

Lancaster University Motorsport Society

## Constitution

Date of constitution (last amended): 01 July 2023

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## Part I: Definitions

**"Annual General Meeting"** means a meeting held once annually pursuant to part IX.

**"Annual Statement of Revenue and Expenditure"** means the annual financial reports to be prepared annually by the Treasurer and presented to the Executive Committee at the Annual General Meeting.

**"By-Election"** means an election held not at an Annual General Meeting and pursuant to part VI to make an appointment to the Executive Committee that has been vacated prematurely, which may colloquially be referred to as a "Mini-Hustings".

**"Closed Executive Meeting"** means a confidential meeting of the Executive Committee convened pursuant to part XIII to discuss a formal or informal complaint made against a Member or Members.

**"Duty of Care Training"** means the online training made available by LUSU to disseminate information on the protection and wellbeing, equality and diversity, and safeguarding of Members whilst acting as a member of the Executive Committee.

**"Election"** means an annual election held at an Annual General Meeting pursuant to part VI to make appointments to the Executive Committee, which may colloquially be referred to as "Hustings".

**"Executive Committee"** means the annually elected management committee responsible for the administration of the Society, with responsibilities as detailed under to part IV.

**"Executive Meeting"** means a meeting of the Executive Committee convened pursuant to part XII.

**"First-Past-the-Post Basis"** means an electoral system wherein each person eligible to vote receives one vote to cast in favour of a single candidate, and the candidate with the most votes wins the election.

**"General Meeting"** means a meeting held pursuant to part X.

**"Summer Term"** means the final term of the academic year.

**"LUSU"** means the Lancaster University Student's Union.

**"LUSU's Complaints Procedure"** means the complaints procedure specified by LUSU and available on their webpage.

**"LUSU Safety Framework"** means the safety framework specified by LUSU and available on their webpage.

**"Member"** means any person holding a valid full, associate or honorary membership.

**"Membership Fee"** means an annual charge levied by the Society in consideration for membership thereto, the amount of which is determined in accordance with clause 20.

**"Ordinary Majority"** means a majority of more than 50% of all votes validly cast.

**"Roses"** means the annual sporting tournament between Lancaster University and York University.

**"Special Majority"** means a majority of more than 75% of all votes validly cast.

The **"Society"** means the Lancaster University Motorsport Society as detailed in part II.

**"Union Constitution"** means the constitutional agreement of LUSU.

**"Union Financial Regulations"** means the financial regulations specified by LUSU and available on their webpage.

## Part II: The Society

### 1. Name

The name of the society is Lancaster University Motorsport Society.

### 2. Object

The object of the Society is the advancement of amateur motorsport within the Lancaster University student community. This includes, but is not limited to, the provision of:

- a. a safe space for those who enjoy motorsport;
- b. opportunities to participate in karting;
- c. social events to watch and support motorsport such as Formula 1, and;
- d. social events dedicated to the appreciation of motor-vehicles.

### 3. Association

The Society is associated with LUSU and agrees to abide by, inter alia:

- a. the Union Constitution;
- b. all applicable LUSU bye-laws, and;
- c. the LUSU Safety Framework.



#### **4. Powers**

The Society has the power to do anything which is calculated to further its object or is conducive or incidental to doing so.

#### **5. Application of income and property**

The income and property of the Society must be applied solely towards the promotion of the Society's object.

- a. An member of the Executive Committee may, at the discretion of the President, be reimbursed from the property of the Society reasonable expenses properly incurred by them when acting on behalf of the Society.
- b. None of the income or property of the Society may be paid or transferred directly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member from receiving:
  - i. a benefit as a beneficiary of the Society;
  - ii. reasonable and proper remuneration for any goods or services supplied to the Society, or;
  - iii. goods purchased from the Society.

### **Part III: Membership**

#### **6. Category of membership**

There are three categories of membership:

- a. full membership;
- b. associate membership, and;
- c. honorary membership.

#### **7. Eligibility to become a new full or associate member**

Full or associate membership of the Society is open to any person who is a full or associate member of LUSU.

#### **8. Application for full or associate membership**

A person wishing to become a full or associate member must make an application by:

- a. completing and submitting the relevant application form located on LUSU's webpage, and;

- b. paying the Membership Fee.

## **9. Acceptance of an application for full or associate membership**

Unless notified of the rejection of their application within 7 days after payment of the Membership Fee, a prospective Member's application is deemed to be accepted.

## **10. Eligibility to become an honorary member**

Honorary membership is open to any natural person.

## **11. Application for honorary membership**

A person wishing to become an honorary member must submit to the Executive Committee a written application. Such written application must include:

- a. the applicant's name;
- b. any historic affiliation with the Society;
- c. what continuing benefit, if granted honorary membership, the applicant would provide to the Society;
- d. the reasons why the applicant believes they should be granted honorary membership, and;
- e. whether the applicant wishes to be granted honorary membership on a life basis or for a limited period. If for a limited period, the applicant should specify the period for which they are applying.

## **12. Acceptance of an application for honorary membership**

For an application for honorary membership to be accepted, a Special Majority of a duly constituted Executive Meeting must pass a resolution in favour thereof. Upon receipt of a valid application for honorary membership, the Executive Committee will:

- a. call an Executive Meeting pursuant to part XII;
- b. consider the merits of granting honorary membership;
- c. resolve to grant honorary membership pursuant to part VII, and;
- d. notify the applicant within a reasonable time of the success or failure of their application.

## **13. Refusal of membership**

The Executive Committee is not required to provide a rejected applicant with reasons for their rejection. The Executive Committee reserves the right to reject an application for membership for any reason, provided that reason is not on the basis of:

- a. age;
- b. disability;
- c. gender reassignment;
- d. marriage or civil partnership status;
- e. pregnancy;
- f. race;
- g. religion or belief;
- h. sex, or;
- i. sexual orientation.

#### **14. Refund of the Membership Fee in the event of a refusal of membership**

A rejected applicant, if having paid the Membership Fee, is entitled to a refund.

#### **15. Appeal of refusal of membership**

A rejected applicant may appeal their rejection. A person wishing to appeal their rejection must submit to the Executive Committee written notice. Such written notice must include:

- a. the appellant's name;
- b. in the case of an application for full or associate membership, proof of eligibility for the category of membership the appellant wishes to attain;
- c. the reasons why the appellant believes they should be granted membership.

