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THE ABERDEEN PETROLEUM CLUB
CONSTITUTION

1. NAME

The Club shall be called "Aberdeen Petroleum Club" (hereinafter referred to as "the Club"). All references to the male genders shall mean equally the female genders.

2. OBJECTS

The objects of the Club shall be to actively promote, organise, conduct and provide sporting facilities for the Members together with the supply and promotion of ancillary social and cultural amenities. The Club is not established or conducted for profit and is open to all members of the public.

3. CLUB PREMISES

The Club premises shall be situated at Kippie Lodge, Milltimber, Aberdeen.

4. ADMISSION OF MEMBERS

4.1 The categories of Members will be as follows:

4.1.1 Ordinary Members

Candidates for Ordinary Membership shall be proposed and seconded by Ordinary or Family Members of the Club who shall sign the printed nomination form approved by the Management Committee. The proposed associate shall also sign the form.

4.1.2 Family Members

Candidates for Family Memberships shall be proposed and seconded by Ordinary or Family Members of the Club who shall sign the printed nomination form approved by the Management Committee. A Family Membership covers an individual, a spouse or partner and children under 18 all resident at the same address. A Family Membership has only one vote at any Meeting with either party eligible to be appointed to the Management Committee or and sub-committee.

4.1.3 Honorary Members

Honorary Membership may be extended to persons who have rendered distinguished services to the Club. Such Membership shall be granted only on the recommendation of the Management Committee and with the approval of not less than three-fourths of the Ordinary Members present and voting at the General Meeting. Such Honorary Membership shall continue at the discretion of the Management Committee.

4.1.4 Student Members

Children of Family Members in full time education between the ages of 18 and 22 shall be entitled to Student Membership on payment of a fee and on production of a valid student card, and in terms determined by the Management Committee from time to time at its sole and unfettered discretion.

4.1.5 **Junior Members**

Children of Family Members between the ages of 14 and 17 shall be entitled to Junior Membership on payment of a fee and in terms determined by the Management Committee from time to time in their sole and unfettered discretion.

4.1.6 **Senior Membership**

Family Members where one party is over the age of 60 or Ordinary Members over the age of 60 who have been members of the Club continuously for 5 years shall be entitled to a discount of subscriptions determined by the Management Committee from time to time at its sole and unfettered discretion.

4.1.7 **Dining Members**

Dining Members shall be such proposed and seconded by Ordinary or Family Members of the Club who shall sign the printed nomination for approval by the Management Committee at its sole and unfettered discretion. Dining Membership shall enable that Member to use the dining facilities of the Lodge but not other Club facilities

4.1.8 **Temporary Members**

Persons not resident in the area may be admitted as Temporary Members provided that their forms of nomination are approved and countersigned by a Member of the Management committee. Temporary Membership shall not be granted to any person for a period of over three months in a twelve month period. The Ordinary or Family Member proposing the Temporary Member will be wholly responsible for the conduct and account of the Temporary Member. Temporary Membership carries no voting rights. The charge for such Temporary Membership shall be fixed by the Management Committee at its sole and unfettered discretion.

4.2 The Management Committee shall retain the right to introduce new classes of membership to reflect changing circumstances subject to approval of these new classes of membership at a General Meeting.

4.3 The Management Committee at its sole and unfettered discretion shall consider all Candidates for Membership for approval.

4.4 When the Management Committee has approved a nomination of Membership, the Secretary shall notify the nominee in writing that he has been duly elected subject to payment of all Membership and other fees.

4.5 No person under 18 years of age shall be elected as an Ordinary Member of the Club.

4.6 The Secretary shall maintain a Register of Members, which shall be kept on the Club premises.

5. CESSATION OF MEMBERSHIP

5.1 A Member shall cease to be a Member of the Club:

5.2 If expelled in accordance with the provision of Rule 6 hereof;

5.3 If the Member should intimate his resignation in writing to the Management Committee and, all outstanding dues having been paid, the Management Committee should accept such resignation.

- 5.4 The Member should fail to pay his subscription in accordance with Rule 8 hereof.
- 5.5 In any event no refund of subscription shall be available to a Member upon his ceasing to be a Member for any reason, except with explicit approval of the Management Committee.

