

# **RULES**

adopted by Resolution dated 8<sup>th</sup> December 2012

**OF**

## **LASHAM GLIDING SOCIETY LIMITED**

Registered under the Industrial and Provident  
Societies Act 1965

**Register No. 15094R**

Rules registered with the Financial Services Authority December 2012

**Registered Office**

**LASHAM AIRFIELD, near ALTON, HAMPSHIRE, GU34 5SS**

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# **RULES**

## **1. NAME**

- (a) The name of the Society shall be “Lasham Gliding Society Limited”.
- (b) 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 engraven in legible characters in all business letters of the Society, notices, advertisements and other official publications of the Society, and in all bills of exchange, 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.

## **2. REGISTERED OFFICE**

- (a) The registered office of the Society shall be at Lasham Gliding Centre, near Alton, Hampshire.
- (b) In the event of any change in the situation of the registered office, the Secretary shall send to the Registrar notice thereof within 14 days in the form prescribed by the Treasury Regulations.

## **3. OBJECTS**

The Society shall not trade for profit. Its objects shall be:-

- a) To promote the sport of gliding at Lasham Airfield, or elsewhere.
- (b) To promote, finance, assist and encourage the formation, equipment and operation of gliding clubs and groups and other gliding organisations, whether based at Lasham or elsewhere, whether or not open to the public at large, and whether incorporated or not, which do not trade for profit and whose members are all members of the Society, and to provide lands, premises, gliders and other aircraft, and launching and other plant and equipment accordingly.
- (c) To provide such staff, and such lands, hangars, workshops, and other buildings, gliders and other aircraft, and launching and other equipment, plant and machinery as shall facilitate gliding and soaring.
- (d) To procure for its members instruction in the techniques and arts of gliding and soaring.
- (e) To procure for the benefit of its members lands, clubhouses, accommodation and other facilities, premises and equipment for such sporting, recreational, social and other activities, ancillary to the objects of the Society, as are approved by the Voting Members in general meeting.

(f) Subject to the provisions of these Rules, to sell, let, manage, develop and otherwise deal with lands and premises and to purchase or otherwise acquire additional lands or premises, in furtherance of its objects.

#### **4. MEMBERSHIP**

(a) Two classes of membership will be recognised by the Society, flying members and social members. Flying members will be entitled to use the full facilities of the Society. Social members may use all the social facilities and such flying facilities as the Committee of Management may determine. Each class of membership may be sub-divided according to the rights conferred thereby as the Committee may from time to time decide, but so that no such rights shall conflict with the preceding provisions of this paragraph or the other provisions of this Rule.

(b) The members of the Society shall be the present members and such other persons as the Committee of Management may from time to time admit as members.

(c) Membership is open to any person regardless of their age, sex, creed, sexual orientation, race, ethnic origin or disability, but a minor shall have no right to execute instruments or give receipts necessary to be given under these Rules, nor shall he be an Officer of the Society, nor shall he be a Manager, Secretary, Treasurer or Arbitrator of the Society.

(d) A person may not be admitted as a member or be permitted to fly in any capacity whatever unless he signs the appropriate membership application form as prescribed from time to time by the Committee of Management and/or procures the signature of a parent or guardian as so prescribed in the case of a minor. Every membership application form shall contain an undertaking by or on behalf of the applicant to be bound by and observe the Rules and any flying or other regulations of the Society.

(e) A person may not be admitted as a flying member unless such entrance fee and subscription is paid as is required by these Rules or is waived in whole or in part by the Committee of Management and either has applied to the Society for membership or has been nominated by an Affiliated Club.

(f) A person may not be admitted as a social member unless such entrance fee and subscription is paid as is required by these Rules or is waived in whole or in part by the Committee of Management, and, if so required by the Committee, is nominated by a member of the Society or by an Affiliated Club.

(g) A candidate for membership may be admitted forthwith by the Secretary, or on his authority, and may use at once those flying facilities which his class of membership allows.

(h) Acceptance of a person's application to become a Voting Member or a social member is provisional pending election by the Committee of Management. The names and addresses of all candidates for election as Voting Members or social members shall be prominently displayed in a part of the Society's premises frequented by the members for not less than fourteen days before the election. Prior to election such provisional membership may be terminated by the Committee whereupon any entrance fee and subscription paid shall be refunded in full if the applicant ceases to be a flying or social member of the Society. Election

of candidates as Voting Members shall be suspended upon Special Notice of a general meeting under Rule 14(d) being given, and no such candidates shall be elected by the Committee or vote until approval or rejection of the matters put to that meeting.

(j) A general meeting of the Society may elect individuals to be honorary life members, who shall thereupon (but subject to paragraphs (d) and (e) of this Rule) be flying members, but shall pay no entrance fee or subscription.