#### **16. Executive Committee's obligations upon receipt of notice of an appeal of refusal of membership**

For an appeal to be allowed, a Special Majority of a valid Executive Meeting must vote in favour thereof. Upon receipt of a valid notice of appeal pursuant to clause 15, the Executive Committee will:

- a. call an Executive Meeting pursuant to part XII no earlier than 7 days and no later than 31 days from receipt of the notice;
- b. notify the appellant of the date and location of the Executive Meeting no later than 5 days prior to the meeting;
- c. hold the Executive Meeting, during which the Executive Committee will:

- i. allow the appellant reasonable time to make representations as to why their appeal should be allowed, either orally or in writing as the appellant may choose;
  - ii. consider the representations of the appellant;
  - iii. vote on the matter pursuant to part VII, and;
- d. within 7 days, notify the appellant in writing of the outcome of their appeal. In the event of the appeal being dismissed, the Executive Committee will provide reasons for the dismissal.

#### **17. Dismissal of an appeal of refusal of membership**

The Executive Committee reserves the right to dismiss an appeal for any reason, subject to that reason being on one of the bases referred to in clause 13(a) – (i).

#### **18. Transfer of membership**

Membership of the Society cannot be transferred to anyone else.

#### **19. Termination of membership**

Membership of the Society comes to an end if:

- a. the Member dies;
- b. the Member submits to the Executive Committee a notice of resignation;
- c. any sum of money owed by the Member is not paid in full within 3 months of its falling due;
- d. the membership is terminated pursuant to the exercise of the Executive Committee's powers under clause 56, or;
- e. with regard to full or associate Members, the Member ceases to be a student of Lancaster University.

#### **20. The Membership Fee**

The Society may require members to pay an annual membership fee to the Society. The amount of the fee is at the discretion of the Executive Committee.

### **Part IV: The Executive Committee**

#### **21. Administration of the Society**

The Society will be administered by an Executive Committee.

## **22. Eligibility for appointment to the Executive Committee**

Appointment to the Executive Committee is available to Members holding a full Society membership.

## **23. Procedure for appointment to the Executive Committee**

Members will be appointed to the Executive Committee, with the exception of the Karting Captains, either:

- a. following an Election held pursuant to part VI, or;
- b. following a By-Election held pursuant to part VI.

## **24. Procedure for appointment as a Karting Captain**

Each Karting Captain will appoint one Member to be their replacement at the Annual General Meeting. If one Karting Captain fails to make an appointment, or if that Karting Captain's appointment to the Executive Committee has been prematurely terminated, the other Karting Captain will make both appointments. If neither Karting Captain makes an appointment, the President will make both appointments.

## **25. Term of appointment to the Executive Committee**

Appointment to the Executive Committee will take effect:

- a. with regard to Members appointed to the Executive Committee pursuant to an Election under part VI, from 12:00 midday of the last day of Summer Term following the Election, and will continue until 11:59 am of the last day of the following Summer Term, and;
- b. with regard to Members appointed to the Executive Committee pursuant to a By-Election under part VI, from the date of the By-Election until 11:59 am of the last day of the following Summer Term.

## **26. Requirement to attend Duty of Care Training**

All Members appointed to the Executive Committee will attend the Duty of Care Training.

## **27. The President**

The President is responsible for, inter alia:

- a. forming and implementing the vision for the Society;
- b. being the primary representative of the Society to LUSU, the University of Lancaster and to any other external body or person either legal or natural;

- c. coordinating and overseeing the activities of both the Executive Committee and the Society as a whole, including ensuring that each of the members of the Executive Committee are performing their functions properly and with the requisite care and skill;
- d. attending and representing the Society at any relevant external meetings;
- e. delegating additional responsibilities to members of the Executive Committee where necessary;
- f. acting as signatory to the Society bank account;
- g. reviewing, drafting and finalising contracts between the Society and external bodies;
- h. acting as chair to all Society meetings, and;
- i. subject to clause 55, conducting disciplinary hearings pursuant to part V.

## **28. The Secretary**

The Secretary is responsible for, inter alia:

- a. the administration of matters relating to applications, refusals, appeals and termination of memberships;
- b. all formal Society correspondence and administration, including, but not limited to;
  - i. the taking and filing of minutes at meetings pursuant to clause 130;
  - ii. circulation of minutes to Members pursuant to clause 132;
  - iii. receipt of communications on behalf of the Executive Committee and circulation of same to other members of the Executive Committee;
  - iv. delivering notice of meetings pursuant to part XXII;
  - v. delivering notice of an appeal pursuant to clause 16(b) or a disciplinary hearing pursuant to clauses 49(b) and (c);
  - vi. notifying an appellant of the outcome of their appeal pursuant to clause 16(d);
  - vii. notifying the parties to a complaint of the outcome of a disciplinary hearing pursuant to clause 58;
- c. reviewing, drafting and finalising contracts between the Society and external bodies;
- d. organising and running Elections and By-Elections pursuant to part VI, and;

- e. advising Members on the rights and procedures set out in this Constitution.

## **29. The Treasurer**

The Treasurer is responsible for, inter alia:

- a. the administration of matters relating to Membership Fees;
- b. maintaining good order of the Society finances and ensuring adherence to the Union Financial Regulations;
- c. maintaining an up-to-date account of all Society financial transactions;
- d. advising the Executive Committee on expenditure of the budget;
- f. reviewing, drafting and finalising contracts between the Society and external bodies;
- g. preparation of the Annual Statement of Revenue and Expenditure pursuant to clause 93;
- h. managing and organising payments in to and out of the Society bank account, including acting as a signatory to the Society bank account, and;
- i. invoicing creditors of the Society.

## **30. Vice-President of Events**

The Vice-President of Events is responsible for, inter alia:

- a. the creation, coordination and distribution to Members of the Society's event timeline;
- b. organising, managing and running Society social events, including karting;
- c. organising travel to and from Society social and competitive events where required;
- d. booking rooms, venues, slots and places for Society events, and;
- e. delegation of organisational tasks to the Social Secretary.

