



THE CLIMBERS' CLUB

ANNUAL REPORT

for the year ended 30th September 2023

The 126th Annual General Meeting

to be held at Royal Victoria Hotel, Llanberis and remotely by Zoom

Saturday 24th February 2024 at 4pm

Programme for the Climbers' Club AGM Weekend

Friday 23rd February 2024

7:00pm - Social and quiz/slideshow in the Gwynedd Room, Royal Victoria Hotel

Saturday 24th February 2024

10:00am – Meet at Royal Victoria Hotel for Tour of Llanberis Slate Quarries

2:00pm - Tour of Ynys Ettws

4:00pm - The 126th AGM Royal Victoria Hotel, Llanberis

7:30pm for 8.00pm - The Annual Dinner

Sunday 25th February 2024

10:00am – Meet at Royal Victoria Hotel for Local MTB ride

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The Climbers' Club
126th Annual General Meeting
Royal Victoria Hotel, Llanberis and remotely via Zoom
Saturday 24th February 2024 at 4pm

Agenda

- 1. Apologies for absence**
- 2. Minutes of 125th Annual General Meeting of The Climbers' Club held at 4:00pm on Saturday 11th March 2023, at Castle Green Hotel, Kendal and remotely by Zoom. Pages 9 - 15**
- 3. Matters arising from those minutes**
- 4. Adoption of the Accounts and Treasurer's Report for the year ending 30 September 2023**
- 5. Election of officers and committee for the year 2024 - 2025**

Officers:

The committee proposes that the following officers be elected:

President	Paul Drew
Vice-President	Stephen Jenkins
Vice-President	Alison Athroll
Treasurer	Simon Donowho
Meets Secretary	Vacant

The committee proposes that the following officers, being eligible for re-election, be elected:

Vice-President	Neil Foster
Secretary	Alison Lancashire
Communications Secretary	Ken Daykin
Membership Secretary	Chris Allan

Committee:

The following members of the committee, being eligible, offer themselves for re-election:

Jesse Dufton, Molly Dufton, Andy Kitchen, Claire Bond, Bob Allen,

There are vacancies for ordinary committee members. The committee proposes:
Trevor Langhorne & Alison Cairns

- 6. Confirmation of other appointments made by the committee (Rule 16)**

Finance Secretary	Vacant
Club Archivist	David Medcalf
Assistant Archivist	Steve Clegg
Journal Editor	Andy Kitchen
Librarian	David Medcalf

Hut Bookings Secretary	Helen Allan
CC-BMC Link	Trevor Langhorne
eShop Manager	Bob Allen
Website Manager	Andy March
Definitive Climbing Record	Mick Green
Dinner Organiser	Hilary Lawrenson

Huts Management Sub - Committee

Chair	Rob Seymour
Secretary	Helen Brewitt
Finance Secretary	Michele Hart
Health & Safety Monitor	Steve Jenkins
Hut Promotion	Vacant
Keys Coordinator	Chris Allan
Development Manager	Graham Townsend
Huts Booking Secretary	Helen Allan
Maintenance Coordinator	Steve Christian

Steve Bunston, Paul Tanton and Dave Viggers

Hut Custodians

Ynys Ettws, R.W. Lloyd Hut	Geoff Bennett, assistant Pete Stacey
Cwm Glas Mawr	Julie Starling, assistant Pete Stacey
Helyg	Kenny Atherton, assistant Pete Stacey
R.O. Downes	Graham Titterton, assistant Paul Scott
Count House	Robert Seymour, assistants Dave Viggers & James Mann
May Cottage	Dave Reaney
Riasg	Kris Hill, assistant Steve Abbott
Grange	Martin Young, assistant Tina Holt

Ex-officio members of the HMSC: The President, a Vice President, and the Hon. Treasurer

Publications Sub - Committee

Chair	Val Hennelly
Secretary	Vic Odell
Guidebook Business Manager	Richard Wheeldon
Finance Officer	Robert Mott
Definitive Climbing Record	Mick Green

Nigel Barry, Pete Johnson, Don Sargeant, Ian Smith, Helen Barry and Bryan Maloney

Ex-officio members of the PSC: The President, a Vice President, the Hon. Treasurer and the Journal Editor

7. Motion to restrict membership of the club to 18 and over. The committee proposes that the club changes its membership eligibility criteria to restrict membership to those aged 18 and over.

Proposed: Rob Seymour

Seconded: Paul Drew

Background

Up until now, the club has permitted under 18s to join the club although there are no current members under 18 or membership applications from under 18s. The BMC has recently

appointed a new safeguarding officer (with a background in gymnastics) and produced a new Children Safeguarding Policy. www.thebmc.co.uk/Download.aspx?id=11 This Policy requires clubs that allow child membership to appoint a suitable qualified safeguarding officer (who has completed relevant training and a DBS check), put together a safeguarding concerns flowchart and procedures and ensure these are publicised to all members of the club and enforced.

The committee has considered the BMC Children Safeguarding Policy and concluded the club does not currently follow the policy and that it is quite onerous for the club to put in place suitable procedures and identify a volunteer qualified safeguarding officer.

As the club does not currently have any members or membership applications for under 18s and it is rare for any under 18s to apply to join (to date there have only ever been a handful of members under 18), the committee is proposing that the club changes its membership eligibility criteria to restrict membership to those aged 18 and over and avoid the issue.

Note this does not affect under 18's using the huts under the current rules, although these are also being reviewed as the BMC has produced separate guidelines for Safeguarding Children in Mountain Huts. <https://www.thebmc.co.uk/hut-guidelines> These guidelines do allow for children to take part in activities including staying in huts when they are accompanied by a parent or a specified adult acting *in loco parentis*, without the more onerous requirements to appoint a club safeguarding officer and put in place safeguarding policies.

8. Motion to change the date when the club collects annual subscriptions from July to January as of 2025. The committee proposes that the club changes its annual subscription collection from July to January as from January 2025 to cover the period 1st January to 31st December.

Proposed: Paul Drew

Seconded: Simon Donowho

Background

Currently the club collects annual subscriptions in July (or occasionally August) and this subscription is for the period 1st July to 30th June, "membership year". New members who join after 31st December are charged half fees to cover the period till 30th June.

The BMC runs affiliations on a calendar year basis (1st January – 31st December), "BMC affiliation year" so clubs have to renew membership in January or February and pay BMC affiliation by end of March at the latest. This is 6 months out of sync with our membership year so results in the club paying the BMC for members who do not renew in July for an additional 6 months (approx 50 members each year).

Historically the club has a financial year that starts on 1st October and ends on 30th September so it does not align with either the membership year or BMC affiliation year.

Assuming incorporation is approved, the club will change its financial year to 1st January to 31st December as this is easier to manage from an accounting perspective and matches the BMC affiliation year. Historically the year end was set at 30th September to allow plenty of time to complete accounts before the AGM in February but with the new accounting system Zoho, the accounts can be produced in a few weeks not months.

This motion proposes changing the membership year to 1st January to 31st December to match both the new financial year and BMC affiliation year. This will significantly simplify accounting and stop the club from paying BMC affiliation fees for members who do not renew.

If this motion is approved, the club will:

- Charge 50% subscriptions in July 2024 – this is for the period 1st July 2024 to 31st December 2024

- Charge normal annual subscriptions in January 2025 (and every future January) for the period 1st January to 31st December
- New members who join after 30th June will be charged half fees to cover the period to 31st December.

Note, current club accounting does not correctly accrue membership income or BMC affiliation fees into the correct financial year, in effect we use cash based accounting for membership fees and BMC affiliation fees, i.e. any membership income or BMC affiliation fee expenses is treated as occurring in the financial year the payment occurs. This is wrong from an accounting perspective although as the club has not put up membership fees recently, it only has a limited effect of a few £1000s. Changing the financial year and membership year to 1st January to 31st December will correct this accounting issue.

9. Motion to approve the steps required to complete incorporation. The committee proposes that the club

- 1. approves the Articles of Association and requests that the directors of The Climbers' Club Limited with company number 15315846 adopt these Articles of Association**
- 2. authorises Hilary Lawrenson, Paul Drew and Alison Lancashire to transfer the assets of the club to The Climbers' Club Limited with company number 15315846 as per the terms of the Transfer Agreement**
- 3. authorises the committee to dissolve the club as an unincorporated society once all the steps to transfer all assets and liabilities to The Climbers' Club Limited with company number 15315846 have been completed.**

Proposed: Hilary Lawrenson
Seconded: Alison Lancashire

Note this motion essentially changes the rules of the club so under Rule 29 requires a majority of not less than two-thirds of the Members present in the room and on a live digital communication platform and voting to pass.

Background

The club held an EGM on Monday 26th June 2023 and approved the motion "This EGM mandates the Committee to take the required steps to incorporate The Climbers' Club as a Company Limited by Guarantee." The Committee has now completed the required preparation to incorporate as a Company Limited by Guarantee and this motion is for members to approve that the club takes the steps required to complete incorporation.

Once this process is complete, all the assets and members will belong to the incorporated company but most importantly members won't actually see any changes to the way the club operates or is run. The company The Climbers' Club Limited with company number 15315846 has been formed and registered with Companies House. Currently this is essentially a shell company waiting for approval for the club to move in.

- The current members and directors are Hilary Lawrenson, Alison Lancashire and Paul Drew.
- The company financial year has been set to 1st January to 31st December – this is to ease accounting and tie in with the membership year but is a change from the current club financial year (1st October – 30th September)
- If this motion is passed

- the company will adopt the Articles of Association as approved by the members
- all members of the committee elected at this AGM plus relevant club officials will become members and directors of the company
- all members of the club will become members of the company, this requires members to sign a membership consent form; to sweep up any members who do not return the form, paying annual subscriptions in July will imply consent to join the company
- the club assets and liabilities will transfer across to the company as of 1st April 2024 as per the Transfer Agreement - *the actual process of registering changes with Land Registry (and Scottish equivalent) will start after this and take some time*
- once everything has transferred across the committee will formally dissolve the club

Articles of Association

The Articles of Association have been written to ensure the company follows the same rules as the club. They have been reviewed at length, with 2 member Zoom calls on Thurs 30th November 2023 and Thurs 4th Jan 2024 and feedback has been incorporated. The Articles of Association and Explanatory Notes are included as part of the AGM documents.

Transfer Agreement

This is the legal agreement which transfers all the club assets and liabilities to the new company. The transfer will occur on 1st April 2024 which ties in with our VAT return date and avoids any complications around swapping VAT returns. The Transfer Agreement is included as part of the AGM documents.

Regulations

As part of drafting the Articles of Association some details of specific rules of the club have been moved to the Regulations. This is to simplify the process in case we ever need to change these details without changing the Articles (which requires a special resolution).

Tax Clearance

The club has received clearance from HMRC that this transaction is not subject to Capital Gains Tax (CGT). The clearance letter is included as part of the AGM documents.

10. Reports (with the exception of the Treasurer's report)

11. Any other business

The Climbers' Club
125th Annual General Meeting
held at the Castle Green Hotel, Kendal
and remotely via Zoom
Saturday 11th March 2023 at 4pm

Members present in person and via Zoom:

Chris Allan, Helen Allan, Bob Allen, Robert Allen, Stephen Andrews, Dave Atchison, John Atherton, Alison Athroll, Max Biden, Clare Bond, James Bouchard, Godfrey Boulton, Phil Burke, Andrew Cairns, Alison Cairns, Tom Chatterley, Anne Chevalier, Steve Clegg, Simon Donowho, Jesse Dufton, Molly Dufton, Neil Foster, Terry Gifford, Spenser Gray, Mick Green, Brian Griffiths, Michele Hart, Coel Hellier, Val Hennelly, Andrew Kitchen, Alison Lancashire, Trevor Langhorne, Hilary Lawrenson, James Mann, Debbie Marsh, Susan Marvell, David Medcalf, Vic Odell, Bob Pettigrew, Lewis Preston, Chris Radcliffe, Ted Rogers, Keith Sanders, Fiona Sanders, Astrid Saxby, Andy Saxby, Tony Scott, Robert Seymour, Ian Smith, Andrea Stimpson, Rya Tibawi, Dave Viggers, Steve Whetton, Cathy Woodhead, Emma Young

The President, Hilary Lawrenson, declared the meeting quorate and open at 16:00. She welcomed everyone and explained that a vote was necessary to include those attending via Zoom.

1. Motion to agree that members may attend this AGM remotely on Zoom and votes cast electronically will count as if present in the room

Proposed Hilary Lawrenson, seconded Alison Lancashire

100% for, Motion carried

Hilary Lawrenson (HL) requested that attendees say their name before speaking to help everyone both in the room and on Zoom

2. Apologies for absence

Stephen Christian, Paul Drew, Ken Daykin, Pat Devine, Gwyn Evans, Alan Hinkes, Ron Kenyon, Eleanor Roddick, Phillipa Saxby, Stephen Scott, Graham Townsend,

3. Minutes of the 124th Annual General Meeting of the Climbers' Club held at the Hilton Double Tree Hotel, Sheffield and remotely via Zoom, 4pm on Saturday 5th March 2022

HL invited comments on the minutes. Ian Smith (IS) requested that the reference to the Colin Kirkus fund be changed to the Colin Kirkus Guidebook Fund.

Acceptance of the minutes was proposed by Steve Andrews (SA), seconded by Keith Sanders (KA)

96% for, 4% abstentions

4. Matters arising from those minutes

Fiona Sanders (FS) referred to Phillipa Saxby's (PS) comment in the reports section regarding attracting younger members and asked about progress with this as there had not been any update in the newsletters. HL informed that a young person's meet for 2023 is in the planning stage. In addition PS attended the Guidebook meeting in December 2022.

5. Adoption of the Accounts and Treasurer's Report for the year ending 30th September 2022

Finance Secretary Simon Donowho (SD), standing in for Treasurer Paul Drew, gave a summary of the report. He informed that this year the club finances are getting back to normal.

Income

The government grants, as a response to Covid-19, were less in the year 2021/22 (£16K) however the club still has a healthy increase in funds as the hut income has generally returned to a pre Covid-19 level at £67K. There was a legacy of £5K. Guidebook income remained the same and subscriptions were slightly increased, Total income in 2021/22 was £302K

Expenditure

Property costs excluding Capital Expenditure increased on the previous year at £74K due to increased costs of utilities and hut developments. Capital expenditure decreased to £32K, although this is due to increase in 2022/23 and in future financial years due to more work planned to improve Riasg and revamp Ynys Ettws. Some of the legacy funds were spent on the Count House and the work on rebuilding the shower block/bunk room will fall in 2022/23. In total the club spent £219K (excluding Capital Expenditure) in 2020/21.

Cash at the bank was £1,328K at the year end with £807K available for general use.

SD asked if there were any questions.

FS asked whether the Committee had considered having the considerable amount in reserves managed for the club as an Investment Portfolio. SD responded and explained that the club tends to be very conservative and the reserves are currently managed by a company called Flagstone to gain better interest rates. He informed that there is significant spend planned for the not too distant future.

FS requested that the Committee look at investing some of the reserves, given the current high interest rates and the risk of eroding the club's capital. HL responded that the Committee would consider this, however the current policy of low risk investment is historical and, as SD has said, the club hopes to use a significant portion of the funds on capital expenditure in the near future.

FS accepted that when the club had less funds that low risk investment was prudent, however now that income has increased, being risk averse may not be in the best interest of the club.

Steve Andrews (SA) urged the committee to use funds on the hut improvements. VH suggested that she preferred the club to be conservative with investments and to use funds for the benefit of members. IS suggested that the work on Ynys Ettws may take place soon requiring a significant amount of the reserves. Rob Seymour (RS) followed up on IS's comment and informed that three contractors have been on site at Ynys and the club expects to appoint next month. £400K plus VAT has been allocated to this project. Bob Allen (Boisterous) agreed that the money should be spent on members and considered that there was no case for investment. He recommended spend on the huts and keep the rest in reserves.

HL thanked SD and requested a proposer and seconder for the adoption of the accounts.

Proposed Vic Odell, seconded Trevor Langhorne
98% for, 2% abstentions

6. Election of officers and committee for the year 2022 – 2023

HL apologised for the vacant vice president position and said she hoped to co-opt a vice president soon.

The election of officers:

Membership Secretary
Meets Secretary

Chris Allan
Debbie Marsh

Re-election of officers:

President	Hilary Lawrenson
Vice-President	Neil Foster
Treasurer	Paul Drew
Secretary	Alison Lancashire
Communications Secretary	Ken Daykin

Proposed Michele Hart, seconded Ian Smith
Elected *nem.com*

Re-election of committee members:

Jesse Dufton, Molly Dufton, Andy Kitchen, Clare Bond, Andy Cairns

Election of new committee members:

HL introduced the proposed new members of the committee and explained that the vacant position will be co-opted at a later date.

Bob Allen, Alice Thompson

Proposed Alison Lancashire, seconded Max Biden
Elected *nem.com*

**Trevor Langhorne left the room before the next item was discussed*

7. Motion to agree a variation to Rule 17 "Elections" for the club year 2023-2024 only: The committee proposes that Trevor Langhorne be elected for an additional (fourth) year as Vice-President.

Proposed: Hilary Lawrenson
Seconded: Alison Lancashire

Background

The club has three Vice-Presidents each of whom takes an overview of an area of our activities, currently these are: Huts; Publications and Technology Review. The normal pattern has been for one Vice President to retire each year, but this pattern has recently been disrupted by an earlier than normal retirement. By using the proposed pragmatic expedient the normal pattern of Vice-President appointments and retirements would be restored from 2024 and Trevor could continue to lead the Technology Review in a position of VP.

HL explained that the aim is return to the retirement of one VP each year. An extension of a VP to 4 years is unconstitutional, hence the vote at this AGM.

SA suggested that this was unconstitutional and that there have always been scenarios where VPs have left early. He suggested that TL be co-opted back into the role and informed that he would be rejecting the motion. Andy Saxby (AS) was concerned that this was an expedient move rather than in the best interests of the club. He is not against the motion in principle and suggested that the rules be changed to allow for a VP to be on the committee for 4 years rather than 3years.

IS informed that this has been discussed before. He considered that as TL is involved in a major review, then it should be allowed. He added that it could lead to future discussion of term of office for officers of the club.

Alison Cairns (AC) queried whether if this motion was rejected whether the committee would be left with 1 VP. HL replied that if the motion is rejected, the committee would be able to co-opt TL to continue with the technology review.

FS queried why not extend Astrid Saxby as VP as HL had expressed a preference for a woman in the role. HL explained that both VPs were asked if they would consider standing for another year.

Terry Gifford (TG) suggested that the committee should agenda this issue to ensue that this doesn't happen again. AS queried how hard it was to recruit to the committee. IS suggested that there was little awareness of how hard it is to encourage members to take on committee posts. SA suggested that members could be encouraged firmly.