(k) For the purposes of these Rules, Annual Flying Members shall be those members of the class "flying members" under paragraph (a) of this Rule who are thus entitled to use the full facilities of the Society throughout the year and who are liable to pay or to have paid on their behalf an annual subscription, or are honorary life members, and including those members paying a specially reduced annual subscription by reason of joining late in the year, or on account of their acceptance of a restriction on the days of the week on which they may fly or similar limitation, or on account of membership of an affiliated club or of age or disability.

(l) A member shall cease to be a member in the following eventualities:-

(i) The member's death.

(ii) The withdrawal of the member from the Society.

(iii) The non-payment by the member of any subscription due to the Society for a period of two calendar months after it has become due.

(iv) The expulsion of the member.

## **5. ENTRANCE FEES & SUBSCRIPTIONS**

(a) The rates of any entrance fees shall be determined from time to time by the Voting Members in general meeting and different rates may apply to different classes and sub-classes of membership. Such entrance fees shall be payable by persons applying for membership under Rule 4 unless waived by the Committee of Management.

(b) The rates of annual subscriptions of the Voting Members shall be determined from time to time by the Voting Members in general meeting save that such rates of subscriptions paid by Affiliated Clubs on behalf of their members shall be determined from time to time by the Committee of Management. Different rates may apply to different sub-classes of the voting membership.

(c) The rates of all other subscriptions shall be determined from time to time by the Committee of Management.

(d) All members shall pay such subscription as is appropriate to their class and sub-class of membership.

(e) All annual subscriptions shall be due in each year on the date specified from time to time by the Committee of Management, and if payment shall not have been made within two calendar months of the date when the subscription was due membership shall lapse, and any entrance fee applicable to a new member shall be payable on rejoining unless waived by the Committee.

(f) A list of current subscription rates, other than those paid by Affiliated Clubs, shall be kept posted in the Society's premises.

## **6. FEES AND CHARGES**

(a) All fees and charges for flying, launching, instruction, hangarage, workshop and other facilities, accommodation and other services provided by the Society shall be determined from time to time by the Committee of Management.

(b) The Society shall have power to charge interest on subscriptions, fees and charges unpaid by the date they are properly payable and on all other debts due from members of the Society. The rates of interest so charged shall be determined from time to time by the Committee of Management.

## **7. VOTING RIGHTS**

(a) Subject to paragraph (b) of this Rule, the Voting Members shall be the Annual Flying Members and no other members shall be entitled to vote at general meetings.

(b) The following shall not be Voting Members:-  
(i) Provisional members under paragraph (h) of Rule 4  
(ii) Minors  
(iii) Social members  
(iv) Full time employees of the Society or of any of its subsidiaries.

(c) The voting rights of a Voting Member who has not paid his due subscription but whose membership has not lapsed under Rule 5(e) shall be suspended until such payment.

## **8. SHARE CAPITAL**

(a) The share capital of the Society shall be raised by way of shares to the value of 25p and shall be paid in full on application for Voting Membership. No share shall be issued to any person who is not a Voting Member at the date of issue.

(b) Every person who is a Voting Member shall hold one and no more than one share in the Society.

(c) The share held by each Voting Member shall be neither transferable nor withdrawable.

(d) No dividend or interest will be paid on any share held.

(e) Upon a Voting Member ceasing from whatsoever cause to qualify for voting membership any share registered in his name shall be cancelled and the amount paid up or credited thereon

shall become the property of the Society and the Secretary shall enter such cancellation in the Register.

## **9. AVAILABILITY OF FACILITIES**

The Committee of Management shall have the right to refuse gliding facilities at any time to any member, provided that this right shall neither be unreasonably nor arbitrarily exercised. If such refusal shall consist of a permanent withdrawal of gliding facilities to a flying member then there shall be returned to that member the remaining proportion of his subscription for the current year, should that member desire to withdraw from the Society.

## **10. MEMBER'S FINANCIAL LIABILITY**

(a) No member shall by reason of his membership be under any financial liability to the Society except for the payment of his annual subscription, such fees and charges as are laid down in accordance with these Rules and for making good any damage caused by him to Society property.

(b) The liability to pay for damage done shall normally be limited to the amount of the excess on any applicable insurance policy.

(c) Where damage is done wholly or in part maliciously or as a result of wilful breach of these Rules or of any flying or other regulations properly laid down under these Rules then the member shall be liable for the whole of the cost of the damage.

(d) The Committee of Management shall have the power to reduce or waive any liability under these Rules to pay for damage.

## **11. BORROWING POWERS**

(a) The Society may obtain advances of money for the purposes of the Society from any person, whether a member or not, upon such terms and conditions relating to repayment, rate 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 at any time exceed the sum of Two hundred and fifty thousand pounds or such greater sum as shall from time to time be approved by the Voting Members in general meeting.

(b) The Society shall not receive money on deposit.

## **12. APPLICATION OF SURPLUSES**

Any net surplus of the Society in any one year shall be applied to improving the facilities of the Society or to increasing its financial reserves at the discretion of the Committee of Management.