## **31. Vice-President of Marketing**

The Vice-President of Marketing is responsible for, inter alia:

- a. managing the Society's social media presence, including Society-run group chat forums;
- b. overseeing the creation and distribution of promotional posters, leaflets and social media content, including videography and photography of Society events;

- c. managing and updating the Society website;
- d. the creation and execution of promotional projects, and;
- e. delegation of marketing tasks to the Media Officer.

### **32. Safety and Welfare Officer**

The Safety and Welfare Officer is responsible for, inter alia:

- a. creation and submission to LUSU of risk assessments, and liaising with LUSU regarding acceptance and amendments thereof;
- b. acting as the first point of contact for formal and informal complaints submitted against Members pursuant to part V;
- c. resolving, wherever possible, internal matters involving Members;
- d. taking proactive steps to promote the mental and physical wellbeing of Members;

### **33. Diversity Officer**

The Diversity Officer is responsible for, inter alia:

- a. ensuring equal opportunity within the Society regardless of any of the criteria referred to in clause 13(a) - (i);
- b. promoting female, international student and minority participation in the Society, and;
- c. improving equity and equality in the Society.

### **34. Sponsor and Alumni Officer**

The Sponsor and Alumni Officer is responsible for, inter alia:

- a. identifying and contacting potential external sponsors;
- b. negotiating sponsorship contracts to present to the Executive Committee;
- c. maintaining professional relationships with existing sponsors, including acting as the first point of contact for such sponsors, and;
- d. maintaining a connection with previous Members, including keeping previous Members informed of the current activities of the Society.

### **35. Social Secretary**

The Social Secretary is responsible for, inter alia:



- a. planning, promotion and execution of Society social events, and;
- b. acting as the first point of contact for new Members.

### **36. Media Officer**

The Media Officer is responsible for, inter alia:

- a. assisting with the duties of the Vice-President of Marketing, and;
- b. designing promotional posters, banners, leaflets, social media posts and other materials.

### **37. Karting Captains**

There will be 2 Karting Captains. They are responsible for, inter alia:

- a. organising and managing the society's competitive teams and events;
- b. coordinating team travel to and from competitive events;
- c. identifying appropriate competitions and entering teams therein;
- d. organising, entering and supporting teams for Roses, and;
- e. engaging with LUSU on matters relating to sports teams.

### **38. Appointment to multiple positions on the Executive Committee**

A Member may be appointed to hold up to 2 positions on the Executive Committee, provided that:

- a. the second position is not contested in the Election or By-Election in which the Member is appointed;
- b. a Member may not hold more than one of the following positions concurrently:
  - i. the President;
  - ii. the Secretary, or;
  - iii. the Treasurer.
- c. the appointments are made pursuant to part VI;
- d. a Member appointed to 2 positions on the Executive Committee is only counted once when calculating the quorum of a meeting, and;
- e. a Member appointed to 2 positions on the Executive Committee may only cast one vote per resolution therein, subject to the Member acting as a proxy pursuant to part XIV.

### **39. General duty of good faith**

Each member of the Executive Committee must exercise their powers in good faith.

### **40. Transfer of appointment to the Executive Committee**

Appointment to the Executive Committee cannot be transferred to anyone else.

### **41. Termination of appointment to the Executive Committee**

An appointment to the Executive Committee comes to an end if:

- a. the term of appointment ends pursuant to clause 25;
- b. the Member ceases to hold a full Society membership for any reason;
- c. the Member submits to the Executive Committee a notice of resignation;
- d. the appointment is terminated pursuant to the Executive Committee's powers under clause 56, or;
- e. at a duly constituted General Meeting or Emergency General Meeting pursuant to part X or XI respectively, a resolution is passed by Special Majority in favour of terminating the appointment of a Member to the Executive Committee.

### **42. Requirement to hold a By-Election upon premature termination of an appointment to the Executive Committee**

In the event that a Member's appointment to the Executive Committee is terminated pursuant to clause 41(b) - (e), and there remains 3 months or more until the next Annual General Meeting, the Society must, at the earliest possible opportunity, hold a By-Election pursuant to part VI to appoint a replacement. This does not apply to the Karting Captains.

### **43. Delegation of duties resulting from premature termination of appointment of a member of the Executive Committee**

Upon termination of the appointment of a member of the Executive Committee pursuant to clause 41(b) - (e), the President, or the Secretary in the event of the President's termination, may appoint any Member holding a full membership to assume the duties of the terminated appointment either until a By-Election can be held pursuant to part VI or until the next Annual General Meeting.

## **Part V: Disciplinary Action**

### **44. Informal resolution of complaints**

A Member that has a complaint about another Member should first attempt to resolve the matter informally by approaching the Safety and Welfare Officer, or alternatively one or more of the Executive Committee, directly.

#### **45. Formal resolution of complaints**

A Member that has a complaint about another Member may submit to the Safety and Welfare Officer, or alternatively one or more of the Executive Committee, a written formal complaint. The written complaint may include:

- a. the name of the Member or Members subject to the complaint;
- b. a description of the behaviour complained of;
- c. whether the complainant consents to their identity being disclosed during the complaint procedure;
- d. any proof, evidence or corroboration that the complainant may wish to provide in support of the complaint, and;
- e. the steps the complainant would like the Executive Committee to take to resolve the issue.

#### **46. Confidentiality regarding complainant identity**

Except as authorised or required by law or as expressly authorised by the complainant, either during their appointment or at any time after termination of their appointment (howsoever arising) as a member of the Executive Committee, the member or members of the Executive Committee to which a complaint has been made must not disclose the identity of the complainant to any person, company or other organisation whatsoever.

#### **47. Confidentiality regarding complaints generally**

A member of the Executive Committee, either during their appointment or at any time after termination of their appointment (howsoever arising) as a member of the Executive Committee, must not disclose any information regarding the existence or content of a complaint to any person, company or other organisation whatsoever, subject to the following.

By submitting an informal or formal complaint to a member or members of the Executive Committee, the complainant authorises the member or members to disclose the existence and content of the complaint:

- a. where expressly authorised or required by law;
- b. to all other members of the Executive Committee, and;
- c. to the Member or Members subject to the complaint.

