

BRITISH CAVE RESEARCH ASSOCIATION CONSTITUTION, as last amended 27 September 2008

A NAME

1. The name of the Association is the British Cave Research Association ("the Association").

B ADMINISTRATION

1. Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Council, constituted by Clause G of this Constitution ("the Council").

C OBJECTS

1. The Association's objects ("the objects") are to promote the study of caves and associated phenomena wherever they may be situated, for the benefit of the public. The objects of the association shall be attained by:
 - a) supporting appropriate research and the publication of the useful results of any full research for the benefit of the public;
 - b) collecting and publishing information of speleological interest;
 - c) organising conferences and meetings of an educational or scientific nature;
 - d) maintaining a library of speleological interest;
 - e) any other legally charitable means that are considered to be appropriate.

D POWERS

1. In the furtherance of the objects but not otherwise the Council may exercise the following powers:
 - a) power to raise funds and to invite and receive contributions or subscriptions provided that in raising funds the Council shall not undertake any substantial trading activities;
 - b) power to buy, take on lease or take in exchange any property necessary for the achievement of the objects and to maintain and equip such property for use;
 - c) power subject to any consents required by law to sell, lease or dispose of all or part of the property of the Association;
 - d) power to co-operate with other charities, voluntary bodies, museums, societies, statutory bodies, institutions and individuals operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;
 - e) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - f) power to employ such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects;
 - g) power to do all such other lawful things as are considered necessary for the achievement of the objects.

E MEMBERSHIP

1. Membership of the Association shall be open to all those members of the British Caving Association interested in furthering the objects. There shall be classes of membership as follows:
 - a) Personal Members
 - (i) INDIVIDUAL MEMBERSHIP shall be available to Individual members of BCA on payment of the appropriate fee.
 - (ii) JOINT MEMBERSHIP shall be available to Joint members of BCA on payment of the appropriate fee.
 - (iii) HONORARY MEMBERSHIP may be granted by the Council to anyone who has given outstanding service to speleology; Honorary Membership shall confer all benefits of Individual Membership without payment of subscription and shall be conferred for life.
 - b) Corporate Members
 - (i) CLUB MEMBERSHIP shall be available to Club members of BCA on payment of the appropriate fee
 - (ii) ASSOCIATE MEMBERSHIP shall be available to Associate members of BCA on payment of the appropriate fee
2. The submission of a completed application form accompanied by the appropriate fee shall secure membership until the end of the calendar year.
3. The granting of membership shall not of itself be construed as signifying any approval or endorsement by the Association for any product or service provided by or otherwise associated with that member.
4. Every Personal Member and each Member Club shall have one vote at any General Meeting or on any postal ballot. The benefits of each class of membership shall be as determined by the Council from time to time and as notified to the membership.
5. Fees for each class of membership shall be as determined by the Council from time to time and notified to the membership.
6. On non-payment of the annual subscription, membership shall be deemed to have lapsed six months after the subscription became due. Membership may be restored at the discretion of the Council at any time provided that all outstanding arrears of subscription are paid.

F MEMBERS' RESPONSIBILITIES

1. All members shall keep in mind the objects of the Association and assist towards their attainment. Their practical work shall be carried out in a responsible, scientific and careful manner.
2. The name and logo of the Association shall not, except by authority of the Council, be used in publications or advertising nor as a warrant for obtaining information or any other favours from non-members.
3. The Council may for any good reason by a two-thirds majority vote of those present and voting terminate the membership of any individual or organisation.

The member or organisation will then have all membership rights suspended for a period of 28 days during which time an appeal may be lodged to the BCRA President against the decision. Failing to lodge such an appeal, within the requisite time period, the member or organisation will cease to be considered a member.

Within 28 days of receiving notice of such termination and a subsequent appeal, the decision shall be reconsidered by the President and at least two other BCRA members nominated by the President. If the majority of the three individuals consider that the expulsion is warranted then the member shall be offered the opportunity to resign before the expulsion is made.

