

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

BRITISH ASSOCIATION OF MOUNTAIN GUIDES COMPANY NUMBER: - 3242573

INCORPORATED THE 28<sup>TH</sup> AUGUST 1996 (Incorporating Dunn & Dunn – Established 1733)

Revised 25<sup>th</sup> November 2012

**D & D**

**LAW AGENCY SERVICES LIMITED**

50 Lincoln's Inn Fields, London WC2A 3PF Telephones: 0207 405 1082, 405 7215, 405 1107, 405 7991, 405 7103

BRITDOC LDE 356 CHANCERY LANE Fax: 0207 831 2088

## **THE COMPANIES ACT 1985 AND 1989**

### **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

#### **MEMORANDUM OF ASSOCIATION**

**-OF-**

#### **BRITISH ASSOCIATION OF MOUNTAIN GUIDES**

1. The name of the company is the British Association of Mountain Guides, which may also be known by the initials BMG and is hereinafter called "the Association".
2. The registered office of the Association is to be situated in England and Wales.
3. The objects for which the Association is established are;

(a) To train, maintain and regulate a body of highly qualified and competent British Mountain Guides.

(b) To acquire the assets and undertaking of the unincorporated association called the "British Association of Mountain Guides" (also known as "BMG") and enter into any agreement or agreements for that purpose.

(c) To maintain a high standard of professional service for clientele and promote safety enjoyment and good practice in mountaineering.

(d) To provide opportunities for members to meet to exchange information and familiarise themselves with new equipment, techniques and current practice in mountaineering.

(e) To act on behalf of and in the interests of all members in respect of the profession or activity of mountain Guiding.

(f) To maintain links with the Union Internationale des Associations des Guides de Montagne (UIAGM) and the European Guides Commission (EGC) to promote mutually beneficial reciprocity of recognition and rights and to harmonise where appropriate and by agreement with the members of the UIAGM and the EGC control of access to the profession and training and assessment procedures.

(g) To foster links and friendly relations with fellow Guides worldwide.

(h) To liaise with the British Mountaineering Council and the Mountaineering Council of Scotland and other bodies concerned with mountaineering and mountain training.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely: -

(A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.

(B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

(C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

(D) To borrow or raise money on such terms and on such security as may be thought fit.

(E) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(G) To do all such other things as are incidental to the attainment of furtherance of the said objects or any of them.

Provided that : -

(1) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(2) The Association's objects shall not extend to the regulation of relations between workers and employers and organisations of employers.

(3) The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by the way of profit, to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association : -

(A) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association.

(B) of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for the premises demised or let by any member of the Association or its Governing Body;

(C) to any member of its Governing Body of out-of-pocket expenses;

(D) to a company of which a member of the Association or of its Governing Body may be a member holding not more than one hundredth part of the capital of such company.

(4) No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1986 applies.

(5) The liability of members is limited.

(6) Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Association if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

**THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION**

**-OF-  
BRITISH ASSOCIATION OF MOUNTAIN GUIDES  
GENERAL**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

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**Words**

The Act

These Articles

The Association The Committee

The Office

The United Kingdom Month

In Writing

Clear days

**Meanings**

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

These Articles of Association, and the regulations of the Association from time to time in force.

The above named company.

The Governing Body for the time being of the Association.

The registered office of the Association. Great Britain and Northern Ireland. Calendar Month.

Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

In relation to a period of notice means that period excluding the day when the notice is given and the day for which it is given or on which it is to take effect.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in the Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.

## **MEMBERSHIP**

3. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Committee. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Committee required executed by him.

4. A Member may at any time withdraw from the Association. Membership shall not be transferable and shall cease in death.

5. Membership will normally only be open to a person who is a citizen of the United Kingdom or has an unrestricted right to reside in the United Kingdom. In exceptional circumstances the Committee may grant membership to a person who does not meet the above requirements.

6. Categories of membership

(a) Trainee Guide. Those who have been accepted into the training and assessment process of the Association.