#### **48. Obligations of the Executive Committee upon receipt of a formal written complaint**

Upon receipt of a written complaint pursuant to clause 45, the member or members of the Executive Committee to which a complaint has been made must, at the earliest opportunity, call a Closed Executive Meeting. At this meeting:

- a. the member or members of the Executive Committee to which a complaint has been made will disclose the existence and content of the complaint to the other members of the Executive Committee;
- b. the Executive Committee will consider how best to address the complaint;
- c. the Executive Committee will resolve pursuant to part VII what action, if any, to take to address the complaint. Such a resolution will pass by Ordinary Majority, and;
- d. the Executive Committee will notify the complainant what action, if any, the Society will take to address the complaint.

#### **49. Calling a disciplinary hearing**

The Executive Committee may, subject to the passing of a resolution pursuant to clause 48(c), decide to hold a disciplinary hearing. In the event that this occurs, the Executive Committee will:

- a. call the hearing no earlier than 9 days and no later than 21 days after the vote;
- b. deliver to the Member or Members subject to the complaint written notice no later than 2 days after the vote. The notice must include:
  - i. the date, time and location of the hearing;
  - ii. details of the complaint;
  - iii. details of any evidence, proof or corroboration of the complaint;
  - iv. an invitation for the Member or Members subject to the complaint to submit a written or oral account in their defence, and to submit any proof, evidence or corroboration in support of their account no later than 2 days prior to the hearing, and;
- c. notify the complainant in writing no later than 2 days after the vote of the decision to hold a disciplinary hearing. The notice must include:
  - i. the date, time and location of the hearing;
  - ii. a request for confirmation on whether the complainant authorises the Executive Committee to disclose the complainant's identity at the hearing;

- iii. an invitation to submit at the disciplinary hearing either an oral or written account of the behaviour being complained of;
- iv. a request for any proof, evidence or corroboration in support of the complaint no later than 2 days prior to the hearing, and;
- v. an invitation for the complainant to nominate a member of the Executive Committee other than the President to conduct the disciplinary hearing pursuant to clause 55.

#### **50. Submitting proof, evidence or corroboration**

Any proof, evidence or corroboration that either the complainant or the Member subject to the complaint wishes to rely on at the hearing should be submitted to the Executive Committee no later than 2 days prior to the disciplinary hearing. Any proof, evidence or corroboration submitted later than this may be relied upon at the discretion of the President, or Member appointed to conduct the hearing pursuant to clause 55.

#### **51. Attendance at a disciplinary hearing**

All members of the Executive Committee must make every reasonable effort to be present at a disciplinary hearing, except:

- a. a member of the Executive Committee that is also the complainant;
- b. a member of the Executive Committee that is subject to the complaint, and;
- c. the Karting Captains.

#### **52. Failure of one or more of the Executive Committee to be present at a disciplinary hearing**

If two or more of the Executive Committee (not including a member of the Executive Committee that is also the complainant, a member of the Executive Committee that is subject to the complaint, or a Karting Captain) are not present at the disciplinary hearing within 30 minutes of the starting time notified to the complainant pursuant to clause 49(c), or if at any time during the hearing one or more of the Executive Committee ceases to be present:

- a. the President must stay the proceedings;
- b. no further business may be dealt with at the hearing until it is resumed;
- c. the date, time and location at which the meeting will resume must either be announced by the chair or notified to all Members no later than 24 hours prior to the date on which it will resume;
- d. any decision made at the hearing prior to its resumption is void and unenforceable.

### **53. Resuming a stayed disciplinary hearing**

If one or more of the Executive Committee, not including a member of the Executive Committee that is the complainant or a member of the Executive Committee subject to the complaint, are not present within 30 minutes of the start time of the stayed hearing pursuant to clause 52(c), the hearing will proceed as if all Members of the Executive Committee are present.

### **54. Holding a disciplinary hearing**

The President will conduct the hearing in the following order:

- a. The President will begin the hearing and provide an oral summary of the complaint;
- b. The complainant, if present, will be allowed a reasonable time to present their complaint and introduce any supporting evidence. If not present, the President will read aloud the written complaint and introduce any supporting evidence;
- c. Members of the Executive Committee, if they are not subject to the complaint, will be allowed to ask reasonable questions of the complainant, if present;
- d. The Member subject to the complaint will be allowed a reasonable time to present their defence and introduce any supporting evidence;
- e. Members of the Executive Committee will be allowed to ask reasonable questions of the Member subject to the complaint;
- f. The President will allow a reasonable time for any corroborating witnesses to present their evidence;
- g. Members of the Executive Committee, if they are not subject to the complaint, will be allowed to ask questions of the corroborating witnesses;
- h. The complainant, the Member subject to the complaint, and any corroborating witnesses will be dismissed by the President;
- i. The Executive Committee will consider the submissions and the evidence;
- j. The Executive Committee will consider what disciplinary action, if any, to take against the Member subject to the complaint, and;
- k. The Executive Committee will take an anonymous poll vote on what action to take.

### **55. Complainant's right to have the disciplinary hearing conducted by a member of the Executive Committee other than the President**

The complainant has the right, exercised by submitting to the Executive Committee written notice, to appoint a member of the Executive Committee other than the

President to conduct the disciplinary hearing. In such an event, references to the President under clause 54 will be substituted with references to the appointed member of the Executive Committee.

#### **56. Availability of disciplinary action**

In order for disciplinary action against a Member to be taken, the Executive Committee must vote in favour by Special Majority pursuant to clause 54(k). The Executive Committee has the power to take any disciplinary action that, in their reasonable discretion, they deem appropriate, including, but not limited to:

- a. suspension of the Member's membership for a specified period of time;
- b. downgrading a Member's category of membership from full to associate on either a permanent basis or for a specified period of time;
- c. suspension of a Member's participation in all or specific Society events on either a permanent basis or for a specified period of time;
- d. termination of a Member's appointment to the Executive Committee;
- e. termination of a Member's membership to the Society, or;
- f. an order to indemnify the Society for any losses caused by the Member.

#### **57. Executive Committee's duties when exercising the power to take disciplinary action**

All members of the Executive Committee must exercise their power to take disciplinary action under this part in good faith.

#### **58. Notifying the parties of the outcome of the disciplinary hearing**

The Executive Committee will notify in writing the complainant and the Member subject to the complaint of the outcome of the disciplinary hearing no later than 2 days after the vote being taken pursuant to clause 54(k).