RS informed that rule 18 is in place to fill vacant committee posts.

Motion voted as follows:

89% for, 8% against, 3% abstentions – motion carried

8. Confirmation of other appointments made by the committee (Rule 16)

HL informed these were for information only

Finance Secretary	Simon Donowho
Club Archivist	David Medcalf
Assistant Archivist	Steve Clegg
Journal Editor	Helen Barry
Librarian	David Medcalf
Hut Bookings Secretary	Helen Allan
CC-BMC Link	Vacant
eShop Manager	Bob Allen
Website Manager	Andy March
Definitive Climbing Record	Mick Green

Huts Management Sub - Committee

Chair	Rob Seymour
Secretary	Helen Brewitt
Finance Secretary	Vacant
Health & Safety Monitor	Steve Jenkins
Hut Promotion	Vacant
Keys Coordinator	Chris Allan
Development Manager	Graham Townsend
Huts Booking Secretary	Helen Allan
Maintenance Coordinator	Steve Christian

Steve Bunston, Michele Hart, Paul Tanton and Dave Viggers

Hut Custodians

Ynys Ettws, R.W. Lloyd Hut	Geoff Bennett, assistant Pete Stacey
Cwm Glas Mawr	Julie Starling, assistant Pete Stacey
Helyg	Kenny Atherton, assistant Pete Stacey
R.O. Downes	Graham Titterton, assistant Paul Scott
Count House	Robert Seymour, assistant Dave Viggers
May Cottage	Dave Reaney
Riasg	Kris Hill, assistant Steve Abbott
Grange	Martin Young, assistants Tina Holt, Martin Vimpany

Ex-officio members of the HMSC: The President, a Vice President, and the Hon. Treasure

Publications Sub - Committee

Chair	Val Hennelly
Secretary	Vic Odell
Guidebook Business Manager	Richard Wheeldon
Finance Officer	Robert Mott
Definitive Climbing Record	Mick Green

Nigel Barry, Pete Johnson, Don Sargeant, Ian Smith, Helen Barry and Bryan Maloney

Ex-officio members of the PSC: The President, a Vice President, the Hon. Treasurer and the Journal Editor

9. Motion

That Rule 29 General Meeting shall be amended to allow the attendance of Members at General Meetings remotely on Zoom (or similar communications platform) and that their votes cast electronically will count as if present in the room

The current Rule 29 reads:

A General Meeting shall have the power, by a majority of not less than two-thirds of the Members present and voting, to alter or add to the existing rules of the club.

The proposal is to amend this to read:

A General Meeting shall have the power, by a majority of not less than two-thirds of the Members present in the room and remotely on Zoom (or similar communications platform) and voting, to alter or add to the existing rules of the club.

Proposed: Hilary Lawrenson

Seconded: Alison Lancashire

HL explained that this is to allow any general meeting to be held as a hybrid or remote occasion and gave the example of a potential EGM on the issue of Incorporation. An in-person only meeting would likely mean that only a small percentage of the club would attend to make what would be a significant change to the club.

SA suggested taking out the words *on Zoom (or similar communications platform)*

There were a number of comments/concerns relating to the agenda item on Incorporation. Michele Hart (MH) queried whether an EGM on Incorporation would be solely on Zoom. HL replied that it would be. MH expressed concerns regarding technical issues. HL suggested that issues are less likely with a remote meeting when compared with a hybrid meeting. SA expressed a preference for a hybrid meeting, KS agreed. RS informed that in the past the committee was asked to look at ways to increase participation and remote/hybrid meetings go some way to achieve this.

There was a discussion on the wording of the motion and the suggestion was to remove the words *on Zoom (or similar communications platform)* and replace with *on a live digital communications platform*. HL asked the members to vote on the amended motion as below:

A General Meeting shall have the power, by a majority of not less than two-thirds of the Members present in the room and remotely on a live digital communication platform and voting, to alter or add to the existing rules of the club.

Proposed Val Hennelly, seconded James Bouchard

100% for – amendment carried

10. Update on incorporation/mutualisation

HL informed that a working group of the Committee has looked at becoming an incorporated society and the Committee would formally consider the next steps towards incorporation the following morning. HL introduced Andy Kitchen (AK), who is a member of the working group, to give an update to the AGM.

AK explained that four Committee members and Brian Griffiths (CC member who has experience of assisting two organisations with incorporation) had been looking at this subject. AK informed that the club is currently an unincorporated association and as such the club itself cannot make contracts, so members have to take contracts out in their own name. In addition the club can't legally own its own property; the trusteeship is currently managed by Nat West Bank. Individuals could be sued and even though we have BMC insurance there is no guarantee that this would be adequate cover in the event of a serious claim.

The working group sought the advice of Weightmans Solicitors and considered options taken by other climbing clubs and came to the conclusion that a Company Limited by Guarantee would be recommended to the Committee. AK briefly outlined this option ie the club would have a legal identity, the club could own property, the members would be liable for £1 in the event of a claim providing there was no criminal negligence. In addition there are tax benefits.

AK outlined the potential steps for the route to becoming a Company Limited by Guarantee if approved at the Committee meeting:

- Circulate a document outlining the proposal to the membership
- Hold an EGM to decide whether to proceed
- If approved, register the company and draw up the Memorandum and Articles of Association
- Hold a second EGM to approve these and formally wind up the Club.

AK reassured the meeting that other climbing clubs' membership have not noticed any change in the ethos of their clubs.

HL asked if there were any questions.

SA asked if the legal advice would be made available to the membership. AK stated that it would be. SA gave the opinion that it was hard to sue an individual, however he considered that a company was a different matter. He was of the view that that directors would be running the club and not members.

HL informed that she signs contracts which are in some instances many thousands of pounds and if for example effluence from Ynys was found in the river she would be personally responsible. SA suggested that the Climbers' Club has insurance and would be covered. HL responded that the advice was that in some instances this might not be the case.

TL informed that the process of incorporation would require a transfer of rules, which could say that the company was run by the Committee and not directors.

SA suggested that the BMC has had a poor experience of becoming incorporated. HL responded that the Climbers' Club is a different organisation to the BMC. Spenser Gray expressed concern about additional volunteer time, HL informed that there would be more admin time for the accounts submission.

IS informed that the FRCC found that the insurance claim regarding Brackenclose hut was made more straightforward by being incorporated. He also agreed that the BMC is very

different to the Climbers' Club. Lastly he suggested that the necessary reconsidering the rules for Incorporation would be a good process to go through.

FS suggested that the only advantage of incorporation would be holding the properties in the company's name. She queried how directors would be vetted and appointed and what their responsibilities would be. She expressed concern on how this would impact on the club. MH informed that the FRCC has been incorporated for a number of years.

Astrid Saxby asked for the member information document to include the pros and cons of an unincorporated association and incorporated organisations.

HL re-iterated that no proposal was being made at this point, it was information only.

Brian Griffiths informed that the FRCC took a slightly different option, however the admin associated with that route is more onerous. All members of the Climbers' Club are jointly liable in the event of a claim, which can be in excess of the amount the club is insured for. The procedure and level of admin attached to becoming a Company Limited by Guarantee is straightforward.

11. Reports (with the exception of the Treasurer's report)

HL asked if there were any questions on the reports.

FS asked if the club was investing in professionals to deliver the website and associated structures. HL informed that a company is working with the club on this.

Alison Cairns asked about the progress with Ynys Ettws. HL summarised: The club had been let down by the original contractors, a new architect has been appointed and the new plans created, the plans have been approved by the planning authority and three contractors have agreed to submit proposals to undertake the building work.

Rob Seymour (RS) informed that he expects the tenders to be with the club in the next few weeks. Once a contractor is appointed the members will be informed of change of use of the Welsh huts for the duration of the Ynys building works and the associated difficult site access.

Andy Saxby queried the overspend at May Cottage and hoped that lessons had been learned.

12. Any other business

MH expressed thanks to the Meet Secretary for the full and varied set of meets for this year.

Tom Chatterley asked if the club was aware of the Welsh Government's consultation on the statutory licensing scheme for all visitor accommodation. RS is aware and will raise it at committee tomorrow.

James Mann asked for the club to give thanks to Rob Seymour and Dave Viggers for the work they have done at the Count House, working tirelessly in all weathers to ensure that the building work is kept on task.

HL thanked all attendees for coming

The meeting closed at 17:40

2023 Reports

President's Report



Where have I been since the last AGM? I spent Easter playing cards late into the night again at the Count House, had my first trip to Harrison's Rocks in April (a very long time since I'd last climbed on the sandstone – and it showed!), explored the Duddon Valley crags from High Moss, slipped in a super Pinnacle trip to Glendalough and Donegal, back to the Count House with the Rucksack Club (a Covid outbreak took out the meet coordinator, Rob, before the guests had even arrived), Rawhead with the FRCC, Lundy with a large group checking routes and taking photos for the next guidebook, the first women-focussed meet at the Downes with Ferdia Earle as guest speaker, Pembroke with Not So Trad (luckily arriving a day early to grab a perfect day on Mowing Word, as the rest of the weekend was a washout) and ate ghastly food at the family-friendly Halloween meet, also at the Downes. Somehow I also found time to make all the bouquets for my daughter's wedding in August, competed in my first brass band contest and even slipped in some climbing trips that weren't club meets!

The 2023 club dinner season saw me attending dinners with the FRCC, AC and SMC. These occasions provide good opportunities to network and find out how other clubs are tackling the same issues we all have. I'd heard the SMC dinner was rather different to the rest and so it was: itchy (?) kilts made their annual appearance, the President and guests were piped into the dinner and everyone joined in with a spirited rendition of the club song 'My Big Hobnailers'. Coupled with blue skies, snow on the Cairngorms and temperatures well below zero, it was a memorable trip.

Life as CC President is not all about climbing and eating. Somewhere in between those trips I attend PSC, HMSC (running between the two) and committee meetings. We have various discussions on the website forums and Zoom meetings to catch up in between, as well as good old-fashioned phone calls to discuss matters of great importance, not to mention 'chewing the cud' with everyone on meets.

Huts

The Ynys Ettws refurbishment finally got underway in July 2023, after appointing new architects Edge Architects NW Ltd and L Pearce Home Improvements Ltd to take on the project. Once again I offer my thanks to the working group that brought us to this stage since they formed in 2019: Graham Townsend, Steve Jenkins, Geoff Bennett, Paul Tanton, Chris Allan, Roger Withers and Rob Seymour. As winter sets in the extensions and re-roofing are complete, the hut is weathertight and work has started on the internal fixtures and fittings and we all look forward to a grand re-opening in spring 2024. Thanks also to Tony Scott, who has managed the temporary booking system while the hut is closed.

We revised the Hamish Nichol Accord with the Wayfarers' Club, which allows easy access for our members to their Robertson Lamb Hut (RLH) in Langdale and for WC members to our huts. The Accord was originally set up when the CC didn't have a hut in the Lake District and is very well used by our members as an ideal southern base in the Lakes.

Personnel Changes

Last year I reported on the sudden death of Grange Old School custodian and Hut Finance Officer, Roger Withers. The day before the last AGM a group of us met in beautiful snowy weather to plant a crab apple tree in his memory in front of the hut, which will provide a lasting tribute to Roger.

At the AGM we formally voted in Debbie Marsh and Meets Secretary and Chris Allan as Membership Secretary. I sat somewhat embarrassed at the AGM, having failed to find a replacement for Astrid Saxby as VP, but was pleased that Ian Smith's heartfelt description of his own difficulties finding his replacement as President resulted in Alison Athroll contacting me immediately after the AGM offering to step into the role; she was therefore co-opted straight away and is now up for formal election.

Honorary Members

I'm pleased to report that the committee approved four new honorary members this year:



Graham Townsend

Graham has spent more than a decade as Hut Development Manager and has been very significantly involved in pushing ahead the revised plans for Ynys Ettws since 2019. Without Graham getting more involved I don't think we would be in the happy place we are now. He has done long and loyal service for the club and this deserves recognition.



Dave Hillebrandt

Dave's contribution to mountaineering both as a medical practitioner and through his work training doctors and paramedics over many years has no doubt saved many lives, including members of this club. He has climbed extensively, with many first ascents in the South West (where he is also helping with the new Atlantic Coast guide), the Himalaya and Patagonia. He has been a member of the CC for over 30 years and often helps with the maintenance at the Count House.



Julie Starling

Julie has served as custodian at Cwm Glas Mawr since 2014 and kept things running smoothly there. She also contributed valuable advice on infection control to the committee during the beinninas of the Covid outbreak.



Kenny Atherton

Kenny served 2014-17 as custodian at RW Lloyd (Ynys Ettws), then in 2018 went to look after Helyg, where he has made significant improvements with quite limited expenditure.



Both Ynys Ettws and Cwm Glas Mawr are difficult to deal with in terms of past/present condition, inconvenient at times (especially taking supplies and equipment up to CGM) and Ynys in particular is very busy, but does not always get well treated by some hut visitors. Our thanks to Julie and Kenny for keeping these huts running.

Membership

We have given some thought during the year how to make new members feel that they belong to our *climbing club*, rather than just passing through the administrative hurdles to join an accommodation agency, so we introduced bi-monthly Welcome Zooms for all new members in June, which have been well-received. It's good to get to meet our newest members and for them to meet some of the committee. When you're so deeply involved in the running of the club you realise there are many layers of information, particularly around hut booking, so these sessions are useful to seasoned members too. Feel free to join in on a Zoom one month.

IT Review

Trevor Langhorne was voted in for a fourth year as VP, partly because the three-year cycle of VPs had got out of synch, but also so he could continue to lead the IT review. As seems to be all too common we had some disappointments during the year, as first one company then another contractor fell by the wayside for various reasons. The review group, aided by a variety of technically-minded members and the committee, eventually made the decision to follow the SMC and Pinnacle Club with a website built by Nevil Hewitt to our design developed by Bryan Maloney. We hope this will be with us early in 2024. My thanks to the review group (Trevor Langhorne, Bob Allen, Bryan Maloney, and many others along the way) for sticking with it through the setbacks.

Incorporation

After reporting our progress on incorporation at last year's AGM we held an EGM in June at which the vote was almost unanimous in favour of the Club completing the preparatory work required to become a company limited by guarantee. The main advantages of this change are that the Club would be able to own property in its own right, without the need to appoint trustees, and to minimise the liability of club officers (and indeed all club members). If adopted we will follow in the footsteps of quite a few climbing clubs and many other similar voluntary organisations.

Since the EGM we have: appointed solicitors in England and Scotland and accountants to handle any tax liability; drafted the Articles of Association to replace the current rules; held two Zoom meetings for members to offer their feedback; and in December we registered the new company. My special thanks to Paul Drew, Alison Lancashire and Andy Kitchen for wading through the vast amount of paperwork and questions on this journey.

When I took over as president in 2021 it was certainly not my intention, but I find that my last action might be to wind up The Climbers' Club as we have known it for the past 126* years and bring the new company into being. If this is the case may The Climbers' Club Ltd have a long and successful life.

Hilary Lawrenson President

** Background: The exact date of founding could be open to interpretation and the agreement to form a club and the election of its first (provisional) committee took place on 6 Dec 1897 but the committee didn't meet until Feb 1898 so the latter year is taken as year of formation. In March 1898 the provisional committee wrote to every climber they knew (all 'gentlemen', of course, no common folk or women) inviting them to join. It cost 'half a guinea' (equivalent to just over £56 in today's money, about what we charge for Club sub exc. BMC, much better value now as we get 8 huts for that fee) with an additional joining fee of the same amount after membership reached 100. In the event exactly 200 men joined in the first year and the joining fee was scrapped. The first AGM was in 1899.*

Treasurer's Report for the Financial Year ending 30th September 2023

Overview

Time flies – another year has passed by in a flash so here is the Treasurer's report for 2022/23. Overall, 2022/23 was a successful year from a financial point of view. The club made an operating surplus of £111k compared to £82k in 2021/22. One key difference from the last few years is that we started major refurbishment works at both the Count House and Ynys Ettws, Ynys in particular has been a long time in the planning, so it is great to finally see it commence. In total in FY 2022/23 we spent £381k on CapEx so offsetting the operating surplus results in net movement of -£270k to the reserves and legacy capital.

As of 30 Sep 2022, cash in the bank was £1,085k (30 Sep 2021 £1,328k) with £786k (30 Sep 2021 £807k) available for general use. This is a very healthy position and even projecting forward once the work at Ynys Ettws and the Count House is complete, the club is forecast to have over £800k in cash in the bank.

Looking at club income:

- Hut income in 2022/23 increased to £83k compared to £67k in 2021/22 reflecting the increase in hut fees and increased usage, despite restrictions at the Count House and Ynys Ettws being closed over the summer.
- Guidebook income was significantly down at £44k (£74k in 2021/22). The market for guides is tough and the club did not publish any new guides in FY 2022/23.
- Subscription income was flat at £125k (£123k in 2021/22).
- Interest income in 2022/23 significantly increased to £30k vs £13k in 2021/22 as interest rates have increased.
- Overall, this resulted in Operating Income of £284k vs £280k in 2021/22 so very comparable to last year although the split between hut fees and guidebook sales changed
- The club received a legacy of £20k from Tony Moulam's estate.
- In total the club received £305k in income in 2022/23 compared with £302k in 2021/2022.

Looking at club expenditure:

- BMC affiliation fees increased to £39k from £35k (and these will rise next year by a similar amount as BMC fees have gone up again).
- Property costs excluding Capital Expenditure and Insurance were £95k (£74k in 2021/22) with significantly increased costs in Utilities £38k vs £24k (gas, oil, septic tank cleaning and trade waste costs all jumped significantly) and Hut Repairs and Maintenance at £29k vs £14k reflecting work across the hut estate, a lot of this playing catch up from 2020 and 2021.
- Hut Capital Expenditure was £381k including legacy spend on the Count House (£32k in 2021/22).
 - Refurbishment Ynys Ettws £135k
 - Car Park Renovation May Cottage £1k
 - Bin store May Cottage £5k
 - Solar water heating Riasg £2k
 - New heating and bathroom Riasg £16k

- Shower block/bunk room Count House £222k

The Ynys Ettws refurb project kicked off. The total estimate is ~£375k of which we spent £135k in FY 2022/23 leaving a balance of ~£240k in the next FY. We completed the work at May Cottage on the bin store and car park renovation and made significant improvements at Riasg with a new solar water heater and bathrooms.

The costs of work at the Count House are covered by our legacy funds from Mike Banks and Ernie Phillips. The project was mostly complete by the end of Sep 2023, with an estimated further £15k to complete the work.

