DEVON AND SOMERSET GLIDING CLUB LIMITED

FSA REGISTER No IP14946R

RULES

AS APPROVED AT THE ANNUAL GENERAL MEETING

ON

4TH DECEMBER 2010

ALL PREVIOUS RULES RESCINDED

DEVON AND SOMERSET GLIDING CLUB RULES
All previous rules rescinded

NAME

1) The name of the society shall be the "Devon and Somerset Gliding Club Ltd" (hereinafter referred to as the Society).

2) The registered name of the Society shall be kept painted or affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position, in letters easily legible, and shall be engraved in legible characters on its seal, and shall be mentioned in legible characters in all business letters of the Society, notices, advertisements, and other promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society, and in all bills of parcels, invoices, receipts and letters of credit of the Society.

3) The registered office of the Society shall be at The Clubhouse, North Hill Airfield, Sheldon, Honiton, Devon EX14 4QW.

4) In the event of any change in situation of the registered office the Secretary shall send to the Financial Services Authority (FSA) notice thereof within 14 days in the form prescribed.

OBJECTS

5) The objects of the society shall be to carry on the trades, businesses and industries of: -
   a) Providers of gliders and soaring aircraft, and all lands, grounds, premises, plant and equipment, workshops, laboratories, scientific instruments, aircraft, and objects of every kind or description, directly or indirectly incidental to the provision and maintenance, including manufacture and repair, of such facilities.
   b) Club proprietors.
   c) The Society is established to promote, assist, and encourage gliding, soaring, aerial navigation, and meteorology in all its forms.

MEMBERSHIP

6) The members of the Society shall be the present members and such other persons or gliding clubs as the Committee of Management may from time to time admit as members.
   a) A candidate for flying membership must be proposed and seconded by two members, one being an instructor with whom he has flown, must be over 16 and must have his parent's or guardian's written consent to fly if below the age of 18. The election shall be by the Committee. Upon election the entrance fee and a deposit of £1 for one share shall be payable. The Election shall be cancelled if the amount payable in respect of the entrance fee and the share has not been paid within one calendar month of the date of election.
   b) A candidate for social membership must be proposed by two members and must be over the age of 16. The election shall be by the Committee. Upon election the entrance fee and a deposit of £1 for one share shall be payable. The election shall be cancelled if the amount payable in respect of the entrance fee has not been paid within one calendar month of the date of election. Only existing social members as at 1 January 2011 shall be permitted to

vote at general meetings. All social members shall be entitled to all the other rights and privileges of membership.

c) The Committee may admit persons as Temporary Members for periods not less than one calendar month nor more than three months in any year at such rates of subscriptions as the Committee may from time to time determine. Temporary Members shall not hold a share and shall have no say in the management of the Society. They shall be liable for such charges for damage to Club aircraft and equipment as provided in Rule 6.o

d) Juveniles. A young person under the age of 16 may, on being proposed and seconded by two members, one being an instructor with whom he has flown, be elected by the Committee to participate, under appropriate supervision, in the activities of the Club. Such an applicant must have his parent's or guardian's written consent to fly. Juveniles shall pay the entrance fee and an annual subscription in accordance with sections 6.i.ii or 6.j as appropriate. They shall be entitled to all the privileges of membership except that they may not vote at general meetings, become candidates for committee or any other office, propose or second candidates for office. They shall be subject to such special regulations, as the Committee shall from time to time determine. On attaining the age of 16 years Juveniles shall be elected to flying membership and shall take up and pay for one share, in accordance with section 6.a of this rule. The names of all juveniles shall be entered in a special register to be kept by the Secretary for the purpose and the number of persons admitted to the club under this section shall not result in them being significant in proportion to the total membership. This rule may be revoked at any time by a general or special general meeting of members, in which event all Juveniles shall cease to enjoy the privileges of the club and shall be excluded.

e) Member Clubs. Any recognised gliding club may, on application, be elected to membership. On election such club shall take up and pay for 1 share of £1 in accordance with Section 6.a of this rule and shall pay an entrance fee for each of its flying members. A member club shall appoint and may revoke the appointment of one of its members to attend meetings of the club, and such person shall during the period of his appointment, be liable to be elected to office and may in all things act as if he were a member.

