



British Caving Association

Constitutional Amendments

Individual-Member Ballot
Paper

Dear BCA member

BCA Council has identified several areas of our Constitution that need to be amended as part of an on-going process to streamline our procedures. The proposed amendments were passed unanimously by the Annual General Meeting in March 2010 and now progress to the final stage: a full postal ballot of all members.

What follows are the various groups of amendments, together with a brief explanation as to why they are necessary. The final page is the ballot form, which should be returned to me by **7th August 2010**.

In order for each group of amendments to be passed, we require at least 70% of the votes cast by both individual members and Groups to be in favour.

Please take the time to study this document carefully. If you have any queries, or would like to better understand the reasons behind a proposed amendment, then please contact me as below (e-mail preferred).

Finally, please remember to return your ballot paper in good time.

Yours

Damian Weare

BCA Secretary (on behalf of BCA Executive)

✉ secretary@british-caving.org.uk

Details of Proposed Constitutional Amendments

Proposal 1: Membership

In sub-sections 5.2a), 5.3a) and 5.4a) remove “*and signed by the applicant*”

Relevant Sections:

5.2 Applications for the class of Individual Membership shall:

a) be submitted on an application form duly completed ~~and signed by the applicant~~ and accompanied by the appropriate subscription for the class of membership, and [...]

5.3 Applications for the class of Group Membership shall:

a) be submitted on an application form duly completed ~~and signed by the applicant~~ and accompanied by the appropriate subscription for the class of membership and a copy of the constitution of the applicant, and [...]

5.4 Applications for the class of Associate Membership shall:

a) be submitted on an application form duly completed ~~and signed by the applicant~~ and accompanied by the appropriate subscription for the class of membership, and [...]

Reason(s): To allow for the completion of online membership applications.

Proposal 2: General Meetings

In Section 8.3 **change** “12” to “18” weeks and in 8.4 **change** “at least 9 weeks before the date of that meeting” to “by midnight on the day of the National Council meeting preceding the AGM.”

Relevant Sections:

8.3 The time, date and place of a General Meeting shall be published at least ~~12~~ **18** weeks in advance of the meeting.

8.4 Notice of any matters to be raised at a General Meeting of the Association, including all proposals for constitutional change, must reach the Secretary ~~at least 9 weeks before the date of that meeting.~~ **by midnight on the day of the National Council meeting preceding the AGM.**

Reason(s): Sub-Section 8.5 quite rightly requires that members receive an Agenda at least 6 weeks in advance on the AGM. This places quite a burden on the volunteer Secretary to produce, print and post out over 600 Agendas within 3 weeks. Moving the dates in Sections 8.3 and 8.4 reduces this burden. The change in 8.4 also allows the March Council meeting to add its own proposals and nominations for Officers.

Proposal 3: General Meetings

In 8.12 **change** “March” to “June” and “practicable” to “reasonable”.

8.12 *There shall be an Annual General Meeting of the Association which shall be held during the month of ~~March~~ **June** each year or as soon as ~~practicable~~ **reasonable** thereafter.*

Reason(s): The change to June ensures adequate time for the preparation of certified accounts following the year end. The second change is a less onerous requirement than “as soon as practicable” and gives Council a little more flexibility if it needs it.

Proposal 4: General Meetings

In 8.14 **delete** 2nd sentence and **replace** with “The Secretary shall ensure than an agenda is prepared and circulated to all Members, not less than 12 weeks before the date called for.” In 8.14 **replace** “business” in 3rd sentence by “Agenda”. In 8.15 **replace** whole sub section by: “An Emergency General Meeting may be called by any two members of the Executive. One member of the Executive shall ensure than an agenda is prepared and circulated to all Members, not less than 2 weeks before the meeting. Only the subject giving rise to the emergency may be discussed.”

8.14 *A Special General Meeting shall be called if requested either by National Council or by the Executive or in writing by not less than twenty members eligible to vote. ~~In this case 12 weeks' notice shall be given to all members.~~ **The Secretary shall ensure than an agenda is prepared and circulated to all Members, not less than 12 weeks before the date called for.** ~~The business~~ **Agenda** of a Special General Meeting shall be constrained to the matter or matters put in the request. The Chairman may accept other related business during the course of the Special General Meeting.*

8.15 *~~An Emergency General Meeting may be called by any two members of the Executive with only two weeks notice. Only the subject giving rise to the emergency may be discussed.~~ **An Emergency General Meeting may be called by any two members of the Executive. One member of the Executive shall ensure than an agenda is prepared and circulated to all Members, not less than 2 weeks before the meeting. Only the subject giving rise to the emergency may be discussed.***

Reason(s): This brings the wording of dealing with a SGM & EGM into line with an AGM, thus enabling the definitions of certain words to apply to all 3 General Meetings to enable changes to distribution of notices etc. (see Interpretation Section below.)

Proposal 5: Finance

In 10.6 **add** to end of 2nd sentence “except where National Council may by specific resolution exempt an account from this, in which case the resolution must specify the name of the account, the signatory and any safeguards Council chooses to impose.”