#### **59. Further escalation of a complaint**

A Member that has a complaint about another Member may choose to follow LUSU's Complaints Procedure.

### **Part VI: Elections and By-Elections**

#### **60. Administration of Elections and By-Elections**

The Secretary is responsible for the administration of Elections and By-Elections.

#### **61. Eligibility to stand**

Any Member holding full membership and not otherwise disqualified pursuant to the exercise of the Executive Committee's powers under clause 56 may stand in an Election or By-Election.

## **62. Notice of an intention to stand**

Any Member wishing to stand in an Election or By-Election must submit to the Executive Committee written notice of their intention to do so no later than 7 days prior to the date of the meeting notified to them pursuant to either clause 82 or clause 95. Such notice must include:

- a. the Member's name;
- b. the position for which the Member intends to stand for, and;
- c. a summary of the main points the Member wishes to make during their speech at the meeting.

## **63. Failure to submit a notice of intention to stand**

Any Member wishing to stand in an Election or By-Election that has failed to submit a notice of intention to stand pursuant to clause 62 may be permitted to stand at the discretion of the President, or the Member appointed to act as the President pursuant to clause 43.

## **64. Holding an Election or By-Election**

An Election may only be held at a duly constituted Annual General Meeting. A By-Election may only be held at a duly constituted General Meeting.

## **65. Right to make a speech**

Each Member standing in an Election or By-Election may make a speech at the meeting in which an Election or By-Election is to be held prior to the vote being taken.

## **66. Duration of speeches**

The duration permitted for the speeches is at the discretion of the President, or the person appointed to act as the President pursuant to clause 43, and will be notified to the Members pursuant to clause 82 or clause 95 respectively.

## **67. Eligibility to vote**

Every Member holding full membership may cast one vote per available position on the Executive Committee if:

- a. they are present at the meeting at which the Election or By-Election is to be held, or;



- b. the vote is cast on their behalf by a Member properly appointed as proxy pursuant to part XIV.

#### **68. Objections to the eligibility of a voter**

Any objection to the eligibility of any Member to vote in an Election or By-Election must be raised at the meeting at which the vote is cast. The objection will be considered by the chair of the meeting, whose decision thereon is final.

#### **69. Voting**

An Election or By-Election will be taken by poll vote either on paper or electronically. The poll vote will be determined on a First-Past-the-Post Basis.

#### **70. Casting vote of the chair in the event of an equality of votes**

In the event of an equality of votes, the chair of the meeting will be permitted to cast a second determinative vote.

#### **71. Announcement of results**

The Secretary will calculate the votes and announce the result of an Election or By-Election at the meeting at which the Election or By-Election was taken.

### **Part VII: Decisions**

#### **72. General provisions**

Except for decisions that must be taken in a particular way as provided by this Constitution, decisions must be taken by means of a resolution at a meeting. Such a resolution may be passed by an Ordinary Majority of votes cast at the meeting.

#### **73. Votes**

Every Member eligible to vote in a meeting has one vote per resolution. If a Member is both eligible to vote and acting as proxy for another Member pursuant to part XIV, they may cast two votes.

#### **74. Voting procedure**

A resolution put to the vote of a meeting that is not a Closed Executive Meeting will be decided, at the discretion of the chair, on either:

- a. by poll vote, either on paper or electronically, or;
- b. a show of hands.

#### **75. Right to demand a poll vote**

If at least 10% of Members eligible to vote and present or present by proxy in a meeting that is not a Closed Executive Meeting demand a poll vote, the resolution must be decided on a poll vote. The demand must be made prior to the declaration of the result on a show of hands.

#### **76. Voting Procedure in a Closed Executive Meeting**

A resolution put to the vote of a Closed Executive Meeting will be decided on an anonymous poll vote, either on paper or electronically.

#### **77. Casting vote of the chair in the event of an equality of votes**

In the event of an equality of votes, the chair of the meeting will be permitted to cast a second determinative vote.

#### **78. Announcement of results**

The chair will calculate the votes and announce the result at the meeting at which the vote was taken.

#### **79. Precedence of decisions**

Where two decisions conflict, the non-prevailing decision is repealed and unenforceable in so far as it conflicts with the prevailing decision.

- a. Decisions made at Annual General Meetings, General Meetings and Emergency Meetings will prevail over decisions made at Executive Meetings, and;
- b. subject to clause 79(a), decisions made later in time will prevail over decisions made earlier in time.

### **Part VIII: Conflicts of Interest**

#### **80. Declaring a conflict of interest**

A member of the Executive Committee must notify the President and the Secretary of the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society.

### **Part IX: Annual General Meetings**

#### **81. Calling an Annual General Meeting**

The Executive Committee must call an Annual General Meeting of the Society. Annual General Meetings must be held at intervals of not less than 10 months and not more than 14 months.

## **82. Preliminary Notice**

The Executive Committee must give to every Member no less than 31 days written notice of an intention to hold an Annual General Meeting. Such notice must:

- a. state the provisional date, time and location of the meeting;
- b. summarise the general nature of the business to be dealt with at the meeting, including, but not limited to:
  - i. the intention to hold an Election, including each available position on the Executive Committee and a summary of the responsibilities thereof;
  - ii. any proposal to alter the Constitution;
- c. invite any Member holding full membership to notify the Executive Committee of their intention to run in the Election;
- d. include the form and deadline for submitting a notice of intention to stand in the Election pursuant to clause 62;
- e. state the time each Member standing in the Election will have to make a speech prior to the Election;
- f. invite any Member to notify the Executive Committee of any resolution they wish to be moved or other business they wish to be raised at the meeting, and;
- g. include the form and deadline for submitting a notice of intention to move a resolution or raise specific business pursuant to clause 83.
- h. invite the Treasurer to prepare the Annual Statement of Revenue and Expenditure.

## **83. Notice of an intention to move a resolution or raise specific business**

Any Member not appointed to the Executive Committee and wishing to move a resolution or raise any business at the Annual General Meeting must submit to the Executive Committee written notice of their intention to do so no later than 7 days prior to the provisional date of the meeting notified to them pursuant to clause 82. Such notice must include:

- a. the Member's name;
- b. if the Member wishes to move a resolution, the particulars of the resolution;
- c. if the Member wishes to move a resolution to change the Constitution, the text of the proposed alteration, and;
- d. if the Member wishes to raise any other business, the specific nature of the business to be raised.