   Flying members of a member club may be admitted to the club as associates and shall be entitled to all the privileges of membership, except that they shall not (with the exception of the duly appointed nominee aforesaid) vote at general meetings or become candidates for Committee or other office, propose or second candidates for office.

   The member club shall be responsible for the flying fees of its members.

f) The committee may grant honorary Flying or Social membership for life or such period as the committee may agree. Honorary members shall have a share in the Society and the same voting rights as subscribing members of the same class. Honorary members will not pay an annual subscription but will be required to pay any additional membership charges levied by the British Gliding Association.

g) Every member age 16 and over shall hold one share but in no case shall any member hold more than one £1 share.

h) Each Flying member is required to fulfil the medical requirements of the British Gliding Association, and shall inform the Committee of Management and CFI of any illness likely to have impaired the Member's flying capabilities in any way whatsoever.

i) Membership is divided as follows:-
   i) Social Membership
   ii) Flying Membership

iii) Family Membership - husband, wife, or partner of active flying members shall pay an annual subscription of half the rate in rule 6.i.ii

j) Member clubs shall pay a subscription determined by the Committee and approved at an AGM.

k) Life membership may be granted at the discretion of the Committee to members paying a single sum of ten times the annual Flying Membership rate in force at the time.

   Life members will be required to pay any additional annual membership charges required by the British Gliding Association. Existing life members at 1 January 2011 are not required to pay BGA membership charges.

l) Subscriptions shall be payable on admission to membership and subsequently on the first day of October in each year.

m) Annual membership subscriptions will be reviewed each year by the Management Committee, and confirmed by members at each Annual General Meeting.

n) All members operating Club aircraft or any aircraft not owned by the Club but on the grounds of the Club, shall do so subject to the laws and flying regulations for the time being in force and which may be issued from time to time by the Committee or by an official to whom the Committee has delegated such authority.

o) The Society accepts responsibility for damage to gliders and other aircraft provided for Club use (except 50% of the current insurance excess applicable to the Club and also as provided in Rule 6.c and for all legal liabilities to third parties (other than members of the Club) arising from the use of such aircraft; except where the damage is caused carelessly, wholly or in part maliciously, or by wilful breach of any member of any of these Rules and flying Regulations in which case the responsible member shall pay 100% of the current insurance excess.

p) A member shall cease to be a member in the following eventualities: -
   i) The member's death
   ii) The expulsion of the member
   iii) The non-payment of his subscription for a period of three months after it has become due
   iv) The non-payment of flying fees or charges for a period of six months after they have become due

SHARE CAPITAL

7) The share capital of the Society shall be raised by shares of the value of one pound and shall be paid in full on application. Shares shall be neither transferable nor withdrawable.

   Upon a member ceasing from whatever cause to be a member (including a member's death) his share shall be cancelled and the amount paid up or credited thereon shall become the property of the Society and the Society shall make an appropriate entry relating to such cancellation in the Register.

BORROWING POWER

8) The Society may obtain advances of money for the purpose of the Society from any person or corporate body, whether a member or not, upon such terms and conditions relating to repayment, rates of interest and other matters as the Committee of Management may determine and the repayment of such advances may be secured by mortgages or charges upon

any of the Society's Property provided that the total amount so obtained shall not exceed £250,000.

In the case of a loan from the Society's bankers or on a mortgage, the Society may pay such rate of interest from time to time as may be negotiated by the Society, but in the case of loans from any other source the Society shall not pay interest at a rate exceeding two percentage points above National Westminster Bank Plc base lending rate for the time being or 10% per annum whichever is the higher.

9) The Society may receive money on deposit or loan from members and others upon such terms and conditions relating to repayment, rate of interest and other matters as the Committee of Management may determine and compliant with the conditions under Rule 8; provided that the deposits shall not exceed the sum of £400 from any one depositor and that the total amounts so deposited shall not, together with any amounts obtained by way of advance under Rule 8, exceed the sum of £250,000.