- Guidebook expenses were significantly lower at £17k (£59k in 2021/22) reflecting lower guidebook sales and that the club did not publish any new guides.
 - Guidebook cost of sales was £9k – this is the cost of the inventory of the guidebooks sold.
 - £2k on post and packing
 - £4k on IT
 - £1k on guidebook development
 - £1k on PSC travel
- IT and Internet expenses were £0 – this is due to a £2k refund offsetting a spend of £2k as the website revamp did not proceed and the club is taking an alternative approach.
- Bank fees (including GoCardless fees) were £4k. We moved over to using GoCardless for direct debit transactions which is much easier to use and incurred GoCardless fees of £1.8k vs £1.3k using our old provider.
- Meet costs increased to £2k, this is money the club spends to support club meets, typically by a communal meal, to encourage attendance at club meets.
- Other expenses were similar to the previous year.
- Non-operating expenses were £8k of Corporation Tax, £5k in fees for incorporation and £1.4k charitable donation.
- In total the club spent £193k in 2022/23 compared with £220k in 2021/22.

The overall financial position of the club remains extremely healthy and, as noted above, the club has been able to embark on two major projects, rebuilding of the shower block / downstairs bunk room at the Count House which is now complete (total spend of £237K), and refurbishing Ynys Ettws (budget of £375k). These works are affordable from reserves and legacy funds and after completion are projected to leave the club with significant cash in hand, approx. £800k (£285k legacy funds, £515k general funds).

The club has received very generous legacy funds over the past few years. £222k of this was spent on the Count House in 2022/23 leaving a balance of £299k which has a condition that they are spent on improvements to the Count House, of which a further £15k is budgeted to be sent completing the works at the Count House.

Five Year Summary

The five-year profit and loss table summarises the Club's financial position for the last five years. Operating surplus / (deficit) for the year is reported both before and after the effect of the legacy funds which allows comparison of the Club's actual financial performance with and without the effect of legacy gift

Five Year Profit and Loss Account Summary

	2023	2022	2021	2020	2019 ¹
Subscriptions Income	125,324	123,146	117,961	77,977	123,605
Bank Interest before tax	30,398	13,170	4,282	8,761	9,988
Other	1,488	2,538	74	2,473	
Administration Costs	-61,498	-55,621	-49,995	-56,147	-61,166
General surplus / deficit	95,712	83,233	72,322	33,064	72,427
Huts surplus / deficit before tax	-24,063	-17,657	-54,696	-37,021	-33,430
Ynys project costs expensed to P&L	-	-	-	-	-5,985
Hut Capital Expenditure	-158,764	-32,177	-72,018	-45,683	
Guide books surplus / deficit before tax	27,070	14,824	14,613	24,139	31,598
Other income	20,583	21,800	132,794	80,628	0
Corporation Tax	-8,252	-20,050	-14,550	-4,150	1,020
Operating surplus / deficit for the year	-47,714	49,974	78,466	50,977	65,630
Net movement on legacy reserves	-222,127	-710	-5,360	-2,238	-26,877
Overall surplus / deficit for the year	-269,841	49,263	73,106	48,738	38,753

Notes

1. Accounting system was changed in 2019 to move to Zoho, but the accounts reported in 2020 were based on the previous Excel based system, this has resulted in some minor differences in the figures reported.

Financial Management

The club holds 2 operating bank accounts, one with Unity Trust Bank and the other with NatWest, plus a number of savings accounts. In addition to the Treasurer, the Finance Secretary (Simon Donowho) and the President are signatories on the accounts. All the accounts work on a dual signatory approach, and in practice it is the Treasurer and Finance Secretary who authorise all payments.

The club has a very conservative and risk averse approach to investing and attempts to keep as much of its cash reserves in multiple savings accounts within FSCS limits as possible (over 95% of savings are protected within FSCS limits), but this does limit the opportunities for generating more investment income.

During the year we completed the project to move the direct debit system to use GoCardless and cut every member across from the old system which has simplified administration going forward.

Declaration

The Treasurer and Finance Secretary acknowledge their responsibilities for:

1. Ensuring that the club keeps appropriate accounting records, and
2. Preparing accounts, which give a true and fair view of the state of affairs of the club at the end of the financial year, and of its income and expenditure for the financial year, in accordance with the clubs' accounting practices.

Accordingly we have prepared for your approval the following financial statements of The Climbers' Club for the year ended 30th September 2023.



Paul Drew
Honorary Treasurer



Simon Donowho
Finance Secretary

Technology Review Group Report

The IT review is now winding down and firstly I would like to than everyone who has contributed to the process, by my calculations fourteen volunteers have freely given their time to this important project. Early activity involved Bob Allen building us a new shop from scratch after we lost access to its predecessor, having built the shop he has been our shopkeeper ever since, a huge thanks to him for going above and beyond. When the new website and shop launches we will need a new shopkeeper. Hilary's report covers our somewhat tortuous pathway towards a new website. I am pleased to be able to say that the build is now progressing nicely, implementing the ideas generated by the group. I'd like to thank Bryan Maloney for exercising his creative mind to create design templates. It is difficult to give a launch date as you never know what IT gremlins might emerge along the way but spring (this year!) is a fair idea. Amongst other things the site will feature a new and greatly improved hut booking system. We recognise that we will have to offer some introductory training for anyone not feeling confident to jump straight in.

A lot has gone on behind the scenes: hardware and software have been reviewed and documented; manual steps have been removed from the system for collecting hut-fees; use of the membership database has been streamlined to reduce the amount of manual input required. Thanks to Helen and Chris Allan for outlining their roles and associated challenges and Bob Allen for the developments that have eased their workloads. We spent a lot of time considering the use of technology within huts and the group is of the opinion that the provision of Internet WiFi in huts would be an enormous asset for hut volunteers easing their workload. Advantages include; updating locks and downloading key fob swipe records without anyone having to leave their sofa (currently these two actions involves posting lock programmers around Great Britain and individual hut visits by either Chris Allan or custodians); critical systems in huts such as heating, sewage treatment machinery or borehole water supply could be monitored remotely by custodians. Looking further forwards options could include electronic hut log sheets which would upload the entries directly into the payments system thus removing a time consuming and tedious job. Whether or not to have internet access for hut users through the WiFi would need to be given careful thought, we wouldn't want everyone streaming Netflix or on-line gaming! Something for HMSC to consider?

Trevor Langhorne
Vice President

Membership Secretary's Report

The club numbered 1771 members on the 31st December 2023, an increase of 12 from 2022.

(year end)	2017	2018	2019	2020	2021	2022	2023	In Year Change
Total Membership	1726	1764	1774	1754	1729	1759	1771	+0.7%
Female Members	220	230	232	232	235	237	245	+3.4%
Male Members*						1522	1526	+2.6%
Overseas Members	43	41	39	34	33	36	35	-2.7%
Honorary Members	44	42	41	39	39	39	37	-5.1%
Under 25's Concession	17	14	10	14	6	13	13	=
Over 70's Concession	182	172	161	152	123	121	124	-2.4%
Over 80's Concession	7	11	15	23	87	76	74	-2.6%
Average Age	56.8	56.9	57.3	57.8	58.2	58.5	57.7	-1.4%
Average time of Membership (years)*						19.7	19.6	-0.5%
New Members in year*						61	63	+3.3%
Resignations in year*						26	34	+30%
Returning Members in year*						4	3	-25%

* New category in table.

We have seen an increase in new members this year (63) over the previous year, which continues the slow general trend of increasing membership. The average age of club members has decreased very slightly this year which indicates we attracting slightly younger members. The Club seems to be very popular with increasing new member applications.

Members that are no longer with us

I regret to report that the following members have died since the last AGM report, obituaries will appear in the Journal in due course:

Member No.	Member	Year Elected
240	Pat Erskine-Murray	1952
438	Ron James	1959
1966	Richard Kruze	2012
372	JAD Healey	1965
369	Stewart Hawkins	1956
1001	Steve Findlay	1991
2337	Tim Cooper	2017
842	John Wilson	1990
54	David Baldock	1963
776	Pete Turnbull	1985

To the new members and many other member enquires I am grateful for their patience whilst I process and action their requests. I look forward to the new website and further automated process in the pipeline, which will make administration of the role easier.

It has been a pleasure to speak with and help so many members. Thank you for making the membership administration easy and pleasurable. Interest in joining the club is currently very

high, which means we must be doing something right to encourage new members and some that are younger that will help bring down the average age of the club.

Finally, I would like to make a plea for all members to help the Club by keeping us up to date with changes to contact details and bank details - it really does make our lives simpler by avoiding undelivered post & emails and failures when collecting direct debit payments. Details are on the web page under the "Member" tab (Update Membership Details) or email membership@climbers-club.co.uk

Chris Allan
Honorary Membership Secretary

Website and eShop Report

Website

The website continues to provide services to members and a window to non-members of the club's activities. It is complemented by our closed group Facebook page where members can freely share their activities and link directly with other members.

Once again I thank my predecessor, Tony Scott, for his assistance during the year. Tony continues to provide cover during my absences, and support on the more obscure aspects of the web site. Other members have volunteered to help with the web site; I hope they can become more involved when the new web site is rolled out.

Work on the new web site has continued, with substantial progress as well as some disappointments. I hope the new web site will be available in the coming year.

Unfortunately, we suffered a week-long outage of the web site during late October. This was caused by an ill-conceived upgrade by our web hosting service.

The most popular web page, unsurprisingly, is the Hut Booking Calendar.

I look forward to continuing my role in the current year.

Andy March
Web Manager

eShop

The shop had sales of £5674 for the year to 3rd December 2023. The biggest seller by cost was "Pembroke Complete Set" followed by "Moelwynion" and "The Culm and Baggy"

Bob Allen
eShop Manager

Meets Secretary's Report

This past year has been a great year for meets. We have had almost a meet every two weeks if not every week. So thank you to all the volunteers who gave their time and energy to making sure these meets were a great success. We started the year with the winter meet. This was well attended and many winter climbs were achieved. The year continued with a wide variety of meets all over the country and abroad . The Morocco meet went well at the Kasbah with some first ascents. Such was it's success we have 45 people attending this year.



Tom Rogers on Hot Rats Morocco
photo Paul Donithorne



Liz Hewitt on Rocket Man E1 Morocco
photo Paul Donithorne

Mix and match meets give members the opportunity to climb and socialise with each other. The joint Pinnacle Club and Climbers' Club meet at The Count House has always organised mix and match meets very well with everyone climbing with a new partner everyday. There were lots of scones and cream and a barbeque. Other mix and match meets took place at May Cottage and Grange Old School.

The Count House had five calendar meets last year. Rob's Easter meet started the first climbing of the year for many with sunny days and a barbeque on the Saturday. A joint meet with the Rucksack club gave people the opportunity to climb with the Rucksack members. Cathy and David's end of summer meet had some of the best weather of the year and I have never seen the hut so busy. The summer family meet was it's usual fun with the children having a great time and lots of climbing being done by future prospective members.



Matt Crawford
Suspense E4 Stennis Ford
photo Tom Prestley



James Tamlyn on Gallipoli E1 Bosigran
photo Tom Prestley



Ellie Roddick Cornwall
photo Neil Foster

The Pembroke meet again in August was very busy and lots of climbing completed as was quite a bit of mountain biking. Some of the new meets this year were the weekend meets at Harrison's, which despite the bad weather had a few of us climbing on impossible sandstone. There were meets in Rieff and Skye when the superb weather enable attendees to enjoy the crags, including a few esoteiric mountain gems, to the full. The first use of the club tent at Reiff was put to good use in the evenings. We went to Gogarath in May for the first time in a while, this was a camping meet. The weather forecast had not been very good, but it was well attended and the weather was better than expected. The Lundy meet was arranged to helped with the New Lundy guide and again the tent was put to good use.

This year was the first year we had a women's focus meet, which was very sociable and also enabled prospective women members to come and climb with members. Guest Ferdia Earle gave a talk about her climbing life, which includes an impressive tally of E6s and E7s, as well as the first ascent of The Certainty of Tides E8, and about Women's Health. In September we had a joint meet at Pembroke with The Not So Trad Climbing Club, which was run over the weekend. In November we had maintenance meets at every hut and these were really well attended with lots of work being completed. I went in the evening to the Downes maintenance meet and I was really inspired by the number of people there and also how sociable it was. I really think we should have these meets every year.



Bikers' Classic Rock Tour Meet
photo Hilary Lawrenson



Grange Maintenance Meet
photo Astrid Saxby

Prospective meets are really important for the club and we had two this year, one in the spring and one in August. The weather was not very good on both meets. But it is a fantastic opportunity for prospectives who are usually young people to get to meet members of the club and climb with them and I hope we will continue to have as many of these as possible.

2023 has been a great year for meets and 2024's calendar is looking good too, but it's not too late to offer to run a meet this year. We particularly need to have a meet in the summer in Europe.

Thank you again to everybody who's made it possible. The meets calendar really does help people to socialise with each other in the club and get in some great climbing days.

Debbie Marsh
Honorary Meets Secretary

Communications Secretary's Report

The post of Communications Secretary is a committee post and covers all areas of club communications I produce the monthly electronic newsletter, the printed newsletter and any interim emails that are sent out. I also keep an eye on our Facebook group, X account (formerly known as Twitter) and Instagram. I have also taken part in the IT review and deliberations on how our new website should be presented and look. I answer or pass on general enquiries from members.

eNews-Newsletter

The design of the newsletter has settled down this year, now looking good on both mobile and desktop screens. I have tried to make the links large and easy to use, even for those with 'fat fingers'. This year I have tried to emphasise club and member's activities and where possible use photos of club members climbing. Also I have included any books or other publications by members, that I have heard about. One issue here is supply of material, please keep those photos and reports of your climbing activities in unusual places coming in and don't be shy if you have published something. This year we have had reports from members climbing in Tajikistan, Red Rocks, Leonidio and Wadi Rum. I have continued with the book review and this year 12 lucky members have won a book as a prize. This has been possible because of the generosity of the publishers who provide me with recently published books free of charge.

One improvement this year has been the appearance of the Online Newsletter, see below.

This year all the book reviews have been set out as webpages. This is to address the frustration felt by members using mobile devices, who had to first download the pdf and then open it separately. The review should now open easily and seamlessly from the email. This is also the case with longer officer reports and the quiz. This means that members can find the book reviews simply by searching for 'book review' on the website. I have received positive feedback about the newsletter from many club members.

Online Newsletter

The latest newsletter can be found online via the clubs website. A link to this is provided at the top of the eNews. This is provided so that anyone experiencing a poor rendition of the newsletter in their email client can go online to read it. Also we have an archive on the website of all previous newsletters. Until recently the appearance of the Online version was disappointing. This was due to the difficulty of dealing with Wordpress and working within the template of the website. I have now succeeded to in circumventing the limitations of the website and I believe the online version now appears much better and more satisfying. Although members will still find that it looks best on a phone or desktop computer.

Printed Newsletter

We produce a printed newsletter three times a year for those members who do not supply an email address. It is a digest of the club news that has appeared in the electronic newsletter with selected other content.

Social Media.

Over the last year the clubs visibility on public facing social media has continued.

Facebook

The CC Members Facebook Group has about 830 members, so roughly half the total membership. Membership is restricted to paid-up members only. We continue to admit new members who apply with a valid membership number and agree to abide by the group rules. Topics discussed range widely from reminiscences about the old days, to latest news on climbing, huts, and any other topics. The tone of discussion is generally very courteous, and there are very few cases where moderation is required.

We have a team of admin/moderators who keep an eye on the Facebook page: Andy March, Ken Daykin, Steve Scott, Rosa Méabh Weaver, Spenser Gray, Molly Dufton

We also have a public page to promote our guidebooks [Climbers Club Guidebooks](#) this is managed by Simon Cardy.

[X \(formerly known as Twitter\)](#)

The club has had a X account and the X feed is now a lively and interesting digest of climbing news and events. X is primarily used to maintain the profile of the Climbers Club within the climbing community and to inform members about non-club material. It is not seen as a method for the club to communicate club business to members because it is open to all the public. X is managed by David Medcalf, Ken Daykin, Nick Ingram and Steve Christian.

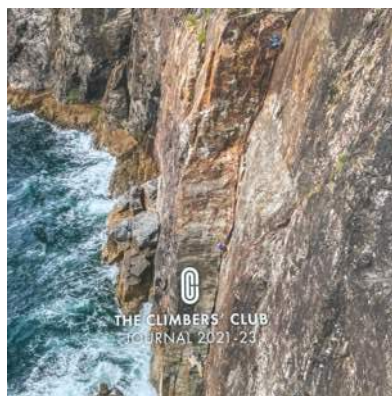
[Instagram](#)

The club now has an Instagram account. In a similar way to X it is for promoting the clubs name and profile in the climbing community. It primarily posts photos of members activities or from meets along with a short comment. It is managed by Molly Dufton.

All of these social media, the club's website and an online version of the newsletter can be accessed from links at the top of each months newsletter.

Ken Daykin
Honorary Communications Secretary

Journal Editor's Report



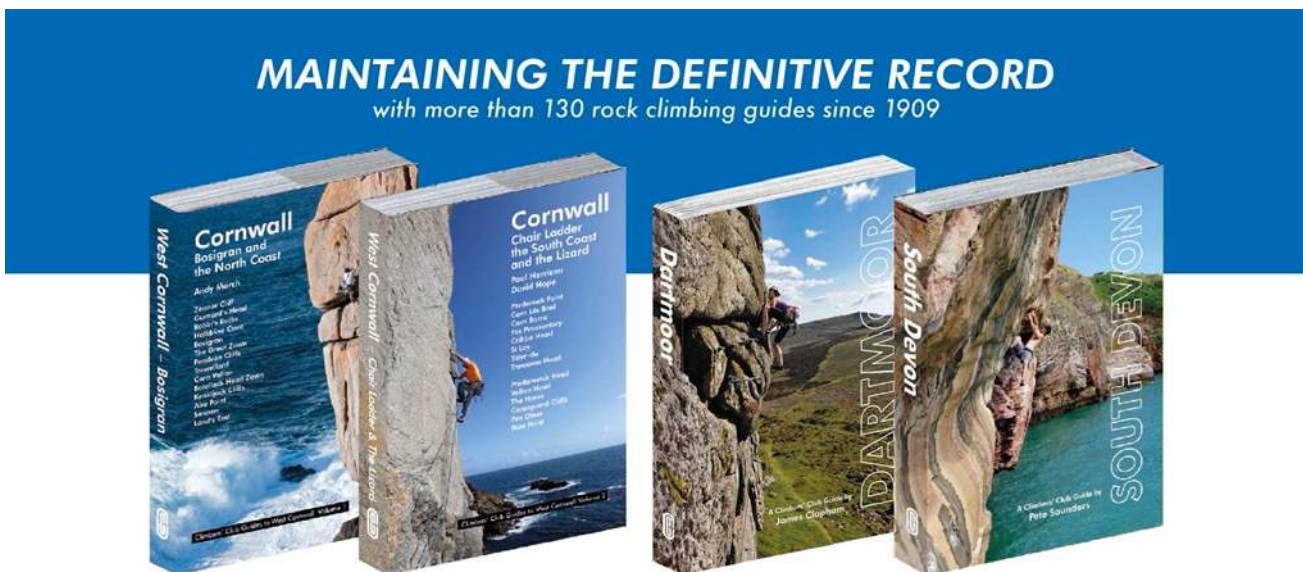
CC Journal 130 appeared shortly before Christmas and has received a favourable reception. Thanks are due to all the contributors and everyone who worked on the publication process.