#### **84. Request to change the provisional date, time or location**

Any Member wishing to request a change in the provisional date, time or location of the Annual General Meeting may do so by submitting to the Executive Committee notice no later than 14 days prior to the provisional date of the meeting notified to them under clause 82.

#### **85. Obligations of the Executive Committee upon receiving a request to change the provisional date, time or location**

Upon receipt of a request pursuant to clause 84, the Executive Committee will consider the request. The Executive Committee is under no obligation to change the date, time or location of the Annual General Meeting.

#### **86. Final notice**

The Executive Committee must give to every Member no less than 5 days final written notice of an Annual General Meeting. Such notice must include:

- a. the finalised date, time and location of the meeting;
- b. details of each available position on the Executive Committee, including:
  - i. the responsibilities of each position;
  - ii. details of each of the Members standing for election;
  - iii. a summary of the main points each Member standing for election intends to make during their speech;
- c. if a proposal to alter the Constitution is to be considered at the meeting, the text of the proposed alteration;
- d. the particulars of any resolution which is to be moved at the meeting, and;
- e. the general nature of any other business to be dealt with at the meeting.

#### **87. Chairing of Annual General Meetings**

The President, or the Member appointed to act as the President pursuant to clause 43, will preside as chair of Annual General Meetings.

#### **88. Quorum**

The quorum for General Meetings is the number of members of the Executive Committee plus 50% of that number, rounded up to the nearest whole number. Only full Members are counted when calculating the quorum.

#### **89. Failure to meet the quorum**

If a quorum is not present within 30 minutes of the starting time specified in the final notice delivered pursuant to clause 86, or if at any time during the meeting a quorum ceases to be present:

- a. the chair must adjourn the meeting;
- b. no further business may be dealt with at the meeting until it is resumed, and;
- c. the date, time and location at which the meeting will resume must either be announced by the chair or notified to all Members no later than 24 hours prior to the date on which it will resume.

#### **90. Resuming an adjourned Annual General Meeting**

If a quorum is not present within 30 minutes of the start time of the adjourned meeting pursuant to clause 89(c), the Member or Members present at the meeting will constitute a quorum.

#### **91. Eligibility to vote**

Every Member holding full membership may vote at an Annual General Meeting if:

- a. they are present at the meeting, or;
- b. the vote is cast on their behalf by a Member properly appointed as proxy pursuant to part XIV.

#### **92. Requirement to hold an Election**

An Election pursuant to part VI must be held at the Annual General Meeting.

#### **93. Requirement to present the Annual Statement of Revenue and Expenditure**

The Treasurer must submit to the Members for approval the Annual Statement of Revenue and Expenditure at the Annual General Meeting.

### **Part X: General Meetings**

#### **94. Calling a General Meeting**

The Executive Committee must, within 21 days, call a General Meeting if so requested by the President, or:

- a. a written request is submitted to them from at least 3 Members, and;
- b. the written request states:
  - i. the general nature of the business to be dealt with at the meeting;

- ii. the particulars of any resolution to be moved at the meeting, and;
- iii. if a proposal to alter the Constitution is to be considered at the meeting, the proposed text of the alteration.

## **95. Notice**

The Executive Committee must give to every Member no less than 14 days written notice of an intention to hold a General Meeting. Such notice must include:

- a. the proposed date, time and location of the meeting;
- b. if a By-Election is to be held at the meeting:
  - i. a statement to this effect;
  - ii. each available position on the Executive Committee;
  - iii. a summary of the responsibilities thereof;
  - iv. an invitation for any Member holding full membership to notify the Executive Committee of their intention to run in the By-Election;
  - v. the form and deadline for submitting a notice of intention to stand in the By-Election pursuant to clause 62;
  - vi. the time each Member standing in the By-Election will have to make a speech prior to the By-Election;
- c. if a proposal to alter the constitution is to be considered at the meeting, the proposed text of the alteration;
- d. the particulars of any resolution which is to be moved at the meeting, and;
- e. the general nature of any other business to be dealt with at the meeting.

## **96. Chairing of General Meetings**

The President, or the Member appointed to act as the President pursuant to clause 43, will preside as chair of General Meetings.

## **97. Quorum**

The quorum for General Meetings is the number of members of the Executive Committee. Only full members are counted when calculating the quorum.

## **98. Failure to meet the quorum**

If a quorum is not present within 30 minutes of the starting time specified in the notice delivered pursuant to clause 95, or if at any time during the meeting a quorum ceases to be present:

- a. The chair must adjourn the meeting;
- b. No further business may be dealt with at the meeting until it is resumed, and;
- c. The date, time and location at which the meeting will resume must either be announced by the chair or notified to all Members no later than 24 hours prior to the date on which it will resume.

#### **99. Resuming an adjourned General Meeting**

If a quorum is not present within 30 minutes of the start time of the adjourned meeting pursuant to clause 98(c), the Member or Members present at the meeting will constitute a quorum.

#### **100. Eligibility to vote**

Every Member holding full membership may vote at a General Meeting if:

- a. they are present at the meeting, or;
- b. the vote is cast on their behalf by a Member properly appointed as proxy pursuant to part XIV.

### **Part XI: Emergency General Meetings**

#### **101. Calling an Emergency General Meeting**

The Executive Committee must, at the earliest possible opportunity, call a General Meeting if so requested by the President, or:

- a. a written request is submitted to them from at least 3 Members, and;
- b. the written request states:
  - i. the general nature of the business to be dealt with at the meeting, and;
  - ii. the particulars of any resolution to be moved at the meeting;

#### **102. Notice**

The Executive Committee must give to every Member no less than 48 hours' written notice of an intention to hold an Emergency General Meeting. Such notice must include:

- a. the date, time and location of the meeting, and;
- b. the particulars of any resolution to be moved at the meeting.

#### **103. Chairing of Emergency General Meetings**

The President, or the Member appointed to act as the President pursuant to clause 43, will preside as chair of Emergency General Meetings.