MEETINGS

10) The Society shall hold a meeting in each year between 16th November and 16th December at a chosen place within 20 miles of its main flying site which shall be called the Annual General Meeting.
    a) A special general meeting shall be held whenever the Committee of Management think expedient or whenever a written requisition for such a meeting signed by a quarter of the total membership is delivered to the Secretary and should the Secretary fail to convene a special meeting within 14 days after delivery to him of such a requisition, the members signing the requisition may convene such a meeting by giving such notice as is mentioned in the following paragraph.
    b) Fourteen days notice in writing of every general meeting stating the business to be transacted at such meeting shall be sent by post or electronically to every member at his address in the register and no other business than stated in the notice shall be transacted at such meeting.
    c) At all general meetings the Chairman, or if he not be present, the Vice-Chairman, shall preside and a quarter of the membership entitled to vote shall form a quorum.
    d) Every flying member present at a general meeting, and entitled to vote on any matter, shall have one vote and when the votes cast in any matter are equal the then presiding officer shall have a casting vote in addition to his vote as a member.

OFFICERS

11) The Society shall have the following officers, who shall form the Committee of Management: A Chair, a Vice-Chair, a Treasurer, a Secretary, CFI and not more than 6 nor less than 3 Committee Members.
    a) The Chair and Vice-Chair of the Society shall be elected from amongst the members of the Society by a majority of the members present and entitled to vote at the Annual General Meeting and shall continue in office until the Annual General Meeting next after their election, unless no valid election is then held, in which case the said officers shall continue in office until the Annual General Meeting when a valid election is held.
    b) Elected Committee Members shall hold office for two years and shall be eligible for re-election at an AGM or remain in office after 2 years until an election is held.

c) The Treasurer and Secretary shall be elected by a majority of the members present at an Annual General Meeting or special general meeting and shall hold office during the pleasure of the Society.
d) The members may also invite at each annual general meeting the following to hold office during the pleasure of the Society:
   i) President.
   ii) Vice-Presidents.
e) Any officer may be removed from his or her office by resolution passed at a special general meeting of which due notice has been given specifying the intention to consider such resolution, and the ensuing vacancy may be filled by a majority of the members present and entitled to vote.
f) lf any officer shall die, resign, be removed or become unfit to act, the Committee may fill the vacancy until the next annual general meeting, unless the vacancy has already been filled at a special general meeting.
g) The Chair, Treasurer and Secretary shall take reasonable steps, which may include confidential checks with outside agencies, to ensure that every officer and member having receipt or charge of Society monies before and during the execution of his office is trustworthy. Each officer and member upon taking charge or receipt of money must agree to such checks being undertaken.
h) The officers shall receive such remuneration, if any as may be directed from time to time at a general meeting.

SECRETARY

12) The Secretary shall act under the superintendence, control and direction of the Committee of Management and without prejudice to the foregoing shall in particular: -
   a) Attend all meetings, record correctly the names of the officers there present and take the minutes of the proceedings, which shall be transcribed and authenticated by the signature of the Chairman as the proceedings of the meeting.
   b) Receive proposals for admission to the Society.
   c) Hand over all monies received by him to the Treasurer and produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit and whenever so required by resolution of the Society or Committee of Management.
   d) Pay over all monies and give up all books, documents and property belonging to the Society when ordered to do so by a resolution thereof or of the Committee of Management.
   e) Summon and give due notice of all meetings and keep the accounts, documents and papers in such a manner and for such purposes as the Committee of Management may appoint.
   f) Prepare all returns and other documents required by the Industrial and Provident Societies Acts or the Treasury Regulations and duly forward them to the FSA and maintain the register.

TREASURER

13) The Treasurer shall act under the direction and control of the Committee of Management and without prejudice to the foregoing shall in particular:

a) Pay all demands when ordered to do so by the Committee of Management but not to pay any sum exceeding £5000 without the authority of the Chairman or Secretary or in the case of the incapacity of either such officers, by another officer or officers as the case may be.
b) Produce all books, documents, property and money of the society in his possession and render a full and clear account at each audit or whenever so required by a resolution of the Society or of the Committee of Management.
c) Give up all books, documents, money, and property of the Society in his possession when required to do so by a resolution as aforesaid.