We intend to bring another journal out in 2024 which will include a number of articles which we were unable to include in the last edition. However, we are still looking for new articles for CCJ 131. It would be good to include contributions from members in their twenties and thirties and maintain a significant contribution from women.

We are interested in a variety of genres of writing including personal accounts, poetry and opinion-based pieces. It has been pointed out that there is only one article of fiction in the current journal and it would be good to include more. Remember there is no need to let the truth stand in the way of a good story!

Andy Kitchen
Journal Editor

Publications Sub-Committee Report



This has been a busy year for the PSC, mainly on production of new books, most of which are making good progress towards completion. We are like a swan – serene and impassive above with a vast amount of activity hidden from view. My rough count of people associated with developing guides/developing and maintaining our records is around 30 and roles range from writing the text, getting the photos, editing the guidebook content, proofing the actual climbs, designing the final books, managing our sales numbers, and most recently populating the Datastore, and maintaining our Definitive Record. I would like to record my thanks to all of these for their hard work on behalf of the club, and for the benefit of the wider climbing community. The Datastore now contains details of 38299 routes at 4531 crags supported by 392 images, and covers most of our current guidebooks bar the Atlantic Coast and Pen Llyn; this has been largely down to the gargantuan efforts of Roger Everett, as well as the new guide writers who are using the Datastore to produce their volumes.

Guidebook sales continue to struggle as the number of shops selling our guides reduce – a big shout out to those that still value definitive guides as part of their business model. These include Needlesports, V12 in Llanberis, Joe Browns in Capel, Llanberis and Ambleside, and Outside in Hathersage, as well as the Depot Climbing walls. You probably won't buy guides at any of these outlets because you can get them at a discount at our online shop (thanks to Bob Allen for the new shop brought on-line in May 2023), but if you're shopping for other stuff you might want to support businesses which take a traditional approach to stocking a wider range of reference material. Going forwards one of our challenges is to improve our online sales. Our dashboard shows our sales over the last year and we know there is a pattern of healthy sales in the first year or so of any definitive guide which then tail off. We also need to be smarter about initial print runs volumes; modern printing facilities have meant that the differential prices per unit of print volumes have reduced. While our strapline is 'For Climbers not for Profit', we want to produce a surplus on popular guides to fund the production of guides to less frequented areas.

The only book to print this year was a reprint of the Ogwen guide; which was a good thing as it was out of stock.

Guidebook sales to 30 September 2023 were not as strong as 2022 going down from £66k to £44K, but, with low outgoings because we were not making payments as new books came to print, we still had a substantial surplus. As we go into 2024 we expect Pen Llyn by Pat Littlejohn and Mick Lovatt to be published in the spring (some of you will have enjoyed Pat Littlejohn's presentation at Plas y Brenin in the autumn and have signed up to his Llyn enthusiasts Facebook

group). We are also anticipating both a revised Pembroke Rock selected climbs guide published in the Wired Guides style from Paul Donnithorne and a 'bumper fun' guide covering Llanberis, Clogwyn Du'r Arddu and Lliwedd authored by Calum Muskett to come out in late 2024, hopefully in time for Christmas stockings.

Work continues on several titles which were also in development last year - Atlantic Coast, Wye & Mendip, the selected guide North Wales Rock (which will be published in the Wired Guides style), Tremadog, Lundy and Carneddau. We continue to be grateful to the writing and creative teams who are all very busy on these challenging areas. For Lundy we had a successful guidebook meet which, despite some unsettled weather, allowed the photographers to get many of the shots they needed and some checking of routes and access to be sorted.

As flagged above we have been populating our Datastore and while we have the bulk of our current routes entered there is more work to be done on both new entries and checking aspects of the data entry and building up the reference image using the Topo Editor also developed by Nevil Hewitt. This is a fantastic position and is allowing us to support authors working on new guide including the forthcoming Wye and Mendip and Llanberis titles.

An update on our back catalogue of over 100 historic guidebooks and supplements; these have now been digitised and plans are to make these available (up to about 1990 editions) on the new website. Something to look forward to browsing around in!

Thanks also to the people who volunteered on the back of the November newsletter to get involved in managing our data. As you may have gathered we have a lot of IT related tasks on hand and coordinating and prioritising these is a challenge. We have had a couple of useful training sessions run by Roger Everett on the Datastore and the Topo editor and will be running more next year. Get in touch if you are interested as many hands to the pumps should make the work lighter and you will have fun . . .

Other roles which are looking for specific volunteer skills or aptitude are:-

- One or two people to support Nevil Hewitt with the datastore development; Nevil is keen to share his knowledge and the PSC would love to have other people involved in this important area.
- New volunteers who have the technical skills to create documents, maps and photo-diagrams using Adobe In-Design software. Job descriptions are available and current volunteers are always very happy to talk about their work and provide support if you want to learn new skills

Finally where we are now on guidebook owes a debt to all the authors and editors and volunteers over the years. This year we lost John Willson who was involved in guidebooks from 1977 and worked with the PSC in various roles from 1990 – 2017, latterly as secretary. His meticulous editorial work and sharing of skills was a pillar of the success of our publications and I know the work we do now is built on the shoulders of people like him who gave freely of their time and energies for the greater good of climbing. You can read all about him, and be inspired, in the obituary in the latest club Journal.

Val Hennelly
Chair – Publication Sub Committee

Huts Management Sub-Committee Report

I promised my report for the year ended 30th September 2023 would have more interesting hut-related content than that for the previous year, as most of the capital expenditure projects we planned across the hut estate were delayed or deferred. Here is a round-up of the main developments during the financial year:

Riasg

The second washroom at Riasg was upgraded to a similar standard as the first washroom, including completely new floor substructure, sealed-on vinyl flooring, plastic-faced wall, and shower cubicle claddings. The roof was cleaned, and guttering cleared before the solar array was fitted. Trees were cut back, and gravel laid across the parking area. Kris, our Custodian, says for the first time since he took on the job, we are on top of repairs and maintenance, and can start thinking about planned improvements instead of firefighting.

Grange Old School

The unexpected death of Roger Withers in October 2022 was a shock to us all, and left large gaps in HMSC, as we urgently needed a new Custodian for the hut, and a new Huts Finance Secretary to support the huge workload generated by hut bookings and hut fee administration. The Club's thanks are due to Martin Young and Tina Holt who volunteered as the new Custodian and Assistant Custodian. The very cold spell in January 2023 froze one of the showers off the wall and exposed other serious shortcomings in the hut.

Martin and Tina have worked relentlessly all year to upgrade the premises, including the following works: new consumer distribution board with legally-compliant earth leakage protection; extra wall sockets in the main room with USB charging; improved lighting in the bunkrooms; electricity smart meter installed; new copper piping for both water and gas supply, including legally-compliant earth leakage protection; one ring main rerouted to avoid earth fault; additional emergency lights and smoke detectors installed to improve fire safety and compliance; fire risk assessment undertaken; legionella risk assessment undertaken (two dead legs in the pipework then removed); two attic spaces insulated; radiators installed in the previously-unheated washrooms and showers; condemned log burner removed; new shower installed after frost damage; electrical systems checked and certified; new roof in the rear lobby; roof in the rear lobby insulated; drying system set up in the rear lobby with a heater and dehumidifier; curtain rails and curtains installed; rear door made a keyless exit (fire risk assessment action point); gate temporarily repaired (a new gate will be needed); CDB box lined with fire board (fire risk assessment action point).

Shortly after the end of the financial year to which this report relates, the new LPG stove was installed and commissioned. Well done and thanks to Martin and Tina, these are huge improvements to the hut. Thanks also to Diane, Martin's wife, for doing the curtains. The main issue at Grange remains ownership. We have done as much as we reasonably can to make the hut comfortable and warm, and compliant with applicable law and regulation, but further significant investment cannot be justified unless we come to an agreement with the Parochial Church Council either to acquire the freehold at an acceptable valuation, or to agree periodic extensions to the leasehold.

R W Lloyd (Ynys Ettws)

As noted in last year's report, very disappointingly, the contractor we had appointed to start work on site pulled out. We were back to square one. Graham Townsend, Steve Jenkins, Paul Tanton, Geoff Bennett, Chris Allan and Paul Drew soldiered on and by the end of December 2022, had secured Planning Permission for the revised design and Building Control sign-off as well. Edge Architects NW Ltd ran a tender process for us, and by April we had a choice of two appointable contractors willing and able to start work. After further discussions, L Pearce Home Improvements Ltd was appointed. A crew of volunteers cleared the hut of all moveable fixtures, fittings and equipment and the contractor started work on 31st July 2023. This is a momentous event: the

club has been attempting to undertake significant refurbishment works at this hut for many years, it has taken a huge amount of hard work, conscientious and diligent effort to arrive at the start line. Now we have started, we know we are going to finish. Shortly after the end of the financial year to which this report relates, the contractor and our project manager conferred and agreed the external structure is weathertight. Internal works can now continue uninterrupted through winter 2023/24 with the aim of reopening the hut for members and guests in April 2024. Congratulations to all involved and many thanks for this tremendous progress



The Count House

After the Building Control Officer and Mining Engineer had signed the trenches off, concrete was poured into the base of the trenches on 13th October 2022. The trenches and drainage layout was signed off on 16th November and the concrete slab was poured on 18th November. W C Mathews & Sons worked throughout the winter, the building being declared weathertight in late April 2023. Internal works were largely complete by the end of the financial year to which this report relates, with final electrical installations and certifications taking place in November and December 2023. We await one final site inspection by Building Control and will then be issued a Completion Certificate for what is arguably the poshest ablutions block of any climbing club hut in the country. Once the A30 roadworks complete in early 2024, there really is no excuse not to plan a visit (if you can find space, the meets programme is very busy and very popular).



By contrast, no major capital investments were made during the year at **Helyg, Cwm Glas Mawr, R O Downes Memorial** or **May Cottage**. However, our huts appear consistently as one of the main reasons given for wanting to join our club, plans for upgrades (major and minor) at all huts are under development, it is essential we continue to plough money into them to improve them for all visitors.

Personnel

As noted above, we lost Roger Withers at the start of the year, he was succeeded as Custodian and Assistant Custodian by Martin Young and Tina Holt, respectively. Michele Hart has volunteered to take over Roger's other duties as Huts Finance Secretary. Steve Bunston and Paul Scott also volunteered to join HMSC.

The Future

Running an estate of eight huts, in three separate legal jurisdictions, is a time-consuming and complicated process. Everyone on HMSC puts in a huge amount of effort to ensure that all necessary health and safety checks and tests are carried out to ensure the huts are as safe as possible whenever members and guests visit. Please do your bit to help us by letting the team know if you encounter any difficulty in using any appliance or system at the hut, or if something is not working. Please help us make the administration of visits and fees as easy as possible by booking your stay in advance (and cancelling if you are not coming) and filling out the register sheets as completely and as neatly as possible. These are your huts, as members we all enjoy an enormous privilege in being able to stay in these great places comparatively easily and extremely cheaply whenever we like, but with that privilege comes a responsibility to look after them and do your bit to keep them clean, tidy and a welcoming environment for everyone to be.

I would like to thank everyone on HMSC for their enormous contribution throughout the year.

Rob Seymour
Chair – Huts Management Sub-Committee

Archivist & Librarian's Report

The Club Archives

These continue to be a useful resource for resolving queries, and we continue to add material that could be of interest to future members & historians to our collection in the County Records Office at Caernarfon. Members and others are welcome to visit, but an appointment has to be made – search online for opening hours and contact details (Gwynedd County Records Office). Most material can be viewed, but not taken away. The Records Office staff will take copies, for a small cost. Committee Minutes are not available for viewing without written authority from me or the President. The project to digitise guidebook and other written correspondence will hopefully progress this year using a labour-intensive process to allow digital searches of the files. This isn't straightforward as the files include photos, sketches and handwritten notes.

One important area of 'history' which should be addressed by the CC is that of **photographs**. Members may recall that before the BMC embarked on its efforts to self-destruct, Rab Carrington was trying to set up a National Archive of Mountaineering Photographs. This is (temporarily?) in abeyance as Rab is still involved with BMC 'rescue', but there is a huge amount of significant photos 'out there' which should be scanned and detailed for the future. These include hard copies and, increasingly, digital photos. Relevant subjects for the CC could be climbs (especially first ascents), club members (not just the famous ones), club huts, crags and no doubt other areas of interest. I believe that this work would demand more time than the Honorary Archivist could devote to it, so perhaps we should have a 'Photo Archivist'. If anybody is interested in discussing this, please get in touch!

The Club Library

In the last couple of years nothing has changed regarding the Library which is still in a sort of limbo... I reproduce below the report that I made in 2022, which is still relevant.

However, there will be one change in 2024, I hope. The CC continues to receive books from various sources and Journals from other Clubs which technically become part of our Library, though in practice they are being stored 'locally' (i.e. under a table in my house). I plan to have these items stamped as being part of the CC Library and, with the agreement of the Custodians, distribute them around the Huts. This will make them more available, as they should be, albeit less secure.

[The Library Report from 2022](#)

For the last ten years or so the Club Library has been curated by Bangor University and held at the Normal College site down by the Menai Strait, along with one branch of the University's own vast Library. This has been a really good arrangement for the Club and has also made our significant collection of books available to students to visit (but not borrow). Many students at Bangor are there for the climbing as much as the studying, as has been the case for many years, so I'm sure our books (and our Club) have been appreciated.

Unfortunately the University has decided to 'develop' the Normal College site and the whole library there has been moved to secure off-site storage. It seems unlikely that we will be re-located into a different site as the University is closing all except the central, very cramped, Library in the main building in the centre of Bangor. Our books are still available for members to borrow, by requesting a book through the catalogue system, but the library cannot be visited. The catalogue of the CC Collection can be seen at: <http://tinyurl.com/Bangor-Uni-Library> This is not a satisfactory long-term arrangement as the CC collection is effectively 'closed' – the University will not accept additions. This is subject to further negotiation, but I am treading gently as I do not want the University to ask us to take our books away until we have found another suitable location.

If any member would like to take on the challenge of finding a new accessible and secure site for the Club Library, please get in touch!

David Medcalf
Honorary Archivist and Librarian

Accounts

Income and Expenditure Account

The Climbers' Club Income and Expenditure Account For the Year Ended 30 September 2023			
Description	2021	2022	2023
Operating Income			
Advertising Income	1,778	12	-
Interest Income	4,282	13,170	30,398
Meet Fees	-	165	-
Membership Income	117,961	123,146	125,324
Other Charges	10	-	3
Sales Income			
AGM Dinner	-	2,373	1,485
Guidebook Sales	70,550	73,955	43,821
Hut Fees	1,711	66,967	83,190
Hut Key	40	294	174
Hut Key Deposits	74	-	-
Total for Sales Income	72,375	143,589	128,670
Total Operating Income	196,406	280,082	284,395
Cost of Goods Sold			
Cost of Goods Sold			
BMC Affiliation Fees	34,900	34,578	39,016
External Hut Booking For Meets	-	-	-
External Speaker / Coach Fees	-	2,086	-
Guidebook Publishing Costs	20,874	33,244	8,693
Web App Licences	-	-	-
Web Stock Purchases	6,505	5,936	-
Total for Cost of Goods Sold	62,279	75,844	47,709
Total Cost of Goods Sold	62,279	75,844	47,709
Gross Surplus	134,127	204,238	236,686

Operating Expense			
AGM & Meeting Costs	2,102	6,330	7,053
Bank Fees and Charges	1,171	6,079	2,296
Business Fees	13	13	26
Committee Member Expenses	505	976	1,584
Credit Card Charges	261	216	225
GoCardless Fees	-	179	1,840
Guidebook Expenses	30,323	19,890	7,986
Handbooks / Journals	9,367	-	-
Insurance	7,078	10,460	11,570
IT and Internet Expenses	722	3,107	- 14
Meet Costs	-	805	2,027
Membership costs	175	8	54
Newsletters	553	613	1,408
Other Expenses	525	38	4
Property Costs	49,080	73,950	95,397
Stripe Fees	-	55	133
Total Operating Expense	101,875	122,719	131,590
Operating Surplus / Deficit	32,252	81,519	105,096
Non Operating Income			
Donations Received	10,069	5,238	20,029
Government Grants	122,725	16,001	-
Raffle Proceeds	-	561	554
Total Non Operating Income	132,794	21,800	20,583
Non Operating Expense			
Charitable Donation	-	1,119	1,377
Corporation Tax	14,550	20,050	8,252
Incorporation Fees	-	-	5,000
Total Non Operating Expense	14,550	21,169	14,629
Total Surplus to General Reserves	150,496	82,150	111,050
Hut improvements from legacy funds	5,360	710	222,127
Capital Expense			
Hut Improvements	72,018	32,177	158,764
Total Capital Expense	77,377	32,887	380,891
Net Surplus after Capital Expenses	73,119	49,263	-269,841

Notes:

1. Interest and Bank Fees in 2022 include interest payments and associated management fees from Flagstone in 2020 and 2021. The impact is a net increase in surplus in 2022 of £8,912.

Balance Sheet

The Climbers' Club Balance Sheet		
Account	30/09/2022 Total	30/09/2023 Total
Assets		
Current Assets		
Cash		
Cash	-	-
Undeposited Funds	-	-
	-	-
Bank		
Cambridge and Counties Bank	111,477	114,831
Climbers Club Credit Cards	-494	-1,631
Flagstone Investment Management	720,752	805,394
Hampshire Trust Bank	150,000	-
NatWest Current Account	270,012	53,125
Unity Trust Bank	76,269	113,701
	1,328,016	1,085,420
Accounts Receivable	3,572	4,056
Other Current Assets		
Employee Advance	-	106
Guidebook Inventory	55,045	51,975
Input VAT	1,920	10,121
Prepaid Expenses	500	2,714
Total for Other Current Assets	57,465	64,916
Go Cardless Clearing	16	513
Stripe Clearing		155
Total Current Assets	1,389,069	1,155,060
Fixed Assets		
Furniture and Equipment	2,675	2,675
Huts		
Cwm Glas Mawr	52,064	52,064
Helyg	98,308	98,308
May Cottage	155,483	161,402
R O Downes	65,877	65,877
Riasg	91,946	109,982
The Count House	69,814	69,814
Ynys Ettws	111,018	245,827
Total for Huts	644,511	803,274
Total Fixed Assets	647,186	805,949
TOTAL ASSETS	2,036,255	1,961,009

Liabilities & Equities		
Liabilities		
Current Liabilities		
Accounts Payable	17,695	68,254
Employee Reimbursements	61	61
Output VAT	-	89
Unearned revenue		
VAT & Corporation Tax Payable	226	-14,590
Total Current Liabilities	17,982	53,814
Total Liabilities	17,982	53,814
Equities		
Current Year Earnings	82,150	111,050
Retained Earnings	450,089	532,239
Legacy Spend	-49,922	-272,049
Members Equity	1,535,955	1,535,955
Total Equities	2,018,272	1,907,195
TOTAL LIABILITIES & EQUITIES	2,036,255	1,961,009

Notes To The Accounts For The Year Ended 30 September 2023

Note 1 Accounting Policies

These Financial Statements have been prepared under the historical cost convention and in accordance with the clubs' accounting practices.