*10.6 All accounts holding the Association’s funds shall have at least three signatories, one of whom shall be the Association’s Treasurer. Authorisation of any transaction shall require a minimum of two signatories **except where National Council may by specific resolution exempt an account from this, in which case the resolution must specify the name of the account, the signatory and any safeguards Council chooses to impose.**”*

Reason(s): To permit use of single signature accounts such as on-line accounts, which are necessary for modern banking and online credit-card payment facilities.

While dual-signatures may seem desirable for security reasons, in reality they provide little protection, as they are generally only checked if the bank is alerted to a problem and, since statements are posted to the Treasurer, a corrupt Treasurer could write themselves a cheque and then disappear. BCA Council would only find out several months down the line and could do nothing about it.

Modern online accounts often provide greater security through, for example: weekly transaction limits; multiple read-only logins allowing transactions to be checked; or the requirement for all transactions to be agreed online by a second person. It is safeguards such as these that it is envisaged Council may “choose to impose”.

Proposal 6: Finance

Replace “qualified accountant” by “suitably qualified person” in the 1st and current 2nd and 3rd sentences of 10.7. **Delete** “before presentation to the Annual General Meeting” in the 1st sentence. **Insert** two new sentences immediately following current 1st sentence “Ideally a certified set of accounts shall be presented to the Annual General Meeting following the year end. If this is not possible draft accounts shall be presented. In such a case, certified accounts shall be presented to a subsequent meeting of the National Council together with a list identifying changes of greater than £10 between the draft and certified accounts. The certified accounts shall be published, as well as, if produced, the draft accounts and the list of items identifying changes.”

10.7 *The accounts of the Association shall be made up annually to 31st December and shall be certified by a ~~qualified accountant~~ **suitably qualified person** before presentation to the Annual General Meeting. **Ideally a certified set of accounts shall be presented to the Annual General Meeting following the year end. If this is not possible draft accounts shall be presented. In such a case, certified accounts shall be presented to a subsequent meeting of the National Council together with a list identifying changes of greater than £10 between the draft and certified accounts. The certified accounts shall be published, as well as, if produced, the draft accounts and the list of items identifying changes.** The ~~qualified accountant~~ **suitably qualified person** shall be appointed by the Annual General Meeting. In the case of a casual vacancy, the National Council shall have the power to appoint a ~~qualified accountant~~ **suitably qualified person**. Such a person so appointed shall remain in office until the next Annual General Meeting of the Association and shall be eligible for reappointment.*

Reason(s): To expand the range of eligible persons to include persons such as “Independent Examiners” (see Charity Commission document CC31 “Accounting & Reporting Independent Examination of Charity Accounts Trustees' Guide”). The second part allows for a situation where, for whatever reason, certified accounts cannot be prepared in time for the AGM.

Proposal 7: Finance

Delete from 2nd sentence “, and subsequently, to submit for annual examination statements of the actual income and expenditure” and also **delete** 3rd sentence.

10.8 *The National Council shall be responsible for all income and expenditure of the Association and shall delegate the control of such expenditure to the Treasurer. The National Council shall require Standing Committees and others allocated funds, to prepare and submit for approval, annual budgets detailing proposed income and expenditure, and subsequently, to submit for annual examination statements of the actual income and expenditure. Such statements shall be incorporated within the annual accounts of the Association.*

Reason(s): The current wording allows each committee to run their own bank account and prepare accounts at year end as was the practice pre-2000. However this is no longer the case and the change places control of all accounts within the hands of the Treasurer, lifting a substantial work load from them.

Proposal 8: Interpretation

Insert new sub sections 13.3 & 13.4

13.3 *For the purposes of Sections 8 and 9 of this Constitution:*

“publish” means placed in a publication produced by BCA, or placed on BCA’s web site, or both.

“circulated” means circulated by post, or by email if the member has elected to receive communications from BCA in that manner, or by publishing the information, or by any combination of these methods.

“postal ballot” can mean an online ballot for those members who have elected to receive communications by email.

13.4 *Council shall set up a procedure for satisfying itself that, where a member elects to receive communications by email, that election has come from that person. In an online ballot Council may, if it has reasonable grounds for believing that a vote cast has not come from that member, reject that vote. It is the member’s responsibility to ensure that the email address is valid and BCA shall take no responsibility if the email sending the communication fails to arrive with the member or the member’s response fails to arrive with BCA.*

Reason(s): To formalise the current convention on publishing, expand the convention on circulating and allow the introduction of email-based correspondence to improve efficiency, should we wish to do so in the future.

Ballot Rules

- Voting in this ballot is limited to individual members (Honorary, DIM, CIM, and CIM+ members) who have paid their subscriptions for 2010.
 - Each proposal is voted on separately and a member can vote for or against all or some of these by placing a tick in the relevant box(es).
 - Ballot papers must properly completed, including the member's name, membership number and their signature.
 - If necessary a replacement ballot paper can be obtained from the BCA Secretary.
 - Ballot papers should be posted to: Damian Weare, BCA Secretary, 2, The Barn, Sal Royd Road, Low Moor, BRADFORD BD12 0JN and should arrive on or before 7th August 2010.
 - For an amendment to be accepted, it must be agreed by at least 70% of respondents in this ballot, as well as 70% of those Group members, who are being balloted separately.
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Ballot Paper removed
to prevent fraud.