



DEVON AND SOMERSET GLIDING CLUB Ltd.

A Registered Society per the

Co-Operative and Community Benefit Societies Act 2014

Financial Conduct Authority (FCA) Register No. 14946R

RULES

AS APPROVED AT THE ANNUAL GENERAL MEETING

ON

26 NOVEMBER 2016

ALL PREVIOUS RULES RESCINDED

DEVON AND SOMERSET GLIDING CLUB RULES
28 November 2015
All Previous Rules Rescinded

1. NAME

- 1.1. The name of the society shall be the "Devon and Somerset Gliding Club Ltd" (hereinafter referred to as the Society).
- 1.2. 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.
- 1.3. The Registered Office of the Society shall be: The Clubhouse, North Hill Airfield, Sheldon, Honiton, Devon EX14 4QW.
- 1.4. In the event of any change in situation of the Registered Office the Secretary shall send to the Financial Conduct Authority (FCA) notice thereof within 14 days in the form prescribed.

2. OBJECTS

- 2.1. The objects of the Society shall be to carry on the trades, businesses and industries of:
 - 2.1.1. 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.
 - 2.1.2. Club proprietors.
 - 2.1.3. The Society is established to promote, assist, and encourage gliding, soaring, aerial navigation, and meteorology in all its forms.

3. MEMBERSHIP

- 3.1. 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.
- 3.2. Membership is divided into the following categories:
 - 3.2.1. Flying Membership:
 - 3.2.1.1. Full
 - 3.2.1.2. Junior – defined as being from 16 to 21 years of age inclusive, or if in full time education, up to 25.
 - 3.2.1.3. Junior Under 16 – defined as being under 16 years of age.
 - 3.2.1.4. Family – defined as a spouse or partner of a Flying member.
 - 3.2.1.5. Country – defined as having one's principle residence at least 70 miles direct distance from the Society clubhouse.
 - 3.2.1.6. Temporary – defined as a member (from any of the preceding classes) having full rights, privileges and responsibilities as permanent members, but for a limited time period.
 - 3.2.2. Social Membership
- 3.3. The election of new permanent members shall be by the Committee.
 - 3.3.1. Prior to election the candidate must have paid all requisite fees including any subscription fees due for that fiscal year and a £1 non-refundable deposit for one share in the Society.
 - 3.3.2. A candidate for Flying Membership must be proposed and seconded by two members, one being an instructor with whom he/she has flown.
 - 3.3.3. Junior members, as defined, may be elected to participate in the activities of the Club under appropriate supervision.
 - 3.3.3.1. Any candidate under the age of 18 must have his/her parent or guardian's written consent to fly.
 - 3.3.3.2. Juniors Under 16 must also have a parent or guardian apply for either Social or Flying membership, and must comply with any additional requirements as determined by the Committee.
 - 3.3.4. A candidate for Social Membership must be proposed by two members and must be over the age of 16.
 - 3.3.5. The Club may admit persons as Temporary Members for periods from one day to not more than three months in any single year. The Committee shall determine, from time to time, the rates of Temporary subscriptions and corresponding membership time periods.
 - 3.3.6. Member Clubs – Any recognised gliding club may apply for membership. Prior to election, and annually thereafter, such club shall pay membership fees as determined by the Committee.
 - 3.3.6.1. 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 a Club office and may in all things act as if he were a member.
 - 3.3.6.2. A member club shall have the same proportional ownership of the Club as a single Flying member.