Income and Expenditure accounts are shown excluding VAT.

Freehold properties are valued at historic cost plus capital improvements less grants received (legacy funds are treated as grants). The Committee believes that the market values of the properties exceed their historic cost and therefore the properties are not depreciated in the accounts. The Committee does not recommend annual professional revaluation but a professional revaluation exercise was undertaken by external valuers in 2023 for insurance purposes excluding Ynys Ettws. The buildings insurance values shown at Note 2 below reflect the results of this revaluation exercise, total building insurance value has increased from £2.6m in 2013 to £3.2m in 2023. These values show the rebuild costs for the properties, which are not necessarily the same as their market values.

Note 2 Freehold Property

Grange is not included in the table below because it is a leasehold property.

	Historic Cost at 30 Sep 2022	Additions in Year	Historic Cost at 30 Sep 2023	Buildings insurance value (rebuild cost 2023) ex VAT
Count House	69,814	0	69,814	944,000
Cwm Glas Mawr	52,064	0	52,064	256,000
R O Downes	65,877	0	65,877	398,000
Helyg	98,308	0	98,308	400,000
May Cottage	155,483	5,919	161,402	351,000
Riasg	91,946	18,036	109,982	415,000
Ynys Ettws	111,018	134,809	245,827	462,000
Total	644,510	158,764	803,274	3,226,000

Note Ynys Ettws has not been resurveyed for insurance value as in the middle of a refurb, will do this in 2024

See Note 6 for details of the additions in the year.

Note 3 Legacy Reserves

	2023	2023	2022	2022
Brought forward from previous year		521,606		522,315
Legacy receipts in the year			-	
Legacy spend in the year	-222,127		-710	
Net legacy income / expenditure		299,478		521,606

Legacy Reserves are restricted for use on The Count House. The spend in 2022 has been on work for the new toilet / shower block.

Of total legacies received, £191,349 from the estate of Ernie Phillips and £474,455 from the estate of Mike Banks, a total to 30 Sep 2023 of £366,325 has been spent on a wide range of improvements to the Count House.

The building work for the new toilet / shower block is now complete, with approx. £15k spend in the current financial year, leaving approx. £285k in the Legacy Reserves.

Note 4 HMSC Income and Expenditure

Income and Expenditure For the Year Ended 30 September 2023 Committee: HMSC		
Description	2022	2023
Operating Income		
Sales Income		
Hut Fees	66,967	83,190
Hut Keys	294	174
Hut Keys Deposits	-	-
Total for Sales Income	67,261	83,364
Total Operating Income	67,261	83,364
Operating Expense		
Bank fees and charges	72	-
Committee Member Expenses		
Fuel/Mileage Expenses	-	-
Office Supplies	-	7
Postage	219	220
Telephone Expenses		
Total for Committee Member Expenses	219	228
Credit Card Charges	216	225
Insurance	10,460	11,570
Other Expenses	-	7
Property Costs		
DD costs	356	237
Gardening	4,525	8,227
HMSC travel expenses	6,456	6,182
Hut Consumables	3,019	3,150
Hut Developments	15,080	4,402
Hut Leases	4,500	4,500
Hut Repairs and Maintenance	13,928	28,991
Nat West trust fee	500	250
Rates	1,567	1,581
Utilities		
Electricity Supplies	12,863	15,875
Gas / Oil Supplies	3,790	6,860
Logs and Coal	90	429
Septic Tank Cleaning	395	4,361
Telephone & Broadband Supplies	1,241	1,410
Trade Waste	1,765	5,126
Water Supplies	3,875	3,815
Total for Utilities	24,019	37,876
Total for Property Costs	73,951	95,397
Total Operating Expense	84,918	107,427
OPERATING SURPLUS/DEFICIT	-17,657	-24,063
Non Operating Income		
Government Grants	16,001	-
Total Non Operating Income	16,001	-
TOTAL SURPLUS/DEFICIT	-1,656	-24,063

Note 5 Huts Surplus / Deficit

2023	Hut Fee Income	Non Operating Income	Operating Expenditure	Operating Surplus/ Deficit	Capital Expenditure	Total Surplus/Deficit
Count House	18,879	-	13,366	5,513	222,127	-216,614
Cwm Glas Mawr	7,929	-	6,135	1,794	-	1,794
R O Downes	7,393	-	4,108	3,285	-	3,285
Grange	8,899	-	19,464	-10,565	-	-10,565
Helyg	6,809	-	11,886	-5,077	-	-5,077
May Cottage	6,528	-	9,491	-2,963	5,919	-8,882
Riasg	13,546	-	13,662	-116	18,036	-18,152
Ynys Ettws	11,205	-	12,861	-1,656	134,809	-136,465
Unallocated	2,176	-	16,454	-14,278	-	-14,278
Total	83,364	-	107,427	-24,063	380,891	-404,954

2022	Hut Fee Income	Non Operating Income	Operating Expenditure	Operating Surplus/ Deficit	Capital Expenditure	Total Surplus/Deficit
Count House	17,193	2,667	7,120	12,740	710	12,030
Cwm Glas Mawr	5,762	2,000	4,652	3,110	2,225	885
R O Downes	6,161	2,667	3,382	5,446	703	4,743
Grange	7,553	2,667	19,637	-9,417	-	-9,417
Helyg	6,583	2,000	7,449	1,134	465	669
May Cottage	5,484	2,000	6,241	1,243	7,805	-6,562
Riasg	9,126	-	6,423	2,703	12,999	-10,296
Ynys Ettws	9,194	2,000	16,302	-5,108	7,270	-12,378
Unallocated	205	-	13,711	-13,506	-	-13,506
Total	67,261	16,001	84,917	-1,655	32,177	-33,832

Unallocated: Hut fees not allocated to any specific hut and costs shared across all huts, e.g. insurance

Note 6 HMSC Capital Expenditure

Capital Expenditure From 01/10/2022 To 30/09/2023 Committee: HMSC		
Description	Hut	Capital Expenditure
Refurb	Ynys Ettws	134,809
Car Park Renovation	May Cottage	1,229
Bin store	May Cottage	4,690
Solar water heating	Riasg	2,500
New heating system and bathroom	Riasg	15,536
Bathroom & bunk room rebuild	Count House	222,127
Total		380,891

Note 7 PSC Income and Expenditure

Income and Expenditure For the Year Ended 30 September 2023 Committee: PSC		
Description	2022	2023
Operating Income		
Advertising Income	12	-
Guidebook Advertising	-	-
Sales Income		
Guidebook Sales	73,935	43,821
App Sales	21	-
Total for Guidebook Sales	73,956	43,821
Total for Sales Income	73,956	43,821
Total Operating Income	73,967	43,821
Cost of Goods Sold		
Cost of Goods Sold		
Guidebook Publishing Costs	33,244	8,693
Web Stock Purchases	5,936	-
Total for Cost of Goods Sold	39,180	8,693
Total Cost of Goods Sold	39,180	8,693
GROSS SURPLUS	34,787	35,128
Operating Expense		
Business Fees	13	26
Committee Member Expenses	-	-
Fuel/Mileage Expenses	-	-
Office Supplies	-	-
Postage	60	-
Total for Committee Member Expenses	60	-
Guidebook Expenses	-	-
Cordee charges	-	-
Guidebook Advertising	1,884	-
Guidebook Development	9,076	1,055
Guidebook Sales Processing	4,193	1,729
Guidebook Storage	-	-
PSC travel	405	1,477
PSC IT costs	4,332	3,725
Total for Guidebook Expenses	19,890	7,986
Total Operating Expense	19,963	8,012
OPERATING SURPLUS/DEFICIT	14,824	27,116
Non Operating Expense		
Charitable Donation	0	20
Filing / Tax Penalties	0	26
Total Non Operating Expense	0	46
TOTAL SURPLUS/DEFICIT	14,824	27,070

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

THE CLIMBERS' CLUB LIMITED
Company No. 15315846

ARTICLES OF ASSOCIATION

Adopted by Special Resolution dated

2024



Aaron & Partners

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THE COMPANIES ACT 2006**PRIVATE COMPANY LIMITED BY GUARANTEE****THE CLIMBERS' CLUB LIMITED**

Company No. 15315846
("the Company")

ARTICLES OF ASSOCIATION

The definitions and rules of interpretation in Part 4 shall apply in these articles.

PART 1**OPERATION, MANAGEMENT AND MEMBERSHIP*****OBJECTS, POWERS, INCOME AND LIABILITY*****1. Object**

The object for which the Company is established is to encourage mountaineering and rock-climbing and to promote the general interests of mountaineers and the mountain environment.

2. Powers

In pursuance of the object set out in article 1, the Company has the power to do anything, which appears to it to be necessary or desirable in pursuing its object set out in article 1. In particular, it may acquire, manage and dispose of property, enter into contracts, accept gifts of property, and employ staff. The Company may invest funds for the objects of the Company, including forming or participating in forming bodies corporate, or otherwise acquiring membership of bodies corporate and it may borrow money in pursuing its object.

3. Income

- 3.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.
- 3.2 Subject always to article 3.3, the Company may make donations to another body (charitable or otherwise) with objects similar to those of the Company if approved by the Executive Committee.
- 3.3 The Company shall not make any donations to Bolt Funds unless approved by the members by Ordinary Resolution.

3.4 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any employee or other servant of the Company for any services rendered to the Company (whether or not such employee or other servant is a Member);
- (b) any interest on money lent by any Member at a reasonable and proper rate;
- (c) reasonable and proper rent for premises demised or let by any Member;

4. Winding Up

On the winding-up of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Members at or before the time of winding up and, subject to any such resolution of the Members, may be made by resolution of the Executive Committee at or before the time of winding up.

5. Guarantee

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

MANAGEMENT POWERS AND RESPONSIBILITIES

6. Officers

The Officers ("Officers") of the Company shall be:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;
- (d) up to three (3) Vice-Presidents;

- (e) the Meets Secretary;
- (f) the Membership Secretary;
- (g) the Communications Secretary.

7. The Executive Committee

The Executive Committee shall comprise:

- (a) the Officers;
- (b) such Officials determined by the Executive Board pursuant to article 12.3;
- (c) up to eight other Members; and
- (d) the chair or one nominated representative of each Sub Committee.

The members of the Executive Committee shall be the Directors of the Company.

8. Executive Committee general authority

Subject to the Articles, the Executive Committee is responsible for the management of the Company's business in accordance with its Objects, for which purpose they may exercise all the powers of the Company.

9. Members' reserve power

- 9.1 The Members may, by Special Resolution, direct the Executive Committee to take, or refrain from taking, specified action.
- 9.2 No such Special Resolution invalidates anything which the Executive Committee has done before the passing of the resolution.

10. Delegation

- 10.1 Subject to the Articles, the Executive Committee may delegate any of the powers and functions to sub committees:
 - (a) by such means (including by power of attorney);
 - (b) to such an extent;
 - (c) in relation to such matters or territories; and
 - (d) on such terms of reference (as updated from time to time by the Executive Committee);

as they think fit.

10.2 The Executive may revoke any delegation in whole or part, or the relevant terms of reference from time to time.

11. Sub Committees

11.1 Without prejudice to the Executive Committee's general power to establish sub committees and delegate certain powers and functions pursuant to article 10.1, the Executive Committee shall establish the following sub committees:

- (a) Membership Sub Committee, which shall be responsible for processing and approving applications from prospective new members validating applications against the Eligibility Requirements;
- (b) Hut Management Sub Committee ("HMSC"), which shall be responsible for maintaining the properties that the Company owns or leases
- (c) Publications Sub Committee ("PSC"), which shall be responsible for commissioning, publishing, marketing and selling of the Company guidebooks,

11.2 Each sub committee established by the Executive Committee must follow procedures set out in the applicable terms of reference agreed by the Executive Committee from time to time including, but not limited, those relating to the number of members on such sub committee (and any eligibility requirements), quorum for meetings and casting votes.

12. Officials

12.1 The Executive Committee shall appoint the following officials:

- (a) Finance Secretary;
- (b) Club Archivist;
- (c) Journal Editor;
- (d) Librarian;
- (e) Hut Bookings Secretary;
- (f) Dinner Organiser

12.2 The Executive Committee may also appoint other officials in addition to those named in article 12.1.

12.3 The Executive Committee shall determine whether any Official is a member of the Executive Committee. Any Official that is not a member of the Executive Committee may attend, and speak at, meetings of the Executive Committee but may not vote at any such meeting.

13. Elections

13.1 The following shall be elected at each Annual General Meeting:

- (a) each of the Officers; and
- (b) ordinary members of the Executive Committee;

and their respective terms in such role shall be from the date of such appointment until the next Annual General Meeting.

13.2 Each elected member of the Executive Committee shall retire at each Annual General Meeting.

13.3 A person retiring at an Annual General Meeting may stand for re-election save that unless agreed otherwise by Ordinary Resolution at the relevant Annual General Meeting:

- (a) no President or Vice-President may serve as such for more than three consecutive terms;
- (b) no other Officer may serve as such for more than five consecutive terms;
- (c) no other member of the Executive Committee may serve on the Executive Committee for more than four consecutive terms (excluding any period during which such member served as President, a Vice-President or an Officer).

13.4 If the Executive Committee wishes to re-propose an Officer to the Annual General Meeting for greater than five years it may do so subject to an Executive Committee vote on the issue. This shall constitute a personal interest of the Officer who shall withdraw from the room and take no part in the discussion or vote.

13.5 All candidates for election at an Annual General Meeting must be proposed in writing to the Secretary by the Executive Committee, or by at least two Members, at least 28 days in advance of the relevant Annual General Meeting.

13.6 The first persons holding the roles referred to in article 13.1 for the Company until the first Annual General Meeting following the Company's incorporation shall be such persons that were performing the corresponding roles for the Club on the date of the Transfer Agreement. Any period of service in any such roles for the Club shall be counted for the purposes of determining whether such person may be re-elected under clause 13.3.

14. Vacancies

The Executive Committee shall have power to fill any vacancies on the Executive Committee until the next Annual General Meeting, at which point they shall retire but may

stand for election. This period of service on the Executive Committee shall not be counted for the purposes of determining whether such person may be re-elected under clause 13.

15. Termination of membership of the Executive Committee

A person ceases to be a member of the Executive Committee as soon as:

- (a) that person ceases to be a director of the Company by virtue of any provision of the Act or is prohibited from being a director by law;
- (b) that person ceases to be a Member;
- (c) a Bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months;
- (f) notification is received by the Executive Committee from such person that such person resigning from such position, and such resignation has taken effect in accordance with the terms in the notification.

16. No Remuneration

All positions on the Executive Committee or any Sub Committee established by the Executive Committee shall not attract any remuneration from the Company for their services to the company as Executive Committee or Sub Committee members but Executive Committee or Sub Committee members may receive such payment as the Executive Committee determines for any other service which they undertake for the company.

17. Expenses

The Company may pay any reasonable expenses which any person properly incurs in connection with their attendance at meetings of the Executive Committee any Sub Committee established by the Executive Committee or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

BECOMING AND CEASING TO BE A MEMBER**18. Membership**

18.1 Each Club Member shall become a Member on the date of the Transfer Agreement.

18.2 The Company may admit to Membership any individual who:

(a) applies to the Company using the application process approved by the Executive Committee; and

(b) meets the Eligibility Requirements.

A letter shall be sent to each successful applicant by the Membership Secretary confirming their Membership of the Company and the details of each successful applicant shall be entered into the Register of Members.

18.3 The Membership Sub Committee shall review all applications for Membership. If the Membership Sub Committee cannot reach a unanimous decision, the application for Membership shall be referred to the Executive Committee. The Membership Sub Committee and Executive Committee may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

18.4 Any person admitted as a Member (other than pursuant to article 18.1) shall not have any rights, or enjoy any privileges, as a Member until such person has paid the relevant Subscription as confirmed by the Membership Sub Committee. A failure to pay such Subscription within three months of admission as a Member shall result in such persons' Membership of the Company being terminated.

18.5 Subject to approval by the members by Ordinary Resolution, the Executive Committee may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.

18.6 Without prejudice to the generality of article 18.5, the Executive Committee may elect as an Honorary Member any person who has rendered eminent service to the objects of the Company (taking into account any service to the objects of Club prior to the date of the Transfer Agreement). An Honorary Member shall have all the rights of a Member but shall be entitled to exemption from Subscriptions. Honorary Members remain liable for hut and other fees as they become due.

18.7 A Member's Membership is non-transferable.

19. Subscriptions

19.1 Subject always to articles 19.2, 19.3 and 19.4, the Subscriptions shall be determined by the Members from time to time by Ordinary Resolution.

- 19.2 The Subscriptions as at the date of the Transfer Agreement shall be the same as those in place in relation to the Club as at such date.
- 19.3 The Executive Committee may, without reference to the Members, increase the Member Membership Fee to an amount no greater than that last determined by the Members by Ordinary Resolution (or, where no such Ordinary Resolution has been passed, the Member Membership Fee determined under article 19.2) plus the increase in the Consumer Price Index since the date of such Ordinary Resolution (or, where no such Ordinary Resolution has been passed, the date of the Transfer Agreement) rounded up to the nearest pound.
- 19.4 The Executive Committee may, from time to time, reduce the Member Membership Fee to reflect any temporary suspension of Member benefits such as, by way of example, the closure of any of the Company's huts.
- 19.5 The Executive Committee may agree discounted Subscriptions for certain categories of Member based on age and/or length of continuous membership. For the purposes of determining any applicable discounts the Membership Sub Committee shall take into account the relevant person's membership with the Club when considering the period of continuous membership. Those Members in receipt of any age related benefit from the Club for discounted Subscriptions as at the date of the Transfer Agreement shall remain eligible for the same benefit from the Company until such time that any such benefit is withdrawn by the Executive Committee.
- 19.6 Each person admitted as a Member (other than pursuant to article 18.1) shall pay to the Company the applicable Subscription for the period from the date of admission to the end of the then current subscription year within three months of admission.
- 19.7 Each Member shall pay to the Company the applicable Subscription by such date determined by the Executive Committee in each year.
- 19.8 Any Member who has not paid the applicable Subscription within three months of the due date shall cease to have any rights, or enjoy any privileges, as a Member until such person has paid the relevant Subscription.

