

## CONSTITUTION

### **Names and Objectives**

**1.** The Club is called Oxford University Walking Club. The club shall also be known as OU Walking Club and OUWC. The Club's objects are the support, development, improvement and promotion of friendship between its members by means of organizing walks around Oxford and elsewhere, and social meetings; and the income and the property shall be applied solely to those objects.

### **Compliance**

**2a.** The Club shall be administered in accordance with the regulations for University Clubs which are published in the Proctors' and Assessors' Memorandum ("the Proctors' Memorandum"). At the time of the adoption of the Constitution the Club is designated by the Proctors as a recognized sport.

**2b.** The National Governing Body for the Club is the British Mountaineering Council (BMC). The Club affiliated to the BMC in Michaelmas term 2008, and continues to abide by the following conditions which pre-date that decision:

**(i)** the Trip and Safety Coordinator must ensure that the Club is kept up-to-date with current and relevant issues of the BMC through its literature

**(ii)** the Club must abide by BMC policy and guidelines at all times

**(iii)** the Trip Leader Safety Document is incorporated into the Code of Practice.

**2c.** The Club shall ensure that all paid Club administrative and coaching appointments are ratified by the University's Sports Strategy Committee; that all coaches are registered with any relevant national governing body; and that all paid coaches are accredited by such body.

**2d.** The Club shall observe the Code of Practice 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 a procedure for risk assessment which is acceptable to the Proctors (through the Director of Sport).

**2e.** No member of the Club shall participate in any activity overseas organised by the Club, whether during term-time or vacation, unless the plans for such activity have been notified at least one calendar month in advance of the date of departure from the United Kingdom to the Director of Sport. Each member participating in such activities overseas shall observe any conditions imposed by the Proctors on the recommendation of the Director of Sport, e.g. relating to the deposit of contact addresses, fulfilment of health, safety and insurance requirements, and stipulation of coaches, trainers or Senior Members to accompany the trip.

**2f.** The Club may apply to Oxford University Computing Services ('OUCS') to use information technology ('IT') facilities in the name of the Club. Where relevant facilities are allocated by OUCS it is the responsibility of the Club:

**(i)** to designate a member of the Club entitled to a University e-mail account (as defined by

OUCS rules) to act as its IT Officer, whose duties shall include liaising with OUCS about the use of facilities allocated and passing on to his or her successor in office all records relating to the use of the facilities allocated;

**(ii)** to designate one of its members (who may be, but need not necessarily be, the same as its IT Officer) or, exceptionally, a member of Congregation to act as its principal Webmaster, whose duties shall include maintaining an awareness of the University Guidelines for Web Information Providers and co-ordinating and regulating access to the web facilities use by the Club;

**(iii)** to comply with regulations and guidelines relating to the use of IT facilities published from time to time by OUCS;

**(iv)** to ensure that everyone responsible under (i)-(iii) is competent to deal with the requirements, where necessary undertaking training under the guidance of OUCS.

**2g.** The activities of the Club will at all times be conducted in accordance with the following university policies and codes of practice in force from time to time: Integrated Equality Policy, Code of Practice on Harassment and Bullying, and Code of Practice on Freedom of Speech.

## **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** The Club shall admit members in line with the regulations concerning membership of University Clubs and Societies, as laid out in the Proctors' and Assessor's Memorandum. Non-University members shall be admitted to membership at the discretion of the Committee.

**5.** The Committee may remove a person from membership for good cause. The person will then be entitled to a letter explaining the decision from the Committee. The person concerned may appeal against such removal to the Senior Member.

## **Meetings of the Members**

**6.** Towards the end of each term there shall be held one Termly General Meeting for all members of the Club, convened by the Secretary on not less than fourteen days' notice.

**7.** The Termly General Meeting will:

**7a.** receive the termly reports from the Secretary and Membership Secretary for the previous term and the termly accounts for the Club for the previous term, the report of the accounts having been approved by the Committee: the relevant Officers or Committee

members will read out the reports after the minutes of the previous meeting are read out, along with the minutes of any Extraordinary General Meetings held since the last Termly General Meeting.

