

COUNCIL OF NORTHERN CAVING CLUBS

British Caving Association

Agenda for Committee Meeting 13th September 2014, Hellifield Village Institute, 9:30am

Supplementary Document C – Proposed constitution with changes/comments in response to feedback received up to 8th September 2014

All differences between this document and the previous document (in supplement A and B) are highlighted with explaining comments. These have been made in response to comments received up until the 8th September 2014. Please bring both versions (Supplement B and this) so that both the original and amended wording can be compared.

(1) Definition

- 1a The organisation shall be called the Council of Northern Caving Clubs. This may be abbreviated as 'the Council' or 'the CNCC'.
- 1b The Council is a voluntary association of recognised caving clubs.
- 1c The Council cannot interfere with the individuality of any club.
- 1d The Council's area of operation is Lancashire, Yorkshire, and all areas north of these in England and Scotland (hereafter called 'the North').

(2) Aims & Objects

- 2a To ensure, maintain, and where appropriate, enhance, access to caves and potholes by negotiation and/or agreements with farmers, landowners or authorities.
- 2b To secure and maintain good relations, and act as general co-ordinating body between cavers and farmers, landowners, gamekeepers, local residents and other interested parties.
- 2c To encourage and educate cavers to respect and conserve caves and the countryside.
- 2d To represent the general interests of member clubs and northern cavers.
- 2e To act as general disciplinary body and arbitrator in the event of any act considered detrimental to caving and cavers as a whole.

(3) Membership

- 3a There are two categories of membership: Full and associate.
- 3b All paid-up member clubs of the British Caving Association (BCA) and properly constituted cave rescue associations, unless already full members, will become associate members.
- 3c Full membership will be granted only to a properly constituted club which is owned and controlled by its members and is considered by the Council to be a responsible club who have demonstrated and continue to demonstrate a significant input or involvement in caving in the North.
- 3d Applications for full membership must be made in writing by an officer of the club.
- 3e Option A:** Applications may be discussed at a General Meeting only if accompanied by a supporting letter from two full member clubs, one to propose the application and one to second the proposal.
- 3e Option B:** Applications may be discussed at a General Meeting only if accompanied by a supporting letter from one full member club to propose the application. This proposal must then be seconded by another full member club before voting occurs.
- 3e Option C:** Applications must be proposed and seconded by full member clubs before being voted upon at a General Meeting.
- 3f Acceptance of applications will be decided by majority vote at a General Meeting.** This should be performed as the first agenda item after apologies and establishment of a quorum. If accepted, full membership will take immediate effect (a letter to authorise the club's representative to vote at the meeting will still be required, see section 9g).

Comment [U1]: WORDING CHANGE

A few minor wording tweaks here to address some comments that have been received

Comment [U2]: WORDING CHANGE

The existing wording stated that applications 'will be accepted...' which suggests that acceptance is an inevitability! This has been changed this to address this.

(4) Finance

- 4a Funding will be via budget heads as defined by BCA.
- 4b The Council shall have the power to raise funds from other sources.
- 4c Should the Council be dissolved (see section 11c), all assets belonging to the Council should be sold, the income from which, together with whatever funds are held in the accounts, should be:

Option A: split equally between all full member clubs.

Option B: split between full member clubs based on their number of BCA registered members.

Option C: transferred to the UK Cave Conservation Emergency Fund.

Option D: transferred to organisation(s) of the outgoing committee's choosing where it will be used to benefit cave conservation, access, and/or rescue.

- 4d(i) The Committee may choose to agree an expenditure amount, below which the Treasurer may authorise, and above which must be authorised by the Committee. Until this is agreed, the default position is that all expenditures exceeding £100 must be authorised by the Committee.

OR

- 4d(ii) The Committee may choose to agree an expenditure amount, below which the Treasurer may authorise, and above which must be authorised by the Committee. Until this is agreed, the default position is that all expenditures exceeding £100 must be authorised by the Committee. Where a need for expenditure arises which exceeds the agreed limit, but which is deemed by the Treasurer to require urgent action (before the next scheduled Committee meeting), the Treasurer may seek majority approval of the Committee by documented communication (e.g. email). Documentation showing all responses must be presented at the next Committee meeting.

