

Rules of Shepton Mallet Caving Club Limited

1 Name, Objects and Powers

- a) The name of the Club shall be Shepton Mallet Caving Club Limited (the **Club**).
- b) The objects of the Club shall be:
 - i) To investigate caves, mines and similar phenomena by the application of the practices and techniques of speleology.
 - ii) To support the scientific study of caves, mines and similar phenomena in all its forms.
 - iii) To support and encourage the conservation of caves, mines and similar phenomena.
 - iv) To enter into arrangements either on its own account or with others to ensure wherever possible continued access to caves, mines and similar phenomena for the benefit of its Members.
 - v) To publish papers for the furtherance of these objects.
- c) The Club shall have the power to do anything which appears to it to be necessary or desirable in pursuing its objects.
- d) The Club is registered under the Co-operative and Community Benefit Societies Act 2014 (the **Act**). Any references to the Act include reference to any statutory re-enactment and/or modification of it.

2 Membership

- a) Membership of the Club shall be open to all persons aged eighteen or over.
- b) The Club shall have the following categories of Membership:
 - i) Full Membership, which may be granted by a simple majority vote at an Annual General Meeting provided that the applicant has been a Probationary Associate for at least six calendar months and provided that the application is supported by the testimonials from two Members.
 - ii) Honorary Membership, which may be granted by a simple majority vote at an Annual General Meeting to any person who has given outstanding services to the Club or speleology. Such Membership shall confer all the benefits of Full Membership without payment of any subscription and shall be for life provided that the recipient indicates their continuing desire for such Membership in reply to annual enquiries from the Membership Secretary.
- c) All Members shall have one vote at General Meetings regardless of the category of Membership they are part of.

3 Associates

- a) The Club shall have the following classes of Associate:

i) Temporary Associates, who may participate in the activities of the Club and use its amenities for a limited duration defined by the British Caving Association (BCA). Temporary Associates shall be eligible for public liability insurance cover provided by the BCA but shall have no voting rights or any other rights or privileges, except as decided by the Committee. Temporary Associate status may be granted by the agreement of any two Members of the Club and on payment of the administration fee due.

ii) Probationary Associates, who shall receive all the benefits of Membership except voting rights. Probationary Associate status may be granted by the Committee provided that at least half of the Committee Members present vote in favour.

iii) Junior Associates, who shall receive all the benefits of Membership except voting rights. Junior Associate status may be granted by the Committee to persons under 18 years old provided that more than half of the Committee Members present vote in favour. Junior Associate status is granted subject to the completion of a participation statement by the parents or legal guardian of the person seeking to become a Junior Associate.

4 Subscriptions

a) The Annual Subscriptions shall be decided by a General Meeting or by the Committee. In the latter case the subscription must be ratified by the next General Meeting of the Club.

b) The Annual Subscriptions shall be payable by Full Members, Probationary Associates and Junior Associates. The Annual Subscriptions shall be due on 1st June each year and are non-returnable.

5 General Meetings

a) The Annual General Meeting shall take place in May each year.

b) An Extraordinary General Meeting may be called at any time by either the Committee or at least 10% of the Members giving not less than four weeks' notice to the Secretary.

c) The Secretary shall send to all Members at their last known email or postal address at least two weeks' notice of every General Meeting and this notice shall include the Agenda for the meeting.

d) The accidental omission to give notice of any General Meeting, or the non-receipt of such notice by any Member, shall not invalidate any resolution passed or the proceedings at any General Meeting.

e) The quorum at any General Meeting of the Club shall be either 20 Members or 20% of the membership, whichever is the smaller number. No business shall be transacted unless a quorum is present.

f) The Chairperson of the Club shall chair General Meetings. If the Chairperson of the Club is not present then a chair shall be elected on a show of hands at the beginning of the General Meeting in question.

- g) Subject to the Act, each resolution at any meeting shall be decided on a show of hands and be passed by a simple majority. Each Member of the Club present shall have one vote.
- h) Electronic and written voting will be accepted in advance for important resolutions upon terms decided by the Committee from time to time.
- i) In the event of a tie in voting on any resolution, the chair of the meeting shall have a second or casting vote.
- j) All Members, Probationary Associates and Junior Associates may attend a General Meeting, but only Members may vote.

