

## **Constitution**

### **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, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation on a non-discriminatory basis.

Members in the following categories 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") subject to their having been a member for at least two years.

- I. Ordinary, being open to anyone over the age of 18 years who pays the ordinary rate of annual subscription;
- II. Country, being open to those 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. Country Membership will not be available for new applicants, but existing Country Members will retain this status;
- 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 anyone who pays the life members subscription;
- V. 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;

- VI. 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 but who should have such access to the facilities and enjoy full membership privileges.

Any of the above categories of 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

Members in the following categories will have such access to the facilities and privileges of the Club as their terms of membership shall allow, on a non-discriminatory and fair basis, but will have no vote at general meetings and will not be eligible for Election to the Board

- I. Junior, being open to children under the age of 15 ("Children") and young adults between the ages of 15 and 18, inclusive, ("Juveniles") who pay the Children and Juveniles subscription rates, as the case may be;
- II. Visitor, being open to persons not normally resident in or within a radius of 30 miles of the Heritage, who may temporarily pay the Visitor rate of subscription;
- III. 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 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 Chair, Vice Chair, 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 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 Chair, 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 Chair and Secretary for the time being.

## **7. Meetings of the Board**

The Board shall meet regularly to conduct its business. Any two members of the Board may call 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. Normally decisions of the Board shall be taken by a simple majority of those attending and voting. However, when a major decision needs to be taken (such as signing off a major building project, or matters of similar importance), to ensure the widest possible involvement, the opinions of all Board Members will be canvassed electronically. In the event of the matter going to a vote, votes submitted electronically by Board Members who are unable to attend the relevant meeting will also count in such cases.

## **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 they have disclosed to the Board the nature of their 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, they shall be accountable to the Club for any remuneration, profit or other benefit which they derive, directly or indirectly, from any such transaction or arrangement or interest of the Club.

## **9. Chair**

At all general meetings of the Club and all meetings of the Board the Chair, whom failing the Vice-Chair, whom failing an attending member shall take the chair. The chair 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. They shall keep correct books and accounts showing the financial affairs and intromissions of the Club. They 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 a firm of Chartered Accountants to carry out an independent examination.

## **12. Admission of Members other than Daily members and Visitor Members**

Applications for admission to 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 membership and the notification to the applicant of the decision of the Board.

## **13. Admission of Daily members and Visitor Members**

Daily Membership and Visitor Membership will be granted immediately to applicants who qualify under these Rules, who provide proof of identity and register for membership, who pay the relevant 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 they 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 a firm of Chartered Accountants 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 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 call an Extraordinary General Meeting (EGM) of the Club by giving not less than 14 days notice in writing to every Member who is eligible to vote, to the address or email address registered. 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 EGM may also be requisitioned by means of a specified number of members who are eligible to vote presenting such a notice to the Secretary. The number of members who may in this way requisition an EGM will be set at each Annual General Meeting. The number will comprise 4% of the number of members who are eligible to vote at the date the EGM is called. The notice shall state the business to be transacted and shall include a copy of any proposed motion or resolution to be put to the meeting. On receipt of such a notice the Board shall convene an EGM by the same means described above for an EGM called by the Board. The notice of the EGM will be sent to members 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 Members present who are entitled to vote. If a quorum is not present, the meeting shall be adjourned to a date and time to be determined by the Chair. The Members who are entitled to vote, present at 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 their 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.