Optional:

- 4e No more than one third of the Council's total funds may be spent in a given year (AGM to AGM) without prior authorisation by vote at a General Meeting.

Comment [U3]: NO CHANGES

However, I would like to clarify that in the Supplement B comments, it was stated that this was current practice. Since the AGM this year, no cap has been agreed, therefore this is NOT current practice. However, it is felt that this would be good practice and therefore, this proposed addition to the constitution has been retained

Comment [U4]: NEW PROCESS

All comments received to date have agreed that the cap is a good idea. However, one comment raised concern about what would happen if expenditure was needed urgently (e.g. if a well-used cave entrance collapsed and needed immediate attention). Under such circumstances, should we allow the Committee to approve an expense exceeding the cap by Email, to avoid the need for a Committee meeting for such a matter?

To address this comment, option 4d(ii) has been added for consideration as an alternative to 4d(i)

Comment [U5]: The question has been raised 'what would happen if a major expense arose that required immediate attention?' If this expense was >1/3 of the councils funds, we would need to call an SGM, however, this requires 10 weeks' notice and ten letters, so might not be quick enough to be adequately responsive to some emergency matters that might arise. It has been suggested that an option to allow an Emergency General Meeting to be called at shorter notice should be included, for such circumstances. I would like to explore this option further at the Committee Meeting and have added section 9I as a starting point for consideration. Alternatively, we simply don't include point 4e (it has always been listed as optional)

(5) The Committee

- 5a **Option A:** The Committee consists of fourteen full member clubs each of which has one vote.
- 5a **Option B:** The Committee consists of a maximum of fourteen and a minimum of ten full member clubs each of which has one vote.
- 5b Each committee member may send one voting representative to committee meetings.
- 5c The Committee will work to fulfil the aims and objectives of the Council.

(6) The Officers

- 6a The Officers are
- (i) Chairman
 - (ii) Secretary
 - (iii) Treasurer
 - (iv) Access Officer
 - (v) Conservation Officer
 - (vi) Training Officer
- 6b If at all possible, the Officers should belong to full member clubs.
- 6c The Officers will manage the day to day running of the CNCC, will work to fulfil the aims and objectives of the Council, and will act upon the instructions of the Committee.
- 6d The Committee may choose to appoint 'co-opted officers' to perform or assist with other duties. Co-opted officers are not required to be subject to the same application/election procedure as Officers, but should instead be confirmed by the Committee on an annual basis.
- 6e Officers and co-opted officers do not have a vote associated to their role, and may vote at meetings only under the circumstances of section 6f.
- 6f When an Officer or co-opted officer is also the representative for a committee member or full member club they are still entitled to present their club's vote at meetings.

Comment [U6]: NO CHANGES

However, I would like to clarify that in the Supplement B comments this was stated as being current practice. It has been pointed out that this is incorrect, as no formal procedure exists for this, and not all co-opted officers are currently subject to an annual review. This is however still considered 'good practice' and so the suggested wording remains.

(7) Election of Officers and Committee

7a Officer and Committee terms of office:

- (i) Committee and Officers shall be elected every year at a General Meeting.
- (ii) The outgoing Committee will stand down at the start of the meeting.
- (iii) Outgoing Officers will stand down at the end of the meeting.
- (iv) Co-opted officers may continue in their role after the meeting, pending an annual review of their position by the new Committee.

7b Application procedure

- (i) Written applications for Officer and Committee positions must be submitted a minimum of eight weeks before the General Meeting.
- (ii) Applications for Officer posts must be signed by the applicant.
- (iii) Applications for Committee positions must be signed by an officer of the applicant club.
- (iv) Applications do not need to be proposed and seconded prior to voting.
- (v) The list of applicants and any supporting statements they provide must be included in the draft agenda for the General Meeting.
- (vi) Only if there are insufficient applications received conforming to the above criteria, **or if none of these applicants prove to be eligible upon voting**, may applications for vacant posts be accepted which are made on the day from those present and eligible at the meeting.