6 Club President

- a) The Annual General Meeting may elect a President of the Club to serve for a period of two years.
- b) The President shall be granted all rights and privileges of Full Membership during their term of office without payment of any subscription.
- c) A retiring President shall not be eligible for immediate re-election.
- d) In extenuating circumstances, the definition of which shall be decided by a majority vote of the Committee, the term of the President may be extended by up to one additional year. Such extension shall be approved by a simple majority vote at a General Meeting.

7 Election of Club Officials

- a) The Annual General Meeting shall elect until the following Annual General Meeting the following Club Officials from the Members of the Club:
 - i) Secretary
 - ii) Treasurer
 - iii) Caving Secretary
 - iv) Hut Warden
 - v) Tackle Warden
 - vi) Editor
 - vii) Membership Secretary
 - viii) Librarian
 - ix) Newsletter Editor
 - x) Conservation and Access Officer
 - xi) Webmaster

- xii) Hut Engineer
- b) No Member may hold more than one office.
- c) Retiring Club Officials shall be eligible for re-election.

8 Responsibilities of Club Officials

- a) All Club Officials shall present a report to the Annual General Meeting, together, where applicable, with a statement of the Club's income and expenditure.
- b) The specific responsibilities of the Club Officials shall include:-
 - i) Secretary - Keeping minutes of all General and Committee meetings; maintaining a record of Club activities; dealing with general Club correspondence; responsibility for attendances at meetings of relevant groups with which the Club is associated.
 - ii) Treasurer - Keeping full account of all monies received and expended by the Club. Working in partnership with the Membership Secretary to collect subscriptions and to pay for public liability insurance.
 - iii) Caving Secretary - Organisation of Club caving activities.
 - iv) Hut Warden - Manage the Club headquarters; collection and accounting for all fees due in connection with the Club headquarters. Support the role of the Hut Engineer.
 - v) Tackle Warden - Maintenance and renewal of all Club tackle.
 - vi) Membership Secretary - keeping an up to date register of Members and Associates. Working in partnership with the Treasurer to collect subscriptions and to pay for public liability insurance.
 - vii) Editor - Editing, preparation and production of all Club publications other than the newsletter.
 - viii) Librarian - Maintenance of and making acquisitions for the Club library.
 - ix) Newsletter Editor - production and distribution of a periodic newsletter.
 - x) Conservation and Access Officer - to represent the Club in matters of Conservation and Access.
 - xi) Webmaster – To manage & maintain the Club's website(s) and mailing lists(s), in partnership with the librarian, manage the storage of any electronic publications (e.g. journals, newsletters) or data (e.g. survey data), to be the owner or approver of any electronic web-based presence created in the Club name (such as on social networking sites)
 - xii) Hut Engineer – Maintain and develop the Club headquarters; ensure that the hut and facilities meet statutory requirements. Support the role of the Hut Warden.

9 The Committee

- a) The business of the Club shall be conducted by a Committee consisting of the President, Club Officials and two other Members elected by the Annual General Meeting.
- b) Subject to these Rules and the provisions of the Act, the Committee manages the affairs of the Club and may exercise all of its powers.
- c) The Committee shall serve until the conclusion of the following Annual General Meeting.
- d) The Committee shall at its first meeting after each Annual General Meeting elect from the Committee Members a Chairperson of the Club to serve until the conclusion of the following Annual General Meeting.
- e) The Committee shall fill any vacancy occurring during the year on the Committee or amongst the Club Officials but may not otherwise co-opt additional voting members of the Committee. Only Members may be co-opted under this rule and any Member so co-opted shall vacate their office at the next Annual General Meeting.
- f) Members of the Committee shall not receive any remuneration for serving on the Committee.

10 Committee Meetings

- a) The first meeting of the Committee each year shall be held within one calendar month of election. Subsequent meetings shall be held at intervals not exceeding three calendar months.
- b) Committee Meetings shall be called by the Secretary giving at least seven days' notice to all Committee Members and Club Officials; this notice shall include the agenda of the meeting.
- c) The quorum at a Committee Meeting of the Club shall be either 50% of the Committee Members or 6 Committee Members whichever is the smaller number. No business shall be transacted unless a quorum is present.

11 Byelaws

- a) A General Meeting or the Committee may make Byelaws that shall be binding on all Members and Associates, or amend Byelaws already in existence.
- b) All new Byelaws and amendments to the existing Byelaws made by the Committee shall require ratification at the following Annual General Meeting.