20. Termination of membership and misconduct

- 20.1 The Executive Committee may terminate the Membership of any Member without their consent by giving the Member written notice if such Member has not paid the applicable Subscription when due and remains in default for at least three months following the due date.

- 20.2 In the event that the Executive Committee (acting by a majority of at two thirds present at the relevant meeting) proposes to terminate a Member's Membership for any reason other than as set out in article 20.1, it shall give notice to that effect to the Member and such notice to the Member shall include the reasons for the proposed termination and must give the Member the opportunity to be heard in writing or in person as to why their Membership should not be terminated. The Executive Committee must consider any representations made by the Member and inform the Member of whether or not it still proposes to terminate such Member's Membership. In the event that termination is still proposed the Member shall have the right to appeal such decision at a general meeting called by the Executive Committee for the sole purpose of considering such appeal and:
- (a) If notice of such appeal is given to the Secretary within 30 days of the Executive Committee informing the Member that it still proposes to terminate such Member's Membership, the Executive Committee may only terminate the relevant Member's Membership if such termination is approved by at least two thirds of the Members present at such general meeting.
 - (b) If notice of such appeal is not given to the Secretary within 30 days of the Executive Committee informing the Member that it still proposes to terminate such Member's Membership, the Executive Committee may terminate such Membership without the need to call a general meeting.
- 20.3 A Member's Membership shall terminate if:
- (a) the Member dies; or
 - (b) the Member resigns by written notice to the Membership Secretary.
- 20.4 Following termination of a Member's Membership, the Member shall be removed from the Register of Members.
- 20.5 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any Subscription.
- 20.6 Any complaint made by a Member in relation to another Member shall be made in writing and addressed to the Secretary for consideration by the Executive Committee or the applicable Sub Committee as delegated by the Executive Committee from time to time. Any such complaint shall be considered and, where deemed appropriate by the Executive Committee or applicable Sub Committee, actioned in accordance with its disciplinary procedure in place from time to time.

21. Regulations

The Executive Committee may establish regulations governing matters relating to Company administration that are required from time to time for the effective operation of the Company and/or for the use of Company property and other facilities. If there is a conflict between the terms of these Articles and any regulations established under this article, the terms of these Articles shall prevail.

22. Journal, Archive and Library

22.1 The Executive Committee shall be responsible for the Journal.

22.2 The Company shall maintain an archive of all its published material including Annual Reports, Guidebooks, Journals, Newsletters, Records of the Executive Committee decisions, all Hut Log Books and a library of all Books, Journals and Periodicals acquired by, for or on behalf of the Company, or donated to it. No disposal of the whole or any part of such archive and/or library shall take place unless the Executive Committee is so authorised by the Members by Special Resolution.

PART 2**MEETINGS*****EXECUTIVE COMMITTEE*****23. Executive Committee to take decisions collectively**

The general rule about decision-making by the Executive Committee is that any decision of the Executive Committee must be either a majority decision at a meeting or a decision taken in accordance with article 24.

24. Unanimous decisions

24.1 A decision of the Executive Committee is taken in accordance with this article when all Eligible Executive Committee Members indicate to each other by any means that they share a common view on a matter.

24.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each Eligible Executive Committee Member or to which each Eligible Executive Committee Member has otherwise indicated agreement in writing.

24.3 A decision may not be taken in accordance with this article if the Eligible Executive Committee Members would not have formed a quorum at such a meeting.

25. Calling a meeting of the Executive Committee

25.1 A meeting of the Executive Committee may called by any two members of the Executive Committee by giving not less than 14 Business Days' notice of the meeting (or such lesser notice as all members of the Executive Committee may agree) to the other members of the Executive Committee.

25.2 Notice of any Executive Committee meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place;
- (c) the proposed business of the meeting; and
- (d) if it is anticipated that those participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

25.3 Subject to article 25.4, notice of an Executive Committee meeting shall be given to each member of the Executive Committee in writing.

25.4 A member of the Executive Committee who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the Executive Committee meeting.

26. Participation in Executive Committee meetings

26.1 Subject to the Articles, members of the Executive Committee participate in an Executive Committee meeting, or part of such a meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (e) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

26.2 In determining whether members of the Executive Committee are participating in an Executive Committee meeting, it is irrelevant where any member of the Executive Committee is or how they communicate with each other.

26.3 If all the members of the Executive Committee participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

27. Quorum for Executive Committee meetings

27.1 Unless a quorum is participating at an Executive Committee meeting, no proposal is to be voted on, except a proposal to call another meeting.

27.2 Subject to article 27.3, the quorum for the transaction of business at a meeting of the Executive Committee is any nine Eligible Executive Committee Members, unless there are less than nine Eligible Executive Committee Members in office for the time being, in which case such Eligible Executive Committee Members shall form a quorum.

27.3 For the purposes of any meeting of the Executive Committee (or part of such a meeting) held pursuant to article 30 to authorise a Conflict, if there is only one Eligible Executive Committee Member in office other than the Interested Executive Committee Member(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Executive Committee Member.

27.4 If the total number of members of the Executive Committee for the time being is less than the quorum required, the Executive Committee must not take any decision other than a decision:

- (a) to appoint further members of the Executive Committee, or
- (b) to call a general meeting so as to enable the Members to appoint further members of the Executive Committee.

28. Chairing of Executive Committee meetings

28.1 The President will be the chair of the Executive Committee.

28.2 The person so appointed for the time being is known as the Chairperson.

28.3 If the President is not participating in an Executive Committee meeting within ten minutes of the time at which it was to start, the participating members of the Executive Committee must appoint one of the Vice-Presidents (or if none are present another member of the Executive Committee) to chair it.

29. Casting vote

- 29.1 If the numbers of votes for and against a proposal are equal, the Chairperson has a casting vote.
- 29.2 Article 29.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chairperson is not an Eligible Executive Committee Member for the purposes of that meeting (or part of a meeting).

30. Conflicts of interest

- 30.1 The Executive Committee may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any member of the Executive Committee which would, if not authorised, involve a member of the Executive Committee (an Interested Executive Committee Member) breaching their duty to avoid conflicts of interest under section 175 of the Act.
- 30.2 Any authorisation under this article 30 shall be effective only if:
- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any member of Executive Committee for consideration in the same way that any other matter may be proposed to the Executive Committee under the provisions of these Articles or in such other manner as the Executive Committee may determine;
 - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Executive Committee Member; and
 - (c) the matter was agreed to without the Interested Executive Committee Member voting or would have been agreed to if the Interested Executive Committee Member's vote had not been counted.
- 30.3 Any authorisation of a Conflict under this article 30 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Executive Committee Member be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

- (c) provide that the Interested Executive Committee Member shall or shall not be an Eligible Executive Committee Member in respect of any future decision of the Executive Committee in relation to any resolution related to the Conflict;
- (d) impose upon the Interested Executive Committee Member such other terms for the purposes of dealing with the Conflict as the Executive Committee think fit;
- (e) provide that, where the Interested Executive Committee Member obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a member of Executive Committee) information that is confidential to a third party, they shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- (f) permit the Interested Executive Committee Member to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Executive Committee and be excused from reviewing papers prepared by, or for, the Executive Committee to the extent they relate to such matters.

30.4 Where the Executive Committee authorises a Conflict, the Interested Executive Committee Member shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Executive Committee in relation to the Conflict.

30.5 The Executive Committee may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Executive Committee Member prior to such revocation or variation in accordance with the terms of such authorisation.

30.6 A member of the Executive Committee is not required, by reason of being such a member (or because of the fiduciary relationship established by reason of being such a member), to account to the Company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Executive Committee in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

30.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided the member of the Executive Committee has declared the nature and extent of their interest in accordance with the requirements of the Act, a member of the Executive

Committee who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- (b) but shall not be an Eligible Executive Committee Member for the purposes of any proposed decision of the Executive Committee in respect of such existing or proposed transaction or arrangement in which they are interested and shall not be entitled to vote at a meeting of Executive Committee or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;
- (c) may act by themselves or their firm in a professional capacity for the Company (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if that member of the Executive Committee were not such a member;
- (d) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- (e) shall not, save as they may otherwise agree, be accountable to the Company for any benefit which that member of the Executive Committee (or a person connected with them (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

30.8 For the purposes of this article 30, references to proposed decisions and decision-making processes include any Executive Committee meeting or part of an Executive Committee meeting.

31. Records of decisions to be kept

The Executive Committee must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Executive Committee. Where decisions of the Executive Committee

are taken by electronic means, such decisions shall be recorded by the Executive Committee in permanent form, so that they may be read with the naked eye.

32. Executive Committee discretion to make further regulations

Subject to the Articles, the Executive Committee may make any regulation which they think fit about how they take decisions, and about how such regulations are to be recorded or communicated to the members of the Executive Committee.

GENERAL MEETINGS

33. Annual General Meeting

33.1 The Company shall hold an annual general meeting in each calendar year and the notice calling such meeting shall specify that it is the annual general meeting for such calendar year. Not more than fifteen months may elapse between successive annual general meetings.

33.2 The primary purpose of the Annual General Meeting shall be to approve the accounts of the Company for the preceding financial year and to elect persons to the positions referred to in article 13.1.

33.3 At least 28 clear days' notice shall be given for an Annual General Meeting.

34. Other general meetings

34.1 The Executive Committee may from time to time call general meetings and shall, upon the requisition in writing of not less than 25 Members stating the motion or motions to be brought forward, call a general meeting.

34.2 At least 21 days' notice shall be given for any general meeting that is not an Annual General Meeting. The notice convening the general meeting shall state the business to be transacted thereat and no business shall be transacted at such general meeting other than that specified in the notice.

35. Attendance and speaking at general meetings

35.1 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.

35.2 The Executive Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak at it.

35.3 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

35.4 Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35.5 Any general meeting of the Company, including (without limitation) an Annual General Meeting, may, if the Executive Committee considers it appropriate, be held either virtually by electronic means or in hybrid format with some Members attending in person and some other Members attending virtually by electronic means and each such Member so attending shall be "present" at such meeting for the purposes of the Articles.

36. Quorum for general meetings

No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum shall be at least 35 Members in attendance.

37. Chairing general meetings

37.1 The President shall chair general meetings if present and willing to do so.

37.2 If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

(a) the members of the Executive Committee present, or

(b) (if no members of the Executive Committee are present), the meeting,

must appoint a Member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

37.3 The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

38. Attendance and speaking by non-members

38.1 The chairperson of the meeting may permit other persons who are not Members to attend and speak at a general meeting on a specific agenda item.

39. Adjournment

39.1 If the Members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.

- 39.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 39.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by a majority of the Members present.
- 39.4 When adjourning a general meeting, the chairperson of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Committee, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 39.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same Members to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 39.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

40. Voting: general

- 40.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 40.2 A Member is able to exercise the right to vote at a general meeting when:
- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- (b) that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

41. Voting of members

Subject to the Act, at any general meeting:

- (a) every Member who is present in person (or by proxy) shall on a show of hands have one vote; and
- (b) every Member present in person (or by proxy) shall on a poll have one vote.

42. Errors and disputes

- 42.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 42.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

43. Poll votes

- 43.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.
- 43.2 A demand for a poll may be withdrawn if:
 - (a) the poll has not yet been taken, and
 - (b) the chairperson of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

- 43.3 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

44. Content of proxy notices

- 44.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name and address of the Member appointing the proxy;

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and
- (d) is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.

and a proxy notice which is not delivered in such manner shall be invalid, unless the Executive Committee, in their discretion, accepts the notice at any time before the meeting.

- 44.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 44.3 Proxy notices shall specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on resolutions.
- 44.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

45. Delivery of proxy notices

- 45.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 45.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

45.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

45.4 if a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

46. Amendments to resolutions

46.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:

- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

46.2 Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

- (a) the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

46.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on the original version of that resolution.

PART 3

ADMINISTRATIVE ARRANGEMENTS

47. Means of communication to be used

47.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

- 47.2 Subject to the articles, any notice or document to be sent or supplied to a member of the Executive Committee in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that member of the Executive Committee has asked to be sent or supplied with such notices or documents for the time being.
- 47.3 A member of the Executive Committee may agree with the Company that notices or documents sent to that member of the Executive Committee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 47.4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom post to an address in the United Kingdom, three Business Days after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 47.5 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

48. Indemnity and insurance

- 48.1 Subject to article 48.2, a relevant committee member of the company or an associated company may be indemnified out of the company's assets against—
- (a) any liability incurred by that relevant committee member in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that relevant committee member in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that relevant committee member as an officer of the company or an associated company.
- 48.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 48.3 In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (d) a "relevant committee member" means any member or former of the Executive Committee or any member or former member of a Sub Committee established by the Executive Committee.
- 48.4 The Executive Committee will purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant committee members in respect of any relevant loss.

PART 4

INTERPRETATION

49. Interpretation

- 49.1 In these Articles, unless the context requires otherwise:

Act: means the Companies Act 2006;

Affiliated Organisation: means the British Mountaineering Council or any other company, club or organisation with which the Company affiliates with from time to time where such affiliation has been approved by the members by Ordinary Resolution.

Affiliated Organisation Fee: means the annual fee charged by the Affiliated Organisation per Member in connection with the Company's affiliation with the Affiliated Organisation.

Annual General Meeting: means a general meeting held pursuant to article 33.

Articles: means the company's articles of association for the time being in force;

Bankruptcy: includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Bolt Funds: means funds setup to support installation and essential maintenance of bolts or other safety equipment;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Chairperson: has the meaning given in article 28.2;

chairperson of the meeting: has the meaning given in article 37.3;

Club Member: means a member of the Club as at the date of the Transfer Agreement;

Club: means the unincorporated association known as The Climbers' Club;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

Eligibility Requirements: the requirements to become a Member as determined by the Executive Committee from time to time, such requirements shall include an interest in the object of the Company as set out in Article 1 and shall be regardless of sex, gender identity, disability, ethnicity, nationality, sexual orientation, religion and other beliefs;

Eligible Executive Committee Member: means a member of the Executive Committee who would be entitled to vote on the matter at a meeting of the Executive Committee (but excluding in relation to the authorisation of a Conflict pursuant to article 30, any member of the Executive Committee whose vote is not to be counted in respect of the particular matter);

Executive Committee: means the board of directors of the Company from time to time;

Interested Executive Committee Member: has the meaning given in article 30.1;

Member: means a person whose name is entered in the Register of Members of the Company and Membership shall be construed accordingly;

Member Membership Fee: means the annual fee payable in respect of a Member's Membership of the Company.

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Officers: has the meaning given in article 6;

Official: means a person appointed as such under article 12.1 or article 12.2;

Ordinary Resolution: has the meaning given in section 282 of the Act;

participate: in relation to a meeting of the Executive Committee, has the meaning given in article 26;

President: the person elected as such from time to time at the most recent Annual General Meeting or, as the case may be, under article 14;

proxy notice: has the meaning given in article 44.1;

Secretary: the person elected as such from time to time at the most recent Annual General Meeting or, as the case may be, under article 14;

Special Resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

Subscriptions: means the total annual fees payable to the Company by a Member in respect of the Member Membership Fee plus any Affiliated Organisation Fee;

Transfer Agreement: the agreement entered into on or around the date of adoption of these Articles transferring the business and some or all of the assets of the Club to the Company;

Treasurer: the person elected as such from time to time at the most recent Annual General Meeting or, as the case may be, under article 14;

Vice-President: a person elected as such from time to time at the most recent Annual General Meeting or, as the case may be, under article 14;

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 49.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the company
- 49.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 49.4 A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 49.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 49.6 Any word following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 49.7 The Model Articles shall not apply to the Company.

Articles of Association Explanatory Notes

The Climbers' Club is currently in the process of incorporating as a Company Limited by Guarantee (CLG), one of the legal requirements is that the company adopts Articles of Association which replace our current Rules. Articles of Association are essentially the companies constitution outlining what it does and how it is to be run.

The Articles are going to be more detailed and somewhat longer than our current Rules as we have to abide by the Companies Act 2006 but this document provides some explanatory notes for the draft Articles and a comparison to our existing Rules. These Explanatory Notes do not form part of the Articles.

The process for drafting the articles has been as follows:

- The incorporation working group, provided an annotated version of our current 2023 Rules to our solicitor at Aaron & Partners, the aim was to incorporate our current Rules as far as possible unchanged and to keep the way the club is run unaltered.
- Our solicitor took the Rules and annotations and merged into the Model Set of Articles (the Model Articles are provided by Companies House and cover a lot of the standard items needed for a company).
- Our solicitor produced a first draft of the Articles which the committee reviewed and provided feedback to create v2.
- Our solicitor took this and generated v3 of the Articles which was provided to members to review and comment.
- We held a Zoom meeting on Thursday 30th November 2023 to get feedback from members and created v5 of the Articles.
- We held a further Zoom call on Thursday 3rd January 2024 to review v5 and obtained further feedback from members.
- We have produced a final version of the Articles that will be voted on at the AGM in February 2024.

Climbers' Club Governance

The Articles have been drafted to manage the company in the same way we manage the Club today.

- Members have overall control of the company.
- The Articles act as the constitution of the club and specify its purpose and how it should be run. Articles require a 75% majority vote to change and while undoubtedly we will need to change them in future, the expectation is that this should be relatively infrequent.
- The Committee (renamed Executive Committee) is charged with day to day running of the club.
- As the Club will now be a CLG, the members of the committee will become Directors of the company in order to provide the day to day running.
- The existing sub-committees, HMSC, PSC, Membership will remain as per today.
- The rules around who is on the Executive Committee, voting at AGM, term limits etc are carried forward and become Articles.
- Rules around subscriptions, authority to increase etc are also carried forward and become Articles.
- Some of the detailed points in various Rules are proposed to move into the Regulations (not least based on feedback that the BMC has tied itself in knots by having over-complicated and prescriptive Articles).
- A handful of Rules are either redundant for a company or better suited to Regulations so have not been carried forward.

Key Terms

The Articles refer to various key terms which are defined by the Companies Act and we have to follow, some of these may be familiar but others are not.

