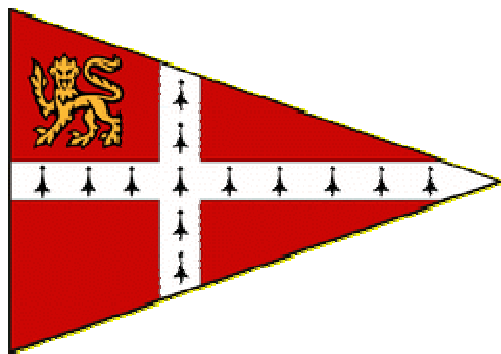


# CAMBRIDGE UNIVERSITY CRUISING CLUB



## CONSTITUTION

ISSUE 9F – 10<sup>TH</sup> MAY 2019

(Approved by General Committee 13<sup>th</sup> May 2019 and to be Ratified by AGM November 2019)

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## **Name, Objects and Membership**

1. The Club shall be called “The Cambridge University Cruising Club” (with the acronym of CUCrC).
2. The Club Burgee shall represent in design and colours the Coat of Arms of the University, simplified by omitting the book and three of the four lions; the lion retained to be in the upper part of the hoist of the flag (gules, a cross ermine, in the dexter chief a lion passant guardant or).
3. A person shall be a “member of the University” for the purposes of this constitution if and for so long as:
  - i. he is listed as a current entry in the University Common Registration System or
  - ii. he is listed in the current University register of MAs or
  - iii. he has matriculated and spent at least one academic year following a course of study for a University qualification.
4. A person shall be a “Student” for the purposes of this constitution if and for so long as:
  - i. in the case of a person who is a member of the University, he shall have an ‘MIS’ status of Student on the University Common Registration System or (if that System shall cease to exist) have the equivalent status and
  - ii. in the case of any other person he shall be undergoing a full time course of study at an institution which is an exempt charity within the meaning of the Charities Act 2011 and is either a university or some other form of institution providing higher education.
5. A person shall be a “Senior” person for the purposes of this constitution if he is not a Student.
6. The Objects of the Club shall be to provide education to Students (particularly Students at Cambridge University (“the University”)) in and to encourage their participation in the sport of sailing whether competitive or non-competitive and in any one or more of its forms which shall include yachting, windsurfing, dinghy sailing, kite-surfing and any other form of the sport.
7. The moneys and other assets and property of the Club shall be used for furthering the objects of the Club and for no other purpose.
8. There shall be the following classes of membership:
  - i. Student Ordinary;
  - ii. Student Special;
  - iii. Senior Ordinary;
  - iv. Affiliate;
  - v. Honorary; and
  - vi. Honorary Life, and
9. Ordinary Membership (Student or Senior) of the club shall be confined to members of the University.
10. Student Ordinary Membership shall be open to all Students who are members of the University. Student Special Membership shall be open to all Students of other institutions as per Rule 4(ii) above.
11. Senior Ordinary Membership shall be restricted to Senior persons who:
  - i. are members of the University and
  - ii. are either or both of:
    - (a) Senior Ordinary Paying Members, that is to say persons who have paid such subscription as may from time to time be specified by the General Committee for Senior Ordinary Paying Members (which may be either or both an annual subscription or a single payment for lifetime membership or some other arrangement) or
    - (b) Officers or trustees of the Club or members of the General Committee or of the Investment Committee, and of such other Committees as the General Committee may from time to time appoint.