**7b.** elect members of the Committee in accordance with paragraph 14 below; the nominations for the Senior Member and Officers shall be contained in the notice of the Meeting: nominations must be proposed and 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 with the name of the proposers and seconders specified at the election; nominations for other Committee members shall be received in writing by the Secretary no less than 24 hours before the meeting. If there are no nominations for a committee position then nominations may be taken from the floor of the meeting.

**7c.** consider any motions of which notice has been given of not less than seven days and has been submitted to the Secretary, in writing, by at least three members of the Club. The Meeting may vote to amend motions and to pass amended motions, but the minutes must show both the original and amended versions, and the decision may be declared Advisory as defined in paragraph 7(d) if, on appeal by at least three members of the Club, the Senior Member determines that the amendment introduced substantially new business or increased the overall effect of the motion;

**7d.** consider any other relevant business. Any decisions taken without a motion shall be Advisory. Any Advisory decision shall be held to represent the majority opinion of those present, but not necessarily of the overall membership, and shall be not binding nor confer additional powers on Committee.

**8a.** An Extraordinary General Meeting may be called in any Full Term:-

- (i) by the President, the Secretary or the Treasurer on not less than seven days' notice; or
- (ii) on a written requisition by twelve or more members, stating the reason for which the meeting is to be called, which is delivered to the Secretary between seven and fourteen days before the date of the meeting.

Notice of the time and place of the Extraordinary General Meeting shall also be given to the members not less than seven days before the Meeting, of all matters to be decided at that meeting. Decisions may only be taken on those matters concerning which the meeting was convened.

**8b.** An extraordinary General Meeting may also be called no earlier than 72 hours after a Termly General Meeting, if the procedure outlined in either 15(b) or paragraph 15(c) is invoked. Notice of the time and place of the Extraordinary General Meeting, giving details of the procedure under which the meeting is called, shall be given to the members as soon as feasibly possible. This shall not be later than 18 hours after the closing time of the Termly General Meeting (in the case of paragraph 15(b)), and not later than 18 hours after the planned start time of the non-quorate Termly General Meeting (in the case of paragraph 15(c)). The only business that may be conducted at either Extraordinary General Meeting is the election of the new committee as outlined in paragraph 15(b) or paragraph 15(c).

**9a.** Prior to all General Meetings (except an Extraordinary General Meeting called under paragraphs 15(b) or 15(c) and 8(b)), the agenda shall be sent out with notice of the Meeting, not less than seven days before the meeting. The agenda for a Termly General Meeting should specify the nominations for the Officers (with proposers and seconders) and detail any motions to be discussed. Any motions to be discussed should be sent out with the agenda.

**9b.** Notice for an Extraordinary General Meeting called under paragraphs 15(b) and 8 (a) shall be given no later than 18 hours after the closing time of a Termly General Meeting at which the Extraordinary General Meeting was called. Notice for an Extraordinary General Meeting called under paragraphs 15(c) and 8(b) shall be given no later than 18 hours after the proposed start time of the non-quorate Termly General Meeting.

**10a.** The rules of quorum for a General Meeting shall be:-

(i) Eight members must present in person.

(ii) Additionally, three or more of those members present in person must be members of the Committee.

(iii) 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).

(iv) Paragraph 10(a)(ii) shall not apply in the case of an Extraordinary General Meeting called under paragraph 15(c), provided that the non-quorate Termly General Meeting was quorate but for paragraph 10(a)(ii).

(v) Paragraphs 10(a)(ii) and 10(a)(iii) shall not apply in the case of an Extraordinary General Meeting called under part (ii) of paragraph 8(a).

**10b.** No General Meeting may be held outside the City of Oxford.

**10c.** No General Meeting may be scheduled to conflict foreseeably with another activity of the Club, except with the written consent of the Senior Member or the Proctors.

## **The Committee**

**11.** The affairs of the Club shall be administered by a Committee consisting of not more than fifteen 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.

**12.** The quorum for a Committee meeting shall be five 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 or her

views to the Meeting.

**13.** The Committee shall be made up of the Senior Member, the elected members specified in paragraph 14 and one other member co-opted with the agreement of all members of the Committee, should they so wish. The President, Secretary and Treasurer shall be student members of the University, on the Register of Visiting Students or a member of one of the following institutions: Ruskin College, Plater College, Ripon College, Cuddesdon, the Oxford Institute of Legal Practice, the Westminster Institute of Oxford Brookes University (registered to read for degrees or other qualifications validated by the University of Oxford); attending the institution for the purpose of undertaking a course of study (subject in the latter case to a member's signing on election to office, an undertaking to abide by these regulations and to accept the authority of the Proctors on club matters).

