



Submission regarding section 8 of the constitution by Rostam Namaghi 12/04/2021

### **Constitutional Impediments to holding an Online AGM**

It has been raised that there are constitutional impediments to holding the AGM and that constitutional change is required. As a point of procedure any changes to the constitution would apply to the meeting after it in 2022. Therefore the only way of holding this AGM constitutionally should any impediments be identified would be for proposals to the AGM to interpret existing rules.

The preparation of constitutional impediments to an online AGM has been difficult owing mainly to the fact that minutes for the past AGM that achieved this have not been produced nor uploaded to the website within the **8 weeks maximum** allowed in the manual of operations. The previous secretary is fortunately a member of this group and so hopefully can expedite this. The reason this is important is that some of the following is from recollection of the last AGM, which is less than perfect.

Sections 8.1-3 present no issue as these are all satisfied by the proposal to council in January (the venue issue was accepted by the last AGM that zoom counted as a venue). In any event a simple 'point of order' motion would clarify this and can even be done from the floor if the chair allows. It should be noted that the repeated reference to 'Chairman' should be replaced with the word 'Chair'.

8.4-5 has been satisfied by the Chair's timeline circulated at the March Council Meeting. This would be undone if he chose to hold a council meeting after the 27<sup>th</sup> of July. Functions around the AGM should have been pre-planned and voted on by council by this deadline. Creative options like an online vote of council or an Executive decision could get around this if need be but this is unlikely.

8.6 is satisfied if a third of council attend the AGM. 8.7 references a show of hands with regards to voting but only applies to ejecting someone from a meeting. This can be done over zoom and needs no special preparation. 8.8 is the constitutional underpinning to manual of operations rule on draft minutes relating to the procedural oversight by the previous secretary highlighted above.

At last year's AGM 8.9 was satisfied by the meeting agreeing to move all standing proposals to a vote. The low bar essentially ensures an online vote for any substantive proposal so effectively rules out the worry of vetting voting at a meeting as they will all go to ballot. There is an extremely technical loophole here, a vote of 9 for, 83 abstentions and 8 against would pass without going to the membership. The constitutional trap should be pointed out with the potential for conflicting resolutions to pass and requires greater power for the Chair or Secretary to frame similar or conflicting proposals. This was done 'on the hoof' at old in person AGMs but we have lost this

flexibility and not replaced it in the system. There is no guarantee that all parties would agree to modify proposals and even Phil Rowsell's skilled negotiation was not able to achieve this last year.

8.10 details voting periods subsequent to the AGM and thresholds to pass. There is an argument to reduce a minimum and detail a maximum in the Manual of Operations, in its current form it is over prescriptive and was designed to allow debate. The challenge is to get a good amount of debate before that – this can be done by a proactive process by the executive and the existing long timetable.

Council's decision to hold the meeting in October is due to uncertainty over covid regulations. This arguably breaches section 8.11 as there is no reason it could not have been held virtually in June, especially as a virtual AGM had been held 3 months previously. In any event the argument can now be made that it is now reasonable as if it was brought forward then the earliest this could be arranged is late August. The way the membership can hold Council to account for acting unconstitutionally would be a special general meeting to re-elect council, which still has a 12 week delay (see 8.13).

8.12 details the subject matter of AGMs. 8.13 defines Special General Meetings and 8.14 Emergency General Meetings which can broadly be defined as the membership holding the National Council to account/dictate policy and the latter being for emergencies which are undefined. Note that as things stand the notice period for an Emergency General Meeting is 18 weeks as 8.3 applies to **all** general meetings.

## Issues with the Manual of Operations

Changes to the Manual of Operations should not include (TO BE ADDED) as placeholders.

It also refers to Honorary Members and an Honorary President which were removed.

The uncontested candidates being automatically elected is overruled by the AGM interpretation that all candidates be elected as per the wording of the constitution. National Council do not overrule the AGM. My constitutional fix was withdrawn last year for fear of congestion on the ballot and any clarification has to be done at an AGM.

## Conclusion

Possible actions prior to the AGM:

- *A motion to accept zoom as a venue if not minuted in last year's AGM*
- *A motion to 'confirm that all candidates be elected, even against re-open nominations'*
- *A single collective motion to move all proposals and elections to an online vote.*

A proposed rewrite of section 8 follows to try and guard against some of the weaknesses out lined above:

8.1 All General Meetings require a Chairperson and nominated recorder, who are not entitled to vote. These are nominated by the National Council. A minimum of 6 weeks notice must be given to members and state the time, date, place and agenda for the meeting. Minutes must be made available within 6 weeks of the meeting.

8.2 The Chairperson for the meeting is responsible for putting forward an agenda and ensuring conflicting proposals can be voted on in opposition. The General Meeting can choose to reframe the question by a proposal from the floor.

8.3 General Meetings are open to all members of the Association. A member may be removed from the meeting by the chairperson by a simple show of hands of a majority of those present.