#### **104. Quorum**

The quorum for Emergency General Meetings is the number of members of the Executive Committee. Only full Members are counted when calculating the quorum.

#### **105. Failure to meet a quorum**

If a quorum is not present within 30 minutes of the starting time specified in the notice delivered pursuant to clause 102, or if at any time during the meeting a quorum ceases to be present:

- a. no further business may be dealt with at the meeting, and;
- b. the chair must close the meeting.

#### **106. Business to be conducted at an Emergency General Meeting**

Only business specified in the notice given pursuant to clause 102 may be dealt with at an Emergency General Meeting. Business conducted at an Emergency General Meeting must not include:

- a. any financial business;
- b. a By-Election, or;
- c. any proposal to amend this Constitution.

#### **107. Eligibility to vote**

Every Member holding full membership may vote at an Emergency General Meeting if:

- a. they are present at the meeting, or;
- b. the vote is cast on their behalf by a Member properly appointed as proxy pursuant to part XIV.

### **Part XII: Executive Meetings**

#### **108. Calling an Executive Meeting**

Any member of the Executive Committee may call an Executive Meeting.

#### **109. Notice**



The Member calling the Executive Meeting must give to every other member of the Executive Committee notice of an intention to call the meeting. Such notice must include:

- a. the date, time and location of the meeting;
- b. a summary of the business to be dealt with at the meeting, and;
- c. if it is anticipated that the members of the Executive Committee participating in the meeting will not be in the same location, how it is proposed that they should communicate with each other during the meeting.

#### **110. Chairing of an Executive Meeting**

The President, or the Member appointed to act as President pursuant to clause 43, will preside as chair of Executive Meetings. If the President is not present within 10 minutes of the start of the meeting, the present members of the Executive Committee will appoint one of themselves as chair of the meeting.

#### **111. Quorum**

The quorum of an Executive Meeting is 5. Only members of the Executive Committee are counted when calculating the quorum.

#### **112. Failure to meet a quorum**

If a quorum is not present within 30 minutes of the starting time specified in the notice delivered pursuant to clause 109, or if at any time a quorum ceases to be present:

- a. no further business may be dealt with at the meeting, and;
- b. the chair must close the meeting.

#### **113. Eligibility to vote**

Every Member of the Executive Committee may vote at an Executive Meeting if:

- a. they are present at the meeting, or;
- b. the vote is cast on their behalf by a Member properly appointed as proxy pursuant to part XIV.

### **Part XIII: Closed Executive Meetings**

#### **114. Calling a Closed Executive Meeting**

Any member of the Executive Committee that has received a formal or informal complaint pursuant to clause 44 or 45 respectively may call a Closed Executive Meeting.

### **115. Notice**

The Member calling the Closed Executive Meeting must give to every other member of the Executive Committee notice of an intention to call the meeting. Such notice must include:

- a. the date, time and location of the meeting;
- b. a statement that a complaint has been made, and;
- c. if it is anticipated that the members of the Executive Committee participating in the meeting will not be in the same location, how it is proposed that they should communicate with each other during the meeting.

### **116. Chairing a Closed Executive Meeting**

The Member that has called the Closed Executive Meeting will preside as chair of the meeting.

### **117. Quorum**

The quorum of a Closed Executive Meeting is 4 less than the number of members of the Executive Committee. If the Member or Members subject to the complaint are members of the Executive Committee, they are not counted as present or as members of the Executive Committee when calculating the quorum.

### **118. Failure to meet the quorum**

If a quorum is not present within 30 minutes of the starting time specified in the notice delivered pursuant to clause 115, or if at any time during the meeting a quorum ceases to be present:

- a. The chair must adjourn the meeting;
- b. No further business may be dealt with at the meeting until it is resumed, and;
- c. The date, time and location at which the meeting will resume must either be announced by the chair or notified to all Members no later than 24 hours prior to the date on which it will resume.

### **119. Resuming an adjourned Closed Executive Meeting**

If a quorum is not present within 30 minutes of the start time of the adjourned meeting pursuant to clause 118(c), the Member or Members present at the meeting will constitute a quorum.

## **120. Presence of non-Executive Committee Members**

No person who is not a member of the Executive Committee may be present at a Closed Executive Meeting.

## **121. Eligibility to vote**

Every member of the Executive Committee present at the meeting may vote at a Closed Executive Meeting, unless they are subject to the complaint.

## **122. Business to be dealt with at a Closed Executive Meeting**

Only business relating to the complaint may be dealt with at a Closed Executive Meeting.

### **Part XIV: Proxy Voting**

## **123. Right to appoint a proxy**

Any Member eligible to vote in a meeting that is not a Closed Executive Meeting may appoint another person as proxy to exercise all or any of their rights to attend, speak and vote at that meeting.

## **124. Notice of a proxy appointment**

The Member wishing to appoint a proxy must submit written notice to the President no later than 1 day prior to the relevant meeting. Such notice must include:

- a. the name of the Member appointing a proxy;
- b. sufficient wording to identify the meeting in relation to which the proxy is to be appointed for, and;
- c. the name of the person to be appointed proxy.

## **125. Presumptions relating to the proxy**

Unless otherwise indicated in the notice of proxy appointment submitted pursuant to clause 124, the person appointed as proxy must be treated as:

- a. allowed a discretion as to how to vote at the relevant meeting, and;
- b. appointed as proxy in relation to any adjournment of the relevant meeting.

## **126. Rights of the Member appointing the proxy in relation to the meeting**

A Member who is entitled to attend, speak or vote at a meeting remains so entitled in respect of that meeting or any adjournment of it, irrespective of whether a valid notice of proxy appointment has been submitted on behalf of that Member.

## **127. Revocation of a proxy appointment**

A Member having appointed a proxy may revoke such appointment by submitting to the President notice. Such notice only takes effect if delivered prior to the start of the meeting or adjourned meeting to which it relates.

## **Part XV: Presence at Meetings**

### **128. Presence at Annual General Meetings and General Meetings**

A Member is considered present at an Annual General Meeting or General Meeting for the purposes of clauses 88 – 91 and 97 – 100 if they are physically present at the meeting.