G HONORARY OFFICERS AND THE COUNCIL

1. The Honorary Officers of the Association shall be the Chairman, Secretary and Treasurer.
2. The Council shall have the authority to appoint a President of the Association to serve for a period of three years. A retiring or past president shall be eligible for re-appointment.
3. The Council shall consist of: the President, the Honorary Officers, six representatives of the Personal Members and any members co-opted in accordance with sub-clause G.8 of this Constitution. Every member of the Council must be an Honorary, Individual or Joint Member of the Association.
4. All members of the Council other than the President shall be elected for a one-year term. The election shall take place between October and December and they shall take office from the 1st January following their election.
5. Nominations for all positions on the Council other than President shall be proposed and seconded by voting members (as defined in sub-clause E.4 of this Constitution). Nominations shall be made in writing to the Hon. Secretary to reach him not later than the previous 30th September to be valid for office in the following calendar year. All such nominations shall be signed by the proposer and seconder and be accompanied by the nominee's signed consent.
6. All members of the Council shall be eligible for re-election.
7. In the event of there being a contest for the election of any members of the Council the election shall be determined by a postal ballot held in accordance with clauses R and S of this Constitution.
8. The Council may in addition appoint not more than two co-opted members who shall have the right to vote at meetings subsequent to their appointment, but not before.
9. The Council shall have the power to fill any vacancies occurring on the Council during the year; such appointees shall become full members of the Council at the meeting subsequent to their appointment, but not before.
10. Nobody shall be appointed as a member of the Council who is aged under 18 or who would be disqualified under the provisions of clause H of this Constitution.

H TERMINATION OF COUNCIL MEMBERSHIP

1. A member of the Council shall cease to hold office if he or she:
 - a) is disqualified from acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - c) is disqualified by reason of clause I of this Constitution;
 - d) is absent without cause considered adequate by the Council from at least two consecutive meetings and the Council resolve that the position be vacated. The member may appeal to the BCRA President against the decision within 28 days of receiving notice of such termination when the decision shall be reconsidered by the President and at least two other BCRA members nominated by the President. If the majority of the three individuals consider that expulsion is warranted then the member shall be offered the opportunity to resign before the expulsion is made.

I PERSONAL INTERESTS OF COUNCIL MEMBERS

1. No member of the Council shall have or acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

J MEETINGS AND PROCEEDINGS OF THE COUNCIL

1. The Council shall hold at least three ordinary meetings each year. Meetings of the Council may be called at any time by the Chairman or by any four members of the Council upon not less than 15 days' notice being given to the other members of the Council of the matters to be discussed.

2. The Chairman shall take the chair at meetings of the Council. If the Chairman is absent from the meeting, the members of the Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least four members of the Council are present at the meeting.
4. Every matter, unless expressly instructed elsewhere in this Constitution, shall be determined by a simple majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. Provided that a quorum is present the proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
6. The Council shall keep minutes, in books kept for the purpose or as electronic records properly protected, with at least one printed and signed copy, of the proceedings at meetings of the Council and any sub-committee.
7. The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
8. The Council may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to all members of the Council.

K RECEIPTS AND EXPENDITURE

1. The funds of the Association, including all donations, subscriptions and bequests, shall be paid into one or more accounts operated by the Council in the name of the Association at such banks or building societies as the Council shall from time to time decide. All cheques drawn on any Association account shall be signed by at least two authorised persons, at least one of whom shall be a member of the Council. A specific account may be exempted from the requirements of the second part of this clause only by a resolution of Council.
2. The funds belonging to the Association shall be applied only in furthering the objects.

L PROPERTY AND TRUSTEES

1. The Council shall cause the title to:
 - a) all land held by or in trust for the Association; and
 - b) all investments held by or on behalf of the Association;to be vested in not less than three individuals appointed by them as honorary Holding Trustees. Such trustees may be removed by the Council at its pleasure and shall act only in accordance with the lawful directions of the Council. Provided they act in accordance with the lawful directions of the Council, the Holding Trustees shall not be liable for the acts and defaults of its members.

M ACCOUNTS

1. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) in particular with regard to:
 - a) the keeping of accounting records for the Association;
 - b) the preparation of annual statements of account for the Association;
 - c) the auditing or independent examination of the statements of account of the Association; and
 - d) the transmission of the statements of account of the Association to the Charity Commissioners.
2. The financial year of the Association shall end on 31st December.

