



DERBYSHIRE CAVING ASSOCIATION

CONSTITUTION

As at February 2020

1. NAME:

The name of the Association shall be the Derbyshire Caving Association, hereinafter referred to as the Association.

2. OBJECTS:

- 2.1 The Association is a Regional Caving Council in membership of the British Caving Association, hereinafter referred to as BCA.
- 2.2 The objects of the Association shall be to foster the spirit of co-operation between organisations and individuals interested in any aspect of caving and kindred subjects in the area of Derbyshire and vicinity and to foster co-operation between the caving world and other bodies or individuals.
- 2.3 The Association shall not itself be a caving club.

3. MEMBERSHIP:

- 3.1 Membership shall be open to any organisation or individual interested in the objects of the Association, subject to the approval of the Council of the Association. Membership application forms may be obtained from the Membership Secretary or downloaded from the Association's website.
- 3.2 Full membership shall be in two grades as hereunder:
 - a. Club Member - any club, society or organisation subject to para 3.1 run by an elected committee and properly constituted. Such clubs, societies or organisations shall be members of BCA or one of its constituent bodies.
 - b. Individual Member- any person subject to 3.1.
- 3.3 Associate membership shall be open to organisations interested in the objects of the Association but not qualifying as a Club Member under para 3.2a. Organisations applying for Associate membership shall be proposed by an existing Club or Individual Member of not less than 12 months standing within the Association. Associate Members shall have provisional membership until their membership of BCA or one of its constituent bodies is confirmed.
- 3.4 Clubs applying for full membership shall be proposed by an existing Club Member or Individual Member of not less than 12 months standing within the Association. Club Members shall have provisional membership status until their membership of BCA or one of its constituent bodies is confirmed. A representative of the applicant Club may be required to attend the Council meeting at which the application is to be considered.
- 3.5 Individuals applying for full membership shall be proposed by an existing Club or Individual Member of not less than 12 months standing within the Association. The individual may be required to attend the Council meeting at which their application is to be considered.
- 3.6 Applications for Individual Membership must be accompanied by the correct entry fee and subscription, which will be returned if the applicant is not elected.
- 3.7 Honorary membership:
 - a. Honorary membership of the Association may be offered to an individual who, in the view of the Association's members, has rendered exceptional service to Derbyshire caving.
 - b. Nomination by at least 10% of Member Clubs together with at least 10% of Individual Members in writing to the Association's Secretary shall be required for a person to be proposed as an Honorary Member. Such a nomination must be received by the Secretary at

least 6 weeks before the meeting at which it is to be considered.

- c. A proposal to offer honorary membership may only be made at the Annual General Meeting or at a Special General Meeting called for that purpose by the Council.
 - d. The consent of the person to be nominated shall be obtained prior to the nomination being put before the Association. Members must be given at least 3 weeks written notice that the proposal is to be put.
 - e. The proposal shall be withdrawn before being considered by the meeting if not less than 25% of Member Clubs together with not less than 25% of Individual Members notify the Secretary in advance of the meeting of their objection to the nomination.
 - f. The proposal shall require a 75% majority vote of approval by those present at the meeting for the nominated person to be elected as an Honorary Member.
 - g. A person elected as an Honorary Member shall have the same full rights and privileges as an Individual Member but shall not pay a subscription or any other levy.
 - h. The Membership Secretary shall contact each Honorary Member of the Association at the beginning of each calendar year to confirm that the individual concerned wishes to retain that status.
- 3.8 Peak Instructed Caving Affiliation shall be regarded as a DCA affiliated organisation such that members of PICA are automatically accepted as Associate Members of DCA following receipt of an application. This associate membership to become operational following ratification at a DCA Council or General meeting and subject to confirmation of membership of BCA.
- 3.9 Affiliate membership shall be open to organisations or individuals interested in receiving a specific service provided by DCA but who are not otherwise members under paras 3.2 or 3.3. Such affiliate membership shall be available for a fee but shall not entitle the Affiliate Member of any voting rights or any services provided by DCA other than that specified.

4. SUBSCRIPTIONS AND ENTRANCE FEES

- 4.1 Club and Associate Members shall not be required to pay a subscription direct to DCA. The Association will expect to receive from BCA a sum sufficient to cover the approved expenditure on services for those members.
- 4.2 Individual Members shall pay an initial entrance fee plus an annual subscription.
- 4.3 The amount of the Entrance Fee and Annual Subscription shall be decided upon by the Association at a Council meeting during the year prior to the year in which it is to be put into effect.
- 4.4 Any Individual Member joining the Association after 30th September shall be deemed to have paid the subscription for the following year.
- 4.5 All subscriptions become due on 1st January and any member more than 6 months in arrears shall be deemed to have resigned from the Association except that such members shall be first sent a reminder of their arrears by the Membership Secretary.