12 Suspension and Termination of Membership

- a) The membership or associate status shall lapse of any Member or Associate not having paid the required annual subscription by 30th September. The membership or associate status of any such person may be reinstated at the discretion of the Committee provided that all outstanding arrears of subscription have been paid.
- b) Members and Associates may withdraw from membership by providing not less than 2 weeks' notice in writing to the Secretary. Withdrawal under this rule shall not entitle a

withdrawing Member or Associate to a refund of all or part of their annual subscription already paid.

- c) Any Member or Associate committing a breach of the Rules or Byelaws of the Club may be called upon to explain their conduct to the Committee.
- d) In the event that a formal complaint is made against a Member or Associate, then the committee shall implement the procedures outlined in the Club's disciplinary procedures. The membership or associate status of any Member or Associate may only be terminated by at least a 75% majority vote at a General Meeting. Any proposal to terminate a Member's membership or an Associate's associate status must be included in the circulated agenda.

13 Disclaimer of Liability

The Club recognises that caving, cave diving and mine exploration are activities with a danger of personal injury or death. Participants in these activities should be aware of and accept these risks and be responsible for their own actions and involvement.

Every person, whether a Member or not, taking part in any activity or expedition organised by the Club, or in which any Member of the Club takes part, or in which Club tackle is used, shall do so at their own risk and they or their legal personal representatives or assigns or dependants shall have no claim or right of action against the Club or any Member thereof in respect of damage or injuries to person or property and whether fatal or otherwise notwithstanding any negligence of any Member of the Club or of the body of Members of the Club.

14 Dissolution of the Club

- a) The Club may be dissolved by the consent of three-quarters of the Members who sign an instrument of dissolution in the directed form or by winding-up in the manner provided by the Act.
- b) A duly appointed receiver or manager of the whole or part of the Club's assets may assume such powers of the Committee as they consider necessary to carry out their duties under the instrument of appointment.
- c) On the winding up or dissolution of the Club, after the satisfaction of all its debts and liabilities, any assets or funds whatsoever remaining must be applied by transfer to be used to further speleology in such manner as a General Meeting shall decide. Upon the payment of such monies and transfer of such assets the Club shall be dissolved.
- d) No funds or part of any funds remaining after satisfaction of all debts and liabilities may be distributed to Members of the Club. This provision may not be altered or rescinded.

15 Amendments to the Rules

- a) Subject to the requirements of the Act, these Rules may be amended by a simple majority vote at a General Meeting.
- b) Four weeks' notice of any proposed amendments to these Rules must be given to the Secretary.

- c) Any proposals to amend these Rules must be included in the agenda circulated to Members.
- d) Any change of these Rules must be registered by the Financial Conduct Authority (FCA) (or any successor organisation) before they come into force.

16 Shares

- a) The capital of the Club shall consist of shares of the value of five pence each.
- b) Each Member of the Club shall be allotted one share.
- c) Five pence of the subscription then next paid by each Member shall be applied in paying up the same in full.
- d) 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.
- e) If a share is allotted to an Honorary Member such share 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.
- f) 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. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith shall be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.
- g) 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.
- h) In the event of their death a person shall cease to be a Member, their share shall be cancelled, and the amount paid up on that share shall become the property of the Club. The following makes provisions for representatives and nominees taking into account the provisions of these Rules:
 - i) the Act provides that a Member may nominate a person or persons to whom property in the Club at the time of his/ her death shall be transferred. As any such share will have been cancelled, no person so nominated under the Act shall be entitled to any property of that Member on their death; and
 - ii) no property shall be capable of transfer to any personal representative of a deceased Member.
- i) Upon a claim being made by a trustee in bankruptcy of a bankrupt Member to the share held by that Member, the Club shall transfer such share to which the trustee in bankruptcy is entitled and as the trustee in bankruptcy may direct them.

17 Borrowing and Investment

- a) The Club shall have the power to do anything which appears to it to be necessary or desirable in pursuing its objects.

- b) The Club may by the authority of the Members invest funds in furtherance of the objects of the Club, including forming or participating in forming bodies corporate, or otherwise acquiring membership of bodies corporate.
- c) The Club may borrow money, after approval by a General Meeting, in pursuing its objects, subject to a limit of £100,000.