### **13. LAND , INVESTMENTS, ASSOCIATED COMPANIES, LOANS & DONATIONS**

(a) In these Rules references to the 1965 Act are references to the Industrial and Provident Societies Act 1965 as may be amended from time to time.

(b) Section 30 of the 1965 Act shall apply to the Society, and in relation to land the Society may give and take guarantees, enter into profit-sharing agreements and give and take options.

(c) the Society may invest any of its funds in any investments referred to in section 31 of the 1965 Act and in or upon any other security, being a security in which trustees are for the time being authorised by law to invest, for which purpose the Trustee Act 2000 shall apply as if the Society were a trustee and its funds were trust property.

(d) Subject to the provisions of the 1965 Act, the Society shall have power consistently with its Objects to form subsidiaries, take part with others in forming bodies corporate to be jointly controlled by the Society or acquire, or keep, control or joint control of bodies corporate.

(e) The Society shall have power to make loans to bodies referred to in paragraph (d) of this Rule and to Affiliated Clubs for purposes consistent with its Objects and whether secured or unsecured and upon such terms as the Committee of Management shall determine.

(f) The Society shall have power to make donations to bodies and groups of individuals, whether charitable or non-charitable, for purposes consistent with its Objects.

### **14. GENERAL MEETINGS**

(a) The Society shall hold a meeting in each calendar year, but not more than 15 months after the last such meeting, which shall be called the Annual General Meeting.

(b) 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 not less than twenty-five Voting Members is delivered to the Secretary, and should he fail to convene such meeting within seven days after delivery to him of that requisition, the members signing it may convene the meeting by giving the notice mentioned in paragraph.(d) of this Rule.

(c) The following persons shall be entitled to attend every general meeting of the Society:-

- (i) every Voting Member
- (ii) every other Annual Flying Member
- (iii) every annual social member
- (iv) the Chief Flying Instructor
- (v) every full time employee of the Society or of any of its subsidiaries.

The Auditor shall be entitled to attend every Annual General Meeting.



(d) Not less than nine weeks notice in writing of a general meeting of which Special Notice is required under these Rules, and not less than twenty-one days notice in writing of every other general meeting, stating the business to be transacted at that meeting, shall be sent to every person entitled to attend at his address entered in the Register and no other business than that stated in the notice shall be transacted at the meeting.

(e) The Committee of Management shall lay before the Annual General Meeting the revenue account or accounts and balance sheet as audited together with the report made thereon by the Auditor, and shall circulate those accounts and balance sheet and that report with the notice of meeting to every person entitled to attend.

(f) At all general meetings the Chairman, or if he be not present the Vice-Chairman, shall preside, and twenty-five Voting Members shall form a quorum.

(g) Every Voting Member entitled to vote at a general meeting shall have one vote, and when the votes cast in any matter except the election of Officers are equal the Chairman of the Meeting shall have a casting vote in addition to his vote as a member.

(h) Any Voting Member intending to be absent from a meeting may vote by post additional to his power under Rule 16(g), providing that he informs the Secretary of his desire to do so at least ten days before the meeting and obtains an official voting paper which will be sent in electronic form but on request will be sent by post. Voting papers shall not contain any requirement to identify the voter. The Voting Member shall prepare and complete the voting paper and place it in a sealed envelope. The outside of the envelope shall be clearly marked "VOTE" and shall show such information to identify the Voting Member as the Committee of Management may from time to time specify, and shall not contain any other enclosure. The sealed envelope so marked shall be placed in an outer envelope addressed to the Secretary and posted to him. Each such inner envelope so marked received before the meeting shall be kept, sealed, by the Secretary who shall on request return it to the lodging member until opened by the Secretary at commencement of the meeting. The Secretary shall inform the Chairman of the postal votes received. Any member who has voted by post may nevertheless attend the meeting and vote, but must inform the Secretary who shall destroy the member's postal voting paper. To further prevent duplication of votes the Secretary will from the information on the unopened envelopes identify members named thereon attending the meeting in person and if so identified after the envelopes have been opened shall require such members not to vote in person.

(j) The Committee of Management may from time to time lay down and promulgate such procedures for voting at general meetings, consistent with these Rules, as they shall consider fair and reasonable, but without limiting the power of the scrutineers to choose such methods for performing their duties under Rule 16(h) as they think fit.

## **15. OFFICERS**

(a) The Society shall have the following officers who shall form the Committee of Management:-

A Chairman. A Vice-Chairman, a Secretary and four Committeemen.

The Secretary shall be appointed in accordance with paragraph (k) of this Rule and the other officers shall be elected in accordance with paragraphs (b) to (h) hereof.

(b) No person other than a Voting Member of the Society shall be eligible for election as an officer, and any officer ceasing to be a Voting Member other than under Rule 7(c) shall be deemed to have resigned from office.

(c) At the Annual General Meeting in every year two officers shall retire from office. If a vacancy or vacancies shall have arisen since the last such meeting the number of retirements shall be reduced accordingly.