**14.** Elections shall take place to allocate by a single transferable vote for the following posts:

**14a.** The following elected member of Committee:

- i. A Senior Member

**14b.** The following elected members of Committee:

- i. a President
- ii. a Secretary
- iii. a Treasurer
- iv. a Trip and Safety Coordinator

**14c.** The following elected members of Committee, plus the ex-President of the preceding term who may serve as an ex-officio member in the term following his or her Presidential term if he or she so wishes:

- i. an Archivist
- ii. a Membership Secretary
- iii. a Quartermaster
- iv. a Social Representative
- v. a Webmaster
- vi. an Alumni Secretary
- vii. an IT Officer
- viii. a Training Officer

**14d.** The Officers of the Club shall be those listed in paragraph 14(b), regardless of the title of any posted list in paragraph 14(c). A member may be proposed for more than one post, but may not hold more than one Officer post.

**15a.** The members of Committee listed in paragraph 14 shall be elected by a single transferable vote at each Termly General Meeting, to hold the Committee position for the following term. Those posts listed in paragraph 14(b) shall be elected in the order shown. Those posts listed in paragraph 14(c), for which at least one candidate has been nominated, shall be elected in order of popularity of the post, starting with the post for which there are the least candidates. In the event that two or more posts mentioned in paragraph 14(c) have the same number of candidates, then those posts shall be elected in the order shown.

Positions for which no nominations were received before the TGM shall be voted on last.

**15b.** For each election held to Committee as outlined in paragraph 15(a), there will also be the option to Re-Open Nominations (RON). If RON wins the election for any position, an Extraordinary General Meeting will be held not fewer than 72 hours after the end of the Termly General Meeting, and not later than the end of Full Term. The original committee will continue to serve until this Extraordinary General Meeting. At the Extraordinary General Meeting, another election will be held for the positions that RON won at the Termly General Meeting. All nominations will be taken from the floor of the meeting. The election will be conducted with a single transferable vote for each member. These elections will not include an option to RON. The Committee as elected will serve for the following term.

**15c.** If a Termly General Meeting is without quorum as outlined in paragraph 10a, an Extraordinary General Meeting will be held not fewer than 72 hours after the proposed start time of the nonquorate Termly General Meeting, and not later than the end of Full Term. The original committee will continue to serve until this Extraordinary General Meeting. The purpose of the Extraordinary General Meeting will be to elect the new committee only. Nominations for the Termly General Meeting will be carried forward to the Extraordinary General Meeting; no new nominations will be permitted. Nominations from the floor of the Extraordinary General Meeting will be taken only for those positions for which no candidates were nominated before the non-quorate Termly General Meeting. The elections at the Extraordinary General Meeting will be run identically to those at a Termly General Meeting, except that there will be no option to Re-Open Nominations [RON]. The Committee as elected will serve for the following term.

**16.** The President shall neither propose nor second any candidate for election to the Committee.

**17.** No member may stand for the posts of Secretary, Treasurer or Trip and Safety Coordinator unless they have either:

Served at least one term on committee

Fulfilled the position of Trip Organiser on a Club Trip *or* fulfilled the position of Trip Leader on a Club Trip.

Likewise no-one may stand for the position of President without having served at least one term as Secretary, Treasurer, or Trip and Safety Coordinator. Elections shall be held by secret ballot, and no postal or proxy voting shall be allowed at the Termly General Meeting.

In the event of a tie in a ballot then nominees can have one further minute to address the members before a second vote takes place, also by secret ballot. In the event of a further tie then the President may cast the deciding vote.

**18.** The President shall have the right to preside at all meetings of the members of the Club and at all meetings of the Committee. Should the President be absent, or decline to take the chair, the Committee shall elect another member of the Committee to chair the Meeting.