COMMITTEE OF MANAGEMENT

14) The Committee of Management shall meet on one day of each month, or on such other days and hours as may be determined, provided that five days notice in writing be given to all Committee members or all members who can be present or waive their rights at short notice.
   a) The Chairman or if he be not present the Vice-Chairman or if he neither be present any other member of the Committee, shall preside and all matters shall be decided by a majority of votes, if the votes cast in any matter are equal then the presiding officer shall have a casting vote in addition to his vote as a member of the Committee.
   b) Four members of the Committee shall form a quorum excluding the President and Vice-Presidents.
   c) A special meeting of the committee may be called by any three members of the Committee by giving seven clear days notice in writing thereof to the Secretary and at such special meeting no other business than that specified in the notice shall be transacted.

POWERS OF THE MANAGEMENT COMMITTEE

15) The Committee of Management shall have full power to superintend and conduct the business of the Society according to the rules thereof and, except as is otherwise provided in these Rules, exercise on behalf of the Society for its purpose of accomplishing its objects the powers conferred on the Society by these rules or otherwise.

AUDIT

16) There shall be appointed in each year of account a qualified auditor to audit the Society's accounts and balance sheet for that year. In this rule "qualified auditor" means a person who is a qualified auditor under the Friendly and Industrial and Provident Societies Act 1968.
   a) None of the following persons shall be appointed as auditor of the Society:
      i) An officer or servant of the Society
      ii) A person who is a partner of or in the employment of or who employs an officer or servant of the Society or
      iii) A body corporate.
   b) Save as provided in paragraph (16.c) of this rule every appointment of an auditor shall be made by resolution of a general meeting of the Society.
   c) The Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.
   d) An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Committee) shall be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless:

i) A resolution has been passed at a general meeting of the Society appointing somebody instead of him or providing expressly that he shall not be re-appointed or
ii) He has given to the Society notice in writing of his unwillingness to be re-appointed or
iii) He is not a qualified auditor or is a person mentioned in paragraph (16.a) of this rule or
iv) He has ceased to act as auditor of the Society by reason of incapacity.

e) Provided that a retiring auditor shall not be automatically re-appointed if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (16.f) of this rule and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other person is not a qualified auditor or is a person mentioned in paragraph (16.a) of this rule.

f) A resolution at a general meeting of the Society
i) Appointing another person as auditor in place of a retiring auditor or
ii) Providing expressly that a retiring auditor shall not be re-appointed

Shall not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is to be moved. On receipt by the Society of notice of such an intended resolution the Society shall forthwith send a copy of the notice to the retiring auditor, if it is practicable to do so the Society shall give notice to its members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these rules of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement not less than fourteen days before the said meeting in a newspaper circulating in the area in which the Society conducts its business.

Where the retiring auditor makes any representations in writing to the Society with respect to the intended resolution or notifies the Society that he intends to make such representations, the Society shall notify the members accordingly as required by section 6 of the Friendly and Industrial and Provident Societies Act 1968.

The auditor shall in accordance with section 9 of the Friendly and Industrial and Provident Societies Act 1968 make a report to the Society on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Society for the year of account in which he is appointed.

ANNUAL RETURN

17) Every year not later than the date provided by the Act the Secretary shall send to the FSA the annual return in the prescribed format.

The Society shall keep a copy of the last balance sheet for the time being, together with a report of the auditor in a conspicuous place at the registered office.

COPIES TO MEMBERS

18) The Secretary shall also be supplied with copies of the last annual return together with the report of the auditor on the accounts and balance sheet contained in the return, and shall supply such a copy gratuitously to every member or person having an interest in the funds of the Society on demand.

REGISTER OF MEMBERS

19) The Society shall keep at its registered office a register of members (in these rules referred to as 'the Register").
    a) The Secretary shall enter the following particulars:
        i) The names, postal and email addresses of the members.
        ii) A statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member.
        iii) A statement of other property in the Society, whether in loans, deposits, or otherwise held by each member.
        iv) 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.
        v) The names and addresses of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office.
    b) The Society shall so construct the Register that it is possible to open to inspection the particulars entered therein mentioned in paragraphs 19.a.i, 19.a.iv, and 19.a.v hereof without so opening to inspection the other particulars therein.
    c) Every member at the time of his becoming a member shall notify the Secretary in writing of his address and subsequently of any change therein.

