

Changes to CREG's constitution

For consideration at CREG's AGM on 5th Dec. 2005. Proposed by Richard Rushton. Seconded by David Gibson

These changes are to be considered together, as one motion.

- 1.1 *After:* "meetings", add "and any other means that are considered to be appropriate"
Reason: to allow CREG to do this; and to bring constitution into line with BCRA's.
- 2.1 *Delete:* "and any other members as shall be" and *replace* it with "the total number of committee posts to be"
Reason: This removes the logical nonsense of electing members to a committee of unspecified size.
- 2.1 *After:* "to vote at meetings." add "subsequent to their appointment, but not before."
Reason: Brings procedure into line with BCRA's and avoids the possibility of the business of a committee meeting being "hijacked".
- 2.1 *Replace:* "Personal members of the BCRA" by "Individual Members of the British Caving Association or Personal Members of BCRA".
Reason: Requirement of BCRA
- 2.3 *Replace:* "on 1st October following" with "upon"
Reason: to allow for the possibility of a delayed AGM
- 2.3 *At end of clause, add* "In the event of a contest for the election of any members of the committee the election shall be determined by a simple majority vote of paid-up members at a General Meeting of the Group"
Reason: clarifies procedures
- 2.4 *After:* "The Group shall hold an Annual General Meeting in September of each year", *insert* "or as soon as or as soon as practicable thereafter."
Reason: this makes CREG's administration easier
After the above insertion, add: "The committee shall present to each annual general meeting the report and accounts of the Group for the preceding financial year."
Reason: this clarifies the purpose of the AGM
Replace: "30th June" by "31st July"
Reason: this makes CREG's administration easier
- 2.5 *Replace:* "ten" by "five"
Reason: Five is a more reasonable number of members to be required to call for an EGM
- 2.5a *After Clause 2.5, insert a new clause, as follows...*
At the discretion of the committee, any General Meeting (with the exception of an EGM that is called as a "veto" to a cyber-AGM) may be held "in cyberspace" in accordance with the provisions of Annexe 1 to this constitution. Members unable to participate in such a meeting shall have the right to a postal vote (see clauses 2.6, 2.7). Additionally, members shall have the right to call for a cyber-AGM to be cancelled at any time prior to or during the meeting in favour of an EGM, which shall be a physical meeting held in accordance with the full provisions of clause 2.5.
- 2.7 *Replace:* "to be read out at the meeting" by "to be circulated at the meeting"
Reason: This is more practicable
- 4.2 *Replace the clause by:* "All members of the Group must be Individual Members of the

British Caving Association or Personal Members of BCRA. (However, subscriptions to the Group's publications are available to anybody, regardless of their membership status of BCA or BCRA)"

Reason: Requirement of BCRA, and clarification of CREG's operating procedures

- 4.3 *After:* "last known address" *insert* a new clause number (4.4) before the remaining text.

Reason: legibility

Throughout document. Replace "paid-up" with "registered"

Reason: to allow for new clause 4.4, below.

- 4.4 *After* "registered member" [see previous alteration] *delete* existing text and *replace* with "is a person who has provided the CREG membership secretary with satisfactory evidence that he is an Individual member of BCA or a Personal member of BCRA, and whose CREG membership has not lapsed."

Reason: CREG cannot (practically) obtain a list of BCA CIMs so it is easier if the onus is on the member to prove his membership status.

- 5.2 *Replace this clause by:* "If it is not possible to elect two officers to the committee at a General meeting then BCRA Council shall have the right to enforce a dissolution of the Group"

Reason: This is less drastic than the existing provision that "Dissolution of the Group shall be automatic..."

- 6.6 *Delete all but the first sentence, leaving just* "In the event of the dissolution of the Group, its realised assets after discharge of all liabilities shall be handed to the BCRA."

Reason: The rest is no longer applicable

New Section

Add an Annexe to the constitution describing the set-up for a cyber-AGM, as shown below.

Arrangements for a cyberspace AGM

- A1 A general meeting shall be called by issuing a postal notice, by means of the CREG journal or otherwise, to all registered members (Members are not the same as Subscribers) giving the required notice of date and venue (which may be physical or cyberspace).
This note is concerned only with the proposed procedure for cyberspace meetings
- A2 The agenda for the meeting, including any supporting documentation such as officers' reports shall be placed on a secure web site at least 28 days before the date of the meeting. Arrangements will be made to issue a password to verified members and subscribers. (e.g. it may be required for people to 'sign in' and have their status as member or subscriber checked before being issued with a password by separate email; and this process may be automated). Although only members may vote, the meeting will be open to all subscribers to the CREG journal and anybody else who gives a reason for wishing to take part that is deemed valid by the Chairman. Cyberspace meetings will not be open to the public.
- A3 The meeting shall be opened on the declared date by the enabling of an Internet mailing list for the discussion of the issues listed in the Agenda.

