

# **Malvern Hang Gliding Club**

## **Constitution adopted at the AGM held on 22 March 2023**

### Title

1. The name of the club is "The Malvern Hang Gliding Club" (hereinafter called "the Club").

### Objects

2. The objects of the Club are to encourage and to provide opportunities for members to fly hang gliders and/or paragliders and generally to advance and promote the sport of free flying in Worcestershire, Herefordshire, Gloucestershire and surrounding areas, including by supporting pilot development and active participation in the sport.

### Membership

3. Membership of the Club shall be open to all current members of the British Hang Gliding and Paragliding Association or its successor bodies ("the BHPA"). Any person who is a member but whose membership of the BHPA expires (a) shall be required to notify the Club of such expiry forthwith, and (b) shall automatically cease to be a member of the Club with immediate effect. The Committee may refuse to admit any person as a member without giving any reason for such refusal.
4. The Club shall consist of its members, who shall be bound by this constitution (as amended from time to time in accordance with the procedure set out below for such amendment) ("the Constitution").
5. The form and privileges of membership shall be at the sole discretion of the Committee, who may from time to time divide the membership into different classes and attach special designation, restrictions or privileges to each class.
6. Only paid up members shall be entitled to vote on resolutions of the members.

### Period of membership

7. The Club year begins on 1 April in each year and ends on 31 March in the following year. New members shall be regarded as joining as soon as their membership application is accepted by the Club. Membership shall cease if:
  - a. a member ceases to be a member of the BHPA (see [3] above);
  - b. a member resigns from the Club; or
  - c. a member has their membership revoked by the Committee or the members under clause [50] or [51] below.
8. Otherwise, membership shall continue for the remainder of the Club year and shall run on thereafter until the date fixed by the Committee for payment of subscriptions for the following Club year in accordance with [11] below. Any member who fails to pay their renewal subscriptions by that date shall automatically cease to be a member.

### Age limit

9. No person under the age of eighteen years shall be a member of the Club unless his/her parent or guardian shall have signed a consent certificate approving his/her application for membership and accepting all legal responsibility for the member.

#### Subscriptions

10. The subscriptions for each Club year shall be decided as follows:
  - a. the Committee shall provisionally decide, and notify to the members in advance of the Annual General Meeting, the subscriptions for the new Club year commencing on 1 April;
  - b. if at the Annual General Meeting the members approve the subscriptions so notified, then they shall be finally adopted as the subscriptions for that Club year;
  - c. if at the Annual General Meeting the members do not approve the subscriptions so notified, then the subscriptions set for the previous Club year shall continue to apply.
11. Existing members of the Club at the end of the Club year shall not be required to pay their renewal subscriptions until such date after the AGM as the Committee may decide, following the finalization of the subscriptions for the new Club year at the AGM. They shall be deemed to remain as members of the Club until that date.
12. Any new member joining the Club after the end of the Club year must pay subscriptions according to the provisional determination of the Committee for the new Club year. If such provisional determination is subsequently rejected by the members then:
  - a. if the new member as a result is found to have overpaid, then the Club will refund the excess if required by the member; and
  - b. if the new member as a result is found to have underpaid, then the underpayment will be waived by the Club.
13. Payment of a subscription by a member shall constitute agreement of the member to the terms of the Constitution (as amended from time to time) for the duration of their membership.

#### Management of the Club

14. The Club's affairs shall be managed by a Committee consisting of not less than five nor more than 11 members.
15. The Committee shall hold and administer for the general benefit of all members all funds, property and equipment in the ownership of the Club.
16. The Committee may arrange activities for the Club in accordance with its objects and incur such liabilities as it may deem proper provided that the Committee may not without the prior approval of a General Meeting incur liabilities in excess of the assets held by the Club.
17. Members of the Club are encouraged to bring guests to Club functions.