**19.** The Secretary shall:

**19a.** give notice of meetings of the members and the Committee;

**19b.** draw up minutes of those meetings;

**19c.** notify the Proctors (through the director of Sport) promptly following the appointment, resignation or removal of Office Holders and other members of the Committee;

**19d.** advise the Proctors (through the Director of Sport) promptly of any changes in the Constitution;

**19e.** notify the Proctors (through the Director of Sport) not later than second week of every Full Term of the program of events which has been arranged for that term (e.g. by providing them a copy of the list of events).

**19f.** provide the Insurance Section with full details of any insurance cover purchased from or through a National Governing Body pursuant to paragraph 2(b) above;

**19g.** inform the Proctors if the Club ceases to operate, or it is to be dissolved, and in doing so present a final statement of accounts in a format prescribed by the Proctors.

**20.** The Treasurer shall:

**20a.** keep proper records of the Club's financial transactions in accordance with current accepted accounting rules and practices;

**20b.** develop and implement control procedures to minimize the risk of financial exposure, such as procedures to be reviews regularly with the University's Internal Audit Section ("Internal Audit");

**20c.** ensure that bills are paid and cash is banked in accordance with the procedures developed under (b);

**20d.** prepare an annual budget for the Club and regularly inform the Committee of progress against that budget;

**20e.** ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate

**20f.** seek advice as necessary on tax matters from the University's Financial Division;

**20g.** develop and maintain a manual for all written procedures for aspects of the Treasurer's responsibility;

**20h.** make all records, procedures and accounts available on request to the Senior Members, the Proctor and Internal Audit;

**20i.** ensure that any requirements for audit of the Club's accounts (by auditors

approved in advance by the Proctors), as a result of a turnover deemed to be significantly large for a sports club, are fulfilled and that any resulting costs are borne by the Club. Such requirements are set out in the regulations of the Rules Committee, which are printed in the appendices of the Proctors' and Assessor's Memorandum. Currently, the requirement is for a signed copy of the accounts for the academic year (which runs from 1st August to 31st July) to be submitted as soon as possible after 31st July, and definitely before 1st October. If the club's turnover is in excess of £40,000 in an academic year, then the accounts must be independently audited as set out in the appendix of the Proctors' and Assessor's memorandum.

- 21.** The Membership Secretary shall maintain a register of the members of the Club, which shall be available for inspection by the Proctors on request.
- 22.** The Quartermaster shall ensure the safe-keeping and documentation of the Club's equipment.
- 23.** The webmaster must take responsibility for the operation and updating the club website displaying (at a minimum) current club contacts, the constitution, the Code Practice and the risk assessment.
- 24.** Every Committee member is responsible for his or her job as described in the Terms-of-Reference relating to the Committee position.
- 25.** The members of the Committee shall be elected by the members of the Club termly, and shall be eligible for re-election. The members of the Club can not appoint several individuals to jointly hold any of the Offices, nor allow any individual to hold more than one Office at a time. Although the Club is designated by the Proctors as a 'recognized sport', the Director of Sport declined in Trinity term 2002 to be the Senior Member in the long-term. Therefore the members of the Club shall appoint a Member of Congregation as the Senior Member when electing other members of the Committee each term, as outlined above. The Senior Member shall be a member of the Committee ex-officio.
- 26.** If a Termly General Meeting (or an Extraordinary General Meeting held under paragraphs 15(b) or 15 (c) and 8(b)) is without quorum, the existing committee will remain in office until the next quorate General Meeting at which elections are scheduled. New elections for every member of Committee will always take place at the Termly General Meeting. Any business other than elections planned for a Termly General Meeting that subsequently failed to achieve quorum would by default be discussed at the next Termly General Meeting. If the business was felt sufficiently important to be discussed before the next Termly General Meeting, it would require an Extraordinary General Meeting to be called by the procedure outlined in paragraph 8(a).
- 27.** If during the period between the termly elections to the Committee, vacancies occur

amongst the members of the Committee, the Committee shall have the power of filling the vacancies up to the next Termly General Meeting by co-optation with the agreement of all members of the Committee.

**28.** Each member of Committee 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, records and keys 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.

**29.** The Committee shall have the power to make regulations and by-laws, in accordance with this Constitution, and to settle any disputed points not otherwise provided for in this Constitution.