- A4 Operation of the mailing list shall be via an automated facility and it shall be the responsibility of each subscriber to the list to ensure that they can receive and send messages without triggering anti-spam filters and other automated facilities. In particular, people should be aware that the list-bot may automatically unsubscribe addresses that persistently refuse to accept mail.
- A5 The chairman shall open the meeting by posting a list of members who have signed-up to the mailing list, in order that it may be determined if the meeting is quorate.
- A5 Voting on any issue shall be by email, using a procedure prescribed by the Chairman, to the addresses of two volunteer vote-counters that shall be appointed in advance by the CREG committee. A period of 36 hours shall be allowed for the collection of votes, during which the business of the meeting may continue to be discussed. Members may vote more than once, but only their final vote will be counted. After the completion of each vote, the vote-counters shall post a list of all members and their vote, including abstentions, no-votes and 'spoiled ballot papers'.
- A6 After the discussion period, which shall not exceed 14 days including any vote-taking time, the chairman shall declare the meeting closed. All postings to the list shall immediately be made available (e.g. via an automated list archive facility) for a further 7 day cooling off period. If there are no objections within this period, the business of the meeting will be deemed to stand, the mailing list will be closed and minutes will be prepared.
- A7 As a guard against fraud relating to the quorate nature of the meeting and the result of votes, no decision of the AGM may be actioned until the minutes (including a list of participating members and the results of any votes) have been distributed by post to all members and a copy lodged with BCRA Council.
- A8 Objections during the cooling off period that cannot be resolved privately by the Chairman will be dealt with as follows. Within 24 hours of the close of the seven-day cooling off period the chairman shall report the objection via the mailing list and shall announce his decision on the matter. He shall invite any concerned parties that disagree with this to issue a call for an EGM, a valid notice of which must be received by the Chairman within 14 days of his issuing of the objection notice. The mailing list shall remain open for discussion until this 14 day period expires.
- A9 On receipt of any valid request for an EGM, the existing provisions for calling such a meeting will come into play.

Commentary

Holding an AGM in cyberspace does *not* disadvantage anyone unfairly, given that the constitutional change that allows such a meeting will have been approved by the members. New members have to abide by the existing rules, as they do in any organisation.

The main point to cater for is a fraudulent misappropriation of funds. For example, the committee (or even a single person: webmaster) could fraudulently claim that a cyber-meeting was quorate, and could fiddle the votes. Hence the need to inform all members in writing afterwards of what they did at the meeting, and to allow for the calling a face-to-face EGM to resolve any issues.

Changes to 1996 Constitution

Deletions and insertions shown below...

Name of the Group

- 0.1 The group is a Special Interest Group (SIG) of the British Cave Research Association (BCRA) and shall be called the BCRA Cave Radio and Electronics Group; referred to here as “the Group”.

Objects of the Group

- 1.1 The Group aims, by means of a regular newsletter, other publications, ~~and~~ meetings **and any other means that are considered to be appropriate**, to encourage the development and use of radio communications and other electronic and computer equipment in caving and related activities.
- 1.3 In pursuance of the Group’s Objects the Group shall at all time be guided by the regulations determined by the Council of the BCRA.
- 1.4 Members of the Group shall keep in mind the Objects of the Group, and of the BCRA. Their practical work shall be carried out in a responsible, scientific and careful manner.

Management of the Group

- 2.1 The Group shall be managed by a committee consisting of not less than two elected officers; ~~and any other members as shall be~~ **the total number of committee posts to be** determined by a simple majority vote of ~~paid up~~ **registered** members at a General Meeting of the Group. The committee may co-opt up to two additional members who shall have the right to vote at meetings **subsequent to their appointment, but not before**. All committee members (including co-opted members) must be ~~Personal members of the BCRA~~ **Individual Members of the British Caving Association or Personal Members of BCRA**.
- 2.3 All officers and members of the committee shall take office ~~on 1st October following upon~~ their election and shall retire annually but shall be eligible for re-election. **In the event of a contest for the election of any members of the committee the election shall be determined by a simple majority vote of paid up registered members at a General Meeting of the Group**
- 2.4 The Group shall hold an Annual General Meeting in September of each year, or as soon as or as soon as practicable thereafter. **The committee shall present to each annual general meeting the report and accounts of the Group for the preceding financial year**. Motions for discussion must be submitted to the secretary in writing by ~~20th June~~ **31st July** of the year and must be proposed and seconded by ~~paid up registered~~ members of the Group. Notice of AGMs shall be made in writing to all ~~paid up registered~~ members giving at least 28 days’ notice of date, venue and time. Non-receipt of notification shall not invalidate the meeting. Amendments to motions may be submitted in writing to the secretary to arrive no less than three days before the meeting and must be proposed and seconded by ~~paid up registered~~ members of the Group. Amendments to motions “from the floor” will not be permitted.
- 2.5 Extraordinary General Meetings shall be convened as required, upon unanimous vote of the committee or upon the presentation to the committee of a written motion signed by not less than ~~ten five~~ **paid up registered** members or 50% of the ~~paid up registered~~ membership whichever is the least. EGMs may only discuss the motion proposed in the notice. Notice of EGMs shall be made in writing giving at least 28 days’ notice of date, venue and time. Non-receipt of notification shall not invalidate the meeting. Amendments to motions may be submitted in writing to the secretary to arrive no less than three days before the meeting and must be proposed and seconded by ~~paid up registered~~ members of the Group. Amendments to motions “from the floor” will not be permitted.
- 2.5a **At the discretion of the committee, any General Meeting (with the exception of an EGM that is called as a “veto” to a cyber-AGM) may be held “in cyberspace” in accordance with the provisions of Annexe 1 to this constitution. Members unable to participate in such a meeting shall have the right to a postal vote (see clauses 2.6, 2.7). Additionally, members shall have the right to call for a cyber-AGM to be cancelled at any time prior to or during the meeting in favour of an EGM, which shall be a physical meeting held in accordance with the full provisions of clause 2.5.**
- 2.6 All persons entitled to vote at meetings, and those voting by post where applicable, excepting the chairman, shall have one vote. In the event of any vote resulting in a tie the Chairman shall have the casting vote.
- 2.7 All ~~paid up registered~~ members of the Group shall have a right to vote at General Meetings in person or by sending a letter to the secretary, to arrive not less than three days before the meeting, expressing their vote. Members may accompany their vote with a letter of no more than 500 words ~~to be read out at~~ **to be circulated** at the meeting. Non-receipt of postal votes shall not invalidate the meeting. Voting by proxy will not be permitted.
- 2.8 Alterations to the constitution of the Group shall be made only at a General Meeting. Alterations shall only be made in accordance with clause 1.3. A dated constitution shall be submitted to the BCRA Council for final