(d) The officers to retire in every year shall be those who have been longest in office since their last election but as between persons who become officers upon the same day those who retire shall (unless they otherwise agree among themselves) be determined by lot.

(e) Subject to paragraph (g), a retiring officer shall be eligible for re-election.

(f) A member who has been an elected officer of the Society continuously for a period ending on the date of the sixth anniversary of the date he was first elected shall retire on that anniversary, and shall not then be eligible for re-election.

(g) A member who is debarred from office only under paragraph (f) above shall become eligible again for election to any office at the next Annual General Meeting following that at which he retired or twelve months after the date on which he retired if that was at any time other than at an Annual General Meeting.

(h) Any officer who is nominated for election to the office of Chairman or Vice-Chairman shall retire from the office he holds at the general meeting before that meeting proceeds to the business of the election.

(j) The Secretary shall be appointed and may be removed by the Committee of Management, who shall determine his remuneration and general conditions of employment. The Committee may in his absence appoint a person to be the Acting Secretary.

(k) Any officer other than the Secretary may be removed from his 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 will be filled by election as laid down in these Rules.

(l) If any officer shall die, resign, cease to be eligible for office, or become unfit to act, the Committee shall appoint a Voting Member to fill the vacancy. Any officer appointed under this Rule shall retire at the next Annual General Meeting and, provided that he is eligible, may be elected.

(m) The elected officers shall receive reimbursement of such expenses, if any, as may be decided from time to time in general meeting. They shall not be entitled to any remuneration.

## **16. CONDUCT OF ELECTION AT ANNUAL GENERAL MEETINGS**

- (a) Election of officers shall be by ballot at the Annual General Meeting, and every Voting Member shall be entitled to vote in the ballot.
- (b) Each Voting Member shall be allowed one vote for each vacancy to be filled.
- (c) A separate ballot shall be held for the offices of Chairman and Vice-Chairman and any candidate for either office may also stand as a Committeeman provided that if he is elected as Chairman or Vice –Chairman his name shall be deemed to have been withdrawn from the ballot for the election of the Committeemen and any votes cast in his favour in that ballot shall be allocated to the alternative choice indicated on each ballot paper.
- (d) Not less than six weeks before any Annual General Meeting at which an election of Officers is to take place, the Secretary shall send to all Voting Members notification of that meeting with particulars of the vacancies to be filled, and shall invite nominations.
- e) Nominations for election as officers shall be in the hands of the Secretary at least four weeks before the Annual General Meeting, and each nomination must be supported by fifteen Voting Members who must each sign the nomination form.
- (f) Formal Notice of the meeting with the agenda shall be sent out by the Secretary to all persons entitled to attend to the address given in the Register not less than twenty-one days before the Annual General Meeting, and shall be accompanied by a brief account of the history and/or policy of each candidate (if so desired by that candidate) in so far as it is concerned with the gliding movement in this country.
- (g) Unless no vacancy is contested at that meeting, each Notice of meeting sent to Voting Members electronically or otherwise shall be accompanied by a ballot form, and in addition a paper version thereof shall be handed on request to such members attending the meeting. Ballot forms shall not contain any requirement to identify the voter. If any Voting Member desires to vote by post, he shall prepare and complete the ballot form and place it in a sealed envelope. The outside of the envelope shall be clearly marked "VOTE" and shall show such information to identify the Voting Member as the Committee of Management may from time to time specify, and shall not contain any other enclosure. The sealed envelope so marked shall be placed in an outer envelope addressed to the Secretary and posted to him. Each such inner envelope so marked received before the meeting shall be kept, sealed, by the Secretary who shall on request return it to the lodging member, until delivered to the scrutineers at the meeting. Any member who has voted by post may nevertheless attend the meeting and vote, but must inform the Secretary who shall destroy the member's postal ballot form. The scrutineers will from the information on the unopened envelopes and with such assistance as they require identify members named thereon attending the meeting in person and destroy their postal vote to prevent duplication of votes.
- (h) Two scrutineers shall be appointed by the meeting to carry out the count of the votes cast and any re-scrutiny which may be ordered. The scrutineers shall be persons entitled to attend the meeting but shall not be Officers or full time employees of the Society or of any of its subsidiaries, nor candidates in the election, nor have nominated any candidate. In any re-scrutiny they will be assisted by the Secretary. The scrutineers shall complete the count of the votes cast at the meeting and the postal votes so that the Secretary can announce the result of the election before the end of the meeting.

(j) A tie shall be decided by a further ballot of those Voting Members present held during the meeting or any adjournment thereof and the postal votes received shall be added. A further tie or ties shall be decided by a further ballot or ballots.

(k) A re-scrutiny of the ballot papers may be ordered by the meeting and the result shall be announced at the meeting. Subject to any further scrutiny which may be ordered by the meeting, the result so announced shall be final and binding. The Secretary shall destroy all ballot forms within 24 hours following an Annual General Meeting.