(b) Aspirant Guide. Those who have reached a specified level in the training and assessment process and have been awarded the Aspirant's Carnet.

(c) Guide. Those who have completed training and assessment process and have been awarded the Guide's Carnet.

(d) Retired Guide. Those Guides who have decided to cease Guiding but wish to remain members of the Association or a member who has temporarily withdrawn from practice due to ill health or other exceptional circumstance.

(e) Honoured Guide. Those Guides who have made an exceptional contribution to the Association, which has been recognised by, unanimous vote of the Committee.

(f) Associate Guide. Those Guides who have qualified as British Mountain Guides and who are full members of another Mountain Guide Association but wish to remain members of this Association.

7. Area Groups.

The membership will be divided into area groups. Currently these are: -

Scotland Lake District North Wales Other Areas Alpine Areas

Area groups will consist of members normally resident in or near the area named in their area group title.

A new area group may be formed by a group of members after a successful application to the committee to show the Association can be better managed by a new area group.

One or two area group representatives will be elected by the members of each area to serve on the Committee for a renewable period of three years. Only one area group representative is required to attend Committee meetings and in any case each area will hold only one vote.

8. The Committee has the absolute right to suspend or withdraw membership of the Association from or apply other sanctions or conditions to any member or members at any time for any of the following reasons subject only the application of such disciplinary procedures and rights of appeal as the committee may from time to time determine and publish. In exceptional circumstances the President has the power to suspend a member of the Association for a period not exceeding three months or until the next committee meeting, whichever shall be sooner.

(a) Failure to successfully complete any stage of the training and assessment procedure within the time and in the manner specified by the Committee; such failure being determined by the Technical Director or other trainers or assessors appointed by him and subject to appeal to the Committee.

(b) Failure to pay the annual subscription for the appropriate category of membership within such time as the committee may determine or failing to maintain appropriate civil liability insurance, making due allowance for contingencies or special circumstances which may affect payment.

(c) Any act contrary to any Code of Conduct which the Committee may from time to time issue which in the judgment of the Committee is sufficiently serious or persistent to warrant suspension or expulsion from membership.

d) Any other act or omission which in the judgment of the committee is detrimental to the Association or has brought or is likely to bring the Association into disrepute and in the judgment of the Committee is sufficiently serious or persistent as to warrant suspension or expulsion from membership.

### **GENERAL MEETING**

9. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meeting the Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last proceeding Annual General Meeting.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Committee may whenever they think fit convene an Extraordinary General Meeting. The Secretary shall convene an Extraordinary General Meeting on receipt of a written request for such a meeting signed by at least one quarter of the membership at the time that the secretary receives the request.

12. Twenty-one clear days notice in writing at the least of every Annual General Meeting or Extraordinary General Meeting, specifying the place, the day and the hour of the meeting and in the case of special business the general nature of the business of that meeting, shall be given in the manner hereinafter mentioned to all members of the Association and other such persons as are entitled under the Act to receive such notices.

13. The accidental omission to give notice of a meeting to, or the non- receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Committee and of the Auditors and the results of elections to the Committee.

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty members personally present shall be a quorum.

16. If within one hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting will be dissolved or adjourned on the decision of the Committee to the time and place that they shall determine.
17. The President of the Association shall preside as Chairman at every General Meeting, but if there is no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding, the same, or shall be unwilling to preside, the member present shall choose some member of the Committee, or failing that some member of the Association who is present, to take the chair.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second casting vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.
24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

## **VOTES OF MEMBERS**

25. Subject as hereinafter provided, every member shall have one vote.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be en-

titled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every voter not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

29. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, if none, then under the hand of some officer duly authorised in that behalf.

30. The instrument appointing a proxy must be delivered to the Office not less than twenty four hours before the General Meeting or be delivered up at the General Meeting.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no limitation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit: -

"I

"of

"a member of

"hereby appoint

"of

"and failing him,

"of

"as my proxy to vote for me on my behalf at the "(Annual Extraordinary,) General Meeting of the "Association to be held on

"19 ,and at any adjournment thereof.

