

Oxford University Underwater Exploration Group

Constitution

NAME AND OBJECTS

1. The Club is called the Oxford University Underwater Exploration Group. The Club's objects are the support, development, improvement and promotion of Underwater Exploration in the University of Oxford; and the training of junior Members to a minimum of BS-AC Sports Diver Qualification; and the income shall be applied solely to those objects.

2. COMPLIANCE

- (a) The Club shall be administered in accordance with the regulations for University Clubs which are published from time to time in the Proctors' and Assessor's Memorandum ("the Proctors' Memorandum"). At the time of the adoption of this Constitution the Club is designated by the Proctors as an Established Sport.
- (b) The Club shall be registered as a Branch of the British Sub-Aqua Club (BS-AC). The Club shall effect and maintain such registration: purchase any Insurance cover which the BS-AC body makes available (unless the Insurance Section of the University's Central Administration ("the Insurance Section") agrees to or prescribes other arrangements); and make every effort to comply with all safety procedures which the BS-AC prescribes, or recommends as good practice.
- (c) 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.
- (d) The Club shall observe the Code of Conduct 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 an appropriate procedure for Risk Assessment which is acceptable to the Proctors (through the Director of Sport).
- (e) All Club Members must be subscribed as members to the BS-AC.

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. All resident Junior Members of the University shall be eligible to become Members of the Club. A Junior Member is a Matriculated Member of a College or Hall who is reading and registered for a recognized Degree, Diploma or Certificate. A Member is resident if during term the Member satisfies the requirement for residence laid down by the University. A Member shall continue to be eligible until he or she is given permission to supplicate for his or her Degree, Diploma or Certificate, regardless of whether or not he or she continues to be liable to pay fees to the University.
5. The Committee may also, at its discretion, admit to Membership:-
 - (a) Junior members of the University's Permanent Private Halls who are not matriculated into the University;
 - (b) Junior members of Ruskin College; Plater College; Ripon College, Cuddesdon; St Stephens House; the Oxford Institute of Legal Practice and the Westminster Institute of Oxford Brookes University; and
 - (c) Other persons ("older Members"), who have been, but are not currently resident Junior Members of the University, or of one of the Institutions listed in (b) above, provided that these non-University Members shall not constitute more than three-tenths of the total Membership; and
 - (d) Other persons not being resident Junior Members of the University or of one of the Institutions listed in (b) above, or those listed in clause (c) above, provided that non-University Members shall not constitute more than one-fifth of the total Membership.
6. The Committee may remove a person from Membership for good cause. The person concerned may appeal against such removal to the Senior Member.

MEETINGS OF THE MEMBERS

7. There shall be an Annual General Meeting for all the Members of the Club in Trinity Full Term, convened by the Secretary on not less than fourteen days' notice.
8. The Annual General Meeting will:
 - (a) receive the Annual Report of the Committee for the previous year and the Annual Accounts of the Club for the previous year, the Report and Accounts having been approved by the Committee;
 - (b) receive a Report from the Committee on the Club's compliance with paragraph 2 above;
 - (c) elect Members of the Committee in accordance with paragraph 20 below: the Committee's nominations for the Officers and the Senior Member shall be contained in the notice of the Meeting: any alternative nominations must be

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: nominations for the other Committee Members may be taken from the floor of the meeting;

- (d) consider any Motions of which due notice has been given, and any other relevant business.
- 9. An Extraordinary General Meeting may be called in any Full Term; by the President, the Secretary or the Treasurer on not less than seven days' notice; or on a written requisition by [seven] or more Members, stating the reason for which the Meeting is to be called, and delivered to the Secretary not less than fourteen days before the date of the Meeting.
- 10. Prior to all General Meetings notice of the Agenda shall be sent out with the notice of the Meeting.
- 11. The quorum for a General Meeting shall be 10 members present in person or by proxy, of whom three must be members of the Committee. 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).

THE COMMITTEE

- 12. The affairs of the Club shall be administered by a Committee consisting or not more than 17 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.
- 13. The quorum for a Committee meeting shall be seven members present in person. When any financial business is to be transacted, there must be present either the Treasurer or a Member of the Committee deputed by the Treasurer to represent his or her views to the Meeting.
- 14. The Committee shall be made up of the President, the Secretary, the Treasurer (together, the "Office Holders"; and their Offices are referred to as "the Officers"), the Senior Member and 9 other persons. The President, the Secretary and the Treasurer shall each be either a Member of the Club whose eligibility stems from paragraphs 4, 5(a) or 5(b) above, or (with the approval of the Proctors) a member of Congregation. If his or her eligibility stems from paragraph 5(a) or 5(b) above, on

election to Office he or she must sign an undertaking to abide by the Proctors' Memorandum, and to accept the authority of the Proctors on Club matters.

15. 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.

