

# Constitution of the Oxford University Cave Club

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March 2009: approved at OUCC General Meeting 11/3/2009

Checked by the Chair, Jack Williams, in September 2017, and confirmed that it is accord with the current practices, valid until the end of the following academic year, September 2018.

## **Name & Objects**

1. The Club is called the Oxford University Cave Club. The Club's objects are the support, development and promotion of Caving and related activities, in the University of Oxford; and its income and property shall be applied solely to those objects.

## **Compliance**

2.
  - (a) The Club shall be administered in accordance with the regulations for University Clubs which are published from time to time in the Proctors' and Assessor's Memorandum ("the Proctors' Memorandum"). At the time of the adoption of this Constitution the Club is designated by the Proctors as an "established sport".
  - (b) The Club shall effect and maintain registration with the British Caving Association (BCA) as long as they remain eligible for such affiliation: and make every effort to comply with all the safety procedures which the BCA prescribes or recommends as good practice.
  - (c) The Club shall observe its Code of Conduct on Safety Matters which is set out in the Schedule to this Constitution, ensure compliance with the Code by the members of the Club, and follow an appropriate procedure for Risk Assessment. Both the Code of Conduct and the procedure for Risk Assessment must be acceptable to the Sports Federation.

## **Membership**

3. The members of the Club shall be those who are eligible and apply for membership of the Club, who are admitted to and maintained in membership by the Committee, and who have paid the relevant Club Subscription.
4. In addition to 3 above, membership of the club shall only be open to individuals who recognise that caving and associated activities are activities with a danger of personal injury or death. Members shall be aware of and accept these risks, and agree to be responsible for their own actions and involvement

5. All matriculated members of the University and all persons whose names are on the University's Register of Visiting Students shall be eligible to become members of the Club.
6. The Committee may also, at its discretion, admit to membership :-
  - (a) Members of the University's Permanent Private Halls who are not matriculated into the University;
  - (b) Members of Ruskin College; Plater College; Ripon College, Cuddesdon; St Stephen's House; The Oxford Institute of Legal Practice and The Westminster Institute of Oxford Brookes University;
  - (c) Employees of the University of Oxford or its Colleges;
  - (d) Other persons not being members or employees of the University or its Colleges, or of one of the institutions given in (a), (b) and (c) above, provided such persons shall not constitute more than one-fifth of the total membership.
7. The Committee may remove a person from membership for good cause. The person concerned may appeal against such removal to the Senior Member.
8. Failure to pay the subscription, shall, after a warning, cause membership to lapse if the Committee wish it; and the Secretary shall inform the member concerned of that fact.
9. Honorary Life membership may be conferred on any person who has rendered special services to the Club or to caving.

### **General Meetings**

7. There shall be an Annual General Meeting for all members of the Club in Hilary Full Term, convened by the secretary on not less than fourteen days' notice.
8. The Annual General Meeting will :
  - (a) receive the annual reports of the Committee for the previous year and the annual accounts of the Club for the previous year, the report of the accounts having been approved by the Committee;
  - (b) receive a report from the Committee on the Club's compliance with paragraph 2 above;
  - (c) elect Members of the Committee in accordance with paragraph 23 below: the Committee's nominations for the Officers and the Senior Member shall be contained in the notice of the Meeting: any alternative nominations must be seconded and have the consent of the nominee, and must be received in writing by the Secretary not less than seven days before the date of the Meeting: nominations for other Committee Members may be taken from the floor of the meeting. Honorary Members will not be entitled to vote in this election;

