



SOUTH WALES CAVING CLUB
CLWB OGOFEYDD DEHEUDIR CYMRU



1-10, POWELL STREET, PENWYLLT, PEN-Y-CAE, SWANSEA, SA9 1GQ
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THE CONSTITUTION OF
THE SOUTH WALES CAVING CLUB
(As amended by the AGM held on 30 April 2022)

1. NAME

The Club is called the South Wales Caving Club (Clwb Ogofeydd Deheudir Cymru).

2. DEFINITIONS

AGM:	Annual General Meeting.
Club:	The South Wales Caving Club, also known as Clwb Ogofeydd Deheudir Cymru.
Committee:	The Committee of the Club as specified in Section 7 of this document.
Constitution:	This document.
EGM:	Extraordinary General Meeting.
HQ:	The Club's Headquarters at 1-10 Powell St., Penwyllt, SA9 1GQ.
Junior Member:	A person aged 16 or 17 who has been elected to Membership following a period of Provisional Membership.
Full Member:	A Member of the Club who has full voting rights at a General Meeting.
Present and presence:	In attendance at a General Meeting held in a format permitted by this Constitution.
Proposer:	A Full Member of at least two years' standing who is a supporting signatory on a membership application, or a Full Member putting forward a motion at a General Meeting.
Provisional Member:	A Member who has not yet been elected to Junior or Full Membership.
Seconder:	A second Full Member supporting a motion at a General Meeting.
Virtual General Meeting:	A General Meeting that takes place at a virtual internet location and which allows all in attendance to contribute and vote in accordance with this Constitution.
Term:	The period between two successive AGMs.

3. OBJECTS

The objects of the Club are:

- a) the discovery, exploration and survey of caves,
- b) scientific study and research in caves and cave entrances,
- c) the conservation of caves,
- d) the support of an effective cave rescue organisation,
- e) the furtherance of any other activities associated with caving.

The Club shall publish a Policy Document and a set of rules to further the above objects. This Constitution is to be read in conjunction with those documents.

4. MEMBERSHIP

There are three classes of Membership: Full Membership, Junior Membership and Provisional Membership.

a) Provisional Membership

Provisional Membership may be granted to any person aged 16 or over submitting a completed application form to the Secretary, together with the necessary subscription. Provisional Membership is normally for a maximum period of twelve months but may be extended at the discretion of the Committee.

b) Full Membership

A person over the age of eighteen who has been a Provisional Member for a minimum of six months may be elected a Full Member of the Club at the absolute discretion of the Committee, on the presentation of a signed application form also signed by two Proposers, together with the necessary Entrance Fee. This application form should be accompanied by a letter of support from one or more of the Proposers. The name of a proposed Full Member and the names of the Proposers must be communicated to members by e-mail in a suitable electronic format not less than six weeks before the Committee Meeting at which the application will be considered.

- i. Joint Full Membership: An established couple, for example husband and wife, partners or civil partners, shall be eligible for Joint Full Membership. An established couple wishing to join the Club as Joint Members shall apply as for Full Membership above. An established couple who are separately Full Members shall be made Joint Full Members on making written application to the Committee.
- ii. Honorary Life Membership: Persons who have rendered exceptional service to the Club, whether or not they are existing Members, may be

elected by a General Meeting to Honorary Life Membership. Honorary Life Members have all the rights and privileges of Full Members. They are not required to pay a Subscription and premiums for the minimum level of insurance required under 4f are paid by the Club.

c) Junior Membership

Junior Membership is open to anyone aged 16 or 17 who has been a Provisional Member for a minimum of six months. The application procedure is as for Full Members except that additionally the application must be accompanied by the written consent of the applicant's parent or guardian for him or her to join the Club. A Junior Member reaching the age of 18 becomes a Full Member subject only to Section 7h.

d) Restrictions in the Rights and Privileges of Provisional Members and Junior Members

Provisional Members and Junior Members enjoy the normal rights of Membership except that:

- i. they may not vote at General Meetings,
- ii. they may not serve on the Committee,
- iii. they may not hold keys to the HQ, nor may they be issued with cave keys unless otherwise entitled,
- iv. other than at weekends, they may only stay at the HQ when a Full Member is present, unless authorised by the Hon. Secretary,
- v. they may not bring Guests to stay at the HQ unless authorised by the Hon. Secretary, except that Provisional Members may bring their partners and children.

e) Re-admission of lapsed Members

A person whose Membership has lapsed (see Section 5b) and who wishes to rejoin is required to follow the normal application procedure but may, at the absolute discretion of the Committee, dispense with the period of Provisional Membership and the requirement for Proposers.

f) Insurance

It is an absolute condition of membership that each Member holds an appropriate form of third party indemnity insurance approved by the Committee.