18 Audit

- a) The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities, and duties of the Auditors shall be complied with.
- b) The Members shall vote annually, as allowed by section 84 of the Act, to have, when necessary in law or where the Membership requires:
 - a audit carried out by a Qualified Auditor; or
 - a report by a Qualified Auditor; or
 - an audit carried out by two or more Lay Auditors; or
 - unaudited accounts, where the conditions for such exist.
- c) If the Membership vote for an audit or report by a Qualified Auditor then a person who is a Qualified Auditor under section 91 of the Act shall be appointed. The Qualified Auditor shall not be an Official or servant of the Club and nor shall they be the partner of, or in the employment of, or employ, an Official or servant of the Club.
- d) If the Membership vote for an audit carried out by two or more Lay Auditors then the Annual General Meeting shall elect the Lay Auditors from the Club's Membership. The Lay Auditors shall not be Club Officials or members of the committee.
- e) If the Membership vote for unaudited accounts, the Club's income/expenditure ledger shall be scrutinised by the Secretary and Committee Members only and signed, as a true record, by the Secretary and two Committee Members or any other number as may be required by legislation. An income/expenditure report will be prepared to present to the Club's Members at each Annual General Meeting.
- f) The Qualified Auditor or Lay Auditors, 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.

19 Application of profits

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.

20 Registered Office

The Registered Office of the Club shall be at The Mineries, Wells Road, Priddy, Wells, Somerset, BA5 3AU or at such other location in the United Kingdom as the Committee may

from time to time determine. Notice of any change in the situation of the Registered Office shall be given by the Secretary to the Financial Conduct Authority (or any successor organisation) within fourteen days after the change.

21 Seal

The Club does not have a common seal.

22 Indemnity

- a) Club Officials and members of the Committee who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions. Any such action brought against a Club Official or Committee Member will be defended by Shepton Mallet Caving Club Limited.
- b) The Club will purchase and maintain insurance against this liability for its own benefit and for the benefit of the Club Officials and the Committee.

23 Administrative Provisions

- a) The Club is to keep at its registered office:

a register of Members in which the Membership Secretary is to enter the names and addresses of the Members, where the Member has notified the Club of an electronic address for the purposes of receiving notices or documents, the electronic address and the purposes for which it has been notified, the date at which each person was entered in the register as a Member and the date at which any person ceased to be a Member and the details of the share held by each Member and of the amount paid or agreed to be considered as paid for that share;

a register of other assets in the Club in which the Treasurer is to enter whether in loans or loan stock held by each Member;

a duplicate register of Members containing the names and addresses of Members;

a register of the names and addresses of the Members of the Committee, the basis of their Membership of the Committee and the dates on which they assumed office;

a register of the holders of loan stock in which the Treasurer is to enter such particulars as the Committee direct and register all transfers of loan stock; and

a register in which the Treasurer is to enter such particulars of all mortgages and charges on land of the Club as the Committee directs.

- b) Subject to the provisions of the Act and the Data Protection Act 2018 (and any replacement or successor legislation) the registers to be maintained by the Club may be kept in electronic form.

- c) The inclusion or omission of the name of any person from the original register of Members shall, in the absence of evidence to the contrary, be conclusive evidence that such person is or is not a Member of the Club.
- d) The Club is to keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with the Act.
- e) Any notice required by these Rules to be given shall be given in writing or shall be given using electronic communications to an address for the time being notified for that purpose. "Address" in relation to electronic communications includes any number or address used for the purposes of such communications.
- f) The registered name of the Club is to be displayed on the outside of the registered office and every other office. The registered name of the Club is also to be mentioned in legible characters in all business letters, notices, advertisements and other official publications bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club bills, invoices, receipts, and letters of credit of the Club.
- g) Notwithstanding the other provisions of these Rules:

all persons who are Members of the unincorporated association known as Shepton Mallet Caving Club at the date of the registration of the Club by the FCA shall automatically become Members and Associates of the Club on that date. In the event of any uncertainty or disagreement over the category of Membership or Associate that a Member or Associate of the unincorporated association known as the Shepton Mallet Caving Club should be part of, the decision of the Committee shall be final; and

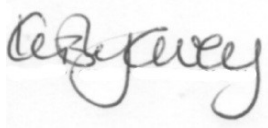
until the first Annual General Meeting those persons who were Officials and/or members of the Committee of management of the unincorporated association known as Shepton Mallet Caving Club at the date of the registration of the Club by the FCA shall be the members of the Committee. At the first Annual General Meeting the Committee shall be elected in accordance with these Rules.

1.  Antony Butcher..... Member

2.  Alan Butcher..... Member



3. Joanna Campbell Member



Kirsty Davey Secretary