



Southampton University Hillwalking Club

Constitution

1. Adoption of the Constitution

This unincorporated association and its property shall be managed and administered in accordance with this Constitution.

2. Name

The association's name is "Southampton University Hillwalking Club", to be known by the acronym "SUHC" and hereinafter 'the Club'.

3. Objects

The objectives of the Club, 'the objects', are:

- (1) To promote the interests of Hillwalking amongst members of the Club.
- (2) To provide an opportunity for members of the Club to meet and participate in walking and club activities together.
- (3) To promote awareness of Hillwalking as a channel of health, exercise and wellbeing to members of the Club.
- (4) To promote awareness of the need to maintain access, conservation and protection of the countryside, coastal and mountain environment.
- (5) To act on behalf and in the interests of members of the Club.

4. Membership

- (1) Membership is open to natural persons, and is not transferable to anyone else.
- (2) Membership is constituted in the following categories:
 - (a) Full, open only to Full Members of the Students' Union;
 - (b) Associate, open to Associate and Temporary Members of the Students' Union, and to those students of the University who have exercised their right not to be members of the Students' Union.
- (3) The Club may charge a fee for admission to Membership, which may be set by a Meeting of the Committee.

- (4) The committee may keep a register of members ('the register') on the Student Groups Hub provided by the Students' Union at www.susu.org. All members taking part in activities involving the use of minibuses or larger risk must be registered on the Groups Hub.
- (5) The Committee may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Club to refuse the application.
- (6) Membership is terminated if:
 - (a) the Member resigns by written notice to the Committee.
 - (b) any sum due from the Member to the Club is not paid in full within six months of it falling due.
 - (c) a Member ceases to be qualified for their category of Membership.
 - (d) membership is revoked by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 13, 'Disciplinary Action'.

5. General Meetings

- (1) The General Meeting constitutes the Club's highest decision-making body, subject to the provisions of this Constitution.
- (2) The Club must hold an Annual General Meeting (AGM) in each academic year and not more than fifteen months may elapse between successive AGMs.
- (3) A General Meeting that is not an Annual General Meeting is called an Extraordinary General Meeting (EGM).
- (4) The Committee may call an Extraordinary General Meeting at any time.
- (5) The Committee must call an Extraordinary General Meeting if requested to do so in writing by at least five Full Members of the Club.
 - (a) The Members' written request must state a complete agenda for the EGM.
 - (b) If the Committee do not hold an EGM within five days of their receipt of the Members' written request, the Members may proceed to hold an EGM in accordance with Clause 6, 'Proceedings of General Meetings'.

6. Proceedings of General Meetings

- (1) Notice:
 - (a) The minimum period of notice required to hold an Annual General Meeting is ten days. The minimum period of notice required to hold an Extraordinary General Meeting is three days.

- (b) The notice must specify the date, time and place of the General Meeting, and an agenda for the General Meeting.
 - (c) If the General Meeting is to be an AGM, the notice must say so, and must invite nominations in accordance with Clause 9, 'Appointment of the Committee'.
 - (d) Notice must be given to all Members and to the Committee.

- (2) Chairing:
 - (a) General Meetings shall usually be chaired by the person who has been elected as President.
 - (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the General Meeting, the Full Members present must elect one of their number to chair.

- (3) Associate Members may speak at General Meetings with the permission of the meeting.

- (4) Voting:
 - (a) Every Member present at a General Meeting, with the exception of the Chair, shall be entitled to one vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
 - (b) Decisions may only be made by at least a simple majority of votes at a quorate General Meeting.
 - (c) All voting shall be by a show of hands or secret ballot, at the discretion of the Chair.
 - (d) There shall be no absentee voting.

- (5) Minutes:
 - (a) Minutes must be taken of all proceedings at a General Meeting, including the decisions made and where appropriate the reasons for the decisions.
 - (b) Minutes of a General Meeting shall be made available to all Members within seven days.

- (7) Reports:
 - (a) If the General Meeting is an AGM, the Chair may invite any of the Committee to offer a report of their activities whilst in office.
 - (b) The Treasurer must present the Club's accounts to the Members at the AGM.

- (8) Resolutions:
 - (a) Any Full Member may propose a resolution to be discussed and voted upon at a General Meeting.