6. SUSPENSION AND EXPULSION

- 6.1 In the event of a breach by any Member of the Constitution or any of the Club Rules or the conduct of any Member within or out with the premises being such that, in the opinion of the Management Committee, it would bring discredit or be detrimental to the best interests of the Club, the Management Committee, at their sole and absolute discretion, shall have the power to suspend or expel such Member from Membership. Any such resolution of the Management Committee shall require a two-thirds majority of those present and entitled to vote.
- 6.2 On any question of suspension or expulsion the decision of the Management Committee, which will be communicated in writing to the Member in question, shall be final.

7. FEES AND SUBSCRIPTIONS

- 7.1 Waiting List and Joining Fees: The fee to be placed on the waiting list and the joining fee payable by Members on admission to the Club shall be such sum as may be determined from time to time by the Management Committee.
- 7.2 Subscriptions shall be determined annually by the Management Committee and may be increased by up to 5% per year by them. Increases greater than 5% may be determined from time to time by Members in a General Meeting for which not less than 14 days' notice of any motion to alter the subscription has been given.

8. PAYMENT OF SUBSCRIPTION

- 8.1 A subscription shall be due as soon as a Member is accepted by the Management Committee and must be paid before the Member is entitled to any of the privileges of the Club. Annual subscriptions will be payable before the 31st December in the preceding year. Fees may also be paid by monthly variable direct debit.
- 8.2 Any Member who does not pay his subscription on or before the last business day of January each year or whose direct debit payments fall into arrears may cease to be a Member of the Club at the sole and unfettered discretion of the Management Committee.

9. CONDUCT OF MEMBERS

- 9.1 All meetings, gatherings and entertainment or social activities of whatever kind of nature held or carried on for the benefit of all or any section of the Members within the Club premises shall be conducted in a respectable and orderly manner and no disorderly conduct or practices shall be committed or be allowed to be committed therein and no disturbances shall be created or allowed to be created which are detrimental or tend to bring discredit to the Club or which may be deemed a nuisance, and nothing shall be done or allowed to be done therein contrary to law or good morals.
- 9.2 No drunkenness, bad language or other misconduct shall be permitted on the premises. Any Member offending under this Rule shall be dealt with by the Management Committee in terms of Rule 6 hereof or otherwise as they in their sole and absolute discretion shall see fit.

- 9.3 No Member shall use the Club Name for advertising any event or function, which is not sanctioned by the Management Committee.

10. OFFICE BEARERS

- 10.1 The Office Bearers of the Club shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer. The Office Bearers shall be appointed from time to time by the Management Committee from their own number.
- 10.2 The appropriate Office Bearers from time to time as trustees ex officio shall subscribe all documents executed by or on behalf of the Club.
- 10.3 Office bearers will serve a minimum of three years and within that period the requirement for re-election under Rule 11 can be waived at the sole and unfettered discretion of the Management Committee.

11. MANAGEMENT COMMITTEE

- 11.1 The business affairs of the Club shall be under the control and management of the Management Committee.
- 11.2 The Management Committee shall consist of nine Ordinary or Family Members who shall include from their midst the Office Bearers.
- 11.3 At every Annual General Meeting of the Club, one third of the Members of the Management Committee for the time being or the number nearest to one third shall retire from office (with the exception of Rule 10.3). The Members of the Management Committee to retire in every year shall be those who have been longest in office, since their last election, but as between persons who became Members of the Management Committee on the same day, those to retire shall, unless they otherwise agree between themselves, be determined by lot. A retiring Member of the Management Committee shall be eligible for re-election and may serve up to a maximum of four consecutive terms.
- 11.4 All nominations by Members for election to the Management Committee must be submitted to the Secretary in writing, duly proposed and seconded by Ordinary or Family Members of good standing in the Club, not less than seven days prior to the date of the Annual General Meeting. Such nomination shall contain written confirmation by the person to be proposed of his willingness to be elected.
- 11.5 In the event of a vacancy arising in the Management Committee the remaining members of Committee shall have power to co-opt a Member of the Club to act until the next general meeting.
- 11.6 The Management Committee shall meet at least once a month for general business. The Chairman, or in his absence the Vice-Chairman, or in his absence an elected Chairman shall preside, and in the event of a tie he shall have second or casting vote.
- 11.7 Four members of the Management Committee shall constitute a quorum.
- 11.8 A member of the Management Committee shall cease to be a member in any of the following events:
- 11.8.1 if he shall intimate his resignation in writing to the Management Committee;
 - 11.8.2 if he shall cease to be a Club Member;
 - 11.8.3 if he shall fail to attend three consecutive Management Committee Meetings, unless he sends an explanation in writing which the Management Committee considers satisfactory.