16. The Secretary shall:

- (a) maintain a Register of the Members of the Club, which shall be available for inspection by the Proctors on request;
- (b) give notice of Meetings of the Members and the Committee;
- (c) draw up the Minutes of those Meetings;
- (d) notify the Proctors (through the Director of Sport) promptly following the appointment and resignation or removal of Office Holders and other Members of the Committee;
- (e) advise the Proctors promptly (through the Director of Sport) of any changes in this Constitution;
- (f) notify the Proctors (through the Director of Sport) not later than the end of the second week of every Full Term of the programme of fixtures which has been arranged for that Term (e.g. by providing them a copy of the fixture card);
- (g) 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;
- (h) inform the Proctors if the Club ceases to operate, or is to be dissolved, and in doing so present a final Statement of Accounts.

17. The Treasurer shall:

- (a) keep proper records of the Club's financial transactions in accordance with current accepted accounting rules and practices;
- (b) develop and implement control procedures to minimise the risk of financial exposure, such procedures to be reviewed regularly with the University's Internal Audit Section ("Internal Audit");

- (c) ensure that bills are paid and cash is banked in accordance with the procedures developed under (b);
- (d) prepare an annual Budget for the Club and regularly inform the Committee of progress against that Budget;
- (e) ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate;

- (f) seek advice as necessary on tax matters from the University's Finance Division;
- (g) develop and maintain a Manual of written procedures for all aspects of the Treasurer's responsibility;
- (h) make all records, procedures and accounts available on request to the Senior Member, the Proctor and Internal Audit;
- (i) unless the Club is designated by the Proctors as a 'Recognized Sport', forward to the Proctors (through the Director of Sport) by the end of the second week of each Full Term in the Club's first year of operation (1 August to 31 July) a copy of the Accounts for the preceding Term signed by the Senior Member, for retention on the Proctors' files; and after the first year of operation forward a copy of the signed Annual Accounts to 31 July as soon as possible after the year end (and in any event no later than the 1st October following the year end); and
- (j) if the Club has a turnover in excess of £40,000 in the preceding year, or if owing to a change in the nature or scale of its activities, it may confidently be expected to have such a turnover in the current year, subject its Accounts for Audit by auditors approved in advance by the Proctors. Accounts are to be ready for Audit within four months after the year end and the costs of the Audit shall be borne by the Club. If requested by the auditors, the Club shall submit Accounts and related material as a basis for a review of accounting procedures, the cost likewise to be borne by the Club.

18. The Diving Officer:-

- (a) is responsible for making sure that all diving within the club is done safely and to BS-AC standards.
- (b) Has a complete veto on all diving activities within the Club.

19. The other Committee Officers are:

- (a) Training Officer – organises the training of new members to the Sports Diver Standard.

- (b) Assistant Training Officer.
 - (c) Advanced Training Officer. Organises the training of Sports divers to more advanced qualifications.
 - (d) Boat Officer
 - (e) Assistant Boat Officer

 - (f) Kit Officer
 - (g) Assistant Kit Officer
 - (h) Internet Officer
 - (i) Social Secretary
20. The members of the Committee shall be elected by the members of the Club annually, and shall be eligible for re-election. The members of the Club shall not appoint several individuals jointly to hold any of the Offices, nor allow any individual to hold more than one Office at a time. If the Club is designated by the Proctors as a Recognised Sport, the Director of Sport shall be the Senior Member. If the Club is not so designated, the members of the Club shall appoint a Member of Congregation as the Senior Member when electing other members of the Committee each year. The Senior Member shall be a member of the Committee *ex officio*.
21. If during the period between the Annual Elections to Offices any vacancies occur amongst the members of Committee, the Committee shall have the power of filling the vacancy or vacancies up to the next Annual General Meeting by co-option.
22. Each Office Holder 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 and records 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 Club's Bank Accounts, Building Society Accounts, or other financial affairs.
23. Without derogating from its primary responsibility, the Committee may delegate it's functions to finance and general purposes and other subcommittees which are made up exclusively of members of the Committee.
24. The Committee shall have 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. Any alteration to this Constitution shall require the approving vote of two-thirds of those present in person or by proxy at a General Meeting.

25. No Member of the Committee shall be removed from Office except by the approving votes of two-thirds of those present in person or by proxy at a General Meeting.

INDEMNITY

26. 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 judgement is given in his or her favour (or the proceedings are 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.
27. 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 any 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 incurred by him or her and for which he or she is entitled to be indemnified by the Club by virtue of paragraph 24.

DISSOLUTION

28. The Club may be dissolved at any time by the approving votes of two-thirds of those present in person or by proxy at a General Meeting. The Club may also be dissolved (without the 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.
29. 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 for use in support of University Sub Aqua activities or other sporting activities within the University.

INTERPRETATION

30. Any question about the interpretation of this Constitution shall be settled by the Proctors.