## **17. SECRETARY**

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 he shall transcribe into a book to be authenticated by the signature of the Chairman as the proceedings of the meeting;

(b) receive proposals for admission to the Society;

(c) 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 of the Committee of Management;

(d) pay over all moneys, and give up all books, documents, and property belonging to the Society, when ordered to do so by a resolution thereof of the Committee of Management;

(e) summon and give notice of all meetings and keep the accounts documents and papers in such 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 Registrar and maintain the Register.

## **18. CHIEF FLYING INSTRUCTOR**

(a) The Committee of Management shall appoint a Chief Flying Instructor and shall have power to remove him.

(b) The Chief Flying Instructor shall be responsible to the Committee of Management for the safe and efficient organisation of all flying and flying instruction at the Society's airfield whether carried out by the Society or by any other gliding organisation or their members and shall perform such other duties as the Committee may determine.

## **19. COMMITTEE OF MANAGEMENT**

(a) The Committee of Management shall meet once in each quarter and at such other times as it may determine.

- (b) The Chairman or, if he be not present, the Vice-Chairman, or if neither be present, any other elected officer, shall preside. Each officer shall have one vote, apart from the Secretary who shall have no entitlement to vote. All matters shall be decided by a majority of votes and, if 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 of the Committee.
- (c) Three elected officers shall form a quorum of the Committee.
- (d) 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.
- (e) The Committee may appoint any sub-committees which it considers necessary and may delegate any of its powers to such sub-committees, except in any matters which these Rules expressly reserve to the Committee.
- (f) The members of any sub-committee need not be members of the Committee of Management; where the Chairman of a sub-committee is not a member of the Committee he may be co-opted on to it.
- (g) The Chairman and Secretary shall be ex-officio members of all sub-committees.
- (h) The Committee may appoint any Voting Member to be the Society's Honorary Treasurer and (if he is not an elected member of the Committee) may co-opt him on to the Committee, and may delegate any of its powers to such Treasurer, subject to these Rules.
- (j) The Committee may co-opt any Member whose services the Committee considers would be in the best interests of the Society.
- (k) The Chief Flying Instructor and any employee of the Society or of any of its subsidiaries may be co-opted on to the Committee or may be called upon to attend such meetings as the Committee may decide.
- (l) No co-opted member of the Committee may vote on any matter.
- (m) Any member who is co-opted shall resign prior to the Annual General Meeting and is eligible to be elected or co-opted again if he is not elected.
- (n) Subject to paragraph (o), any current or former:
- (i) officer of the Committee of Management
  - (ii) General Manager
  - (iii) Chief Flying Instructor
  - (iv) Estate Manager
  - (v) Honorary Treasurer of the Society
  - (vi) Co-opted member of the Committee of Management
  - (vii) Director of Lasham Estates Limited

may be indemnified out of the Society's assets against any liability incurred by that person in their capacity as an officer or member of the Committee of Management of the Society and / or Director of Lasham Estates Limited in connection with any alleged negligence, wrongful act, default or breach of duty or breach of trust in relation to any of the activities of the Society except in the case of their individual fraud or wilful wrongdoing.

(o) Rule 19, paragraph (n) does not authorise any indemnity which would be prohibited or rendered void by any provision of law.

(p) The Committee of Management may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any person who may be indemnified under Rule 19 paragraph (n) in respect of any loss or liability which has been or may be incurred by such officer in connection with that officer's duties or powers in relation to the Society.

## **20. POWERS OF COMMITTEE OF MANAGEMENT**

(a) 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 the purpose of accomplishing its objects the powers conferred upon the Society by these Rules, or otherwise.

(b) Subject to the following paragraphs of this Rule the Committee of Management shall have power to grant and accept the surrender of leases and tenancies at its discretion.

(c) The Committee of Management shall have no power to sell or otherwise dispose of the freehold or grant any long lease of the Society's premises Lasham Airfield or any part thereof unless with the consent of at least seventy per cent of all the Voting Members of the Society (whether or not present or voting) at a general meeting of which Special Notice under Rule 14(d) has been given specifying the intention to effect such transaction with details thereof.

(d) The Committee of Management shall have no power to grant short leases and tenancies of the portion of Lasham Airfield enclosed within the airfield perimeter track (but excluding the industrial enclave and non-exclusive flying use of the main runway) or any part thereof for non-gliding purposes unless with the consent of at least seventy per cent of all the Voting Members of the Society (whether or not present or voting) at a general meeting of which Special Notice has been given as aforesaid specifying the intention to effect such transaction with details thereof.

(e) For the purposes of this Rule a long lease is a grant for a term exceeding twenty-five years and a short lease or tenancy is a grant for up to twenty-five years.