approval and shall not be brought into force until such approval has been given.

- 2.9 The committee shall be free to organise the conduct of its business. The powers of the committee shall be limited to the objects of the Group and guided by the regulations determined by the Council of the BCRA.
- 2.10 At all meetings where there is any doubt or question as to the procedure etc., the Chairman’s ruling shall be final.
- 2.11 A quorum of four members shall be required for any General Meeting.
- 2.12 Any matter of doubtful interpretation, or not provided for in the Constitution, shall be dealt with by the Committee of the Group pending endorsement at a General Meeting, subject to the requirements of the Constitution.

Management of Funds

- 3.1 The funds of the Group shall be placed in an account that shall have the title BCRA Cave Radio and Electronics Group. The account shall have no less than two signatories, being the Treasurer and Chairman of the Group.
- 3.2 Proper books of accounts and an inventory of apparatus or other material held by the Group shall be kept, and a report of the Group’s activities including a simple sheet of accounts and inventory shall be submitted to the Council of the BCRA at least once a year.

Membership Regulations

- 4.1 Election to membership and termination of membership shall be as determined by the Group. Any matter of dispute shall be referred to the Council of the BCRA.
- 4.2 ~~All members of a Group must be members of the BCRA (Personal or Corporate). The Associate Member class, which confers a limited range of benefits for a reduced membership fee, is available for those whose main interest is in the activities of the SIG.~~
- All members of the Group must be Individual Members of the British Caving Association or Personal Members of BCRA. (However, subscriptions to the Group’s publications are available to anybody, regardless of their membership status of BCA or BCRA)**
- 4.3 On non-payment of a subscription to the Group, membership will be deemed to have lapsed three months after becoming due. A notice informing the member that his membership has lapsed shall be issued to the member’s last known address.
- 4.4 For the purposes of this Constitution a ~~paid up registered~~ member is a ~~member whose~~ **person who has provided the CREG membership secretary with satisfactory evidence that he is an Individual member of BCA or a Personal member of BCRA, and whose CREG membership has not lapsed.**

Dissolution of Group

- 5.1 The dissolution of the Group may take place after a postal ballot of all ~~paid up registered~~ members of the Group if there is a simple majority of those voting in favour of such a dissolution. Members shall be given a minimum of 28 days in which to register their vote in any such ballot.
- 5.2 ~~Dissolution of the Group shall be automatic~~ if it is not possible to elect two officers to the committee at a General meeting **then BCRA Council shall have the right to enforce a dissolution of the Group.**

The Group and the BCRA

- 6.1 The Group shall ensure that one copy of all the material it publishes is deposited with the BCRA’s librarian.
- 6.4 Regular contact must be maintained between the Group and the BCRA Council.
- 6.5 Council shall retain an overall control of the Group, and a right of access to all information held by the Group. Any decision Council may make regarding the Group shall be final, subject to ratification at the next General meeting at which the Group may appeal against the decision.
- 6.6 In the event of the dissolution of the Group, its realised assets after discharge of all liabilities shall be handed to the BCRA. ~~If the purpose of the dissolution is for the Group to re-form as a Corporate Member of the Association, and if the Association accepts such an application for membership then the Group’s realised assets shall be returned to the Group. In other situations Council shall give due consideration to a request for the Group to retain its assets.~~
- 6.7 Nothing in the Group’s constitution shall be so construed, or be so amended, that it would contravene or go against the BCRA’s constitution, or would have the effect of making the Association cease to be a charity at law