

CONSTITUTION OF CAVING WALES

1. NAMES AND DEFINITIONS

1.1 **Caving Wales (Ogofa Cymru** in Welsh) is the national organisation representing the collective interests of cavers and recreational mine explorers in Wales and bordering counties of England with relevant geology. Areas of England represented by Caving Wales include the Forest of Dean and Shropshire.

1.2 Caving Wales also represents these interests at United Kingdom level through its membership of the British Caving Association (BCA) whilst maintaining its position as an independent autonomous body.

2. AIMS AND OBJECTS

2.1 To safeguard the interests of caving and mining clubs, cavers and underground explorers.

2.2 To encourage the exchange of information between individuals, clubs and other local, regional and national bodies.

2.3 To maintain friendly relations with, and foster the spirit of co-operation between similar and associated bodies, with a view to promoting and achieving objects of mutual interest.

2.4 To encourage the recording of information on sites of subterranean interest for Wales in the Cambrian Cave Registry which Caving Wales maintains, and similarly for those areas of England that it represents.

2.5 To encourage cave and historic mine conservation and research.

2.6 To provide relevant education and training opportunities including the use of specialist equipment and techniques, and to operate a system of nationally approved fixed aids which facilitate underground exploration.

2.7 To support clubs and access bodies in obtaining, maintaining, and improving access, and to fulfil this role where necessary systems are absent.

3. GUIDING PRINCIPLES

3.1 That there shall be respect for the autonomy and independence of action of the Member Bodies of Caving Wales, provided that these do not conflict with the organisation's Aims and Objects set out above.

3.2 That any legal rights held by land or mineral rights owners to grant or withhold access be respected.

3.3 That individuals, clubs and others bodies to whom access control has been delegated or when acting in an advisory capacity have a duty to ensure that access for all responsible cavers and explorers is made straightforward and non-discriminatory from its inception and improved upon whenever access agreements are reviewed or renewed.

4. MANAGEMENT

4.1 The management of Caving Wales is vested in an Executive which shall comprise the following Officers who will have voting rights at Executive meetings: Chairman, Secretary, Treasurer, Conservation and Access Officer, Training Officer, Equipment and Techniques Officer, Registrar, Information Officer, and Recreational Mine Exploration Officer.

4.2 These Officers shall be proposed at the Annual General Meeting (AGM) and elected to serve until the next AGM by a simple majority vote of the Member Bodies, and Officers shall remain eligible for re-election.

4.3 The Executive may co-opt non-voting Assistants as required.

4.4 Each Officer shall be an individual member of a Member Body or the BCA or have at least three years of demonstrable experience of underground exploration in caves and mines.

4.5 The Officers shall act as an Executive to deal with matters collectively in accordance with the Aims and Objects of Caving Wales or individually within the terms of reference given to them by the Executive.

4.6 When an Officer vacancy occurs, a replacement shall be appointed by the Executive to fill the vacancy until the next AGM.

4.7 Executive meetings may take place physically and online. Minutes shall be taken and made available to Member Bodies on request.

5. MEMBERSHIP

5.1 Any constitutionally established caving or mining club, underground rescue team or access control body may become a Member Body of Caving Wales after it has fulfilled all of the following requirements:

- a) It is a member of the BCA and covered by the BCA or alternative insurance scheme approved by the Executive

- b) It has made an application in writing to the Secretary for membership at least six weeks before the AGM at which it wishes to be considered
- c) It has sent a representative to and been accepted as a Member Body by a simple majority vote of the existing Member Bodies attending that AGM
- d) Any refused applicant may appeal once only at the subsequent AGM in person or by representation.

5.2 Member Bodies shall provide their contact details to the Secretary and keep these up to date including their representative's name, postal address, email address and telephone number.

5.3 Each Member Body is entitled to one vote at General Meetings.

5.4 Membership shall be deemed to have lapsed when a Member Body becomes over four months in arrears with any subscription levy and when it has failed for at least four months to respond to communications from Caving Wales sent by post and email to its nominated contact.

6. FINANCE

6.1 Each financial year shall end on 31st December.

6.2 The Executive shall maintain current and reserve bank accounts. The Treasurer and at least one other Executive Officer shall be empowered to operate these accounts.

6.3 The Treasurer shall prepare and present scrutinised accounts at the AGM following the end of each financial year. The scrutineer shall be independent of the Executive.

6.4 The Executive shall have the power to raise funds although running costs are generally met by the BCA.

6.5 The amount of any annual subscription payable by Member Bodies shall be decided by the AGM.

7. PROCEDURE AND BUSINESS FOR GENERAL MEETINGS

7.1 The following are entitled to attend General Meetings: the Officers, a delegate from each Member Body, individual members of the Member Bodies and individual members of the BCA.

7.2 The Executive may invite representatives from other relevant bodies and individuals to attend any General Meeting.

7.3 The quorum at a General Meeting shall be one fifth of all the Member Bodies.

7.4 The Secretary shall give at least eight weeks notice of the date of each General Meeting to all Officers and the nominated representatives of the Member Bodies.