## **21. FLYING REGULATIONS**

- (a) All members shall be bound by the current Operational Regulations of the British Gliding Association.
- (b) A copy of the current regulations of the British Gliding Association shall be supplied to any member who requires it on payment of an appropriate fee.
- (c) The Committee of Management may approve any supplementary flying regulations that are required and all such flying regulations shall be binding on all members.

## **22. AFFILIATION TO THE BRITISH GLIDING ASSOCIATION**

The Society shall be affiliated to the British Gliding Association and shall comply with the requirements of that Association in so far as they do not contravene any of these Rules.

## **23. AFFILIATION BY GLIDING CLUBS**

- (a) The Society may accept affiliation by other clubs, groups and other organisations whether incorporated or not and having objects similar to the Society's, and whether based at Lasham Airfield or elsewhere. Admission to affiliation shall be at the discretion of the Committee of Management and shall confer upon such bodies and their members such rights and obligations, including payment of subscriptions and fees to the Society, as it shall determine from time to time. Members of an Affiliated Club shall be admissible as members of the Society and the Committee shall determine the class and sub-class of such membership according to such rights and obligations. Such members shall be admitted to membership of the Society upon compliance with the applicable provisions of Rule 4 subject to paragraph (h) thereof.
- (b) Those members of an Affiliated Club who are admitted as Annual Flying Members of the Society and who qualify under Rule 7 shall be Voting Members.
- (c) An Affiliated Club may by written notice disaffiliate from the Society at any time but no subscriptions or fees paid by it will be refunded by the Society unless otherwise determined by the Committee of Management. Upon disaffiliation any occupation of land or premises of the Society shall forthwith be given up and vacated. Upon disaffiliation by an Affiliated Club its members may if so desired retain their membership of the Society until the expiration of their current subscription period, and are then eligible to rejoin under the remainder of these Rules.
- (d) Nothing in this Rule shall prevent any member of any Affiliated Club from becoming or remaining a member of the Society in accordance with the remainder of these Rules.

## **24. SEAL**

The Society shall have its name engraven 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. It shall be attested by the signatures of two elected members of the Committee and the signature of the Secretary or the Acting Secretary.

## **25. WITHDRAWAL OF MEMBERS**

- (a) 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, and upon such withdrawal the member's share shall be cancelled.
- (b) The Secretary shall make appropriate entries in the Register relating to the cancellation of any share or shares under this Rule.

## **26. EXPULSION AND SUSPENSION OF MEMBER**

- (a) A member, who in the opinion of the Committee of Management is guilty of any conduct detrimental to the interests of the Society, or of offences against its Rules or Regulations, 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.
- (b) No member shall be expelled from the Society unless a notice, specifying the conduct of which he is alleged to be guilty, together with particulars of any evidence thereof, is sent to him at his address entered in the Register not less than twenty-one 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 to that meeting.
- (c) Upon the expulsion of a member his share shall be cancelled and the Secretary shall record such cancellation in the Register.
- (d) Where the Committee of Management either
  - (i) has resolved to call a general meeting to consider the expulsion of a member under paragraph (a) of this Rule, or
  - (ii) does not consider expulsion a suitable means of dealing with a member who in its opinion is guilty of the conduct described in that paragraphit may suspend his membership. Such suspension shall continue throughout any period during which the member shall be in arrears in the payment of any subscription or other fees or charges and thereafter for such further period not exceeding one year as the Committee may decide at the time of suspension or, if applicable, until determination of the resolution in general meeting for expulsion of that member.
- (e) Subject to paragraph (f) of this Rule no member shall be suspended from the Society unless a notice, specifying the conduct of which he is alleged to be guilty, together with particulars of any evidence thereof, is sent to him at his address entered in the Register not less than fourteen



days before the date of the meeting of the Committee of Management at which such suspension is considered, and he is given an opportunity to advance a defence before the Committee.

(f) The Committee of Management may, at its discretion and acting reasonably, suspend a member immediately without notice by passing a resolution certifying that in its opinion either the conduct of the member imposes upon it a statutory duty to suspend him, or there are reasonable grounds to believe that:

(i) the member is being investigated by the police for or is charged with a serious criminal offence against the person whether violent or of a sexual nature or

(ii) the member's behaviour is in breach of any of the Society's then applicable Code of Conduct or policies, and such behaviour may jeopardise any of the Society's grants, registrations or accreditations in relation to the Society's activities involving children and young persons or expose the Society to any penalty or fine either criminal or civil.

Upon suspension of a member immediately without notice, a meeting of the Committee of Management shall be convened as soon as possible taking into account the need not to impede or compromise any police inquiries or any criminal proceedings. Notice of such meeting, specifying the conduct of which he is alleged to be guilty, together with particulars of any evidence thereof, shall be sent to the member at his address entered in the Register, and he shall be given an opportunity to advance a defence before the Committee. No less than seven days notice of such meeting shall be given, but at the written request of the member to the Secretary such period of notice will be extended to a maximum of fourteen days.

(g) A suspended member shall not use any of the facilities of the Society during the period of his suspension unless specifically permitted to use any particular facility or facilities by the Committee of Management.