8.4 Annual General Meetings are to:

- a) report the BCA's activities to the membership
- b) elect members to the National Council
- c) discuss and vote on proposals and BCA policy
- d) discuss and decide constitutional matters

8.5 An Annual General Meeting shall be held in June each year (or as soon as reasonable thereafter). The deadline for nominations and proposals is 12 weeks prior to the meeting.

8.6 Special General Meetings may be triggered by requests in writing from:

- a) a majority of National Council
- b) a majority of the executive
- c) 20 individual members of the Association

Only the matters stated in the request can be discussed and voted upon.

8.7 Amendments to the constitution must pass a two thirds majority.

8.8 Elections and non-consensus (i.e. voted against) proposals are to be put to online ballot lasting a minimum of 2 weeks.

A rewrite of the Manual of Operations would have to be done subsequent to approval of this at an online vote.

# Appendix

## Constitution

### 8. GENERAL MEETINGS OF THE ASSOCIATION

1. All General Meetings shall be arranged to take place at a venue agreed by the National Council.
2. The National Council shall nominate a Chairman and Recorder for the General Meeting. The General Meeting may elect a Chairman or Recorder in their absence. Neither the Chairman nor the Recorder shall be entitled to vote.
3. The time, date and place of a General Meeting shall be published at least 18 weeks in advance of the meeting.
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 by midnight on the day of the National Council meeting preceding the AGM.
5. The Secretary shall ensure that an agenda is prepared and circulated to all Members, not less than 6 weeks before any General Meeting of the Association, to give notice of the time, date and place of the Meeting and the subjects to be discussed.
6. The quorum for any General Meeting shall be 10 individual members who are eligible to vote.
7. Any General Meeting is open to all, though the Chairman shall have the right to exclude any person if the meeting so decides by simple show of hands of individual members eligible to vote.
8. Minutes shall be kept of all General Meetings of the Association and these shall be made available to members on request.
9. Any person may speak at a General Meeting, subject to the Chairman's agreement. All motions arising from a General Meeting must be first voted on by individual members present at the meeting and eligible to vote. All motions with support from at least 25% of those individuals who vote, or 10 individuals (whichever is lowest) must be taken forward to an online vote.
10. Online voting by individual members for motions and contested positions arising from General Meetings must be conducted over a period of approximately 30 days. Voting is by simple majority of individual voting members, except for changes to the constitution which require  $\geq 70\%$  in favour.
11. There shall be an Annual General Meeting of the Association which shall be held during the month of June each year or as soon as reasonable thereafter.
12. The purpose of the Annual General Meeting shall be to:
  - a) discuss reports and the business of the National Council during the year,
  - b) elect such officers and Chairmen of Standing Committees as may be required,
  - c) discuss and confirm matters of policy of the Association and to direct the National Council on such matters,
  - d) discuss constitutional matters, and deal with any other business which may be included on the Agenda including any matter raised under Any Other Business, provided that the Chairman of the Annual General Meeting shall deem it to be acceptable business.
13. 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 individual members. The Secretary shall ensure that an Agenda is prepared and circulated to all Members, not less than 12 weeks before the date called for. The 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.

14. An Emergency General Meeting may be called by any two members of the Executive. One member of the Executive shall ensure that 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.

## Manual of Operations

### AGMs

The Constitution requires that the Annual General Meeting (AGM) be held annually in June (or as soon as reasonable thereafter).

### Timeline

**At least 18 weeks before:** Secretary to publish time, date and place of meeting. This is a Constitutional requirement. Best effort should be made to ensure this information reaches as many members as possible. This should ideally include direct email communication with those members with whom we can communicate, as well as through use of the BCA website and/or social media platforms.

**Midnight on Day of Council Meeting Preceding AGM:** Deadline for receipt of nominations for Executive, Officer (Standing Committee Convenors) and Club/Individual Representative posts by Secretary, as well as any items or proposals to be raised at the AGM. This is a Constitutional requirement. The constitution makes no requirement for nominations or proposals to be seconded before being put to an AGM, although it will expedite the meeting and help support the case if a seconder is in place at the point of submitting the nomination /proposal, so it is recommended practice. Nominations and proposals may be submitted to the Secretary in any reasonable format providing they are legible. It is the responsibility of the person submitting to ensure it reaches the Secretary by the deadline. The Secretary should acknowledge all nominations and proposals upon receipt.

**At least 6 weeks before:** Secretary to circulate Agenda to members. This is a Constitutional requirement. Current interpretation of 'circulate' is to publish the document online and to make members aware by email communication (where technology allows) with those who have opted to receive emails, as well as through use of BCA website and appropriate social media platforms.

**At least 14 days before:** Officers, Standing Committee Chairs, Working Group Convenors and all other appointees to send written reports to Secretary.

**At least 1 week before:** Secretary to publish online the reports document for the meeting, together with any other supporting documentation. It is recommended to once again email members and use appropriate social media to inform members that the reports are now available and to also serve as a meeting reminder.

**Up to 8 weeks after:** Secretary to publish draft minutes online following the process below.

### Agenda Items

Section 8.13 of the Constitution lists the purposes of an AGM. It is good practice to adhere to the content and the order of these in writing the Agenda.