**30.** The Committee shall have the power, which it may delegate to the Treasurer, to expend Club funds upon the expenses and publicizing of meetings, walks, trips and social events, refreshments at General Meetings and all other necessary expenditure.

**31.** Any other powers exercised by the Committee shall be conferred by a vote at a General Meeting, and shall not be conferred more than one term at a time.

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

**33.** Meetings of the Committee shall be convened with not less than three days notice having been given to all the Committee members. At such meetings, the quorum shall be five and decisions shall be taken by simple majority, each Committee member present having one vote irrespective of how many posts he or she holds. Should any vote result in a tie, there shall, after any further discussion, be a second vote. Should this also result in a tie, the President shall have the casting vote.

**34.** The retiring Committee can determine the subscriptions rates at the end of each term and shall determine the subscription rates at the end of each Trinity term for the following academic year.

**35.** The Committee shall finally decide the details of all activities of the Club, but these matters should, when possible, be discussed at a General Meeting and suggestions should be sought from non-Committee members of the Club.

### **Club Trips**

**36.** A Club Trip is a trip that is advertised in a Club termcard or circular or on the Club's website, one which has a defined group size, one in which participants are required to be members of the Club, one in which all transactions go through the Club accounts, and one in which the Club will take any profit made or financially support any reasonable loss incurred. The person (usually the Trip and Safety Coordinator) who allocates Trip Leaders to lead a Club Trip shall be responsible for ensuring that the Trip Leaders meet the requirements on their level of skills and experience as laid out in the Trip Leader Safety Document.

**37.** The Trip Organiser of a Club Trip is the person who undertakes to organize the trip. The Trip Leaders of any Club Trip are responsible for planning and leading group walks during the trip. The duties and responsibilities of the Trip Organiser and Leaders are set out in the Trip Leader Safety Document.

**38.** Trip Leaders have a duty of care to the participants on the walks carried out on Club Trips. Every Trip Leader shall adhere to (with no exceptions) the restrictions on where they can lead groups as specified in the Trip Leader Safety Document. Every Trip Leader shall follow the guidelines as specified in the Club's Trip Guidance Notes, Risk Assessment and the Code of Practice. Every Trip Organiser and Leader shall sign the 'Trip Leader and Organiser Agreement' before the Club Trip in question. The Trip Leader and Organiser Agreement is to formally accept the role of Trip Organiser or Trip Leader for a given Club Trip and to say that he or she has read and agrees to adhere to both the Club's Risk Assessment and the Trip Leader Safety Document.

### **Constitutional Change**

**39.** Amendments to this Constitution may be introduced by two mechanisms:

(i) Amendments proposed by members of the Club must be passed by simple majority in a secret ballot at two consecutive quorate Termly General Meetings, disregarding any intervening non-quorate meetings.

(ii) Where amendments are mandated by the Proctors in writing to maintain compliance with their policies, they may be immediately accepted or rejected at the discretion of the Committee, with the amendment being presented for ratification at the next quorate Termly General Meeting. If not ratified by a simple majority in a secret ballot at that Termly General Meeting, then the amendment will be reversed. If the Committee has concerns about, or objections to, such a constitutional amendment, they shall first discuss this with the Proctors.

Any amendment to the Code of Practice or the Trip Leader Safety Document must be justified point-by-point to and approved by the Area Safety Officer for Sport. The changes to the Trip Leader Safety Document should be justified point-by-point to the members and passed by simple majority in a secret ballot at one Termly General Meeting. Members with

concerns over safety issues are invited to discuss them with the Trip and Safety Coordinator or the Sports Federation.

### **Indemnity**

**40.** 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 judgment is given in his or her favor (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.

**41.** 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 of 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 by the Club by virtue of Paragraph 40.

### **Dissolution**

**42.** The Club may be dissolved at any time by the approving votes of two-thirds of those present in person at a General Meeting. A motion proposing the dissolution of the Club must be sent to the Secretary not less than ten days before the General Meeting and the members of the Club should be informed not less than seven days before the 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.

**43.** In the event of the Club being dissolved, its assets shall not be distributed amongst the members, but shall be paid to, or at the direction of the University.

### **Interpretation**

**44.** Any question about the interpretation of the Constitution shall be settled by the Proctors.

*Last amended at the HT11 TGM*