INSPECTION OF BOOKS

20) Any member or person having an interest in the funds of the Society shall be allowed to inspect his own account and the book containing the names of the members including the particulars in the register, except those mentioned in paragraphs 19.a.ii and 19.a.iii of the preceding rule, at all reasonable hours at the Registered Office of the Society, or at any place where they are kept subject to such regulations as to the time and manner of such inspection as may be made from time to time by a General Meeting of the Society.

COPIES OF RULES

21) A copy of the Rules of the society shall be delivered by the Secretary to every member on demand on payment of a sum not exceeding the amount provided by the Act and the Committee of Management shall provide the Secretary with sufficient copies of the said rules for this purpose.

INVESTMENT

22) The Committee may invest the funds of the society on such terms as they see fit, as follows:
    a) With its members or others upon the security of real property.
    b) In narrower range investments within the meaning of the Trustee Investment Act 1961, or
    c) In any investment authorised by Section 38(1) (b) and (c) of the Industrial and Provident Societies Act 1893 but the funds shall not be invested otherwise.

APPLICATION OF PROFITS

23) The net profits of the Society shall be applied on the authority of a resolution of a General Meeting in carrying out the objects of the Society.

WITHDRAWAL OF MEMBERS

24) A member may withdraw from the Society by notice in writing signed by him and delivered or sent to the Secretary at the registered office. Such withdrawal shall not absolve the member from any outstanding liabilities to the Society.

EXPULSION OF MEMBERS

25) A member who in the opinion of the Committee of Management is guilty of any conduct detrimental to the interest of the Society, may be expelled from the Society by a resolution passed at a general meeting of which due notice has been given specifying the intention to consider such resolution.

    No member shall be expelled from the Society unless a notice specifying the conduct of which he is alleged to be guilty is sent to him at the address entered in the register not less than 14 days before the date of the meeting at which the resolution to expel him is considered and he is given an opportunity to advance a defence at that meeting.

NOMINATIONS AND PROCEEDINGS ON DEATH

26) Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Society belonging to the deceased or bankrupt member the Committee shall transfer such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.
    a) A member may in accordance with the Acts nominate any person or persons to whom any of his property in the Society at the time of his death shall be transferred but such nomination shall not be effective so as to transfer any such property over the limit for the time being authorised by law.
    b) The Committee shall in accordance with the Acts either transfer or pay any property the subject of a nomination as directed in such nomination.

STATUTORY APPLICATIONS TO THE REGISTRAR

27) Any ten members of the Society, each of whom has been a member of the Society for not less than twelve months immediately preceding the date of application, may apply to the FSA to appoint an accountant or actuary to inspect the books of the Society, and to report thereon pursuant to Section 18 of the Industrial and Provident Societies Act 1893.
    a) One tenth of the whole of members, or if the number of members shall at any time exceed 1000, then 100 members may apply to FSA for:
        i) The appointment of an inspector to examine into the affairs of the Society and to report thereon
        ii) The calling of a special meeting of the Society.
    b) Applications shall be made in the forms prescribed by the FSA and shall be signed by all the applicants.

SEAL

28) The Society shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of a resolution of the Committee of Management and the date of such authority shall be mentioned on the instrument to which the seal is attached and shall be attested by the signature of two members of the Committee and the Secretary.

DISSOLUTION

29) The Society may at any time be dissolved by the consent of three fourths of the members, testified by their signatures to an instrument of dissolution in a manner provided by the Industrial and Provident Societies Act, or by winding up in a manner provided under the Insolvency Act 1986.
   a) No member shall directly or indirectly financially profit from the dissolution of the Society
   b) The distribution of the net proceeds from the dissolution of the Society shall require the consent of three fourths of the members before consenting to the dissolution of the Society.

AMENDMENT OF RULES

30) Except in respect of Rule 29,no new rule shall be made, nor shall any of the rules herein contained, or hereafter made, be amended or rescinded unless with the consent of the majority of members present and entitled to vote at a general meeting of which notice has been given in accordance with these rules specifying the intention to propose such new rule, amendment, or rescission. A change, amendment or rescission of Rule 29 shall require the consent of not less than three fourths of the members.

    No new rule, or amendment, or rescission of rules is valid until registered.

    These rules have been approved at the Annual General Meeting of the Society on 4th December 2010

……. ……
Secretary Member

…….. ……
Member Member