A template agenda for an AGM can be found here (TO BE ADDED).

The constitution is unclear on who can submit an agenda item or proposal for an AGM and who can second motions. Thus a liberal interpretation should be taken that any member (Group or Individual) or constituent body, or BCA Council can do this.

### **Written Reports**

These should be prepared and forwarded to the Secretary at least 14 days prior to the AGM. This ensures timely publication and, therefore, communication with members. Reports should be included from:

1. Chairman
2. Treasurer
3. Secretary
4. Publications and Information Officer
5. Standing Committee Convenors (Officers)
6. Working Party Convenors
7. Council appointees
8. Any other individual or group specifically requested to do so by either Council or an AGM.  
Currently this is the British Caving Library

Reports from Regional Councils and Constituent Bodies are not normally included but may be presented if they include information of national relevance.

The reports should include a summary of the work completed that year, together with any particular successes or difficulties that have been encountered. They should also give an indication of work planned for the coming 12 months. It is important to remember that reports are written for the general membership rather than Council Members and, therefore, need to assume a less in-depth knowledge of BCA's workings. They should also cover the whole of the previous year, rather than simply the period since the last Council meeting.

### **Attendance**

Anyone may attend the AGM, although the Chair has the right to exclude anyone if the meeting so decides.

### **Voting Procedures**

Voting at General Meetings is done by a show of membership cards of individual members present at the meeting.

**The following items of business will require voting:**

1. Appointment of Honorary Members and an Honorary President (50% majority of all votes required with no subsequent online voting).
2. Accepting minutes, reports and other regular 'housekeeping' duties or matters arising that would not be considered 'motions' (50% majority of all votes required with no subsequent online voting).
3. Submitted motions. It is suggested that before any voting occurs, those attending the meeting should debate any presented motions and, if necessary (and with the permission of the proposer), refine or consolidate them. The final motions must then receive the support of  $\geq 20\%$  of all individual members present and eligible to vote, or  $\geq 10$  individuals, whichever is lowest, to pass at the meeting. Motions passed at the meeting must then be progressed to an online vote of all individual members.

Motions are considered to be items put forward that would make any change to the constitution or involve taking a significant action or making a significant change to BCA operations, policy, procedure or position. They are expected to be submitted in advance on the agenda. In the event of uncertainty as to whether something should be a 'motion' or a 'housekeeping' matter, the Chair shall make the final decision, and the idea is that common sense should prevail here. The default position, in the event of indecision or dispute should be to consider the item a 'motion' and process accordingly.

The constitution states that 'uncontested candidates' for Council position 'will be elected'. This wording was based on the pre-2019 status quo of appointing unopposed candidates without a vote. This should therefore be the default interpretation.

It is very desirable for contested Council positions to be resolved at the meeting by mutual agreement between the candidates. The Chair is encouraged to try to facilitate discussions of this nature. However, if this is not possible, then the contested position and candidates will be progressed automatically to an online vote, in which it would be good practice to provide the candidates the opportunity to include a statement.

The quorum for a General Meeting is 10 individual members eligible to vote.

Online voting should be available to all BCA Individual Members for a 30-day period commencing as soon as is possible after the General Meeting. It is good practice to ensure this is well communicated to all members by email (if possible) and through the BCA website and social media. Motions must receive 50% support of all votes cast (70% for changes to constitution) to be accepted. For contested positions or multi-choice option motions, the candidate or option with the most support will be appointed/accepted.

For the purposes of all voting, abstentions are not considered a 'vote'.

## **Meeting Minutes**

Minutes of meetings should be prepared by the recorder (who is appointed by the Council meeting preceding the AGM).

### **Minutes of meetings should include:**

1. Date, time and location.
2. Details of those present.
3. Apologies for absence.
4. Any matters arising from previous minutes.

5. Outcomes of any actions from the previous meeting.
6. Details of discussions regarding the reports including a record of their acceptance. The reports themselves may be attached or included within the minutes, or they may be included in a separate document available alongside the minutes.
7. Details of discussions on specific issues, points raised, and decisions taken including, where appropriate, records of proposers, seconders, votes for and votes against.
8. A means of indicating actions to be taken outside of the meeting, such as an action log; it is suggested to include this clearly at the end of the minutes.

Minutes and other papers should be distributed as soon as practical after meetings, but within eight weeks maximum. Before publication, draft minutes should be agreed by at least two participants, ideally one of which being a member of BCA Executive. The minutes may be reviewed by anyone the minute-taker feels appropriate to ensure their accuracy.

**On publishing draft minutes, the Secretary should:**

1. Upload them to the BCA website, ensuring clarity that they are a draft.
2. Ensure a prominent notification that the draft minutes are available is placed on the BCA website and broadcast via relevant email, social media and in the next edition of the newsletter where possible.

Minutes must be approved at the next AGM. Only in the event of significant changes being made should approved minutes also be broadcast as above, although they should always be updated to a 'final' document on the BCA website.