N ANNUAL REPORT AND RETURN

1. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of both an annual report and an annual return and their transmission to the Charity Commissioners.

O ANNUAL GENERAL MEETING

1. There shall be an annual general meeting of the Association.
2. Every annual general meeting shall be called by the Council.
3. The Council shall present to each annual general meeting the report and accounts of the Association for the preceding financial year.

P SPECIAL GENERAL MEETING

1. A special general meeting may be called at any time by a quorum of members of the Council, or twenty voting members of the Association, sending a written request to the Secretary stating the business to be considered.
2. The Secretary shall call such a meeting to be held within 90 days of receipt of that request.

Q PROCEDURE AT GENERAL MEETINGS

1. The Secretary shall give all members of the Association at least 21 days' notice of each general meeting; such notice shall specify the agenda for the meeting.
2. All members of the Association shall be entitled to attend a general meeting but the voting rights of members shall be as defined in clause E of this Constitution.
3. The Secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Association.
4. There shall be a quorum when at least twenty voting members of the Association are present at any general meeting.
5. The Chairman shall take the chair of any general meeting. If the Chairman is absent from the meeting, then those present and having voting rights shall choose one of their number to be chairman of the meeting before any other business is transacted.
6. Every matter, unless expressly instructed elsewhere in this Constitution, shall be determined by a simple majority of votes of those present and voting on the question but in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
7. The business of any general meeting shall be in accordance with the circulated agenda, as interpreted by the chairman of the meeting.

R PROCEDURE FOR POSTAL BALLOTS

1. A postal ballot shall be organised by the officers of the Association on any legal motion if they are required to do so by this Constitution or by resolution of a general meeting or by a meeting of the Council.
2. The officers of the Association shall ensure that papers for every postal ballot shall be issued to all voting members to arrive at least 21 days prior to the closing date.
3. Members shall return postal ballot papers to the appointed person duly stamped. Votes shall be opened and counted only in the presence of three scrutineers appointed by the Council.

S NOTICES AND POSTAL BALLOT FORMS

1. Any notice or postal ballot paper required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Council on any member personally or by sending it through the post in a prepaid letter addressed to such member at their last known address or by sending it by email addressed to such member at their last known and verified address if the member consents, and any notice so sent shall be deemed to have been received within seven days of sending.
2. No notice or postal ballot paper required to be served on any member of the Association shall be sent by any method other than postal unless the delivery address has been suitably verified within the previous six months.

T THE CONSTITUTION

1. The Constitution may only be altered subject to the provisions of this sub-clause:
 - a) Any proposal to amend the Constitution shall be notified in writing to the Secretary and be signed by the proposer and seconder to reach the Secretary not less than 56 days prior to the general meeting at which it will be considered. The notice of that meeting shall include notice of the proposal, setting out the terms of the alteration proposed.
 - b) A resolution to amend the Constitution shall be passed by not less than two-thirds of the members present and voting at a general meeting.
 - c) No amendment may be made to clause A, clause C, clause I, clause U or this clause without the prior consent in writing of the Charity Commissioners.
 - d) No amendment may be made which would have the effect of making the Association cease to be a charity at law.
2. The Council shall promptly send to the Charity Commissioners a copy of any amendment made under this clause.
3. The Council shall have full powers to deal with any matter that might arise and is not provided for in this Constitution.

U DISSOLUTION

1. If the Council decides that it is necessary or advisable to dissolve the Association it shall call a special general meeting of the Association. If a proposal for dissolution is confirmed by a simple majority of those present and voting, or if the meeting is inquorate, then the proposal shall be put to all voting members of the Association by a postal ballot held in accordance with clauses R and S of this Constitution.
2. If the postal ballot approves the proposal by at least a three-quarters majority of those voting the Council shall have the power to realise the assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be handed to an organisation with similar interests or in default of this to the National Trust or similar national organisation. A copy of the statement of accounts for the final accounting period of the Association shall be sent to the Charity Commissioners.