instance, that the Committee may from time to time make to organisations with similar objectives or to support local community organisations.
4. The Committee may authorise reasonable travel expenses to Members to support foreign expeditions or caving projects.

4) Members

1. The Members of the Club shall be persons of the following status:
 - a) **Ordinary Members** who shall have full rights and privileges of the Club and who shall pay an annual subscription.
 - b) **Life Members** who shall have full rights and privileges of the Club and who shall make a single subscription payment.
 - c) **Honorary Members** who shall have full rights and privileges of the Club without payment of any subscription.

5) Associates

1. The associates of the Club shall be persons of the following status:
 - a) **Prospective Associates** who shall have certain restricted rights and privileges to be determined from time to time by the Committee and who shall pay an appropriate subscription. The principal restrictions on rights and privileges are as follows:

Prospective Associates may not:

 - a. coordinate meets (Club or private) or have tackle booked out on their behalf
 - b. vote at a general meeting
 - c. stand for Office or for election to the Committee
 - b) **Junior Associates** who shall have similar restricted rights and privileges as Prospective Associates and who shall pay an appropriate subscription.
 - c) **Temporary Associates** who shall have no rights or privileges.

6) Membership

1. Ordinary Membership of the club shall be open to anyone who has reached the age of eighteen and is interested in the sport of caving on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. Applicants must submit to the committee a completed application form, together with one year's subscription.
2. The Club Committee may refuse membership only for good cause such as conduct or character likely to bring the club or sport into disrepute. A person so refused by the Committee may, within fourteen (14) days of being informed of their refusal, by giving notice to the Secretary, appeal against the decision of the Committee at the next General Meeting of the Club. A simple majority of the Members present and voting shall have the power to annul the refusal. Any person refused membership who exercises a right of appeal to a General Meeting shall have no rights of membership until the meeting has been held.
3. Life Membership will be awarded to Members who have fulfilled a continuous period of Ordinary Membership and paid a one-off subscription defined in the Primary Byelaws of the Club.
4. Honorary Members shall be proposed and balloted for at an Annual General Meeting of the Club and be elected if three quarters of the Members present and voting vote in favour of their becoming Honorary Members.
5. It is a condition that all members of the Club must be covered by an appropriate Public Liability Insurance scheme approved by the Committee.

7) Associates

1. Individuals wishing to try the sport of caving without the commitment to ordinary membership of the club may at their discretion become associates:
 - a). Applicants for Prospective Associate must have reached the age of eighteen (18). Application must be submitted to the Committee together with the current Prospective Associate subscription.
 - b). Applicants for Junior Associate must be under the age of eighteen (18). Applications must be submitted to the Committee together with the current Junior Associate subscription.
 - c). Temporary Associates will be guests of the Club or of Club Members.

2. It is a condition that all associates of the Club must be covered by an appropriate Public Liability Insurance scheme approved by the Committee.

8) Subscriptions

1. The club may have different rates of subscription on a non-discriminatory and fair basis. The club will keep subscriptions at a level that will not pose a significant obstacle to people participating.
2. **Ordinary Members.** The subscription shall be determined by a General Meeting of the Club. The subscription year shall begin on July 1st and subscriptions for the year to which they relate are due on or before that date. Members at 31st December 2016 shall not need to pay a subscription until 1st July 2017 as a transitional measure.
3. **Prospective Associates.** The subscription period shall commence from the date of election. The rate of subscription and period of validity shall be as determined from time to time by the Committee recognising the limited rights and privileges of Prospective Associates.
4. **Junior Associates.** The subscription period shall commence from the date of election in the first year and from 1st July thereafter and subscriptions are due on or before that date. The rate of subscription shall be as determined from time to time by the Committee recognising the limited rights and privileges of Junior Associates.

9) Resignations

1. Any Member may, at any time, by notice in writing to the Secretary, resign membership. Resignation by a Member shall not entitle them to the return of any subscription monies already paid.

10) Removal of Members

1. Any Member committing a breach of these rules or the Primary Byelaws or acting in any way that, in the reasonable opinion of the Committee, is contrary to the interests of the Club may be expelled from Membership, at a Committee meeting, by a simple majority of the Committee present with voting rights and voting in favour of expulsion at the meeting. Such a Member shall have seven (7) days' notice of and may attend and speak at the meeting.
2. A Member so expelled by the Committee may, within fourteen (14) days of being informed of their expulsion, by giving notice to the Secretary, appeal against the decision of the Committee at the next General Meeting of the Club. A simple majority of the Members present and voting shall have the power to annul the expulsion. Any expelled member who exercises a right of appeal to a General Meeting shall have no rights of membership until the meeting has been held.
3. Any member not having paid their subscription and/or any separate insurance arrears by 30th September (i.e. 3 months after the due date) will cease to be a member of the Club.

11) Removal of Associates

Any Associate committing a breach of these rules or acting in any way contrary to the interests of the Club may be expelled by a simple majority of the Committee present with voting rights and voting at the meeting. Such an Associate shall have notice of and may attend and speak at the meeting. An Associate so expelled shall have no right of appeal.