5. OFFICERS AND COUNCIL

- 5.1 Election of Officers and Cave Discovery Fund Panel Members:
 - a. The following Officers shall be elected by nomination and majority vote at each Annual General Meeting to serve for one year: Chair, Vice-Chair, Secretary, Treasurer. Additional Officers shall be elected to cover other aspects of the Association's work, the posts required shall be agreed by the Council meeting prior to the Annual General Meeting. Retiring Officers shall be eligible for re-election. Any Elected Officer may co-opt an Assistant providing that such appointments are made known to the Association at the next Council meeting. Any additional Officers who may be deemed necessary for the efficient running of the Association may be co-opted at Council meetings to act for the remainder of the year.
 - b. In addition to the Officers, three Ordinary Members of the Grants Panel of the Cave

Discovery Fund shall be elected by nomination and majority vote at each Annual General Meeting.

- 5.2 Nominations for Officers and Panel Members may be submitted in advance or at the Annual General Meeting and the nominee must signify in advance in writing their willingness to accept office if they cannot be present at the meeting.
- 5.3 In the event that an Elected Officer ceases to carry out their duties, they may be removed from office by the unanimous written agreement of the rest of the Elected Officers. Such a decision must be notified to all members and the Officer so removed shall have the right of appeal at the next Council meeting.
- 5.4 Each Elected Officer shall be at liberty to form a Sub-Committee to assist in carrying out their work, providing that the Association are made aware at the next Council meeting. Minutes shall be taken of all meetings of such Sub-Committees and a copy of those Minutes shall be entered by the Secretary in the Association's Minute Book.
- 5.5 The affairs of the Association shall be run by a Council consisting of the Elected Officers together with Individual Members and the official representatives of Member Clubs.

6. PROCEDURE AT COUNCIL MEETINGS

- 6.1 Each member club may send one voting representative to Council Meetings. Nominated representatives must present written authorisation signed by an Officer of their Club at or before the beginning of each meeting. Individual Members may attend Council Meetings. Associate Members and observers are welcome at Council Meetings but may not vote.
- 6.2 The Council shall meet to discuss the affairs of the Association at least three times per year or at more frequent intervals as may be deemed necessary by the Elected Officers. A quorum at Council Meetings shall consist of at least 4 persons who are Elected Officers.
- 6.3 In the event that a vote is taken at a Council Meeting a simple majority of those entitled to vote shall be sufficient for a motion to be passed. Of those present, each Elected Officer shall have one vote, each Club representative shall have one vote and each Individual Member shall have one vote. No person shall represent more than one club. No person may vote both as an Individual Member and as an Elected Officer. A person holding more than one post as an Elected Officer shall have only one vote. The Chair or Presiding Officer shall have no vote other than a casting vote.
- 6.4 At least 3 weeks written notice shall be given to all members of the date of a Council Meeting. Written notice shall include notice via email.

7. PROCEDURE AT ANNUAL AND SPECIAL GENERAL MEETINGS

- 7.1 Voting at General Meetings:
 - a. Each Member Club may send one voting representative to General Meetings. Nominated representatives must present written authorisation signed by an Officer of their Club at or before the beginning of each meeting. Each Club Representative and each Individual Member has one vote.
 - b. Voting shall be conducted in two "Houses", one for Club Representatives and one for Individual Members. A motion not affecting the Constitution shall be taken as succeeding if a simple majority of votes cast by those present and voting for the motion is obtained in each House, otherwise the motion shall fall.
 - c. Associate Members may attend meetings but may not vote or hold office.
 - d. Observers are welcome and may, with the permission of the Chair, speak at the meeting but may not vote.
- 7.2 In the event of a tie, the Chair or Presiding Officer shall have a casting vote. They shall not as Chair have a normal vote whilst occupying this position.
- 7.3 No one person shall represent more than one club.