- 11.9 The Management Committee shall have power to appoint Sub-Committees from their own number, to delegate to such Committees any special responsibilities, and to define their powers and duties and shall have power to co-opt Members of the Club to act in an advisory capacity on any Sub-Committee.

12. ANNUAL GENERAL MEETINGS (AGM)

- 12.1 An Annual General Meeting of Members shall be held not later than the last day of March in each year. Not less than 14 days' notice in writing shall be sent to all Members individually and intimated in the Club premises. The Notice shall incorporate an Agenda of the business to be transacted at such Meeting, and shall include:

12.1.1 to receive a report by the Management Committee on the affairs of Club for the previous financial year;

12.1.2 to receive a Statement of Accounts and Balance Sheet on the Report of the Independent Accountants for the previous financial year;

12.1.3 to elect Members to the Management Committee;

12.1.4 to transact such other business as may be proposed by the Management Committee or as shall have been communicated to the Secretary no later than the last working day of February prior to the date of the AGM by any Member and included in the Notice of Meeting.

12.2 At all General Meetings of the Members, the Chairman of the Management Committee whom failing, a member of the Management Committee, whom failing a Chairman to be elected by the Meeting, shall preside. The Chairman and 20 Members shall constitute a quorum

13 SPECIAL MEETINGS

A Special Meeting of the Members may be called at any time by the Management Committee and shall be called if requisitioned by not less than ten Members of the Club for the time being. Not less than 14 days written notice shall be given on any Special Meeting which shall be held, in the case of a requisition.

14. VOTING

- 14.1 Every Ordinary or Family Member present at an Annual General Meeting or Special Meeting and not disqualified for any reason specified in the Constitution shall have the right to one vote. In the case of Management Committee elections each Member in the categories above has a right to one vote per vacancy on the Management Committee. In the event of a tie, the Chairman shall have a second or casting vote.

- 14.2 At any Annual General Meeting or Special Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a written vote is (before or on the declaration of the result of the show of hands) demanded either by the Chairman or by at least ten Ordinary or Family Members present. Unless a poll be so demanded a declaration by the Chairman that a Resolution has been carried or carried unanimously or by a particular majority or loss and an entry to that effect in the books containing the Minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such Resolution.

- 14.3 On a poll, votes may be given either personally or by proxy.

- 14.4 The instrument appointing a proxy shall be in writing and signed by the appointee or his attorney duly authorised in writing. The proxy shall be an Ordinary or Family Member of the Club.
- 14.5 The instrument appointing a proxy shall be prepared by the Management Committee and shall require to be deposited at the Club's premises not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.
- 14.6 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

<p>THE ABERDEEN PETROLEUM CLUB KIPPIE LODGE, SPORTS & COUNTRY CLUB APPOINTMENT OF PROXY</p> <p>IMembership Number</p> <p>of</p> <p>hereby appoint: THE CHAIRMAN /</p> <p>as my proxy to vote for me, on my behalf, at the General Meeting of the Club to held on the day of and at any adjournment thereof.</p> <p>Signed..... Date.....</p>

- 14.7 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 14.8 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the Authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Club at its premises before the commencement of the Meeting at which the proxy is used.

15. ADJOURNMENT

Any General Meeting of Members, duly constituted, may be adjourned to such time or times as the Members present direct. No business shall be transacted at any adjourned Meeting, which could not have been transacted at the original Meeting.

16. CONSTITUTION

- 16.1 A copy of the Constitution shall be available for examination within the Club's premises by any Member or prospective Member and any Member shall be entitled to a copy of the Constitution.
- 16.2 The Constitution may be amended at a Special Meeting of Members called for that purpose and of which Notice has been given in accordance with the Provisions of Rule 13 hereof.