12. Affiliate Membership shall be confined to such categories of persons (if any) and shall be on such terms consistent with this constitution as the General Committee shall from time to time decide. There shall be at least a Day (Affiliate) Membership category.
13. Day (Affiliate) Membership may be granted to Students at the discretion of the General Committee on such terms consistent with this constitution as the General Committee shall from time to time decide for the purpose of sampling or viewing the facilities and sailing activities which the Club has to offer. Day (Affiliate) Membership may also be granted to others who are invited to participate in such special events and training sessions as may be organised by the Club from time to time.
14. Honorary Life Membership may be granted by a General Meeting of the Club to persons whom the Club specially desires to honour, where not less than two thirds of the Members present vote to pass the resolution.
15. Honorary Membership may be granted for a limited period by the General Committee to those to whom it is desired to show hospitality and to officers of other yacht clubs as a mark of appreciation of their interest and assistance.
16. The General Committee may in its discretion create and amend from time to time a list or lists of persons described as "Alumni Supporters" who shall be such past Members of the Club or the University as have supported or may in future support the Club in any way (whether in cash, kind, services or otherwise).
17. Alumni Supporters shall not be members of the Club. No person shall have any right to be or remain on any list of Alumni Supporters and the status of Alumni Supporter shall not cause a person to have any rights or obligations of any kind in relation to the Club or its property administration or management whether under this constitution or otherwise.
18. Benefit of the sailing equipment, property, and memberships of external organisations of the Club shall be restricted to Student Members, except that:
  - i. Senior Ordinary and Senior Affiliate Members may have the use of and access to those facilities for the purpose only of (and only as required for) teaching or supervising, or providing safety cover for Student Members.
  - ii. This restriction does not prevent the participation of Senior Ordinary or Senior Affiliate Members in activities that do not make use of the Club's own equipment or memberships of external organisations.
  - iii. This restriction does not prevent the participation of individuals who are Senior Ordinary or Senior Affiliate Members in Club activities or events in which they would be able to participate if they were not members of the Club.
  - iv. Day (Affiliate) Members may have such use of or access to those facilities as may be appropriate to the period and terms of their membership.
19. Only Student Ordinary and Senior Ordinary Members shall have a right to vote at General Meetings of the Club and such votes shall be weighted as described in Rule 70 below.
20. Only Student Ordinary Members shall have a right to vote at Annual Student Members' Meetings and each shall have one vote at such Meetings.
21. Only Student Ordinary Members of the Club who have participated in the sporting activities of the Section concerned on at least one occasion in the current academic year (if a Section Meeting occurs in the Michaelmas Term) or on two different occasions (being occasions which occurred on different days) in the current academic year (if a Section Meeting occurs later than the Michaelmas Term) prior to the date of the meeting concerned shall have a right to vote at Section Meetings and each shall have one vote.
22. No person other than an Honorary Member shall become a member of the Club unless and until he shall first have made a declaration by one of the methods mentioned below agreeing that as a Member he:
  - i. shall be bound by and shall comply with the terms of this constitution; and
  - ii. shall comply with any Club Regulations which may from time to time be in force.

23. Such declaration must be given by one or more of the following methods:
  - i. by signed writing on a club membership application form; or
  - ii. by submitting an application to become a member in (or on) the electronic form(s) promulgated by the Club containing such a declaration; or
  - iii. by such other method as the General Committee may specify from time to time.
24. Membership shall be administered by the Junior Secretary and such other person or persons as the General Committee may specify from time to time who shall so far as reasonably practicable maintain up to date records of the membership, including an up to date list of members of all classes except Day (Affiliate) Members.
25. On making his application for membership a person shall give both (i) an e-mail address and (ii) a College or postal address for the receipt by him of communications relating to the Club and after becoming a Member shall keep the Club informed (by writing or e-mail to the Junior Secretary or otherwise as the General Committee may require) of any changes to those addresses.
26. A person shall become a member of the Club upon his application for membership being accepted by such officer of the Club or other person or persons as may from time to time be appointed by the General Committee for that purpose (and so that different officers or persons may be appointed in respect of different classes of member). Any cases of uncertain eligibility shall be referred to the General Committee for decision.
27. No application by a person for Student or Affiliate membership who is eligible for membership of the class for which he has applied shall be rejected except:
  - i. by resolution of the General Committee on the ground that it considers that the person's membership would be injurious to the interests of the Club; or
  - ii. in the case of a person who has previously been expelled from the Club.
28. All members other than Honorary Members shall pay such entrance fees and subscriptions at such time or times and in respect of such period or periods as shall be decided by the General Committee from time to time.

## **Conduct of Members**

29. Every Member shall comply with the terms of this constitution and with the Club Regulations (if any).
30. Any conduct which, in the opinion of the General Committee is either unworthy of a Member or otherwise injurious to the interests of the Club, shall render a member liable to expulsion or other disciplinary action by the General Committee.
31. Failure to pay a subscription or other sum when it is due may amount to unworthy or injurious conduct.
32. Expulsion from the Club or other disciplinary action shall occur only after the Member has been given the opportunity, accompanied by a third party (if he so requires), of defending himself or resigning his membership.
33. The vote on a resolution for expulsion or other disciplinary action shall be by ballot, and the resolution shall only be carried if not less than two-thirds of the General Committee present vote in favour of the resolution.
34. A person expelled shall not be eligible for future membership except by resolution of the General Committee. A person expelled or disciplined may appeal to the University Sports Service.
35. Members shall be responsible for the behaviour of their guests at club events and shall procure that guests or other persons associated with them and with the Club but who are not Members shall behave in a respectable manner if participating in club events, such as social occasions, and not bring the Club into disrepute.

36. No member shall use his association with the Club as a means to private profit without the prior consent of the General Committee.

## **Sections, Officers and Committees**

37. The Club shall include the following Sections:

- i. Team Racing and Dinghy Sailing Section;
- ii. Windsurfing Section; and
- iii. such other Sections as the General Committee may from time to time determine.