- **Directors** - directors are legally responsible for running the Company and must perform a set of 7 duties as outlined in the Companies Act, some good explanations can be found at
<https://www.gov.uk/guidance/being-a-company-director>
<https://companieshouse.blog.gov.uk/2019/02/21/7-duties-of-a-company-director/>
Under the new Articles the voting members of the Executive Committee will become Directors and take on the responsibility of running the Company – this is essentially no different from today except that the duties are more clearly defined and understood.
- **Ordinary Resolution** - these are essentially the same as resolutions that we pass today at AGMs and required a 50% majority to pass. As with our current Rules, there are various things that require an Ordinary Resolution to change such as increasing Subscriptions above inflation
- **Special Resolution** - these are like Ordinary Resolutions but require a 75% majority to pass, either at a quorate AGM or EGM or via a remote poll where at least 75% of members have to vote to pass. There are only limited circumstances in which we are likely to need a Special Resolution, most likely is changing the Articles or exercising the Members' Reserve Power. Special Resolutions will be used to replace the various parts of the Rules which state a two-thirds majority required to make a change. Note changing the Articles always requires a Special Resolution to pass and is part of the Companies Act.
- **Proxy (voting)** – it is a requirement of the Companies Act (section 324) that Members have the right to appoint a Proxy at an AGM/EGM if they are unable to attend. This is a change from our current Rules which do not permit Proxy (voting) and is one of the few alterations we need to make.

Regarding proxy voting there are pros and cons of allowing/disallowing discretionary proxies and the BMC has wrestled with this.

- A discretionary proxy allows the proxy to take on board new information or discussions at a meeting and cast their proxy vote based on this using their best judgement.
- The flip side and what has happened at the BMC is that by default most people appoint the chair or other director (in CC case President or Executive Committee member) as their proxy and allow them discretion on how to vote. This essentially forms a large block vote on behalf of "management" and the discussion at the meeting tends to be outweighed by the discretionary proxies. (This is also typically the case at large public companies where investment firms and pension funds cast proxy votes on behalf of shareholders and almost always vote in favour of "management").

It is a difficult balance to take but based on the BMC experience disallowing discretionary proxies works in favour of members and ensures the members have ultimate say in running the CC, therefore the CC articles insist that members provide a directed proxy, i.e. tell the Proxy how to vote on resolutions.

Note if a vote comes up that if not a resolution e.g. a vote for adjournment the proxy has discretion to vote as they see fit.

- **Article 24 Unanimous Decisions**
As per Article 23 the Executive Committee can either take decisions in a meeting (in person or remote) via a quorate majority decision or via "A written Board resolution" which has to be unanimous as per article 24 and voted on by all committee members (this is part of

the Companies Act). The Climbers' Club is unlikely to use Article 24, but might if we need a written Board resolution as opposed to signed committee minutes, for example for a financial or legal document.

- **Article 30 Conflicts of Interest**

There are essentially 2 types of conflict

- "transactional conflict"
- "inherent conflict"

A transactional conflict is something that relates to a particular item (e.g. discussion about affiliation to BMC if a member of the committee is also a director of the BMC or if the club wanted to buy a new hut and it so happened that the committee member was selling the hut). This is dealt with in Article 30.7 and conflicted committee members can't vote on such items.

An inherent conflict is just there, for example a private company has a key competitor and one person is a director of both companies. This is a conflict of interest and this person can't act in the best interests of both companies. However under Article 30.1 we can authorise such a conflict and impose such conditions as we require as per article Article 30.3. It is a bit hard to come up with "an inherent conflict" for the CC but maybe if a Committee Member was also a director at RockFax, our main guidebook competitor. We could authorise this conflict and impose a restriction that this committee member was not involved in any PSC business including reports.

- **Article 30.7** refers to various sections of the Companies Act 2006 regarding conflicts of interest – for ease of reference these are reproduced below.

- 177 (5) & 182 (5) This section does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question. For this purpose a director is treated as being aware of matters of which he ought reasonably to be aware.
- 177 (6) & 182 (6) A director need not declare an interest—
 - (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or
 - (c) if, or to the extent that, it concerns terms of his service contract that have been or are to be considered—
 - (i) by a meeting of the directors, or
 - (ii) by a committee of the directors appointed for the purpose under the company's constitution.

- **Article 30.1** refers to section 175 of the Companies Act 2006 regarding conflicts of interest – for ease of reference this is reproduced below.

Section 175: Duty to avoid conflicts of interest

(1) A director of a company must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

(2) This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).

(3) This duty does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company.

(4) This duty is not infringed—

(a) if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(b) if the matter has been authorised by the directors.

(5) Authorisation may be given by the directors—

(a) where the company is a private company and nothing in the company's constitution invalidates such authorisation, by the matter being proposed to and authorised by the directors; or

(b) where the company is a public company and its constitution includes provision enabling the directors to authorise the matter, by the matter being proposed to and authorised by them in accordance with the constitution.

(6) The authorisation is effective only if—

(a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and

(b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

(7) Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

- **Article 30.7 (e)** refers to section 176 of the Companies Act 2006 regarding a duty not to accept benefits from third parties – for ease of reference this is reproduced below.

Section 176: Duty not to accept benefits from third parties

(1) A director of a company must not accept a benefit from a third party conferred by reason of—

(a) his being a director, or

(b) his doing (or not doing) anything as director.

(2) A "third party" means a person other than the company, an associated body corporate or a person acting on behalf of the company or an associated body corporate.

(3) Benefits received by a director from a person by whom his services (as a director or otherwise) are provided to the company are not regarded as conferred by a third party.

(4) This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

(5) Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

- **Article 30.7 (e)** refers to section 252 of the Companies Act 2006 regarding persons connected with a director – for ease of reference this is reproduced below.

Section 252: Persons connected with a director

(1) This section defines what is meant by references in this Part to a person being “connected” with a director of a company (or a director being “connected” with a person).

(2) The following persons (and only those persons) are connected with a director of a company—

(a) members of the director’s family (see section 253);

(b) a body corporate with which the director is connected (as defined in section 254);

(c) a person acting in his capacity as trustee of a trust—

(i) the beneficiaries of which include the director or a person who by virtue of paragraph (a) or (b) is connected with him or

(ii) the terms of which confer a power on the trustees that may be exercised for the benefit of the director or any such person, other than a trust for the purposes of an employees’ share scheme or a pension scheme;

(d) a person acting in his capacity as partner—

(i) of the director, or

(ii) of a person who, by virtue of paragraph (a), (b) or (c), is connected with that director;

(e) a firm that is a legal person under the law by which it is governed and in which—

(i) the director is a partner,

(ii) a partner is a person who, by virtue of paragraph (a), (b) or (c) is connected with the director, or

(iii) a partner is a firm in which the director is a partner or in which there is a partner who, by virtue of paragraph (a), (b) or (c) is connected with the director.

(3) References in this Part to a person connected with a director of a company do not include a person who is himself a director of the company.

- **Article 49.1** refers to section 283 of the Companies Act 2006 regarding Special resolutions – for ease of reference this is reproduced below.

Section 283: Special resolutions

This section provides a definition of a special resolution, whether of the members generally or of a class of the members and whether as a written resolution or as a resolution passed at a meeting. A 75% majority is required. If a resolution is proposed as a special resolution, there is a requirement to say so, either in the written resolution text or in the meeting notice. Where a resolution is proposed as a special resolution, it can only be passed as such. (The main difference from the existing definition in section 378(2) of the 1985 Act

is that there is no longer a requirement for 21 days' notice where a special resolution is to be passed at a meeting. The subject matter of section 378(3) of the 1985 Act is now dealt with in section 307(4) to (6) (notice required of general meeting), while the subject matter of section 378(4) and (6) is dealt with in sections 320 and 301 respectively).

- **Article 43.1** refers to section 318(3) of the Companies Act 2006 regarding qualifying persons – for ease of reference all of section 318 is reproduced below.

Section 318(3) Quorum at meetings

(1) In the case of a company limited by shares or guarantee and having only one member, one qualifying person present at a meeting is a quorum.

(2) In any other case, subject to the provisions of the company's articles, two qualifying persons present at a meeting are a quorum, unless—

(a) each is a qualifying person only because he is authorised under section 323 to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or

(b) each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.

(3) For the purposes of this section a "qualifying person" means—

(a) an individual who is a member of the company,

(b) a person authorised under section 323 (representation of corporations at meetings) to act as the representative of a corporation in relation to the meeting, or

(c) a person appointed as proxy of a member in relation to the meeting.

- **Article 49.1** refers to section 1159 of the Companies Act 2006 regarding "subsidiary" – for ease of reference this is reproduced below.

Section 1159: Meaning of "subsidiary" etc

(1) A company is a "subsidiary" of another company, its "holding company", if that other company—

(a) holds a majority of the voting rights in it, or

(b) is a member of it and has the right to appoint or remove a majority of its board of directors, or

(c) is a member of it and controls alone, pursuant to an agreement with other members, a majority of the voting rights in it, or if it is a subsidiary of a company that is itself a subsidiary of that other company.

(2) A company is a "wholly-owned subsidiary" of another company if it has no members except that other and that other's wholly-owned subsidiaries or persons acting on behalf of that other or its wholly-owned subsidiaries.

(3) Schedule 6 contains provisions explaining expressions used in this section and otherwise supplementing this section.

(4) In this section and that Schedule "company" includes any body corporate

- **Article 49.1** refers to section 1168 of the Companies Act 2006 regarding electronic form – for ease of reference this section is reproduced below.

Section 1168: Hard copy and electronic form and related expressions

(1) The following provisions apply for the purposes of the Companies Acts.

(2) A document or information is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read.

References to hard copy have a corresponding meaning.

(3) A document or information is sent or supplied in electronic form if it is sent or supplied—

(a) by electronic means (for example, by e-mail or fax), or

(b) by any other means while in an electronic form (for example, sending a disk by post).

References to electronic copy have a corresponding meaning.

(4) A document or information is sent or supplied by electronic means if it is—

(a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and

(b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

References to electronic means have a corresponding meaning.

(5) A document or information authorised or required to be sent or supplied in electronic form must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient—

(a) to read it, and

(b) to retain a copy of it.

(6) For the purposes of this section, a document or information can be read only if—

(a) it can be read with the naked eye, or

(b) to the extent that it consists of images (for example photographs, pictures, maps, plans or drawings), it can be seen with the naked eye.

(7) The provisions of this section apply whether the provision of the Companies Acts in question uses the words "sent" or "supplied" or uses other words (such as "deliver", "provide", "produce" or, in the case of a notice, "give") to refer to the sending or supplying of a document or information.

A comparison of current (2023) Rules and the Articles of Association

Rule	Current Statement	Location in Draft Articles
1	<p>The Club shall be called 'THE CLIMBERS 'CLUB'.</p> <p>Its objects shall be to encourage mountaineering and rock-climbing and to promote the general interests of mountaineers and the mountain environment.</p>	<p>The company will be called 'The Climbers' Club Limited'</p> <p>Article 1</p>
2	<p>All people interested in the objects of the Club, as defined in Rule 1, shall be eligible as Members.</p> <p>This shall be regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.</p>	<p>Included in definition of Eligibility Criteria in Article 49</p>
3	<p>The election of members shall be in the hands of the Committee, which shall decide upon a candidate's qualifications.</p>	<p>Article 18.2</p>
4	<p>Every candidate for admission shall be proposed and seconded by members of not less than two years standing, who must have personal knowledge of the candidate.</p> <p>Both the proposer and the seconder shall submit a written report to the Committee in regard to the candidate.</p> <p>The candidate shall supply on the proposal form such details as are requested by the Committee, including particulars of his/her mountaineering experience and any other grounds on which eligibility is claimed.</p> <p>Any omission or inaccuracy in the particulars relating to the description of a candidate shall render the election voidable at the option of the Committee.</p>	<p>This is moved to the "Eligibility Criteria" which will be a separate document outside of the Articles but reflecting the current criteria in place, so that any changes ever needed do not require a change in the Articles.</p>
5	<p>The Honorary Membership Secretary shall send notification to a new member of election to the Club and forward a copy of these Rules.</p> <p>Payment by such new member of the subscription for the current year shall constitute an acceptance of the Club Rules.</p> <p>A new member shall not enjoy any of the privileges of the Club until this subscription is paid, and, if the same is not paid within three months of the date of election, the election shall be null and void.</p>	<p>Article 18.2 – the rules are replaced by the Articles</p> <p>The act of joining the company implies acceptance of the company articles</p> <p>Article 18.4</p>
6	<p>The Committee is empowered to elect as Honorary Members people who have rendered eminent service to the objects of the club. An honorary member shall have all the rights of an ordinary member but is entitled to exemption from the annual subscription.</p>	<p>Article 18.6</p>

	Honorary members remain liable for hut and other fees as they become due.	
7	<p>a) The annual subscription shall consist of the British Mountaineering Council subscription and the Club subscription.</p> <p>b) The British Mountaineering Council subscription shall be as set at the Annual General Meeting (or subsequent General Meeting) of the BMC.</p> <p>c) The Club subscription shall be determined by the club in General Meeting from time to time,</p> <p>d) subject to the Committee being empowered, without reference to a General Meeting, to increase the subscription to an amount no greater than that as last decided in General Meeting, plus the increase in the Retail Price Index since that Meeting and rounded up to the nearest pound.</p> <p>e) Members elected after 30th December in any subscription year shall pay half the annual subscription for that year.</p> <p>f) Members under the age of 25 shall pay half the Club subscription.</p> <p>g) Members over 70 years of age, with at least 15 years of continuous membership, may elect to pay half the Club subscription. Members over 80 years of age, with at least 15 years of continuous membership, may elect to pay a reduced subscription, as set by the committee. The Committee may, in exceptional circumstances, offer the reduced rate to members under 80 years of age.</p> <p>h) No member over 65 years of age currently paying the reduced subscription shall have the benefit withdrawn.</p> <p>i) The annual subscription will be collected as a single item.</p> <p>j) In the event that members resolve that the club shall affiliate to the BMC the members acknowledge and agree that they will become club members of the BMC and that the club shall pay the appropriate subscription on behalf of each member in the return filed by the club with the BMC.</p>	<p>Included in definition of Subscriptions in Article 49</p> <p>This is up to the BMC – not part of the Climbers’ Club Articles.</p> <p>Article 19.3</p> <p>Article 19.4</p> <p>Will become part of Regulations – (Rule is incorrect anyway)</p> <p>Article 19.5 but details have been extracted from Articles to form part of Regulations</p> <p>Article 19.5 but details have been extracted from Articles to form part of Regulations</p> <p>Article 19.5</p> <p>Will become part of Regulations</p> <p>Included in definition of Subscriptions in Article 49</p>
8	<p>No member shall vote or enjoy any of the privileges of the Club until the subscription has been paid.</p> <p>The Committee is empowered to remove the name of any Member not having paid the subscription within three months from the time when it became due,</p>	<p>Article 19.8</p> <p>Article 20.1</p>

	but may re-admit him/her on such terms as it shall think fit.	
9	<p>Any complaint by one Member against another must be in writing and addressed to the Honorary Secretary.</p> <p>If in the opinion of the Committee the alleged misconduct appears to have been prejudicial to the interests of the Club and/or its members, the Honorary Secretary shall by letter request an explanation from the member complained against.</p> <p>If no explanation acceptable to the Committee is received by the Honorary Secretary within a reasonable time, then the Committee shall have the power to take any disciplinary action which it considers appropriate.</p> <p>In serious cases, where it seems essential to take immediate action, the Officers shall consult among themselves to decide on the interim action to be taken pending the next Committee Meeting at which the matter will be determined.</p> <p>If expulsion from the Club is to be considered then the member must be invited to the Committee Meeting to make their case.</p> <p>If expulsion of the member or members concerned is deemed by the Committee to be appropriate it shall be by a two-thirds majority of the committee members present at the meeting,</p> <p>the member shall have the right of appeal at an Extraordinary General Meeting called by Committee for this purpose at which the majority for expulsion must be two-thirds of the members present.</p> <p>There shall be no rebate of subscription for an expelled member.</p>	<p>Article 20.6</p> <p>Article 20.2 & 20.6 – details moved to disciplinary procedure Appeal in Article 20.2</p> <p>Article 20.5</p>
10	Every notice to a member shall be considered as duly given when, posted to, transmitted electronically to, or delivered by hand at the last notified electronic or postal address.	Article 47.4

11	<p>The officers of the Club shall be</p> <p>the President,</p> <p>up to three Vice-Presidents,</p> <p>the Honorary Treasurer,</p> <p>the Honorary Secretary,</p> <p>the Honorary Membership Secretary,</p> <p>the Honorary Meets Secretary</p> <p>and the Honorary Communications Secretary.</p>	<p>Article 6</p>
12	<p>The affairs of the Club shall be managed by a Committee for which any member of the Club shall be eligible.</p> <p>The Committee shall consist of the Officers as defined in Rule 11, the Honorary Finance Secretary, eight ordinary members, and the Chairman or one nominated representative from each current Sub-Committee.</p> <p>The Committee shall have power from time to time to co-opt up to four extra members.</p> <p>At meetings of the Committee nine shall form a quorum.</p> <p>All decisions shall be reached by a majority and where there is equal voting the presiding chair shall have a second casting vote.</p>	<p>Article 8</p> <p>Article 7</p> <p>Not carried forward but under 12.2 the Executive Committee can elect other Officials and appoint them to the Executive Committee</p> <p>Article 27.2</p> <p>Article 29.1</p>
13	<p>The Committee may appoint Sub-Committees for which any member of the Club shall be eligible.</p> <p>Sub-Committees may include non-members but they shall not have voting rights. At meetings of Sub-Committees four shall be a quorum except in the case of HMSC where it shall be six. All decisions shall be reached by a majority and where there is equal voting the presiding chair shall have a second casting vote.</p>	<p>Article 11.</p> <p>Details moved to Terms of Reference as per Article 11.2</p>
14	<p>The committee shall have the power to delegate such executive powers as it deems necessary to ensure the efficient administration of the club in accordance with the objects of the Club as defined by Rule 1.</p>	<p>Article 10.1</p>

15	<p>Any member of the Committee or any Sub-Committee having a personal interest of whatsoever nature in any matter under discussion must declare that interest to the meeting giving full particulars.</p> <p>Such a member shall not be entitled to vote on that matter</p> <p>and may, at the discretion of the Committee or Sub-Committee, be debarred from discussion of that matter</p> <p>or be requested to withdraw from the meeting during discussion of that matter.</p>	<p>Conflict covered in 30 but goes beyond current wording to reflect current best practice regarding conflicts of interest</p>
16	<p>The Committee shall appoint members as</p> <p>Honorary Finance Secretary,</p> <p>Honorary Club Archivist,</p> <p>Honorary Journal Editor,</p> <p>Honorary Librarian</p> <p>and Honorary Hut Bookings Secretary.</p> <p>The Committee shall have the power to appoint members and non-members of the Club to such offices other than those referred to in Rule 4 (error in Rules, should be 11), and those named in this rule, as the Committee may determine.</p> <p>The Committee shall determine if they are to be members of the Committee as well.</p>	<p>Article 12.1, 12.2 & 12.3</p>
17	<p>All Officers of the Club and all ordinary members of the Committee shall be elected by the Club at the Annual General Meeting for one year;</p> <p>they may be re-elected subject to the following limitations, namely, that</p> <p>no President or Vice-President shall serve as such for more than three years</p> <p>and no ordinary member of the Committee for more than four years consecutively,</p> <p>The normal maximum term for the other Officers shall be five years.</p> <p>If the committee wishes to re-propose an officer/official to the AGM for greater than five years it may do so subject to a committee vote on the issue. This shall constitute a personal interest of the officer who shall withdraw from the room and take no part in the discussion or vote</p> <p>All Committee appointments shall cease at the Annual General Meeting each year; they may be reappointed by</p>	<p>Article 13.1, 13.2 & 13.3</p> <p>Article 13.4</p> <p>Article 13.2</p>