- 7.4 A quorum for General Meetings shall consist of 4 Club Representatives and 4 Individual Members. The rules stated above (see 7.3) shall also apply for the purpose of establishing a quorum.
- 7.5 There shall be an Annual General Meeting held each year to be presided over by the Chair. The Annual General Meeting shall take place during February.
- 7.6 A Special General Meeting of the Association may be called by a minimum of 3 Elected Officers or by 10% of Member Clubs together with 10% of paid up Individual Members upon written notification to the Secretary. Written notification shall include notification by email.
- 7.7 At least 9 weeks written notice must be given to all members of the date of the Annual General Meeting or of any Special General Meeting. Proposals must be notified to the Secretary with the signatures of the proposer and seconder at least 6 weeks in advance. At least 3 weeks written notice shall be given to all members of any matters to be raised at a General Meeting. All reference to written notice in this paragraph shall include email.
- 7.8 The Chair or Secretary may call an Emergency General Meeting with 2 weeks written notice to all Members, such notice to include by email. At such a meeting only the matter giving rise to the Emergency shall be considered.
- 7.9 There shall be a Congress held at intervals to be decided by the Council.

8. ACCOUNTS

- 8.1 Proper books of accounts shall be kept by all Officers of the Association and the Treasurer shall submit audited accounts annually. The financial year of the Association shall run from 1st January to 31st December in any one calendar year.

9. LIMITATIONS

- 9.1 The Association shall have no power to interfere or mediate in the internal affairs of any member unless specifically requested to do so by that member.
- 9.2 The Association shall have no call upon the properties or assets of any member other than the authorised subscription and neither shall the Association be responsible for any debts or liabilities incurred by any member other than such expenses as are approved by the Council.
- 9.3 No member may make use of the Association's name without the express permission of the Council.
- 9.4 Any Officer or member of a Committee, Sub-Committee or Working Party of the Association shall be required to declare in writing (including by email) to the Chair or Secretary from the outset any financial interest which arises from any undertaking which may impinge upon the work of the Association. Such declaration must be notified to the Council at the earliest opportunity.
- 9.5 Any member acting against the interests of Speleology or against the interests of the Association may be expelled from the Association but such member shall have the right to appeal to the Council.

10. CONSTITUTIONAL AMENDMENTS

- 10.1 Amendments to the Constitution of the Association and to the Constitution of the cave Discovery Fund may only be made at the Annual General Meeting or at a Special General Meeting called for that purpose by the Council.
- 10.2 At least 9 weeks written notice must be given to all members of the date of the Annual General Meeting or Special General Meeting. At least 3 weeks written notice shall be given to all members of any proposals for Constitutional amendments. These must be sent to the Secretary with the signatures of the proposer and seconder at least 6 weeks before the Annual General Meeting or Special General Meeting. All reference to written notice in this paragraph shall include email.

10.3 Voting shall be conducted in two "Houses", one for Club Representatives and one for Individual Members. A proposed Constitutional amendment shall be taken as succeeding if at least 70% of votes cast by those present and voting in each House is obtained in each House, otherwise the motion shall fall.

11. DISSOLUTION

11.1 Dissolution of the Association may only be passed by a 75% majority decision of all members at a Special General Meeting called for that purpose. In the event of dissolution the balance of funds remaining shall be donated to an organisation or organisations of kindred interests to the Association.

12. TRUSTEES

12.1 There shall be 3 trustees of the Association.

12.2 The first trustees shall be appointed by the General Meeting of the Association and the freehold, share and other property of the Association (other than the cash which shall be under the control of the Treasurer) shall be vested in them to be dealt with as a General Meeting shall from time to time direct by resolution (of which an entry in the Minute Book shall be conclusive evidence).

12.3 The trustees shall be indemnified against risk and expense out of Association property.

12.4 The trustees shall hold office until death or resignation, or until removed from office by a resolution of a General Meeting which may for any reason seem sufficient to a $\frac{2}{3}$ majority of those present and eligible to vote.

12.5 Where by reason of any such death, resignation or removal it shall be necessary that a new trustee or trustees shall be appointed, or if the Association shall deem it necessary to appoint an additional trustee or trustees, a General Meeting shall by resolution nominate the person or persons to be appointed.

12.6 All trustees shall receive due notice of all General and Council Meetings of the Association.

13. INTERPRETATION

13.1 A General Meeting of the Association shall be the final interpreter of this Constitution.

13.2 Any matter not provided for in the Constitution shall be dealt with by the Council, pending endorsement of the action taken by the next General Meeting of the Association

(Originally accepted at the inaugural meeting of the Association in 1960. Amendments subsequently incorporated in 1962, 1965, 1966, 1967, 1974, 1975, 1980, 1985, 1986, 1994, 1996, 1997, 1998, 1999, 2001, 2005, 2007 and 2020)