5. SUBSCRIPTIONS

- a) All Subscription Rates and Entrance Fees are to be determined by an AGM and shall remain in force until changed by a subsequent AGM.

- b) Annual Subscriptions shall be payable on the 1st January. The AGM may elect to implement an early subscription fee payment incentive scheme for the following year. Any member who is more than one month in arrears of payment shall be deemed to have let their membership lapse.
- c) A person applying for Provisional Membership shall pay a Subscription to be set each year at the AGM. This payment covers Provisional Membership for a period of up to twelve months.
- d) Persons admitted to Full, Junior or Joint Full Membership shall pay an Entrance Fee but are not liable to pay an Annual Subscription until the 1st September following their admission.

6. PRESIDENT AND VICE-PRESIDENTS

An AGM may, from amongst the Membership, elect a President and any number of Vice-Presidents. The President and Vice-Presidents will hold office until the next AGM.

7. COMMITTEE

- a) The management of the Club shall be vested in a Committee of Honorary Committee Members elected or co-opted from the Club Membership.
- b) All Committee Members have full voting rights in Committee Meetings.
- c) The following Committee Members shall be elected at the AGM: Chairman, Secretary, Treasurer, Operations Manager, Caving Manager, and Communications Manager, who are the Elected Officers of the Club, and also four Ordinary Members.
- d) The Committee shall have the power by co-option to fill any vacancies that occur. Whenever necessary the Committee shall appoint from amongst the Ordinary Members a person to deputise for the Chairman.
- e) All the Committee Members shall retire at the closure of the next AGM following their election, appointment or co-option. They shall be eligible for re-appointment or re-election. Committee Members should normally serve for a maximum of three consecutive terms.
- f) Five Committee Members including at least two Elected Officers, one of whom shall be the Chairman, Secretary or Treasurer, and one Ordinary Member shall form a quorum at Committee Meetings.
- g) The Members of the Committee are entitled to an indemnity out of the assets of the Club for all expenses and other liabilities properly incurred by them in the management of the affairs of the Club.
- h) The Committee may, at its discretion, suspend for a specific period or expel permanently, any Member.

- i) The Committee has the power to make, repeal and amend Rules as they from time to time consider necessary for the proper running of the Club.
- j) The Committee is required to maintain a Policy Document whose purpose is to record formally the Club's policies and procedures including but not limited to:
 - i. financial policies and procedures,
 - ii. policy on fixed aids and procedures for approving, installing, inspecting and maintaining them,
 - iii. procedures for planning and approving maintenance and improvement work on the Club's property,
 - iv. policy regarding access by commercial groups to caves that are under the Club's control.

Amendments to the Policy Document are subject to ratification by the AGM.

- k) The Committee has the power to delegate specific tasks to Full Members, subject to the right at any time to review, amend or revoke that delegation and decisions taken using it.

8. APPEAL AGAINST DISCIPLINARY ACTION

An expelled or suspended Member has the right of appeal to one only General Meeting of the Club. If this is an EGM it shall be convened at a time and place to be mutually agreed by the appellant and the Committee. The Committee's decision can be overturned only by a majority of the Members present and voting at the General Meeting. Pending appeal, the expelled or suspended Member may not visit the HQ nor use any Club facilities or equipment.

9. APPEAL AGAINST REFUSAL OF A MEMBERSHIP APPLICATION

An applicant for Full or Junior Membership whose application is refused by the Committee is entitled to reapply on one further occasion by following the normal application procedure. If the second application is also refused the applicant may appeal to one General Meeting of the Club. If this is an EGM it shall be convened at a time and place to be mutually agreed by the appellant and the Committee. The Committee's decision can be overturned only by a majority of the Members present and voting at the General Meeting. Pending appeal, the applicant may not visit the HQ nor use any Club facilities or equipment.

10. FINANCE AND PROPERTY

- a) The property of the Club other than cash (which shall be under the control of the Treasurer) shall be vested in no fewer than two and no more than four Trustees. They shall hold the property on trust for the Members of the Club in accordance with the lawful directions of the Committee.