	<p>the Committee and shall be subject to confirmation each year by the Club at the Annual General Meeting.</p> <p>All times are reckoned from one Annual General Meeting to another.</p>	
18	<p>The Committee shall have power to fill, until the next Annual General Meeting, any vacancy occurring among the Officers or the rest of the Committee.</p> <p>For the purpose of Rule 8 (error, should be Rule 17), such ad- interim service shall not be counted.</p>	Article 14
19	<p>The Committee may make Regulations for the operation of the Club,</p> <p>and for the use of Club huts and other facilities.</p> <p>These regulations shall not contradict anything contained in the rules.</p>	Article 21
20	<p>The income of the club shall be used solely for furthering the objects of the club and for no other purpose.</p> <p>The committee may make donations to funds or organisation with objects consistent with those of the club as stated in Rule One.</p> <p>All proposed donations to bolt funds shall be put to the club at a General Meeting.</p>	Article 3.1 Article 3.2 Article 3.3
21	<p>In the event of dissolution of the club any assets remaining after settlement of all debts and liabilities shall not be paid or distributed among the members</p> <p>but shall be given or transferred to recognised charitable or not for profit organisation(s) having similar objects to those of the club.</p>	Article 4
22	<p>The Committee shall control the financial affairs of the Club,</p> <p>including bank accounts and other financial agreements</p> <p>and will, at all times, act prudently.</p> <p>The President, Treasurer and Secretary shall be signatories on all Club accounts.</p> <p>The Committee may approve additional signatories as required.</p> <p>Signatories will be added to or removed from accounts within two calendar months of the individual taking or leaving office.</p> <p>Administration shall be made as the Committee shall</p>	Included in general authority in Article 8 and Powers in Article 2 Details removed to Accounting Principles

	from time to time direct and in accordance with these Rules.	
23	<p>The property of the Club, except real property and leaseholds and any accounts that require trustees, shall be vested in the Committee for the time being.</p> <p>The Committee shall appoint Trustees in whom shall be vested real property and leaseholds and the income arising therefrom, and may from time to time appoint Trustees in whom shall be vested such part or parts of the property of the Club as the Committee shall direct.</p> <p>Separate Trustees may be appointed for any part of the property of the Club.</p> <p>All such Trustees shall deal with the property so vested in them as directed by resolution of the Committee from time to time (of which resolution an entry in the minute book shall be conclusive evidence), and they shall be indemnified against any claim, question, risk and expense out of the property of the Club.</p> <p>The Trustees shall be either members of the Club (in which case their number shall not be more than 4 nor less than 2, and they shall hold office until death or retirement unless removed from office by a resolution of the Club in General Meeting)</p> <p>or a company or other incorporated body competent to act as a Trust Corporation (in which case they shall hold office until retirement or resignation unless removed from office by a resolution of the Club in General Meeting)</p> <p>and may be remunerated for their services in accordance with their scale of charges for the time being in force.</p>	Redundant as no need for Trustees – company will own its own property
24	<p>Any Officer, Official, Committee or Sub-Committee member acting in connection with the management or administration of the affairs of the Club in accordance with the objects of the Club as defined in Rule 1 shall be indemnified against any civil liability incurred as a result of their acts or omissions.</p> <p>Any resulting costs or expenses will be met by the Club.</p> <p>The Committee shall arrange appropriate insurance to cover this liability.</p>	Article 48
24a	<p>The Committee shall have power to appoint guarantors to give indemnities to the London Clearing Banks, the Scottish Clearing Banks and the Irish Banks, as the Banks may request in connection with the scheme known as the 'Direct Debit Scheme' for the collection of member subscriptions by way of direct debit.</p> <p>The guarantors shall be entitled to be indemnified in respect of any claim question risk or expense arising out</p>	Redundant as no need for guarantors for direct debit – company acts in its own right

	of the giving of the indemnities to the Banks out of the property of the Club.	
25	The Annual General Meeting of the Club shall be held during February or as soon thereafter as possible, to receive the Statement of Accounts, to elect the Officers and Ordinary Members of the Committee for the ensuing year and to transact general business.	Article 33.1 & 33.2 Some of the details e.g. date removed to allow more flexibility and will go into Regulations
26	At least one month's notice shall be given of the date fixed by the Committee for the Annual General Meeting and 14 days at least before the Meeting, the Honorary Secretary shall send to each Member of the Club a copy of the Statement of Accounts and notice of the Meeting, which shall include particulars of the motions to be brought forward.	Article 33.3 – details of what must be provided moved to Regulations
27	The Committee shall at any time, upon the requisition in writing of not less than 25 Members stating the motion or motions to be brought forward, call an Extraordinary General Meeting of the Club. Alternatively, the Committee may resolve to call an EGM.	Article 34.1
28	Not less than 21 days' notice shall be given of an Extraordinary General Meeting; the notice convening the Meeting shall state the business to be transacted thereat and no business shall be transacted at such Meeting other than that specified in the notice.	Article 34.2
29	A General Meeting shall have power, by a majority of not less than two-thirds of the Members present in the room and on a live digital communication platform and voting, to alter or add to the existing rules of the Club.	Companies Act covers changing Articles – requires a Special Resolution
30	No vote shall be taken on any original motion affecting the rules or finance of the Club at a General Meeting, or at any adjournment thereof, unless notice in writing of that motion, signed by two Members, shall have been received by the Honorary Secretary at least 28 days before the time of such a Meeting. All candidates for election must be proposed by the committee or by two Club members 28 days in advance of the meeting.	General notice covered by 33.3 – details move to Regulations Article 13.5
31	The voting on all resolutions submitted to a General Meeting shall be by a show of hands, but a ballot shall be taken if demanded by not less than three Members.	Article 40 & 41 Article 43 – dropped requirement for 3

32	At any General Meeting 35 shall form a quorum.	Article 36
33	<p>The Committee may arrange entertainments, including Dinners, for the Club, to which it may invite guests on behalf of the Club.</p> <p>Members may, so far as space permits, introduce guests at their own expense.</p> <p>Except under special circumstances, an Annual Dinner shall take place on the same day as the Annual General Meeting.</p> <p>Notice of the date appointed for the Annual Dinner shall be sent to each Member at least one month before such day.</p>	Detail not required in Articles – will move to Regulations
34	<p>The Committee shall be responsible for the Journal and appointing its Editor.</p> <p>It will ensure that, subject to the availability of sufficient resources, Journals are published at least biennially.</p>	<p>Article 22.1</p> <p>Move requirement that subject to sufficient resources, journals are published at least biennially to regulations</p>
35	<p>The Club shall maintain an Archive of all its published material including Annual Reports, Guidebooks, Journals, Newsletters and all Hut Log Books and a Library of all Books, Journals and Periodicals acquired for or on behalf of the Club, or donated to it.</p> <p>The Committee shall act as ex- officio trustees of the Archive and Library and shall be responsible for ensuring that they are housed in secure locations and accessible for reference to all Members and other bona fide researchers.</p> <p>No disposal of the whole or any part of the Archive and Library shall take place unless the Committee are so authorised by a resolution of the Club in General Meeting of which due notice has been given and passed by a majority of not less than two-thirds of the Members present and voting.</p>	Article 22.2

DATED _____

2024

**Hilary Ann Lawrenson, Paul Drew and Others
(on behalf of the members of The Climbers' Club)**

- and -

(2) The Climbers' Club Limited

**AGREEMENT RELATING TO THE INCORPORATION OF
THE CLIMBERS' CLUB**



www.aaronandpartners.com

Ref: JAH.CLI037.1

Parties

- (1) **HILARY ANN LAWRENSON** of Walnut Cottage, 474 Loxley Road, Loxley Sheffield S6 6RS, **PAUL DREW** of Cae Glas, Lon Cae Glas, Llanbedr, Ruthin Clwyd LL15 1US and **ALISON LANCASHIRE** of Westbrook House, 38 Westbrook Drive, Chesterfield, Derbyshire, S40 3PQ (on behalf of the members of The Climbers' Club) (each a **Transferor** and together the **Transferors**).
- (2) **THE CLIMBERS' CLUB LIMITED** a private company incorporated and registered in England and Wales with company number 15315846 whose registered office is at Cae Glas, Lon Cae Glas, Llanbedr Dc, Ruthin, United Kingdom, LL15 1US (**Transferee**).

Background

- (A) The Transferors are authorised by the Members to transfer the assets of the Club to the Transferee.
- (B) The Transferee has agreed to accept the transfer of such assets and assume certain liabilities relating to the Club subject to and on the terms and conditions of this agreement.

Agreed Terms

1. Interpretation

- 1.1 The definitions and rules of interpretation in this clause apply in this agreement.

Assets: all property, rights and assets held by some or all of the Members (i) on trust for the Club; or (ii) as joint tenants or tenants in common for use in connection with the Club for the purposes of operating the business or activities of the Club; or (iii) subject to their contractual rights and liabilities to each other as set out in the constitution of the Club, and including, but not limited to, all rights, title and interest held by some or all of the Members on trust for the Club to, or in, each of the Properties.

Assumed Liabilities: all debts, liabilities and obligations of each Indemnified Person, whether actual or contingent, which are due or outstanding on or have accrued at the Effective Time, or which accrue after the Effective Time but relate to the period up to and including the Effective Time (including in connection with the Contracts and the Properties) in each case to the extent that such debts, liabilities and obligations have accrued or accrue solely as a result of acting on behalf of the Club (in whatever capacity) pursuant to the constitution of the Club in force at the time such act was carried out.

Business Day: a day (other than a Saturday, Sunday or public holiday) when banks in London are open for business.

Club: means the unincorporated trade association known as “The Climbers’ Club”.

Completion: the completion of the transfer of the Assets in accordance with this agreement.

Completion Date: the date of this agreement.

Contracts: all contracts entered into on behalf of the Club pursuant to the then current constitution of the Club, on or before, and which remain to be performed by any party to them in whole or in part, at the Effective Time.

Effective Time: the start of business on the Completion Date.

Indemnified Persons: all past and present: (i) members of the Club; and (ii) members of the Club’s executive committee.

Losses: includes all claims, liabilities, costs, expenses, damages and losses (including but not limited to any direct, indirect or consequential losses, loss of profit and loss of reputation) and all interest, penalties and legal costs and all other professional costs and expenses (calculated on a full indemnity basis).

Members: all members of the Club as at the Effective Time.

Nominees: the nominee(s) that hold legal title to the Properties (or any of them) on trust for the Club.

Properties: the properties listed in the Schedule.

- 1.2 References to clauses are to the clauses of this agreement.
- 1.3 A person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality).
- 1.4 A reference to a company shall include any company, corporation or other body corporate, wherever and however incorporated or established.
- 1.5 A reference to **writing** or **written** includes fax but not email (unless otherwise expressly provided in this agreement).
- 1.6 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms. Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.

- 1.7 A reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force as at the date of this agreement. A reference to a statute or statutory provision shall include all subordinate legislation made as at the date of this agreement under that statute or statutory provision.

2. Agreement to Sell and Purchase

The Transferors shall (on behalf of the Members) transfer to the Transferee, with effect from the Effective Time, the Assets and associated business and activities of Club.

3. Assumed Liabilities and Membership of the Transferee

- 3.1 The Transferee shall, with effect from the Effective Time, assume responsibility for and pay, satisfy or perform the Assumed Liabilities.
- 3.2 The Transferee shall indemnify and keep indemnified each Indemnified Person against all and any Losses suffered or incurred after the Effective Time in connection with any of the Assumed Liabilities.
- 3.3 Each Member shall have a right to become a member of the Transferee subject to:
- 3.3.1 such Member agreeing to become a member of the Transferee;
 - 3.3.2 payment of the applicable subscriptions; and
 - 3.3.3 the articles of association of the Transferee.

4. Consideration

The consideration for the Assets shall be the rights granted to the Members pursuant to clause 3.3

5. Completion

- 5.1 Completion shall take place on the Completion Date.
- 5.2 The Transferee shall, on or before the Completion Date, adopt new articles of association in the form annexed hereto.

6. Employees

The parties acknowledge and agree that no persons are employed by the Club as at the Effective Time.

7. Properties

The Transferors shall (on behalf of the Members) procure that the Nominees transfer legal title to each of the Properties to the Transferee on the Completion Date or as soon as reasonably practicable thereafter for such consideration and in such form as reasonably required by the Transferee. Until such transfer is complete (and registered at the Land

Registry (or its equivalent in Scotland as the case may be)) the Transferors shall (on behalf of the Members) give such instructions and directions to the Nominees in relation to the Properties as required by the Transferee from time to time.

8. Further Assurance

The Transferors shall (at the Transferee's own expense) promptly execute and deliver such documents, perform such acts and do such things as the Transferee may require from time to time for the purpose of giving full effect to this agreement.

9. Third Parties

9.1 Except as provided in clause 9.2, this agreement is made for the benefit of the parties to it and their successors and permitted assigns and is not intended to benefit, or be enforceable by, anyone else

9.2 Clause 3 is made for the benefit of each Indemnified Person and shall be enforceable by each of them to the fullest extent permitted by law.

9.3 The rights of the parties to rescind or vary this agreement are not subject to the consent of any other person.

10. Entire agreement

This agreement constitutes the entire agreement between the parties and supersedes and extinguishes all previous discussions, correspondence, negotiations, drafts, agreements, promises, assurances, warranties, representations and understandings between them, whether written or oral, relating to its subject matter.

11. Variation and Waiver

11.1 No variation of this agreement shall be effective unless it is in writing and signed by the parties (or their authorised representatives).

11.2 No failure or delay by a party to exercise any right or remedy provided under this agreement or by law shall constitute a waiver of that or any other right or remedy, nor shall it prevent or restrict the further exercise of that or any other right or remedy. No single or partial exercise of such right or remedy shall prevent or restrict the further exercise of that or any other right or remedy. A waiver of any right or remedy under this agreement or by law is only effective if it is in writing.

11.3 Except as expressly provided in this agreement, the rights and remedies provided under this agreement are in addition to, and not exclusive of, any rights or remedies provided by law.

12. Notices

- 12.1 A notice given to a party under or in connection with this agreement shall be in writing and shall be delivered by hand or by pre-paid first-class post, recorded delivery or special delivery in each case to that party's address at the beginning of this agreement (or to such other address as that party may notify to the other party in accordance with this agreement).
- 12.2 Delivery of a notice is deemed to have taken place if delivered by hand, at the time the notice is left at the address or if sent by post on the second Business Day after posting, unless such deemed receipt would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), in which case deemed receipt will occur when business next starts in the place of receipt (and all references to time are to local time in the place of receipt).
- 12.3 This clause 12 does not apply to the service of any proceedings or other documents in any legal action.

13. Severance

If any provision or part-provision of this agreement is or becomes invalid, illegal or unenforceable, it shall be deemed modified to the minimum extent necessary to make it valid, legal and enforceable. If such modification is not possible, the relevant provision or part-provision shall be deemed deleted. Any modification to or deletion of a provision or part-provision under this clause shall not affect the validity and enforceability of the rest of this agreement.

14. Counterparts

This agreement may be executed in any number of counterparts, each of which when executed shall constitute a duplicate original, but all the counterparts shall together constitute the one agreement.

15. Governing Law and Jurisdiction

- 15.1 This agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales.
- 15.2 Each party irrevocably agrees that the courts of England and Wales shall have exclusive non-exclusive jurisdiction to settle any dispute or claim arising out of or in connection with this agreement or its subject matter or formation (including non-contractual disputes or claims).

This agreement has been entered into on the date stated at the beginning of it.

The Schedule

Properties

1. The freehold land registered under title number CL251429 (The Count House, Pendeen, Penzance TR20 8YX).
2. The freehold land registered under title number DY452880 (Land adjoining the A625, Froggatt, Calver, Hope Valley S32 3ZJ).
3. The freehold land registered under title number CYM405749 (Cwm Glas Mawr, Nant Peris, Caernarfon LL55 4UL).
4. The freehold land registered under title number CYM405579 (4 Maidenwells, Pembroke SA71 5ET).
5. The freehold land registered under title number CYM405726 (Helyg Cottage, Capel Curig, Betws Y Coed and land adjacent LL24 0EU).
6. The freehold land registered under title number CYM419133 (Ynys Ettws, Nant Peris, Caernarfon LL55 4UL).
7. The leasehold land registered under title number CU282233 (Grange Old School, Grange, Keswick CA12 5UQ).
8. The land registered under title number INV28768 (Riasg, Roy Bridge PH31 4AE).



HM Revenue
& Customs

RfM Chartered Accountants
Reply by Email

BAI Clearance
HMRC
BX9 1JL

Email reconstructions@hmrc.gov.uk

Web www.gov.uk

Date 14 December 2023
Our ref CCT/9452/23/NR
Your ref GT/TOM/C252B

Dear Sir or Madam

THE CLIMBERS CLUB

Thank you for your letter of 4 December 2023. You have applied for clearance from the Commissioners for HM Revenue and Customs ('the Board').

Section 138 & 139(5) TCGA 1992 - Company Reconstructions

I am authorised to say that the Board are satisfied that the provisions of Section 137(1) and 139(5) Taxation of Chargeable Gains Act 1992 should not have effect in respect of those transactions included in your application where the conditions of Section 136 and 139 TCGA 1992 will be met.

This clearance does not extend to any aspect of the transactions other than as mentioned above. In particular, it does not say whether or not Section 136 or 139 TCGA 1992 actually applies to any of the proposed transactions. It is concerned only with the conditions for the anti-avoidance rule in Section 137(1) or 139(5) TCGA 1992 not to apply.

Effect of clearance notifications

Clearance notifications are given on the basis that the information provided in the application and in any subsequent correspondence fully and accurately describes all the facts and considerations material to the Board's decision. A notification cannot be relied on if any relevant details are inaccurately described or missing.

Notifications are given solely for the stated provisions and are not valid for any other matter.

Information is available in large print, audio and Braille formats.
Text Relay service number – 18001



Director: Jon Sherman

OFFICIAL



Jordan Frier on King of Spades E2 Morocco – Photo Paul Donithorne