7. Officers and the Committee

- (1) The Club and its property shall be administered and managed by a Committee comprising the officers appointed in accordance with Clause 9, 'Appointment of the Committee'.
- (2) The Club shall have the following officers:
 - (a) President. The President shall oversee the organisation and management of the Club and the Committee as a whole; ensure the Committee's accountability to Members and the Students' Union; and represent the Club to all external interests. It is preferable that the President has been part of the Committee, or the Committee of a similar club, for at least one year before becoming President.
 - (b) Vice President. The Vice President shall oversee the administration of the Club, take minutes at General Meetings and Meetings of the Committee, and maintain the register. Although the Vice President acts as the Club's Secretary, he or she will be expected to oversee and manage the Committee in the President's absence.
 - (c) Treasurer. The Treasurer shall oversee the financing of the Club, set the Club's budget, and maintain the accounts of the Club. The Treasurer must also ensure that funding applications are submitted to the University of Southampton Students' Union when requested to do so.
 - (d) Day Walk Secretary (x2). The Day Walk Secretaries are responsible for planning and leading the Club's weekly Saturday day walks. Day walks are expected to run every Saturday during term-time, although can be subject to change with a majority vote from the Committee, or in the instance when another SUHC event is taking place. Day Walk Secretaries are expected to be competent walk leaders and navigators, and reserve the right to alter walk routes and lengths in the interests of members of the Club.
 - (e) Away Trip Secretary (x2). The Away Trip Secretaries are responsible for planning, organising and managing the Club's weekend away trips for the purposes of walking. It is the expectation that the Club operates six away trips per academic year (two per term), although this can be subject to change in extenuating circumstances with a majority vote from the Committee. Away Trip Secretaries are expected to be competent walk leaders and navigators, and reserve the right to alter walk routes and lengths in the interests of members of the Club. Away Trip Secretaries must be familiar with the Club's Privacy Notice when handling member's data, and must always ensure the necessary health and safety data is collected for each member of the Club before the start of each trip.

- (f) Social Secretary (x2). The Social Secretaries are responsible for providing social and cultural pursuits for the Club's members, including an annual Christmas and Easter Formal. Socials are expected to be held on at least a fortnightly basis during term time, although the Social Secretaries reserve the right to alter this with a majority vote from the Committee.
 - (g) Welfare Officer. This position is usually incorporated with another of the former positions listed above. It does not usually require its own individual to take this position as a sole role. The Welfare Officer will be the nominated person within the committee for members to go to should they experience any difficulty with their mental health or welfare within the club (e.g. bullying). The Welfare Officer is required to attend welfare training provided by the Student's Union and their partners and revise training where necessary.
 - (h) Expeditions Secretary. The Expeditions Secretary should oversee, plan and take part in activities that may not be suited to club members as a whole but would appeal to more regular walkers. Such activities will be up to the occupant of the role, but could include long distance walks, orienteering, wild camping, winter mountaineering, competitive walking and collaborations with other like minded societies such as Mountaineering and Athletics. The person in this role would ideally look to become/ already be training in relevant safety and navigation courses.
- (3) No one may be appointed a member of the Committee if he or she has been disqualified from becoming a member of the Committee under the provisions of Clause 13, 'Disciplinary Action'.
- (4) The number of the Committee must not be less than three, though is not subject to any maximum. There must always be:
- (a) a President;
 - (b) a Secretary;
 - (c) a Treasurer.
- (5) An officer or ordinary member of the Committee shall cease to hold office if he or she:
- (a) ceases to be a Member of the Club.
 - (b) resigns by notice to the Club, or
 - (c) is removed from office by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 13, 'Disciplinary Action'.

8. Meetings of the Committee

- (1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this Clause.
- (2) Any member of the Committee may request the President or Vice President & Secretary to call a Meeting of the Committee.
- (3) The President or Vice President & Secretary must call a Meeting of the Committee if requested to do so by a member of the Committee.
- (4) Meetings of the Committee shall usually be chaired by the person who has been elected as President.
- (5) The quorum for a Meeting of the Committee shall be half of the members of the Committee rounded up.
- (6) No decision may be made by a Meeting of the Committee unless a quorum is present at the time the decision is made.
- (7) Every member of the Committee, with the exception of the Chair, shall be entitled to one deliberative vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
- (8) Decisions may only be made by at least a simple majority of votes at a quorate Meeting of the Committee.
- (9) There shall be no absentee voting.
- (10) Minutes must be taken of all proceedings at a Meeting of the Committee, including the decisions made.