- 3.3.6.3. 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.
- 3.3.6.4. The member club shall be responsible for the flying fees of its members.
- 3.3.7. The Committee may grant Honorary Flying or Social membership for life or such period as the Committee may agree. Honorary members will not pay an annual subscription fee nor any membership charges levied by the British Gliding Association.
- 3.3.8. 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 that time. Life Members will not pay an annual subscription fee, but will be required to pay any additional annual membership charges levied by the British Gliding Association.
- 3.4. Each Flying member is required to fulfil the medical requirements of the British Gliding Association, and shall inform the Duty Instructor and/or the CFI of any illness likely to have impaired the Member's flying capabilities in any way whatsoever.
- 3.5. Membership Subscriptions
 - 3.5.1. Shall be payable prior to admission to membership and subsequently on the first day of October in each year.
 - 3.5.2. Annual subscription fees shall be reviewed each year by the Management Committee, and confirmed by an open vote of members at the Annual General meeting.
 - 3.5.3. Some subscription fees shall be fixed as follows:
 - 3.5.3.1. Junior – 28% of the Full Flying Member subscription fee.
 - 3.5.3.2. Junior Under 16 – 20% of Full Flying Member subscription fee.
 - 3.5.3.3. Family – 50% of the Full Flying Member subscription fee.
 - 3.5.3.4. Country – 70% of the Full Flying Member subscription fee.
 - 3.5.3.5. Social - 15% of the Full Flying Member subscription fee.
- 3.6. All members operating Club aircraft, or any aircraft not owned by the Club but being operated 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.
- 3.7. The Society accepts responsibility for damage to gliders and other aircraft provided for Club use, and for all legal liabilities to third parties except where the damage or injury has been 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 be liable for 100% of the current insurance excess.
- 3.8. A member shall cease to be a member in the following eventualities:
 - 3.8.1. The member's death
 - 3.8.2. The expulsion of the member as outlined in paragraph 22.
 - 3.8.3. The non-payment of the annual subscription fees for a period of three months after it has become due.

- 3.8.4. The non-payment of flying fees or charges for a period of six months after they have become due.

4. SHARE CAPITAL

- 4.1. 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.
- 4.2. 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.

5. BORROWING POWER

- 5.1. 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.

- 5.2. 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 5.1; 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 5.1, exceed the sum of £250,000.

6. MEETINGS

- 6.1. The Society shall hold a meeting in each year between 16th November and 16th December, which shall be called the Annual General Meeting, at a chosen place within 20 miles of its main flying site.
- 6.2. Special Meetings
 - 6.2.1. A Special General Meeting shall be held whenever the Management Committee think expedient, or whenever a written requisition for such a meeting signed by a quarter of the total voting membership is delivered to the Secretary.
 - 6.2.2. Should the Secretary fail to convene a Special Meeting within 14 days after delivery of such a requisition, the members signing the requisition may convene such a meeting by giving notice as defined below.
- 6.3. Fourteen days notice in writing of every General or Special meeting, stating the business to be transacted at such meeting, shall be sent by post or electronic means to every eligible voting member at his address in the register. No other business than stated in the notice shall be transacted at such meeting.
- 6.4. At all General or Special meetings, the Chairman, or if he/she not be present, the Vice-Chairman, shall preside. A quarter of the membership entitled to vote shall form a quorum.

7. VOTING

- 7.1. Every member at a General or Special meeting, and others entitled to vote on any matter, shall each have one vote. When the votes cast in any matter are equal, the then presiding officer shall have a casting vote in addition to his/her vote as a member.
 - 7.1.1. Juniors Under 16 are not allowed to become candidates for Committee or any other office, propose or second candidates for office.
 - 7.1.2. Honorary members shall have a share in the Society and the same voting rights as subscribing members of the same class.
- 7.2. Proxy voting by eligible members at General or Special meetings is allowed.
 - 7.2.1. A proxy voting form signed by the eligible member must be returned to the Secretary prior to the commencement of the meeting.
 - 7.2.2. Only members entitled to vote shall be permitted to be appointed as a proxy.
 - 7.2.3. A voting member may only hold a proxy vote for one (1) other eligible member.

8. OFFICERS

- 8.1. 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.
 - 8.1.1. 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.
 - 8.1.2. 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.
 - 8.1.3. 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.
 - 8.1.4. The members may also invite at each Annual General Meeting the following to hold office during the pleasure of the Society:
 - 8.1.4.1. President.
 - 8.1.4.2. Vice-Presidents.
- 8.2. 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.
- 8.3. If 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.
- 8.4. 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.
- 8.5. The officers shall receive such remuneration, if any as may be directed from time to time at a General Meeting.