"signed on 20 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **COMMITTEE**

33. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than nine (5 area reps plus directors) nor more than sixteen.

34. The Committee shall consist of the President, Secretary, Treasurer, Technical Director also one or two Area Representatives from each area (see Article 7).

35. The Committee may from time to time and at any time appoint any members of the Association as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum shall not thereby be exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.



## **ELECTION OF THE COMMITTEE**

36. The elected officers of the Association shall be:

- the President or Technical Director
- the Secretary
- the Treasurer
- the Area Representatives

In the event of two or more nomination being received for any or each of the posts of the President or Technical Director, Secretary voting shall be by ballot of all members. The position of President or Technical Director shall be held for three years. The President or Technical Director may not stand for re-election for the next term of office. The election of a new President or Technical Director shall take place one year before the retirement of the existing President or Technical Director. The new President or Technical Director will attend Committee meetings, as President Elect and Technical Director Elect but have no voting rights until the existing President or Technical Director retires from Office. The positions of the Treasurer and Technical Director shall be held for four years after which they may stand for re-election to a maximum term of eight consecutive years. The positions of the other officers shall be held for three years after which term they may stand for re-election to a maximum term of nine consecutive years.

The representatives of each Area group will be elected by the members of their Area Group to serve for a renewable period of three years. An Area Representative may, if unable to attend a Committee Meeting in person, nominate a Member from his own area to attend in his place. Such a nominee shall have the same voting rights on the Committee as any other Area Representative. Each Area group will cast only one vote even if the Area has two representatives.

## **POWERS OF COMMITTEE**

37. The business of the Association shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

38. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## **SECRETARY**

39. Subject to the provisions of the Act the Secretary shall be appointed by the Committee for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Committee may from time to time by res-

olution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

40. The office of a member of the Committee shall be vacated : -

1. (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
2. (B) If he becomes of unsound mind.
3. (C) If he ceases to be a member of the Association.
4. (D) If by notice in writing to the Association he resigns his office.
5. (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.
6. (F) If a resolution to that effect is passed at a General Meeting.

### **PROCEEDINGS OF THE COMMITTEE**

41. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A quorum of the Committee shall comprise half the voting membership of the Committee of whom at least two must be President, Secretary, Treasurer or Technical Director of the Association. Resolutions of the Committee shall be by majority vote. In case of an equality of votes the Chairman shall have a second or casting vote.

42. The Committee has the power to co-opt additional non-voting members. The Committee may also appoint representatives to attend meetings of the BMC, MCoFS, UIAGM and other relevant bodies.

43. The Committee shall meet not less than three times per annum. On the request of not less than two members of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee.

44. The President of the Association will normally take the Chair at meetings of the committee, but if he is unable or unwilling to attend, the Committee may elect one of their number to act as Chairman.

45. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.

46. All acts bona fide done by any meeting of the Committee or of any committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed or had duly continued in office and was qualified to be a member of the Committee.

47. The Committee shall cause proper records to be kept of all written Resolutions (and of the signatures). The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Association and of the Committee and of committees of the Committee, and all business transacted at such meetings. All Such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a member of the Committee or by the Secretary shall be evidence of the proceedings in agreeing to the written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by

the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

48. A resolution in writing signed by all the members for the time being of the Committee or of any of any committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such committee duly convened and constituted.

## **ACCOUNTS**

49. The Committee shall cause accounting records to be kept in accordance with the requirements of the Act.

50. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Committee shall think fit, and always be open to the inspection of the Officers of the Association.

51. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.

52. The Committee shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required of the Act. The Committee shall send a copy of the annual accounts together with a copy of the Committee's report for that financial year and a copy of the Auditors report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

## **AUDIT**

53. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

54. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Committee being treated for all purposes as the Directors mentioned in those provisions.

## **NOTICES**

55. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

56. Any notice, if served by post, shall be deemed to have been served on the fourth day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

## **DISSOLUTION**

57. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

**END**