#### The Committee

18. The Committee shall include the following officers:
  - a. President (if one is elected by the members), who shall be responsible for presiding over the election of the other officers at the Annual General Meeting (if able to attend such meeting);
  - b. Chairman;

- c. Secretary;
  - d. Treasurer;
  - e. Chief Coach;
  - f. Sites Officer;
  - g. Safety Officer;
  - h. Social Secretary; and
  - i. Membership Secretary.
19. The detailed roles and responsibilities of each of the above officers, and of any other members of the Committee, shall (subject to the specific matters set out in the Constitution) be as agreed with the Committee.
  20. The Safety Officer shall be supported by the Club in discharging the responsibilities of a club safety officer as set out by the BHPA in its Technical Manual and subsequent revisions.
  21. The Committee shall appoint as Chief Coach one of the members of the Club who agrees to take on that role, and the Chief Coach shall be an *ex officio* member of the Committee with full voting rights. The Chief Coach shall carry out the role and responsibilities set out by the BHPA in its Technical Manual and subsequent revisions.
  22. A Committee member may hold more than one of the above offices, but shall only have one vote on any matter considered by the Committee, regardless of how many offices he or she holds.
  23. All members of the Committee shall retire at each AGM and shall be eligible for re-election (or, in the case of the Chief coach, reappointment). Any member of the Club shall be eligible for election or appointment to the Committee. A nomination for election to the Committee requires a proposer, a seconder (both of whom must be members of the Club) and can only be made with the nominee's prior consent. No member may propose or second their own election to the Committee.
  24. If any of the officers resigns or is otherwise unable to continue in office through death or incapacity, the Committee may fill the vacancy either by appointing an existing member of the Committee or by co-opting some other member of the Club who is willing to serve in that post.
  25. The Committee may carry on its business in any of the following ways:
    - a. by meeting in person;
    - b. by meeting remotely by video and/or audio link;
    - c. by meeting in person but with one or more Committee members attend remotely by video and/or audio link; or
    - d. by passing resolutions agreed in writing (including by email or other electronic communication) by the Committee without meeting at all.
  26. The Secretary shall, at the request of the Chairman, convene meetings as and when considered necessary. There shall be no set or minimum number of Committee meetings per year. The Chairman shall take the chair at all Committee meetings, except that in the Chairman's absence, those Committee members present (in person or remotely) shall appoint a Chairman for the meeting. All matters shall be decided by majority vote of those Committee members voting, with the Chairman having a casting vote in the event of an equality of votes.
  27. The quorum for Committee meetings shall be five individuals or, if less, individuals holding not less than five of the offices listed at [18] above. An

individual who attends a meeting remotely by video and/or audio link shall be counted in reckoning a quorum.

28. If a resolution in writing is proposed to the Committee then no quorum provision shall apply in relation to passing it, provided the text of that resolution has been transmitted to all the members of the Committee by email, Telegram or other form of electronic communication generally used by the Committee, with a deadline for responding of not less than 72 hours. The vote of each Committee member on such resolution must be visible to all other Committee members.
29. The Secretary shall cause minutes to be kept of all meetings of the Committee, and records of all written resolutions passed by the Committee.
30. The Committee may co-opt members of the Club, with their agreement, either to act as additional members of the Committee (subject to the overall limit on the number of Committee members set out above) or to provide advice or assistance to the Committee on a non-voting basis.
31. Where any member of the Committee has any personal interest in any matter being discussed by the Committee which is materially greater than the interest of the members at large, that member must declare that personal interest and shall be disqualified from voting on the matter.
32. The Committee may award to any member (including a Committee member) such honorarium as it shall deem proper for necessary technical or professional services to the Club, which would otherwise have required the employment of an independent contractor, and may reimburse authorised out of pocket expenses incurred by any member in the conduct of the affairs of the Club.

#### Accounts

33. The Treasurer shall keep proper records of the income, expenditure and assets of the Club, which shall be open to inspection by any member of the Club at any time on reasonable notice.
34. The funds of the Club shall be under the control of the Committee.
35. All payments out of the Club's bank account must be authorized by any two of the following:
  - a. the Chairman;
  - b. the Treasurer;
  - c. the Secretary;
  - d. the President (or, if none is appointed, such other Committee member as the Committee may designate for this purpose).
36. All funds received into the Club's Paypal account, and any other funds paid over to any member of the Committee for the benefit of the Club, shall be paid into the Club's bank account within a reasonable time.
37. The Treasurer shall prepare accounts showing the Club's assets and liabilities at the end of each Club year and its income and expenditure since the date to which the previous accounts were drawn up.