7c Election procedure

- (i) For Officer positions, each club may vote to select one applicant per position.
- (ii) For Committee positions, each club may vote by selecting a maximum of fourteen applicants.
- (iii) An applicant must receive a minimum of three selections to be considered eligible.
- (iv) **OPTION ONE:** Eligible applicants with the most selections will be elected: One applicant per Officer position and fourteen applicants to the Committee. If there are between ten and thirteen eligible applicants after voting, a Committee with this number will be formed. If there are fewer than ten eligible applicants, those applicants which are eligible will be elected and voting will be repeated with the remaining applicants.
- (iv) **OPTION TWO:** Eligible applicants with the most selections will be elected: One applicant per Officer position and fourteen applicants to the Committee. If there are fewer than fourteen eligible applicants, those applicants which are eligible will be elected and voting will be repeated with the remaining applicants.
- (v) In the event of a tie, a further vote will be held between the tied applicants.

Comment [U7]: WORDING CHANGE

This has been added as it was pointed out 'what if there is an advanced application, but they do not get enough votes to be eligible'. We still need the option to allow someone in the room on the day to stand under these circumstances, and the previous wording does not allow this. Therefore, this point has been expanded with the highlighted addition to cover this eventuality.

(8) Committee meetings

- 8a The Committee and Officers shall meet at least three times per year as convened by the Secretary
- 8b The Secretary shall call a Committee meeting if requested in writing by three or more members of the Committee.
- 8c A draft agenda for Committee meetings should be made available at least six weeks ahead of each meeting. This should provide a summary of the anticipated topics. Additional topics may be added to the agenda (and notification given) or discussed under 'Any Other Business'.
- 8c Any Committee member may propose a motion. The motion may only proceed to a vote if seconded by another Committee member.
- 8d Committee votes may only be delivered by the representatives present at the meeting. Each representative should have the club's authority to vote according to what they believe their club's wishes would be, to enable them to be responsive to any proposed motions or any discussions not outlined on the meeting agenda. Representatives may be required by the Chairman or Secretary to provide proof that they are the selected representative for their club.
- 8e Outcomes will be decided by majority of all voting representatives.
- 8f For a meeting to be quorate, at least six Committee members must be represented and at least **one Officer** must be present (the **Officer** may also be a Committee member representative, thus giving an absolute minimum of six persons required for the meeting to be quorate).
- 8g Minutes of Committee meetings shall be taken. A draft should be reviewed by the Secretary and anyone he/she deems necessary to help ensure their accuracy, clarity, brevity and completeness. The final draft minutes should be made available to all full member clubs as soon as possible, and these should be confirmed at the next Committee meeting.
- Minutes should include as a minimum:
- (i) The names of all individuals present. All voting representatives (and the club which they are representing) must be indicated.
 - (ii) The date, time and place of the meeting.
 - (iii) Any proposals put to the meeting, including the identity of the proposer and seconder.
 - (iv) The number of votes for, against and abstentions for each proposal.
- 8h Figures for the attendance of Committee members (number of meetings attended over the last year) should be included in the supporting papers for each AGM.

Comment [U8]: WORDING CHANGE

Important: There was an error in the draft constitution in supplements 1 and 2. This point had been changed from current practice to require TWO officers to be present. Current practice only requires ONE. There was no intention to change from current practice here and this was an error by the authors.

Comment [U9]: WORDING CHANGE

This whole point has been extensively amended in response to comments.

Comment [U10]: ADDED WORDING

A comment was received that we should elaborate on the expected content of the minutes. Here is additional wording to address this comment.

