

Rules and Regulations of ARLINGTON BATHS CLUB

1. Name

The name of the Club is the ARLINGTON BATHS CLUB

2. Objects

The objects of the Club shall be to provide facilities for and to promote participation in the amateur sports of swimming, exercise and fitness and the provision of leisure facilities at 61 Arlington Street, Glasgow (hereinafter called the "Heritage") for the benefit of the members and others as provided for in these Rules. The Heritage and all other assets of the Club shall be used only in pursuance of these objects and shall not be distributed or devolved to the members or any of them or third parties. Neither the Heritage, nor any part thereof, nor any of the other assets of the Club shall be distributed or devolved to any person or class of persons other than in pursuance of a winding up in accordance with the provisions of these Rules.

3. Membership

Membership of the club shall be open to anyone interested in swimming, exercise and fitness regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs on a non-discriminatory and fair basis.

The Club shall consist of Full Members and Supernumerary Members having the following rights and privileges;

- (A) Full Members will have unrestricted access to the facilities and will enjoy all the privileges of the Club, will be entitled to vote at all general meetings and will be eligible for election to the Board of Management (hereinafter called the "Board").

There will be four classes of Full Membership and subscriptions applicable on a non-discriminatory and fair basis.

- (i) Ordinary, being open to ladies and gentlemen over the age of 18 years who pay the ordinary rate of annual subscription.
- (ii) Country, being open to ladies and gentlemen who have their residence and, if applicable, their place of work outside a radius of 30 miles of the Heritage and who pay the country members rate of annual subscription; and
- (iii) Low Income, Joining fee waived and those who want to take advantage of the reduced price membership must apply to the secretary of the club and demonstrate that the full cost of membership would not be affordable to them.
- (iv) Life, being open to ladies and gentlemen who pay the life members subscription.

Any Full Member shall be entitled to introduce up to four visitors at a time but not more frequently than once every two months. The introducing member shall be responsible for the good conduct of visitors and shall ensure that they conform with the Rules and Bye-Laws of the Club.

(B) Supernumerary members will have such access to the facilities and enjoy such privileges of the Club as their respective terms of membership shall allow, on a non-discriminatory and fair basis, will have no vote at general meetings and will not be eligible for election to the Board of Management.

There will be five classes of Supernumerary Membership:

- (i) Junior, being open to boys and girls under the age of 15 (“Children”) and boys and girls between the ages of

15 and 18, inclusive, (“Juveniles”) who pay the Children and Juveniles subscription rates, as the case may be, and who have such access to the facilities and enjoy such privileges as the Board may determine.

- (ii) Student, being open to persons not normally resident in or within a radius of 30 miles of the Heritage, who are matriculated students at a Glasgow university or college, who pay the Student rate of subscription and who have such access to the facilities of the Club and enjoy such privileges as the Board may determine.
- (iii) Stranger, being open to persons not normally resident in or within a radius of 30 miles of the Heritage, who pay the Stranger rate of subscription and who have such access and enjoy such privileges as the Board may determine.
- (iv) Honorary, being open to persons elected by the Board or by the members in general meeting in recognition of outstanding service to the Club or outstanding personal or sporting achievement, who should not normally pay a subscription and who should have such access to the facilities and enjoy such privileges as the Board may determine.
- (v) Daily, being open to persons over the age of 18 years for the duration of one day only upon registering in accordance with requirements of the Board and paying the daily member rate of subscription and who should have such access to the facilities and enjoy such facilities as the Board may determine. Persons who have been full members within the immediately

preceding period of two years will not be admitted as daily members.

4. Office Bearers

The Office-bearers of the Club shall consist of a Chairman, Vice Chairman, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person. The Office-bearers shall be appointed at the first meeting of the Board after the annual general meeting and they shall hold office for one year but shall be eligible for re-appointment.