38. A Section is not defined by its membership (all Members of the Club are members of all sections), but by its activities.

39. All Members of the Club shall be members of all Sections.

40. No separate subscriptions shall be payable in respect of Section membership, but fees or charges may be set and be payable for participation in particular activities of a Section.

41. There shall be the following Committees of the Club:

- i. General Committee;
- ii. Team Racing and Dinghy Sailing Committee;
- iii. Windsurfing Committee;
- iv. Investment Committee; and
- v. such other Committees with such functions as the General Committee may from time to time appoint in accordance with the terms of this Constitution.

42. The General Committee shall comprise Senior Ordinary Members (or persons who will become Senior Ordinary Members upon their election or co-option to the General Committee taking effect) and Student Ordinary Members. The members of the General Committee shall be as follows and shall have (or shall have upon their election or co-option taking effect) the specified membership status:

- i. President (Senior Ordinary Member);
- ii. Commodore (Student Ordinary Member);
- iii. Senior Treasurer (Senior Ordinary Member);
- iv. Senior Secretary (Senior Ordinary Member);
- v. Vice Commodore Team Racing (Student Ordinary Member);
- vi. Vice Commodore Windsurfing (Student Ordinary Member);
- vii. Rear Commodore Dinghy Sailing (Student Ordinary Member);
- viii. Junior Secretary (Student Ordinary Member);
- ix. Junior Treasurer (Student Ordinary Member); and
- x. two other Senior Members (Senior Ordinary Members).

43. The General Committee may make such Temporary Officer appointments as it deems necessary from time to time. Temporary Officers may attend General Committee Meetings but shall have no voting rights.

44. The members of the Team Racing and Dinghy Sailing Committee shall comprise the following:

- i. Vice Commodore Team Racing;
- ii. Rear Commodore Dinghy Sailing; and
- iii. up to six other persons who may include members of the General Committee

45. The members of the Windsurfing Committee shall comprise the following:

- i. Vice Commodore Windsurfing; and
- ii. up to six other persons who may include members of the General Committee.

46. The Investment Committee shall comprise between two and four persons (who need not necessarily be Members of the Club) who shall be appointed by the General Committee and who may be removed, replaced or added to from time to time by the General Committee.
47. The General Committee shall, subject to the terms of this constitution, have the general control and management of the administration of the Club.
48. The Team Racing and Dinghy Sailing Committee shall manage and administer the activities of the Team Racing and Dinghy Sailing Section subject to the control and supervision of the General Committee.
49. The Windsurfing Committee shall manage and administer the activities of the Windsurfing Section subject to the control and supervision of the General Committee.
50. The Investment Committee shall make, manage and administer the Club's investments in its discretion, subject to the provisions in Rules 84 to 91 below (Money, Trustees, Property and Investments section) and subject to such directions as may from time to time be given to it by the General Committee.
51. The General Committee shall have power to delegate any discretions (but not this power) conferred on it hereby or by the general law to one or more committees of not less than four of their number provided that any delegation under any part of this clause must be on terms that:
  - i. the terms of the delegation are recorded in writing;
  - ii. No expenditure or liability shall be incurred or payment made by the committee except in accordance with a budget which has previously been set by the General Committee;
52. All Committees (other than the General Committee) shall report their decisions and activities to meetings of the General Committee and must not incur expenditure on behalf of the Club except in accordance with a budget previously agreed by the General Committee.
53. Within the Committee structure, the minimum duties and responsibilities of the Officers are as follows.
  - i. The President shall be head of the Club and shall have overall responsibility for all activities of the Club.
  - ii. The Commodore shall be responsible for the operational organisation of the Club, ensuring its efficient day-to-day running, and co-ordination between the Sections.
  - iii. The Senior Treasurer shall be resident in Cambridge, and shall act in accordance with the regulations of the University for clubs and societies.
  - iv. The Senior Secretary shall maintain the minutes and records of General Committee Meetings and of General Meetings.
  - v. The Junior Secretary shall maintain membership records and arrange for such publication of the minutes of meetings of the General Committee as is provided for below.
  - vi. The Junior Treasurer shall maintain a management budget for the Club and shall prepare the Section accounts for submission to the Senior Treasurer.
  - vii. The Vice Commodore Team Racing and Vice Commodore Windsurfing shall be responsible for the proper running of their respective Sections and must authorise all Club activities within those Sections.
54. The Senior Officers and other Senior Members of the General Committee shall be elected at the Annual General Meeting of the Club by the Ordinary Membership, by a simple majority and their election shall take effect (and the status of their immediate predecessors (whether elected or co-opted) shall cease) at the end of that meeting.
55. The Commodore, Junior Secretary and the Junior Treasurer shall be elected at the Annual Student Members Meeting by the Student Ordinary Membership, by simple majority and their election shall take effect (and the status of their immediate predecessors (whether elected or co-opted) shall cease) on the 1<sup>st</sup> August that next follows the meeting at which they are elected.