9. SECRETARY

- 9.1. The Secretary shall act under the superintendence, control and direction of the Committee of Management and without prejudice to the foregoing shall in particular: -
 - 9.1.1. 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.

- 9.1.2. Receive proposals for admission to the Society.
- 9.1.3. Hand over all monies received by him/her 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.
- 9.1.4. 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.
- 9.1.5. 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.
- 9.1.6. Prepare all returns and other documents required by the Co-Operative and Community Benefit Societies Act 2014 or the Treasury Regulations and duly forward them to the FCA and maintain the Register.

10.TREASURER

- 10.1. The Treasurer shall act under the direction and control of the Committee of Management and without prejudice to the foregoing shall in particular:
 - 10.1.1. 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.
 - 10.1.2. A capital investment proposal or exceptional cost item which is expected to exceed a value of £25,000 (excluding VAT) shall require prior approval by a majority of eligible Club Members or their proxies at a General or Special Meeting before it can proceed to tender or purchase.
 - 10.1.3. 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.
 - 10.1.4. Give up all books, documents, money, and property of the Society in his possession when required to do so by a resolution as aforesaid.

11.COMMITTEE OF MANAGEMENT

- 11.1. 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 is given to all Committee members or all members who can be present or waive their rights at short notice.
 - 11.1.1. The Chairman, or if 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.

- 11.1.2. Four members of the Committee shall form a quorum excluding the President and Vice-Presidents.
- 11.1.3. 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.
- 11.1.4. For extraordinary cases, consensus by email is acceptable.

12. POWERS OF THE MANAGEMENT COMMITTEE

- 12.1. 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.

13. FINANCIAL REPORTING

- 13.1. The Management Committee shall prepare financial statements for each financial year in accordance with the Part 7 of the Companies Act currently enacted, the Co-Operative and Community Benefit Societies Act 2014, and current United Kingdom Generally Accepted Accounting Practices.
 - 13.1.1. The Management Committee shall appoint a qualified Auditor, as defined under the Co-Operative and Community Benefit Societies Act 2014, whose purpose is to review the Society's accounts and balance sheet each year.
 - 13.1.1.1. None of the following persons shall be appointed as the qualified auditor:
 - 13.1.1.1.1. An officer or member of the Society.
 - 13.1.1.1.2. A person who is a spouse, partner or in the employment of either an officer or member of the Society.
 - 13.1.2. Save as provided in paragraph 13.1.3 of this rule, every appointment of an auditor shall be made by resolution during a General meeting of the Society.
 - 13.1.3. The Committee may appoint an auditor to fill any casual vacancy occurring between General meetings of the Society.
 - 13.1.4. An auditor who has been appointed shall be automatically re-appointed for the following year, without further General meeting resolution, unless:
 - 13.1.4.1. A resolution has been passed at a General meeting of the Society expressly noting that the previous auditor shall not be re-appointed, and correspondingly, that a different auditor has been appointed.

- 13.1.4.2. The current auditor has given notice in writing to the Society of his unwillingness to be re-appointed.
- 13.1.4.3. The current auditor is no longer legally a qualified auditor as defined by the Chartered Institute of Qualified Auditors.
- 13.1.4.4. He has ceased to act as auditor of the Society by reason of incapacity.
- 13.2. The Treasurer shall, in respect to each year of its accounts, cause to be prepared a revenue account and balance sheet which deals with the affairs of the society as a whole for that year.
 - 13.2.1. The revenue account and balance sheet shall give a true and fair view of the income, expenditure and asset state of the Society.
 - 13.2.2. These reports shall have been audited by a Qualified Auditor as defined in paragraph 13.1.1, except as noted in paragraph 13.1.4.2. The Auditor shall subsequently provide a report to the Management Committee regarding the Society's statutory accounts.
 - 13.2.3. The Management Committee shall review the financial reports, and upon approval, both the Secretary and Treasurer shall sign on its behalf. These reports, along with the Treasurer's annual report, shall be submitted as a resolution for approval by the members at the Annual General Meeting.
- 13.3. Subject to the conditions and criteria outlined in Part 7, Paragraph 84 of the Co-Operative and Community Benefit Societies Act 2014, the Management Committee may recommend the dis-application of the requirement for a Qualified Auditor to audit the Society accounts. This resolution shall be made and approved in each applicable year by a vote first at the Management Committee, and finally at the Annual General Meeting.