### **129. Presence at Emergency General Meetings, Executive Meetings and Closed Executive Meetings**

A Member is considered present at an Emergency General Meeting, Executive Meeting or Closed Executive Meeting for the purposes of clauses 104, 105, 107, 110 – 113 and 117 – 121:

- a. where the meeting is to be conducted in person:
  - i. if the Member is physically present at the meeting, or;
  - ii. at the discretion of the chair, if the Member's presence is by means of electronic facility;
- b. where the meeting is to be conducted remotely, if the Member's presence is by means of electronic facility.

## **Part XVI: Minutes**

### **130. The Secretary's duty to keep minutes**

The Secretary must keep minutes of all:

- a. appointments to the Executive Committee;
- b. proceedings at Annual General Meetings, General Meetings and Emergency General Meetings and;
- c. resolutions passed or decisions taken at any meeting, including disciplinary hearing, and including, where appropriate, the reasons for the decision.

### **131. Delegation of the Secretary's duty**

The Secretary may appoint any Member to take minutes at any meeting in which the Secretary will not be present.

### **132. Distribution of minutes**

The Secretary must make available minutes of any Annual General Meeting, General Meeting or Emergency General Meeting to every Member on the Society's webpage. The Secretary must circulate minutes of any Executive Meeting or Closed Executive Meeting to every member of the Executive Committee.

## **Part XVII: Saving Provision**

### **133. Validity of decisions reached improperly**

All decisions taken at any meeting will be valid notwithstanding the participation in any vote of a person who was not entitled to vote on the matter if, without the vote of that person and that person being counted in the quorum, the decision has been made by a majority of Members at a quorate meeting.

## **Part XVIII: Ratification of Actions of the Executive Committee**

### **134. General provisions**

Conduct of a member or members of the Executive Committee that is unauthorised, ultra vires, negligent, a breach of duty or a breach of trust in relation to the Society may be ratified by resolution passed by Special Majority at an Annual General Meeting, General Meeting or Emergency General Meeting. The member or members of the Executive Committee of whose conduct is to be voted on may not vote or be counted when calculating the quorum at the relevant Executive Meeting.

## **Part XIX: Indemnities**

### **135. Indemnity in favour of the Executive Committee**

The Society agrees to indemnify against all liabilities, costs, expenses, damages and losses (including but not limited to any direct, indirect or consequential losses, loss of profit, loss of reputation and all interest, penalties and legal costs (calculated on a full indemnity basis) and all other reasonable professional costs and expenses) suffered or incurred by a member of the Executive Committee on behalf of the Society and arising out of or in connection with the proper exercise of their powers under this Constitution.

### **136. Indemnity in favour of the Society**

All members of Executive Committee agree to indemnify against all liabilities, costs, expenses, damages and losses (including but not limited to any direct, indirect or consequential losses, loss of profit, loss of reputation and all interest, penalties and legal costs (calculated on a full indemnity basis) and all other reasonable professional costs and expenses suffered or incurred by the Society or other members of the Executive Committee arising out of or in connection with:

- a. a breach or negligent performance or non-performance of their obligations as member of the Executive Committee;
- b. the enforcement of this Constitution;
- c. any claim made against the Society or other members of the Executive Committee by a third party arising out of or in connection with the breach, negligent performance, or failure or delay in performance of their obligations as member of the Executive Committee.

## **Part XX: Rules and Bye Laws**

### **137. Rules and bye laws**

The Executive Committee may, by resolution validly passed at an Executive Meeting, from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society. Such rules or bye laws must not be inconsistent with any provision of this Constitution.

### **138. Availability of rules and bye laws**

Copies of any rules or bye laws adopted pursuant to the Executive Committee's powers under clause 137 must be made available:

- a. on the Society website, and;
- b. to any Member on request.

## **Part XXI: Entering into Contractual Obligations**

### **139. Requirement for a resolution of the Executive Committee**

A contractual obligation binding upon the Society may only be entered into subject to a resolution passed by Ordinary Majority at a duly constituted Executive Meeting.

### **140. Right of the Secretary and the Treasurer to review a proposed contract**

Any proposed contract must be made available in full to the Secretary and the Treasurer within a reasonable time prior to the Executive Meeting in which it is to be voted on.

#### **141. Execution of documents**

The Society will execute documents by signature. A document is validly executed by signature if it is signed by, at least:

- a. the Treasurer, and;
- b. either:
  - i. the President, or;
  - ii. the Secretary.

### **Part XXII: Communications**

#### **142. Use of electronic communications**

Subject to the provisions of this part, any reference to writing or written communication made in this Constitution includes the use of electronic communications, including, but not limited to e-mail, WhatsApp and Discord.

#### **143. Communication to the Executive Committee**

Unless otherwise provided in this Constitution, delivery of a communication to the Secretary will be deemed as delivery to the Executive Committee. This does not include a communication made by the Secretary themselves.

#### **144. Right of the Secretary to specify means of communication**

The Secretary may, by submitting written notice to every Member, specify the means by which communication to the Executive Committee should be made.

#### **145. Communication by the Executive Committee**

Written notice will be deemed to have been given by the Executive Committee to every Member by:

- a. making a public post on the Society's official Instagram page, or;
- b. sending a message to the official Society WhatsApp or Discord group chats.

### **Part XXIII: Amendment of the Constitution**

## **146. General Provision**

This Constitution may only be amended by a resolution passed by a Special Majority at a duly constituted Annual General Meeting or General Meeting.

## **Part XXIV: Voluntary Winding up or Dissolution**

### **147. Dissolution by resolution**

The Society may be dissolved by resolution passed by a Special Majority at a duly constituted Annual General Meeting or General Meeting.

### **148. Society assets on dissolution**

Subject to the payment of all the Society's debts, any resolution for the winding up of the Society, or for dissolution of the Society without winding up, must contain a provision directing how any remaining assets of the Society are to be applied.

### **149. Liability of Members to contribute to the assets of the Society if it is wound up**

If the Society is wound up, the Members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **Part XXV: Miscellaneous Provisions**

### **150. Disputes**

If a dispute arises between Members about the validity or propriety of anything done by the Members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **151. Governing law**

This Constitution and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation is governed by and construed in accordance with the law of England and Wales.

### **152. Jurisdiction**

The courts of England and Wales have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes and claims) arising out of or in connection with this Constitution or its subject matter or formation.