- (d) consider any motions of which due notice has been given, and any other relevant business.
9. A General Meeting may be called by the Committee once in each of Michaelmas and Hilary Terms.
  10. An Extraordinary General Meeting may be called in any Full Term; by the President, the Chair, the Secretary or the Treasurer on not less than seven days' notice; or on a written requisition by seven or more members, stating the reason for which the meeting is to be called, and delivered to the Secretary not less than fourteen days before the date of the Meeting. An Extraordinary General Meeting may consider only the matters for which it has been called.
  11. Prior to all General Meetings, notice of the agenda shall be sent out with notice of the Meeting.
  12. The quorum for a General Meeting shall be eight members present in person of whom three must be members of the Committee. When any financial business is to be transacted, there must be present the Treasurer, or a member of the Committee deputed by the Treasurer to represent his or her views to the Meeting (provided that where it is a case of a deputy, the only financial business transacted shall be that which was set out in the agenda accompanying the notice of the Meeting).
  13. Voting at a General Meeting shall be only by those present; however the Chair of the Meeting may at his / her discretion, admit proxy votes from members not able to be present for good reason. Elections and Motions put before a General Meeting shall be decided by a simple majority of those voting, except as noted in paragraphs 27 (changes to Constitution), 28 (removal of Committee members) and 31 (dissolution of Club), where a 2/3rds majority is required. In the event of a tied vote, the Chair of the Meeting has the casting vote.

### **The Committee**

14. The affairs of the Club shall be administrated by a Committee consisting of not more than twelve persons, which shall determine the subscriptions payable by the members of the Club, and have ultimate responsibility for the activities of the Club. Members of the University shall at all times make up the majority of the members of the Committee. The Committee shall have control of the funds and property of the Club, and of its administration.
15. The quorum for a Committee meeting shall be three Committee members present in person. When any financial business of the Club is to be transacted there must be present the Treasurer, or a member of the Committee deputed by the Treasurer to represent his / her views to the Meeting.
16. The Committee shall be made up of the Chair, the Secretary, the Treasurer

(together, the "Office Holders"; and their offices are referred to as "the Offices"), the Senior Member (who is known as the President), the Meets Secretary, the Equipment Officer, the Lamps Officer, the Safety Representative, and up to five other persons. The Chair, the Secretary and the Treasurer shall each be either a member of the Club whose eligibility stems from paragraphs 5, 6(a), 6(b) or 6(c) above, or (with approval from the Proctors) a member of Congregation. If his or her eligibility stems from 6(a), 6(b) or 6(c) above, on election to office he or she must undertake to abide by the Proctors Memorandum and to accept the authority of the Proctors on Club matters.

17. The Chair shall have the right to preside at all meetings of the members of the Club and at all meetings of the Committee. Should the Chair be absent, or decline to take the chair, the Committee shall elect another member of the Committee to chair the meeting.
18. The Chair shall be entitled to draw upon the funds of the Club for the reasonable expenses of guests who address the Club.
19. When appointed, the Chair shall have charge of the Hat and shall wear it at each General Meeting or provide a substitute.
20. The Secretary shall:
  - (a) maintain a register of the members of the Club, which shall be available for inspection by the Proctors on request;
  - (b) give notice of meetings of the members and the Committee;
  - (c) draw up minutes of those meetings;
  - (d) notify the Proctors (through the Director of Sport) promptly following the appointment and resignation or removal of Office Holders and other members of the Committee;
  - (e) advise the Proctors (through the Director of Sport) promptly of any changes in the Constitution;
  - (f) notify the Proctors (through the Director of Sport) not later than second week of every Full Term of the programme of meetings which has been arranged for that term (e.g. by providing them a copy of the "term card");
  - (g) provide the Insurance Section with full details of any insurance cover purchased from or through a National Governing Body;
  - (h) inform the Proctors if the Club ceases to operate, or is to be dissolved, and in doing so present a final statement of accounts.
  - (i) take responsibility for the operation and updating of a suitable club web-page displaying (at a minimum) current club contacts, the Constitution, and the Code of Conduct on Safety Matters and procedure for Risk Assessment approved from time to time by the Safety Officer under paragraph 2(d) above.
21. The Treasurer shall:
  - (a) keep proper records of the Club's financial transactions in accordance with current accepted accounting rules and practices;