- b) The Trustees shall deal with the property as directed by lawful resolution of the Committee and entry in the minute book shall be conclusive evidence of such resolution. The Club is entitled to sell, exchange, mortgage, lease or build upon the property.
- c) The Trustees shall be nominated by a General Meeting and shall hold office until reaching the age of eighty, death or resignation unless removed by a resolution of a General Meeting.
- d) The Chairman is nominated as the person to appoint new Trustees within the meaning of Section 36 of the Trustee Act 1925 as amended. A new Trustee or new Trustees shall be nominated by resolution of a General Meeting and the Chairman shall by deed duly appoint the person or persons so nominated by the General Meeting as the new Trustee or Trustees of the Club and the provisions of the Trustee Act 1925 as amended, shall apply to any such appointment. Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide with the Club or the Committee be conclusive evidence of the fact so stated.
- e) The Trustees shall be indemnified by the Members of the Club for all expenses and other liabilities properly incurred by them in the discharge of their duties and provided they act in accordance with the lawful directions of the Committee the Trustees shall not be held liable for the acts and defaults of the Members.
- f) The Club may not make any dividend, gift, division or bonus in money to or between any of its Members.
- g) The Financial Year shall end on 31st January.

11. GENERAL MEETINGS

- a) Notice of, and the Agenda for, any General Meeting must be posted to all Members, in writing or by e-mail in a suitable electronic format, at least fourteen days before the date of the meeting.
- b) At General Meetings decisions on Constitution changes, appointments of Trustees and elections of President, Vice Presidents and Honorary Life Members may only be carried by two-thirds majority of Full Members present and voting. In all other cases decisions shall be carried by a simple majority of those present and voting. In each case the Chairman has a casting vote if required.
- c) The AGM of the Club shall be held each year on the Saturday preceding the first Monday in May in order to:
 - i. receive the Officers' Reports, each of which will include a summary of delegated functions and to whom they have been delegated (unless

- a single amalgamated report on this is presented) and the Auditor's Report,
- ii. effect the elections as required by the Constitution,
 - iii. consider amendments to the Constitution,
 - iv. Ratify and or consider amendments made to the Rules and Policy Document in the preceding twelve months,
 - v. discuss and decide on any matters affecting the Club,
 - vi. appoint an Honorary Auditor for the year.
- d) The quorum for the Annual General Meeting is twenty four Full Members.
- e) An EGM shall be convened at the request of the Committee or on the requisition of twelve or more Full Members. Such a meeting shall not be held without the presence of at least ten of the Members requisitioning it, except in the case of an EGM called by the Committee when a quorum of the Committee must be present. The quorum for an EGM is twenty-four Full Members. The business to be transacted at an EGM shall be set out in the notice convening the meeting and no other business shall be dealt with at the meeting.
- f) Notice of Motion and nominations for the Offices of President, Vice President, Elected Officers, Honorary Life Members (and Trustees where a vacancy has arisen), signed by-two Full Members in the cases of Elected Officers and Vice Presidents and six Full Members in other cases, must be received by the Secretary at least six weeks before the relevant Meeting, to be included in the Agenda. In the event that there is no, or only one, nomination for an Elected Officer role then the period for nominations shall be extended by two weeks.
- g) The Chairman may, with the agreement of the Committee, postpone a General Meeting in the following circumstances:
- i. It is likely to be physically impossible or unlawful to hold the meeting at the time and place set. *or*
 - ii. There is likely to be general impediment to members being able to attend which is outside of the control of the Club.
- In these circumstances a Virtual General Meeting may be held to avoid long term postponement or loss of a General Meeting.
- h) The Chairman of a General Meeting that has commenced shall adjourn the meeting in the following circumstances:
- i. There is not a quorum of members present. *or*
 - ii. It is not possible to conduct the meeting in accordance with the Club's policies. *or*

- iii. The efficient conduct of the meeting is facilitated by a short adjournment.
- i) Any General Meeting that ends prematurely shall be deemed to have been adjourned unless it is explicitly closed by the Chairman.

12. THE CONSTITUTION

- a) The Constitution may only be amended by a General Meeting.
- b) Any proposal to alter the Constitution must be sent, in writing and signed by two Full Members, to the Secretary at least six weeks before the General Meeting at which it is to be considered, for inclusion in the Agenda.
- c) Any matter not provided for in the Constitution, Policy Document or Rules may be dealt with by the Committee or a General Meeting.

13. DISSOLUTION

- a) The Club may only be dissolved at a General Meeting specifically convened to discuss the matter and if two-thirds of the votes cast are in favour of dissolution.
- b) In the event of dissolution the assets of the Club will be entrusted to a suitable body for disposal generally in accordance with the objects of the Club as laid down in the Constitution.