(9) General Meetings

- 9a A General Meeting is a meeting of all full member clubs of the CNCC.
- 9b There shall be an Annual General Meeting (AGM), held in February or March every year.
- 9c A Special General Meeting (SGM) may be held at any time of the year. This must be requested in writing to the Secretary, with details of any proposed motion(s), by an officer from each of at least ten full member clubs. The meeting must be held not later than the 10th weekend following the date of receipt of the final request.
- 9d The Constitution may be amended only at a General Meeting. Notification of any motion affecting the Constitution must be received by the Secretary eight weeks before the meeting and the proposed wording must be included in the draft agenda.
- 9e All full member clubs must be notified of a General Meeting, and a draft agenda and supporting papers made available at least six weeks in advance of the meeting.
- 9f Additional items (excluding Officer/Committee applicants and matters affecting the Constitution) may be later added to the draft agenda (with notice of this given to all full members), or raised on the day under 'Any Other Business'. Full member club representatives should have authority to vote according to what they believe their club's wishes would be, to enable them to be responsive to any proposed motions or any discussions not outlined on the agenda.
- 9g Full member club representatives at General Meetings must produce a letter, signed by an officer of their club, to confirm they have authority to deliver a vote for that club. **It is an expectation that this letter has been approved by the club's committee.**
- 9h Each full member club shall have one vote which must be delivered by their representative present at the meeting.
- 9i Outcomes will be decided by majority vote of all voting representatives present.
- 9j **Eight (ten?)** full member clubs shall constitute a quorum at General Meetings.
- 9k Minutes of General Meetings shall be taken, and should include as a minimum the items presented in 8g. A draft should be reviewed by the (incoming) Secretary and anyone he/she deems necessary to help ensure their accuracy, clarity, brevity and completeness. The final draft minutes should be made available to all full member clubs as soon as possible, and these should be confirmed at the next General Meeting.

OPTIONAL:

- 9l Under certain circumstances an Emergency General Meeting (EGM) may be called. This may be achieved at the request of two thirds of the total Committee (rounded down). This request may be made either at a Committee meeting or by other recorded means, with an agreed agenda. An EGM may only be called if there is firm evidence that it would be detrimental to the CNCC or northern caving to leave the intended agenda item(s) until the next planned General Meeting, or until a SGM can be called. Once called, an EGM must be held within three weekends, and an agenda must be made available ten days ahead of the meeting. The constitution may not be amended at an EGM.

Comment [U11]: ADDED WORDING

A comment was received that this letter (and thus the representative) should have been agreed by the club's committee. A possible way to address this would be to add this highlighted sentence. To be discussed further.

Comment [U12]: PROCESS CHANGE

A comment has been received that this number should be raised to the minimum number required to form a Committee (ten if the suggestion in this draft document is accepted). This comment was made in light of the fact that the current proposal allows, in theory, eight clubs to elect ten clubs to the Committee. We should discuss this at the meeting.

Comment [U13]: WORDING CHANGE

This whole point has been extensively amended in response to comments.

Comment [U14]: PROCESS CHANGE

See comment U5. If we do decide to include an option for an EGM, here is some wording to get started with (the timings are only suggestions and can be amended). This will only be considered if there is agreement of a need to include the option for an EGM

(10) Access procedure

- 10a Where special access arrangements have been drawn up between landowners and the Council, the following procedure will apply.
- 10b All rules and conditions must be adhered to as laid down in the respective agreements.
- 10c Full details of access agreements when completed or revised shall be made available to all full member clubs.
- 10d The Committee shall appoint Meets Secretaries as necessary to issue permits to visit caves and potholes covered by the agreements, in accordance with the stipulated conditions and in accordance with the Committee's instruction.
- 10e Meets Secretaries shall be considered as co-opted officers.
- 10f Applications for permits will be accepted only from CNCC member clubs.
- 10g All member clubs accept responsibility for the activities and behaviour of their individual members and guests in the areas subject to the agreements.

(11) General

- 11a The Council cannot accept liability of costs for any damage, fire, theft, legal fees, injury etc.
- 11b In the event of a serious breach of the Constitution by a member club, a Special General Meeting may be called to consider whether disciplinary action should be taken. **Any disciplinary action must be proposed and approved only at a General Meeting**, and may include recommendation of expulsion from the BCA.
- 11c The Council may only be dissolved by a two-thirds majority vote of all full members at a General Meeting (rounded up to the nearest whole number of voting full members).

Comment [U15]: WORDING CHANGE
Highlighted text added based on feedback received to clarify that only a General Meeting can authorise disciplinary action.