17. HOUSE RULES

- 17.1 The Management Committee may from time to time make such rules and by-laws, the "House Rules", as they consider necessary or desirable for the proper running and conduct of the Club and may from time to time alter, amend, vary or cancel any House Rules so long as they are consistent with the Constitution.
- 17.2 A copy of the House Rules in force from time to time, duly signed by the Secretary, shall be displayed in a prominent position in the premises and shall be binding on all Members whose duty it is to acquaint themselves therewith.
- 17.3 Any Member shall be entitled to a copy of the House Rules.

18. ACCOUNTS

Proper books and accounts should be kept showing the financial affairs of the Club in a manner approved by a firm of independent accountants. Accounts shall be made up annually to a date to be determined by the Management Committee and shall be reviewed by a firm of independent accountants to be appointed at the Annual General Meeting or, in the case of a casual vacancy, by the Management Committee. The said Accounts shall be submitted to the next following Annual General Meeting.

19. BANKING

All monies received on behalf of the Club will be banked in the name of the Club in such Bank, as the Management Committee shall from time to time determine. The Bank Account(s) shall be operated on a Bank mandate as may be determined by the Management Committee from time to time.

20. INVESTMENTS

The Management Committee may invest funds, not for the time being required for any of the objectives of the Club, in any investments allowed by law for the investment of such funds.

21. BORROWING POWERS

The Management Committee may borrow and raise any sum or sums of money for the purposes of the Club subject to a cap of £500,000 in aggregate at any time and guarantee and/or give security of the payment of money by or the performance of obligations of all kinds of the Club in such manner as the Committee may think it fit and particular, but without prejudice to the foregoing generality, to guarantee and/or give security by way of standard security, mortgage, charge, loan or other security upon the whole or any part of the property or assets of the Club or to issue debentures or debenture stock, perpetual or otherwise.

22. GUESTS

- 22.1 A Member may personally introduce guests but may only introduce more than eight guests on anyone day with the approval of the operational management. The Member introducing a guest will immediately upon the admission of such guests to the Club premises enter his name and the name and address of the guest in a book which shall be kept for the purpose and which shall show the date of each visit.
- 22.2 The following shall not be admitted as guests:
- Former Members who have been expelled; or
 - Persons who, having been nominated, have been refused Membership.
- 22.3 Members must accompany guests introduced by them during the period of their stay in the premises.
- 22.4 No guest shall be supplied with excisable liquor in the Club premises unless on the invitation of or in the company of a Member.
- 22.5 The Management Committee may at any time suspend or amend the rule authorising the introduction of guests.

23. PRIVACY

The privacy of Members must be respected at all times. No Member shall make any statement/announcement or issue any photograph whatsoever to the press, television or any other news media concerning any aspect of the Club Membership or activity.

24. ALCOHOLIC LIQUOR

Alcoholic liquor shall not be sold or supplied within the premises of the Club, except as shall be permitted in terms of the Licensing (Scotland) Act 2005 or any subsequent statute or legislation. No excisable liquor shall be sold or supplied in the Club premises for consumption off the premises, except to a Member of the Club in person for consumption by him or to a person holding a licence or a wholesaler's excise licence for the sale of such liquor. No alcoholic liquor shall be brought into the premises by either Members or their guests. No alcoholic liquor shall be sold or supplied in the Club to any person less than 18 years of age.

25. GENERAL

- 25.1 No Member of the Management Committee and no Manager or employee of the Club shall have any personal interest in the sale of assets or property of the Club or in the profits arising from such sales.
- 25.2 Only the Chairman will give all orders and instructions to the Club Manager and other full-time employees of the Club.
- 25.3 No Member of the Club shall have power to incur any debt or other liability on behalf of the Club without prior written authority of the Management Committee.
- 25.4 No notice shall be posted or exhibited in any part of the premises except by authority or with the written approval of the Management Committee.

26. INTERPRETATION

- 26.1 All questions as to the interpretation or application of this Constitution shall be referred to the Management Committee whose decision shall be final.
- 26.2 The Management Committee shall have the power to determine any matters relating to the Club not specifically provided for in this Constitution and their decision shall be final.

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