7.5 Each Member Body or Officer shall give the Secretary at least six weeks notice by post or email of any motions, constitutional amendments, proposals, or other matter they wish to have placed on the agenda for the next General Meeting.

7.6 At least four weeks prior to each general meeting the Secretary shall publish a copy of the agenda including its date, time and venue on the Caving Wales website and will post or email it to all Officers and nominated contacts for Member Bodies.

7.7 General Meetings may take place physically in a building or online or some combination. **Online** means hosting a meeting with a free software package that is readily available for use on personal computers, one that is familiar to the general public, and ideally with a telephone dial-in facility. A **venue** in the context of an **online** meeting means the software platform, the webpage address and any telephone numbers for joining such a meeting.

7.8 A Special General Meeting must be convened by the Secretary on receipt of a written request by a simple majority of the Officers or from one-fifth of the Member Bodies. The Meeting must be held between six and twelve weeks after the Secretary receives the request. All Officers and Member Body representatives will be notified by post or email of the venue, date and time, and agenda stating the reasons for calling the Special General Meeting. Only the propositions giving rise to Special General Meeting shall be considered thereat.

7.9 Minutes shall be taken of all General Meetings, and copies circulated to all Officers and Member Body representatives and a copy posted on the Caving Wales website.

7.10 An Annual General Meeting will be held in March each year to:

- a) Accept the minutes of the previous General Meeting, and consider any matters arising
- b) Consider any applications for membership
- c) Receive reports from the Officers
- d) Consider the statement of accounts, decide on any annual subscription, and appoint a Scrutineer for the next year's accounts
- e) Consider amendments to the Constitution
- f) Consider other proposals
- g) Consider matters of interest and concern

- h) Elect Officers to serve until the next AGM
- i) Discuss the date and format of the next AGM.

8. AMENDMENTS TO THE CONSTITUTION, NOTICES OF MOTION AND OTHER GENERAL MEETING PROPOSALS

8.1 Constitutional amendments, notices of motions and other proposals shall be put forward in accordance with section 7.5.

8.2 Amendments to motions may only be proposed by an Officer or a Member Body representative either in writing beforehand to the Secretary or in person at the meeting at which it is discussed.

8.3 Such resolutions, when passed, shall take effect immediately, unless otherwise specifically indicated.

8.4 An inquorate meeting may discuss motions and proposals but any vote on them will be deferred to a later General Meeting.

8.5 Amendments to the Constitution may only be passed by a two-thirds majority of Member Bodies present at a quorate General Meeting.

9. VOTING PROCEDURE

9.1 Each Member Body may nominate **one** delegate from amongst its own membership to be present at meetings who shall be entitled to **one** vote.

9.2 Delegates at each meeting must present written authority signed by the Secretary or Chairman of the Member Body that they are representing. Presenting a printed copy of an email is acceptable as written authority.

9.3 The Officers shall not be entitled to a vote, except when:

a) in the event of a tie, the Chairman or other Presiding Officer shall have the casting vote, or

b) when they are acting as the delegate of a Member Body.

9.4 All voting decisions shall be made by a simple majority of those entitled, present, and voting, unless otherwise indicated in the Constitution (see sections 7.3, 8.5, and 11.1).

9.5 Fractional results are rounded to the whole number below when calculating thresholds; for example two-thirds of fourteen is nine.

10. LIMITATIONS

10.1 Caving Wales shall not interfere in the internal affairs of any Member Body unless specifically requested to do so by that Member Body.

10.2 Caving Wales shall not mediate between two or more Member Bodies, unless requested to do so by each of them.

10.3 Caving Wales shall have no call upon a Member Body's assets or property other than for debts due or incurred during membership; nor shall it be responsible for the liabilities of a Member Body, other than for those expenses it has incurred with the Executive's prior written approval.

10.4 The names **Caving Wales** and **Ogofa Cymru** may not be used without the Executive's express permission.

10.5 The Executive may decide by a simple majority vote at an Executive Meeting to suspend an Officer or a Member Body deemed to be acting against the Aims and Objects of Caving Wales or its interests. A final decision to reinstate or expel will be made by a simple majority vote at the next General Meeting after a full review of the case there. If expelled, a Member Body's existing rights and assets in Caving Wales may be forfeited. The Officer or Member Body shall have the right to make representations or to be represented at such meetings.

11. DISSOLUTION

11.1 Caving Wales may be dissolved when at least two-thirds of those Member Body representatives present and voting at a Special General Meeting convened solely to discuss a dissolution proposition accept it.

11.2 In the event of Dissolution, the assets of Caving Wales shall be entrusted to the British Caving Association for disposal, generally in accordance with the Aims and Objects of Caving Wales.

12. INTERPRETATION

12.1 Any matter not provided for in the Constitution shall be dealt with by the Executive.

12.1 The Executive shall be the sole interpreter of this Constitution subject to confirmation by a simple majority vote at the next General Meeting.

Note: Following the consultation exercise conducted during 2023, this version is our final proposal dated 26/01/2024 which incorporates the feedback that we received. It is up for discussion and a vote on adopting it at the AGM on 10/03/2024.