9. Appointment of the Committee

- (1) The Members of the Club in General Meeting shall appoint the officers and ordinary members of the Committee by election.
 - (a) Elections for the Committee shall be held at an Annual General Meeting. By-elections for vacant offices shall be held at an Extraordinary General Meeting.
 - (b) A First-Past-The-Post system shall be used for all elections.
 - (c) In all elections Re-Open Nominations, 'RON', shall be a candidate. An election yielding a result of RON shall be re-run as a by-election.
- (2) The count for elections shall be conducted publicly by the Chair of the General Meeting, who must do so accurately. Should the Members in General Meeting be dissatisfied with the accuracy of the count, they may resolve as a Point of Order to have the election re-counted or, if they remain dissatisfied, re-run as a by-election.
- (3) A member of the new Committee shall assume office within one month of the conclusion of the General Meeting of his or her appointment (the

‘Handover Period’). Over this period the previous and new occupiers of each role should jointly manage responsibilities for the role until the new committee member is content to assume full responsibility. At the conclusion of the handover period the former member must retire and relieve all previous responsibilities, if they have not already done so.

- (4) The Committee must update their committee information on the Student Groups Hub provided by the Students’ Union at www.susu.org (or failing that inform the Students’ Union’s Student Groups Officer) within seven days.
- (5) A retiring member of the Committee must transfer all relevant information and documentation to his or her newly elected counterpart, or to the President within the handover period specified in Clause 3.

10. Financial Management

- (1) The Committee are jointly liable for the proper management of the Club’s finances.
- (2) The income and property of the Club must be applied solely towards the promotion of the objects.
- (3) The members of the Committee are entitled to be reimbursed from the property of the Club or may pay out of such property only for reasonable expenses properly incurred by him or her when acting on behalf of the Club.
- (4) The accounts of the Club, as maintained by the Treasurer, must be made available to the Students’ Union upon request.

11. Irregularities and Saving Provisions

- (1) Subject to sub-clause (2) of this Clause, all acts done by a Meeting of the Committee shall be valid notwithstanding the participation in any vote of a member of the Committee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this Constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.
- (2) Sub-clause (1) of this Clause does not permit a member of the Committee to keep any benefit that may be conferred upon him or her by a resolution of the Committee if the resolution would otherwise have been void, or if the Committee has not complied with Clause 12, ‘Conflicts of Interests and Conflicts of Loyalties’.

- (3) The Members in General Meeting may only invalidate, as a Point of Order, a resolution or act of:
- (a) the Committee;
 - (b) the Members in General Meeting;
- if it may be demonstrated that a procedural defect in the same has materially prejudiced a Member of the Club.

12. Conflicts of Interests and Conflicts of Loyalties

- (1) A member of the Committee must:
- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in any decisions of a Meeting of the Committee or in any transaction or arrangement entered into by the Club which has not been previously declared;
 - (b) absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Club and any personal interest, including but not limited to any personal financial interest.
- (2) Any member of the Committee absents himself or herself from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

13. Disciplinary Action

- (1) Disciplinary action may be taken against any Member of the Club as a consequence of conduct:
- (a) detrimental to the reputation of the Club or the Students' Union.
 - (b) opposed to the objects of the Club (see clause 2) or the Students' Union.
 - (c) in contravention of any provision of this Constitution.
- (2) Disciplinary action that may be taken against any Member may be, but is not limited to:
- (a) issue of a formal written warning.
 - (b) partial or total ban from certain Club activities.
 - (c) disqualification from becoming a member of the Committee.
 - (d) removal of a member of the Committee from office.
 - (e) temporary or permanent revocation of Membership.
 - (f) referral of the complaint to the Students' Union's Disciplinary Committee.