#### Meetings of the members

38. There shall be an Annual General Meeting of the members of the Club held in April or May of each year to:
  - a. receive and adopt the accounts for the previous Club year;

- b. elect the Committee;
  - c. adopt or reject the Committee's provisional determination of the subscriptions for the new Club year; and
  - d. deal with any other business considered appropriate.
39. An Annual General Meeting shall be convened by a minimum of 14 days' notice to the members.
40. An Extraordinary General Meeting of the members may be called by the Committee, or by a minimum of ten members or four Committee members notifying the Secretary that they require such a meeting to be convened, including details of the business which they wish to have considered at the meeting. The Secretary shall then convene such a meeting by a minimum of 14 days' notice to the members.
41. Notices of meetings shall be delivered by email to the email address of each member notified to the Club from time to time, and shall be deemed delivered when sent.
42. A member shall be entitled to appoint a proxy (who must also be a member) to attend and vote on his/her behalf at any meeting of the members. Such appointment shall be by email sent to the Secretary, and must be received by the Secretary not later than 24 hours before the time fixed for the meeting. Votes in writing from absent members will not be counted.
43. The quorum at any meeting of the members shall be 10% of the members, present either in person or by remote video and/or audio link or by proxy. Where a member attends the meeting personally and also as proxy for one or more other members, all such members shall be counted for the purposes of reckoning a quorum. If there is not a quorum present by 30 minutes after the time notified as the start of the meeting, then the meeting may proceed and resolutions be validly passed as if a quorum were present. Any resolution passed at such a meeting shall be revoked if more than 50% of the members object to the Secretary by email or other electronic message within seven days of the meeting minutes being circulated to members (without prejudice to any action previously taken in reliance on it).
44. At meetings of the members, the Chairman shall take the chair. In the absence of the Chairman, the members present shall elect a chairman for the meeting.
45. In the event of an equality of votes at any meeting of the members, the chairman of the meeting shall be entitled to a casting vote.
46. The Secretary shall cause minutes to be kept of all meetings of the members.

#### Alterations to the Constitution

47. The Constitution may not be altered except on a resolution passed by a majority of not less than two-thirds of the members voting at an AGM or EGM, save in the case of a resolution to amend the provisions relating to distribution of surplus funds on a dissolution of the Club set out below, in which case a 75% majority shall be required.

#### Dissolution

48. The Club may be dissolved by a resolution passed by a majority of not less than three quarters of the members present (in person, by video and/or audio link or by proxy) and voting at an Annual General Meeting or at an Extraordinary General Meeting called for the purpose.
49. If upon the dissolution of the Club there remains after satisfaction of all its debts and liabilities any money or other property whatsoever, then the same shall be paid or transferred:
- a. to any successor organisation to the Club (for example upon its incorporation) which is formed to further the same or substantially the same objects and whose constitution contains a provision restricting distribution of its surplus assets to similar effect to these provisions, or if no such successor exists, either
  - b. to the BHPA sites trust fund, or
  - c. such charity as the members may decide, following the recommendation of the Committee.

#### Miscellaneous

50. Any member whose manner or behaviour is deemed to be unseemly, offensive or calculated to bring the Club into disrepute may be referred to the Committee and may have the privilege of membership suspended or withdrawn (without recompense at the Committee's discretion).
51. Any member may be expelled at any time without reason if a resolution to that effect is passed at the Annual General Meeting or an Extraordinary General Meeting by the members by simple majority of those voting.
52. The accidental omission of sending notice to or the non-receipt of the notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of members of the Club or of the Committee. Notices will normally be given by email to members at their respective email addresses as shown in the Club's records, but exceptionally they may be given by first class post to a member's postal address as notified to the Club, or by personal delivery to the member.
53. Each member, by becoming a member, accepts that the Club and its Committee members will hold personal data (including contact details) about that member and authorises them to use that data with appropriate discretion for the benefit of the member concerned, for the internal purposes of the Club and for other bona fide uses agreed by the Committee, but no such data shall be generally publicised or made available for commercial purposes to any third party without the member's consent. Any member shall at any time be entitled to access to all data held on them by the Club.