14.ANNUAL RETURN

- 14.1. Every year not later than the date provided by the Act the Secretary shall send to the FCA the annual return in the prescribed format.
- 14.2. 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.

15.COPIES TO MEMBERS

- 15.1. 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.

16.REGISTER OF MEMBERS

- 16.1. The Society shall keep at its Registered Office a register of members (in these rules referred to as 'the Register").
- 16.2. The Secretary shall enter the following particulars in the Register:
 - 16.2.1. The names, postal and email addresses of the members.
 - 16.2.2. If the member has agreed to the use of an electronic address by the Society, both for general communication and for official Society notifications.
 - 16.2.3. 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.
 - 16.2.4. A statement of other property in the Society, whether in loans, deposits, or otherwise held by each member.
 - 16.2.5. 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.
 - 16.2.6. 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.
- 16.3. The Society shall so construct the Register that it is possible to open to inspection the particulars entered therein mentioned in paragraphs 16.2.1, 16.2.4, and 16.2.5 hereof without so opening to inspection the other particulars therein.
- 16.4. 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.

17.INSPECTION OF BOOKS

- 17.1. 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 16.2.2 and 16.2.3 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.

18.COPIES OF RULES

- 18.1. 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.

19.INVESTMENT

- 19.1. The Committee may invest the funds of the Society on such terms as they see fit, as follows:
- 19.1.1. With its members or others upon the security of real property.
 - 19.1.2. In narrower range investments within the meaning of the Trustee Investment Act 1961, or
 - 19.1.3. In any investment authorised by Section 38(1) (b) and (c) of the Co-Operative and Community Benefit Societies Act 2014, but the funds shall not be invested otherwise.

20.APPLICATION OF PROFITS

- 20.1. 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.

21.WITHDRAWAL OF MEMBERS

- 21.1. 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.

22.EXPULSION OF MEMBERS

- 22.1. 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.
- 22.2. 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.

23.NOMINATIONS AND PROCEEDINGS ON DEATH

- 23.1. 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.
- 23.1.1. 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.
- 23.1.2. The Committee shall in accordance with the Acts either transfer or pay any property the subject of a nomination as directed in such nomination.

24.STATUTORY APPLICATIONS TO THE REGISTRAR

- 24.1. 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 FCA to appoint an accountant or actuary to inspect the books of the Society, and to report thereon pursuant to Section 105 of the Co-Operative and Community Benefit Societies Act 2014.
- 24.1.1. 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 FCA for:
- 24.1.1.1. The appointment of an inspector to examine into the affairs of the Society and to report thereon
- 24.1.1.2. The calling of a special meeting of the Society.
- 24.1.2. Applications shall be made in the forms prescribed by the FCA and shall be signed by all the applicants.

25.SEAL

- 25.1. 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.

26. DISSOLUTION

- 26.1. 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 Co-Operative and Community Benefit Societies Act 2014, or by winding up in a manner provided under the Insolvency Act 1986.
- 26.1.1. No member shall directly or indirectly financially profit from the dissolution of the Society
- 26.1.2. 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.
- 26.1.3. The Management Committee will then be responsible for the orderly winding up of the Society's affairs, realising assets as appropriate.
- 26.1.4. After settling all liabilities of the Society, the Management Committee shall dispose of the net assets remaining to one or more of the following:
- to another Society with similar gliding aims and purposes and /or
 - to the Society's governing body for use by them for related gliding activities

27. AMENDMENT OF RULES

- 27.1. Except in respect of Rule 26, 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 26 shall require the consent of not less than three fourths of the members.
- 27.2. 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 26th November 2016.

_____ Secretary	_____ Member
_____ Member	_____ Member