- (3) It is the right of the subject of the complaint to choose to have the disciplinary matter heard by either the Members in General Meeting, or a Meeting of the Committee. Either shall have the power to take disciplinary action, including but not limited to those measures set out in paragraphs (a) – (f) inclusive in sub-clause (2) of this Clause.
- (4) Any disciplinary hearing must be conducted in an impartial, balanced, and fair manner, considering all representations on the matter.
- (5) All disciplinary action must be subject to prior discussion with the Students' Union's Student Groups Officer.
- (6) Members subject to disciplinary action have the right of appeal to the Students' Union's Student Groups Committee.
- (7) A full report of all disciplinary action taken by the Club in the previous year must be presented at the AGM.

14. Affiliation to External Organisations

- (1) The Club may only become an affiliate of an external organisation if:
 - (a) the aims of that organisation are in line with those of the Club;
 - (b) the Members derive a direct benefit from the affiliation;
 - (c) no Policy of the Students' Union is breached by the affiliation;
 - (d) a resolution to affiliate is passed by the Members in General Meeting.
- (2) The Club's affiliation to an external organisation shall immediately lapse:
 - (a) at the conclusion of each Annual General Meeting after affiliation, unless the Members in General Meeting resolve to re-affiliate at each AGM in accordance with sub-clause (1) of this Clause.
 - (b) if a resolution to disaffiliate is passed by the Members in General Meeting.
- (3) All external affiliations and disaffiliations must be reported to the Students' Union's Student Groups Committee within seven days.
- (4) For the avoidance of doubt, the Students' Union is not an external organisation for the purposes of this Clause.

15. Amendment to the Constitution

- (1) The Club may amend any provision contained in this Constitution provided that:
 - (a) amendments do not:
 - (i) alter the objects in such a way that undermines or works against the previous objects of the Club;

- (ii) retrospectively invalidate any prior act of the Members in General Meeting or a Meeting of the Committee;
 - (b) a resolution to amend a provision of this Constitution is passed by at least a two-thirds majority of the Full Members present at a General Meeting;
 - (c) a copy of the resolution amending this Constitution is sent to the Students' Union within seven days of it being passed;
- (2) The interpretation of this Constitution shall be with the Committee, except that during a General Meeting or a Meeting of the Committee the Chair shall have this responsibility. The Members in General Meeting may resolve to revise any interpretation made by the Committee or a Chair as a Point of Order.
 - (3) The provisions of this Constitution shall not aim to conflict with the Articles, Rules, By-Laws and Policies of the Students' Union.
 - (4) The Committee and the Students' Union shall retain a copy of this Constitution, which the Committee must make available to Members upon request.

16. Dissolution

- (1) If the Members resolve to dissolve the Club, the Committee will remain in office and be responsible for winding up the affairs of the Club in accordance with this Clause.
- (2) A resolution to dissolve the Club must be passed by at least a two-thirds majority of the Full Members present at a General Meeting;
- (3) The Committee must collect in all the assets of the Club and must pay or make provision for all the liabilities of the Club.
- (4) The Committee must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any Club or Societies for purposes the same as or similar to the Club;
 - (c) in such other manner as the Students' Union's Student Groups Committee may approve in writing in advance.
- (5) The Members may pass a resolution before or at the same time as the resolution to dissolve the Club specifying the manner in which the Committee are to apply the remaining property or assets of the Club. The Committee must comply with such a resolution if it is consistent with the provisions of this Clause.
- (6) In no circumstances shall the net assets of the Club be paid to or distributed among the Members of the Club.

- (7) The Committee must ensure the register and all other data held by the Club are securely destroyed upon the dissolution of the Club.
- (8) The Committee must notify the Students' Union within seven days that the Club has been dissolved. If the Committee are obliged to send the Club's accounts to the Students' Union for the accounting period which ended before its dissolution, they must send the Students' Union the Club's final accounts.

17. Interpretation

In this Constitution:

- (1) 'The University' means 'the University of Southampton'.
 - (a) 'University term' and 'academic year' have the definitions set out in the University Calendar and Almanac.
- (2) 'Financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- (3) 'The Students' Union' means 'The University of Southampton Students' Union', trading as 'Southampton University Students' Union (SUSU)'.

18. Declaration

The Members of the Club in General Meeting Adopted this Constitution:

Date: 12/03/2020

Outgoing President: *Winn Cole* 13/03/2020

President-elect: *JA* 29/03/2020