12) General Meetings

1. The Annual General Meeting of the Club shall be held on a Saturday in November with preference being given to the fourth Saturday.
2. The Secretary shall give not less than ten (10) days' notice to all members of the time and place of General meetings.
3. The business of the Annual General meeting shall be to consider the accounts, reports and proposals of the Club's Officers and Committee, to elect the Officers and Committee of the Club for the coming year and to transact such other business as may be necessary.
4. Nominations for Officers and Committee must be received by the Secretary not less than ten (10) clear days before the Annual General meeting. Retiring Officers and Committee members shall be deemed to be re-nominated unless they have indicated otherwise.
5. Should there be more vacancies than nominations then those persons already nominated or re-nominated shall be deemed elected and the Chairman may invite further nominations from those present at the meeting to fill the remaining vacancies. Should there be more nominations than vacancies an election by ballot of those members present at the meeting shall take place, election to be by a simple majority. Those elected shall take office from the day following the meeting.
6. Notice of any motion to amend the Rules and/or Primary Byelaws of the Club must be received by the Secretary, correctly proposed and seconded in writing, at least six (6) weeks before the General Meeting and must be fully included in the notice of the meeting.
7. Notice of any other business to be added to the agenda of the Annual General Meeting must be received by the Secretary, in writing, signed by the proposer and seconder, at least ten (10) clear days before the meeting.
8. A General Meeting must be called by the Secretary to be held within six (6) weeks of receipt by the Secretary of a written requisition signed by ten (10) Members. Such a meeting shall be held on not less than ten (10) days' notice and the notice of the meeting shall specify the subject to which alone the discussion shall be confined.
9. The Committee may also call a General Meeting of the Club. The Secretary shall give not less than ten (10) days' notice, specifying the subject to which alone the discussion shall be confined.
10. No business shall be transacted at any General Meeting unless there is a quorum of thirty five (35) Members present.

13) Dissolution

1. The Club may be dissolved:
 - a) by the consent of not less than three-quarters of the Members who sign an instrument of dissolution in the directed form; or
 - b) by winding-up in any other manner provided by the Co-operative and Community Benefit Societies Act 2014.
2. On the winding up or dissolution of the Club, the assets of the Club shall be first applied to the discharge of debts and liabilities. Any remaining assets shall be given or transferred to another Caving Club or Clubs recognised by the sports governing body, a registered charity or the sport's governing body for use by them in related community sports.

14) Rules

- 1 A copy of these Rules and current Byelaws shall be supplied to each Prospective and Junior Associate with the nomination form. Copies of the Rules and current Byelaws are available to any Member on application to the Secretary.
- 2 Alterations to these rules can only be made by a General Meeting of the Club. A majority of three quarters of those present and voting at the meeting is required to pass such alterations.

15) Share Capital

- 1 The capital of the Club shall consist of shares of the value of five pence each.
- 2 Each Member of the Club shall be allotted one share. Five pence of the subscription then next paid by each Member shall be applied in paying up the same in full. No Member shall hold more than one share, and no person who is not a Member shall be issued with a share. No share certificate shall be issued. A share allotted to an Honorary or a Life Member shall be credited as fully paid by way of a capitalisation of any profits or the reserves of the Club and the Committee shall have power to take all steps necessary to give effect to this Rule.
- 3 No share shall be held jointly, be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share. The share of a Member that holds a share shall be forfeited to the Club when that Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Club.

16) Auditing of Accounts

- 1 The provisions of the Co-operative and Community Benefit Societies Act 2014 relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.
- 2 The Auditor(s), where appointed, shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business which concerns them as Auditors.

17) Registered Office

The address of the Club's registered office is Ivy Cottage, Horton in Ribblesdale, Settle, North Yorkshire, BD24 0HF.

18) Transitional Provision

Notwithstanding the other provisions of these Rules, all persons who are members of the unincorporated association known as Craven Pothole Club at the date of the registration of the Club by the Financial Services Authority shall automatically become Members or Associates of the Club on that date appropriate to their former status in the unincorporated association. In the event of any uncertainty or disagreement over whether a member of the unincorporated association known as Craven Pothole Club should be a Member or an Associate of the Club, the decision of the Committee shall be final.

Revision Record for the Rules of Craven Pothole Club Limited			
Date	Adoption / Revision made by	Section Changed	Brief details of change
25/11/17	Revised by CPC AGM	2.12 5.1.a.a 13.1.b 16.1	Change relevant legislation Amend Prospective's responsibilities Change relevant legislation Change relevant legislation
26/11/16	Revised by CPC AGM	3.1,8.2, 8.4, 10.3 6.1 13.2	Change financial and membership years to end on 30 June. Reinstate minimum age of 18 for membership Amend instructions for distribution of assets following winding up of the club.
14/06/14 (approved by FCA 15/07/2014)	Revised by CPC General Meeting	1.2, 3.3, 3.4, 6.1, 6.2, 7, 8, 10.1, 10.2, 12.10, 13.2	Changes required to conform with HMRC requirements to register as a Community Amateur Sports Club. Reduce quorum for general meetings to reflect current member numbers.
24/11/12	Adopted by CPC AGM	--	--
09/01/13	Registered by FSA	--	--