(h) No member suspended under paragraph (f) of this Rule shall have the right to lodge an appeal to the Arbitrators under Rule 28 until the conclusion of police investigations or criminal proceedings against him, and upon an appeal being lodged after they are concluded the suspension shall be in abeyance pending the Arbitrators' decision. In the absence of any police investigation or criminal proceedings the suspension under that paragraph shall remain in place until expiry or until overruled by the Arbitrators. Upon any appeal against suspension being successful all membership and other fees paid by the member and applicable to the period of suspension shall be refunded by the Society.

(j) Any member who is suspended shall be reinstated to his full rights and liabilities as a member upon completion of the period of suspension.

(k) This Rule shall in no way affect the right of the Committee of Management, the Chief Flying Instructor or other flying instructors to restrict the use of facilities by members when this is necessary for safety reasons whether or not such restriction applies to an individual member, any group of members or all members.

(l) This Rule does not apply to a person whose membership is provisional under Rule 4(h).

## **27. PROCEEDINGS ON DEATH OR BANKRUPTCY**

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 of Management shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct.

## **28. ARBITRATORS AND DISPUTES**

(a) Any dispute arising between a member or any person aggrieved who has for not more than six months ceased to be a member, or any person claiming through such member or person aggrieved, or under the Rules, and the Society or an Officer thereof, shall be decided by three Arbitrators to be chosen for this purpose as is hereinafter mentioned and any decision made by the Arbitrators shall be binding and conclusive on all parties without appeal and application for the enforcement of such a decision may be made to the County Court.

(b) The Society shall have seven Arbitrators, who shall be elected at a general meeting of the Society, save that the Committee of Management may nominate an Arbitrator to fill a vacancy pending a general meeting. The Arbitrators shall be annual flying or annual social members of the Society of not less than ten years standing, but shall not be Officers or full time employees of the Society or of any of its subsidiaries.

(c) In the event of any dispute arising as aforesaid the three Arbitrators to be chosen to decide the dispute shall be those persons whose names are drawn by lot from amongst the names of the eligible and available Arbitrators by the complaining party to the dispute or, if there is more than one such party, by that party whose name comes first in alphabetical order. An Arbitrator nominated by the Committee under paragraph (b) of this Rule shall not pending his election be eligible to decide any dispute that arose prior to such nomination. The name of any arbitrator who, due to illness or absence from other cause is unlikely to be available at any time during the period of thirty days following reference of the dispute to arbitration, shall not be entered in the draw.

## **29. STATUTORY APPLICATIONS TO THE REGISTRAR**

(a) 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 the application, may apply to the Registrar to appoint an accountant or actuary to inspect the books of the Society and to report thereon, pursuant to Section 47 (1) of the 1965 Act.

(b) One-tenth of the whole number of members, or if the number of members shall at any time exceed 1,000, 100 members, may apply to the Chief Registrar for:-

- (i) the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon,
- (ii) the calling of a Special Meeting of the Society.

(c) Applications shall be made in the forms prescribed by the Treasury Regulations and shall be signed by all the applicants.

### 30. AUDITOR

(a) 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 Section 7 of the Friendly and Industrial and Provident Societies Act 1968 (in these Rules referred to as the 1968 Act which reference includes any amendments made from time to time).

(b) None of the following persons shall be appointed as Auditor of the Society:-

- (i) an Officer or servant of the Society or of any of its subsidiaries
- (ii) a person who is a partner of or in the employment of or who employs an Officer or servant of the Society or of any of its subsidiaries

(c) Every appointment of an Auditor shall be made by resolution of a general meeting of the Society save that the Committee of Management may appoint an Auditor to fill any casual vacancy occurring between general meetings.

(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 (b) of this Rule; or
- (iv) he has ceased to act as Auditor of the Society by reason of incapacity.

(e) 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 the Voting 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 Voting Members accordingly as required by Section 6 of the 1968 Act .

### **31. AUDITOR'S REPORT**

The Auditor shall in accordance with Section 9 of the 1968 Act, 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 respect of which he is appointed.

### **32. REVENUE ACCOUNTS AND BALANCE SHEET**

(a) The Society shall not publish any revenue account or balance sheet which has not previously been audited by the Auditor and any copy published thereof shall incorporate the report made thereon by the Auditor.

(b) The Committee of Management shall lay before the Annual General Meeting in the manner specified in Rule 14(e) the revenue account or accounts and balance sheet as audited together with the report made thereon by the Auditor.

(c) The Society shall keep a copy of its latest balance sheet hung up at all times in a conspicuous position at its registered office.

### **33. ANNUAL RETURN**

(a) In accordance with section 39 of the 1965 Act, every year within the period of 7 months beginning immediately after the end of the period required by the Act to be included in the return the Secretary shall send to the Registrar the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to the Society's affairs for that period together with

(i) a copy of the report of the Auditor on the Society's accounts for the period included in the return; and

(ii) a copy of each balance sheet made during that period and of the report of the Auditor on that balance sheet.