- (b) develop and implement control procedures to minimise the risk of financial exposure, such as procedures to be reviewed regularly with the University's Internal Audit Section ("Internal Audit");
- (c) ensure that bills are paid and cash is banked in accordance with the procedures developed under (b);
- (d) prepare an annual budget for the Club and regularly inform the Committee of progress against that budget;
- (e) ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate;
- (f) seek advice as necessary on tax matters from the University's Financial Division;
- (g) develop and maintain a manual for all written procedures for aspects of the Treasurer's responsibility;
- (h) make all records, procedures and accounts available on request to the Senior Member, the Proctor and Internal Audit;
- (i) forward a copy of the annual accounts up to 31st July as soon as possible after the year end (and in any event no later than 1st October following the year end), signed by the Senior Member, to the Proctors through the Director of Sport for retention on the Proctors' files.
- (j) if the Club has a turnover in excess of £30,000 in the preceding year, or if owing to a change in the nature of scale of its activities, it may confidently be expected to have such a turnover in the current year, subject its accounts to audit by the University's auditors (or other auditors approved in advance by the Proctors). Accounts are to be ready for audit within 4 months after the year-end and the costs of the audit shall be borne by the Club.

23. The Senior Member shall:-

- (a) hear appeals from removal from membership under paragraph 7 above;
- (b) following paragraph 21(i) above, consider the accounts of the Club and sign them if he or she considers them to be in order;
- (c) ensure that adequate advice and assistance is available to the Secretary and the Treasurer in the performance of their responsibilities under paragraphs 20 and 21 above;
- (d) be available to represent and speak for the Club in the public forum, and before the Courts of the University and the University authorities.

22. The roles of other members of the Committee shall be as defined in the Club's Code of Conduct.

23. The members of the Committee shall be elected by the members of the Club annually, and shall be eligible for re-election. The members of the Club shall not appoint several individuals to hold any of the Offices jointly, however individuals may hold more than one Office at a time if so decided by a General Meeting. Office Holders are eligible for re-election to their current Office. The members of the Club shall appoint a Member of Congregation as the Senior Member when electing other members of the Committee each year. The Senior Member shall be a member of the Committee ex officio.

24. If vacancies occur amongst the members of the Committee during the period between the annual elections to Offices, the Committee shall have the power of filling the vacancy or vacancies up to the next Annual General Meeting by co-option.

25. Each Office Holder must, on relinquishing his or her appointment, promptly hand to his or her successor in Office (or to another member of the Club nominated by the Committee) all official documents and records belonging to the Club, together with (on request from the Committee) any other property of the Club which may be in his or her possession; and must complete any requirements to transfer authority relating to control of the Clubs bank accounts, building society accounts, or other financial affairs.

26. Without derogating from its primary responsibility, the Committee may delegate its functions to finance and general purposes to subcommittees; which are made up exclusively of members of the Committee.

27. The Committee shall have the power to make regulations, in accordance with this Constitution, and to settle any disputed points not otherwise provided for in this Constitution. Any alteration to this Constitution shall require the approving vote of two-thirds of those present in person or by proxy at a General Meeting.

28. No member of the Committee shall be removed from office except by the approving votes of two-thirds of those present in person or by proxy at a General Meeting.

## **Indemnity**

29. So far as may be permitted by law, every member of the Committee and every Officer of the Club shall be entitled to be indemnified by the Club against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution or discharge of his or her duties or the exercise of his or her powers, or otherwise properly in relation to or in connection with his or her duties. This indemnity extends to any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or her as a member of the Committee or officer of the Club and in which judgement is given in his or her favour (or otherwise disposed of without any finding or admission of any material breach of duty on his or her part), or in which he or she is acquitted, or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.

30. So far as may be permitted by law, the Club may purchase and maintain for any member of the Committee or Officer of the Club insurance cover against liability which by virtue or any rule of law may attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Club and against all costs charges, losses and expenses and

liabilities incurred by him or her and for which or she is entitled to be indemnified by the Club by virtue of paragraph 29.

### **Dissolution**

31. The Club may be dissolved at any time by the approving votes of the two-thirds of those present in person or by proxy at a General Meeting. The Club may also be dissolved (without need for any resolution of the members) by means of not less than thirty days notice from the Proctors to the Secretary of the Club if at any time the Club ceases to be registered with the Proctors.

32. In the event of the Club being dissolved, its assets shall be distributed in a manner consistent with the objects of the Club and which meets with the approval of the University.

### **Interpretation**

33. Any question about the interpretation of this Constitution shall be settled by the Proctors.