5. The Board

The Office-bearers and a committee of up to ten members shall form a Board of management of the club. Only a member who is eligible for election to the Board and has been a member of the Club for at least two years may join the Board. One third of the members of the Board will retire annually in rotation at the annual general meeting but shall be eligible for re-appointment. The Board may fill vacancies in its number occurring at any time during the year, subject to any such co-options being confirmed at the next annual general meeting.

6. Powers of the Board

The whole management of the business, assets and affairs of the Club shall, subject to the Rules and Regulations of the Club, be vested in the Board, except that the Board shall have no power to make any distributions of any kind to the members or any of them. The Board shall have the power to borrow moneys and, with the consent of the members, in general meeting, grant security over the Club, assets in respect thereof The Board may delegate any of

their powers to any employee of the Club or to any committee consisting of one or more Board members. The Board may issue Bye-laws of the Club from time to time in its absolute discretion and these shall be binding on the members unless set aside in general meeting.

The title to any heritable property of the Club, or any interest therein, shall be taken in the names of the Chairman, the Treasurer and the Secretary as trustees of the Club. All necessary deeds and other formal writings of the Club shall be validly executed by the Club if signed on its behalf by any two of the Office-bearers or any two other members of the Board as the Board may resolve. The Club may sue and be sued in the joint names of the Chairman and Secretary for the time being.

7. Meetings of the Board

The Board shall meet regularly to transact its business. Any two members of the Board may requisition a meeting of the Board by giving to all of its members not less than ten days prior notice in writing. Four members of the Board shall constitute a quorum. All decisions of the Board shall be taken by a simple majority of those attending and voting.

8. Personal Interests

No member of the Board may be a party to, or otherwise be interested in, any transaction arrangement with the Club or in any body corporate in which the Club is otherwise interested, unless and until he has disclosed to the Board the nature of his interest and the Board, with the member concerned abstaining from any vote, has approved the transaction or arrangement in question. Material details of any such transactions approved by the Board shall be included in each report to members accompanying the annual financial statement of the Club for as long as the

transaction or arrangement concerned has a bearing on the affairs of the Club. If a member of the Board fails to obtain approval as aforesaid, he shall be accountable to the Club for any remuneration, profit or other benefit which he derives, directly or indirectly, from any such transaction or arrangement or interest of the Club.

9. Chairman

At all general meetings of the Club and all meetings of the Board the Chairman, whom failing the Vice-Chairman, whom failing an attending member, elected at the meeting, shall take the chair. The chairman of the meeting shall have a casting vote as well as a deliberative vote.

10. Secretary

The Secretary shall record in the minute book full and correct minutes of the proceedings of the Board and shall keep a full and accurate register of all members of the Club.

11. Treasurer

The Treasurer shall receive and disburse all moneys due to and by the Club. He shall keep correct books and accounts showing the financial affairs and intromissions of the Club. He shall close the accounts annually on the 31st. day of March and shall prepare a financial statement for the past twelve months and submit the same to an Auditor elected by the members in general meeting.

12. Admission of Full Members

Applications for admission to full membership of the Club shall be submitted to the Board on a non-discriminatory and fair basis. Not

more than 30 days shall elapse between the receipt by the Secretary of an application for full membership and the notification to the applicant of the decision of the Board.

13. Admission of Supernumerary Members

All applications for supernumerary membership shall be submitted to the Board in such form as they shall prescribe from time to time. Daily membership will be granted immediately to applicants who qualify under these Rules, who provide proof of identity and register for membership, who pay the daily membership fee and any relevant deposit in advance and who comply with any other reasonable pre-admission requirements stipulated by the Board having due regard to the interests of the Club.