(b) The Secretary shall supply free of charge to every member or person interested in the funds of the Society who applies for it a copy of the latest annual return and a copy of the report of the auditors on the accounts and balance sheet contained in the return.

### **34. REGISTER OF MEMBERS**

(a) The Society shall keep at its registered office a register of members (in these Rules referred to as "the Register") in which the Secretary shall enter the following particulars:-

(i) the names and addresses of the members;

(ii) a statement of other property in the Society, whether in loans, or otherwise, held by each member;

(iii) the date at which such person was entered in the Register as a member, and the date at which any person ceased to be a member;

(iv) 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 sub-paragraphs (i), (iii) and (iv) of the preceding paragraph without opening to inspection the other particulars entered 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.

### **35. INSPECTION OF BOOKS**

Any member or person having an interest in the funds of the Society shall be allowed to inspect his own account and the books containing the names of the members, including the particulars in the Register, except those mentioned in paragraph (a)(ii) 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 or manner of such inspection as may be made from time to time by a general meeting of the Society.

### **36. COPIES OF RULES**

A copy of the Rules of the Society shall be delivered by the Secretary to every person on demand on payment of the sum of ten pence.

### **37. CLUBHOUSE**

Male and female toilet facilities in the clubhouse shall be open at all times to the members of the Society and all residents. The remainder of the clubhouse shall be open every day during such hours as the Committee of Management may from time to time determine.

### **38. SUPPLY OF INTOXICANTS**

The permitted hours for the supply of intoxicants shall be such as may from time to time be fixed by the Committee of Management in accordance with the provisions of the Licensing Act 1964 as amended, and as notified to the Magistrate's Clerk and exhibited in the Society's premises.

### **39. DISSOLUTION**

(a) The Society may at any time be dissolved by an instrument of dissolution in the form prescribed by the Treasury Regulations, or by winding-up in the manner provided by the Industrial and Provident Societies Acts.

(b) Subject to the provisions of any instrument of dissolution under the 1965 Act, any surplus of assets on a winding up of the Society shall be divided among the members as follows:-

<u>Class 1</u>	<u>Proportionate entitlement</u>
Each Voting Member and each Annual Flying Member who by virtue only of his minority is not or was not a Voting Member:-	
<u>Class 1(a)</u> who has been such for each of the immediately preceding five years or has been such for at least five of the immediately preceding eight years	500 parts
<u>Class 1 (b)</u> who has been such for at least two years of the immediately preceding five years - for each year	100 parts
<u>Class 1 (c)</u> who is such in the current year	100 parts
 <u>Class 2</u>	
Each annual social member	1 part
 <u>Class 3</u>	
Each provisional member prior to election under Rule 4 (h)	NIL
Each other member not referred to above	NIL

For the purposes of this Rule, the number of years of membership shall be reckoned by the number of annual subscriptions paid, and membership of the Society and such number of years shall be determined and reckoned as at the date of the order, resolution or petition to wind-up; no person who was not a member at that date shall participate in any surplus of assets and the class and sub-class of membership qualifying a member to participate shall be determined exclusively as at the said date. For the purpose of reckoning the number of annual subscriptions paid by a person joining the Society late in the year and for that reason paying a reduced annual subscription in the year of joining or subsequently the subscription paid in the year of joining shall be disregarded. Any period of provisional membership subsequently ratified under Rule 4(h) or suspension of Voting Membership under Rule 7(c) shall be treated as a period of membership or Voting Membership for the purposes of this Rule. No member shall be entitled to participate under more than one of the above classes which are mutually exclusive. Rule 28 shall apply to any disputes under this Rule.

#### **40. AMENDMENT OF RULES**

(a) Subject to paragraph (b) of this Rule, no new Rules shall be made, nor shall any of the Rules herein contained, or hereafter to be made, be amended or rescinded, unless with the consent of a simple majority of Voting Members voting 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.

(b) No amendment shall be made to, or rescission effected of Rules 3(a), 12, 20(c) or (d), 39(b) or this paragraph (b) ( which shall be entrenched Rules) unless with the consent of at

least three-fourths of all the Voting Members of the Society (whether or not present or voting) at a general meeting of which Special Notice under Rule 14(d) has been given specifying the intention to propose such amendment or rescission.

(c) No new Rule, or amendment or rescission of rules is valid until registered.

#### **41. NOTICES**

Notices and documents to be circulated by the Society to its membership or any class thereof under these Rules may be sent by electronic communication where available, notwithstanding any contrary provision herein. Such communication shall be sent to the address notified by the member to the Society for electronic messages. Every notice and document forwarded to a member by such communication shall be deemed to have been duly served if the electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators, except in the case of a member who has requested use of the postal service. This rule does not apply to any notice or document required to be sent only to a particular individual member, or to any non-member.