14. Subscriptions

The club will keep subscriptions at levels that will not pose a significant obstacle to people participating. Any entrance fees and the rates of subscription for all classes of members shall be such sums as the Board shall from time to time propose to the Full Members and the Full Members shall approve in general meeting by a simple majority of those attending and voting. Annual subscriptions shall be payable to the Club on or before the 31st. day of March each year. In the case of members (other than Daily Members) admitted after 31st. March in any year, the subscription shall be payable on receipt of the notification of election to membership and no member shall have access to the facilities until the subscription due shall have been paid in full. Any existing member who fails to pay the annual subscription when due shall, if the Board so decides, be debarred from all the privileges of the Club and shall have no vote at any meeting of the Club at which he would be entitled to attend and vote.

15. Resignation and Expulsions

Any member may resign from the Club at any time by delivering to the Secretary a letter of resignation. The Board shall have power to expel any member from the Club upon giving that member a written notice to that effect in the following circumstances: (a) the member failing to pay any sum due to the Club after receiving a written demand for the same; (b) the member repeatedly violating the Rules or Bye-laws of the Club; (c) the member being convicted of a criminal offence; and (d) the member being guilty of indecent or dishonourable behaviour or behaviour likely to bring the Club or sport into disrepute. No member shall be entitled to receive a rebate of subscription in respect of any part of the year during which the facilities of the Club have not been utilised by reason of resignation or expulsion. Appeal against removal may be made to the members.

16. Annual General Meeting

The Annual General Meeting of the Club shall be held in May each year to conduct the ordinary business of the Club, being the consideration of the annual report of the Board, the adoption of the annual financial statement, the election of members to the Board and the appointment of an auditor and to conduct any special business proposed by the Board. Notice calling the Annual General Meeting each year shall be posted on the Club notice board at least one month in advance and the Secretary shall send by post or electronic mail to the Full Members, at least seven days prior to the meeting, a copy of the agenda, the annual report, the annual financial statement, a note of the names of the members proposed for election to the Board and details of any special business proposed to be discussed together with a copy of any proposed resolution or motion to be put to the meeting. All nominations for election to the Board (signed by a proposer and

seconded) shall be in the hands of the Secretary at least fourteen days before the date of the Annual General Meeting.

17. Extraordinary General Meeting

The Board may at any time (and shall if it is requisitioned to do so in accordance with the terms of this Rule) call an extraordinary general meeting of the Club upon giving to every Full Member in writing or by electronic mail to the address registered for each such member, not less than 14 days notice. The notice shall state the business to be discussed and shall contain a copy of any proposed resolution or motion to be put to the meeting. An extraordinary general meeting may be called on a requisition, signed by, not less than 20 Full Members, being presented to the Secretary. The requisition shall state the business to be transacted and shall include a copy of any proposed motion or resolution to be put to the meeting. The Board shall thereupon convene an extraordinary general meeting, the notice of which shall be sent out in accordance with this Rule not later than 21 days after receipt by the Secretary of the requisition.

18. Quorum

The quorum for all general meetings of the Club shall be 20 Full Members present. If a quorum is not present, the meeting shall be adjourned to a date and time to be determined by the Chairman. The Full Members present at a any meeting adjourned as aforesaid shall, whatever their number, constitute a quorum.

19. Alteration of Rules

No alteration or addition to these Rules shall be valid except at the annual general meeting or at an extraordinary general meeting

called for that purpose where the resolution or motion proposing the same is passed by a majority of at least two-thirds of those attending and entitled to vote.

20. Service of Notice

Every notice issued in terms of these Rules shall, if sent through the post, be deemed to have been served at the time at which it shall have been posted.

21. Supply of Excisable Liquor

No excisable liquor shall be supplied for consumption outside the Heritage except to a member on the premises and for his own consumption, nor shall any be sold or supplied to any person under the age of 18 years.

22. Winding Up

Upon a winding up of the Club, the whole assets, property and effects of the Club shall, after payment of the Club, debts and liabilities contracted for before such winding up, be applied and paid over to a registered charitable or other non-profit making organisation or a registered CASC as the Board shall in its sole discretion resolve, and failing, such resolution, to the National Trust for Scotland and any successor of that organisation.