56. The Vice Commodore Team Racing, the Rear Commodore Dinghy Sailing and the other members of the Team Racing and Dinghy Sailing Committee shall be elected by a majority vote at the Annual Section Meeting for the Team Racing and Dinghy Sailing Section by the Student Ordinary Membership and their election shall take effect (and the status of their immediate predecessors (whether elected or co-opted) shall cease) on the 1<sup>st</sup> August that next follows that meeting.
57. The Vice Commodore Windsurfing and the other members of the Windsurfing Committee shall be elected by a majority vote at the Annual Section Meeting for the Windsurfing Section by the Student Ordinary Membership and their election shall take effect (and the status of their immediate predecessors (whether elected or co-opted) shall cease) on the 1<sup>st</sup> August that next follows that meeting.
58. Nominations for all elections shall be made in writing to the appointed returning officer, and a list of nominations posted not less than five days before the elections. In the case of elections to the General Committee the returning officer shall (unless the General Committee otherwise decide) be the Commodore.
59. The General Committee may at any time co-opt any person duly qualified to fill a vacancy on the General Committee until the next relevant election and any person co-opted under this power to a vacancy in the office of Vice Commodore Team Racing, Rear Commodore Dinghy Sailing or Vice Commodore Windsurfing shall also fill the relevant vacancy on the Team Racing and Dinghy Sailing Committee or the Windsurfing Committee as the case may be.
60. The Team Racing and Dinghy Sailing Committee and the Windsurfing Committee may respectively at any time co-opt any person duly qualified to fill a vacancy (other than a vacancy in the office of Vice Commodore Team Racing, Rear Commodore Dinghy Sailing or Vice Commodore Windsurfing) amongst their respective memberships until the next relevant election.
61. The members of the Investment Committee shall be appointed for such period or periods as the General Committee shall think fit and may be removed by the General Committee at any time.
62. Retiring or existing members of committees shall be eligible for re-election.
63. The proceedings of the Committees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of any Officer or member.
64. A member of a Committee shall cease to hold office if he or she:
  - i. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs; or
  - ii. is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; or
  - iii. notifies to the Committee a wish to resign. (In the case of the General Committee, at least three members of the General Committee must remain in office when the notice of resignation is to take effect.)

## **Meetings and Elections**

65. Each academic year there shall be a meeting of the Club in Cambridge to be called the Annual General Meeting. This shall be open to all and notice of the meeting shall be given to all Members at least twenty-one days in advance.
66. The General Committee shall present to each Annual General Meeting the report and accounts for the Club for the preceding year. A copy of the audited accounts for the previous year shall be supplied to any Member who requests it, and the notice for the Annual General Meeting shall contain a reminder to this effect, including the name and address of the Officer to whom the request should be made. The Meeting will also elect the senior officers of the Club and the other senior committee members.

67. Each academic year during the Lent or Easter terms there shall be a general meeting of the Student Members in Cambridge to be called the Annual Student Members Meeting. Notice of the meeting shall be given to all Student Members at least eight days in advance.
68. Each academic year during the Lent or Easter terms a general meeting shall be held for each Section in Cambridge to be called an Annual Section Meeting.
69. The General Committee can at any time convene a Special General Meeting, and must do so if called upon by at least ten Ordinary Members in writing, of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given.
70. Every Ordinary member shall have one vote at General Meetings of the Club provided that on any vote (whether by way of show of hands or ballot) each vote of a Student Ordinary Member shall be counted as one vote and each vote of a Senior Ordinary Member shall be counted as a fraction of a vote (being a proper or improper fraction) equal to the quotient resulting from dividing A by B, where A is the total number of Student Ordinary Members plus 1 and B is the total number of Senior Ordinary Members.
71. Only Student Ordinary Members shall have a right to vote at general meetings of the Student membership and each shall have one vote.
72. The quorum at a General Meeting of the Club shall be one-tenth of the number of all current members with voting rights. In addition, for all resolutions, the majority of the quorum must comprise Student Members.
73. The Senior Secretary, or other person specially appointed, shall keep a full record of proceedings at every General Meeting of the Club.
74. If the General Committee decides that it is necessary or advisable to dissolve the Club it shall call a Special General Meeting, In addition to Rules and Regulations (if any) applying to General Meetings, for this resolution, the quorum shall be two-thirds of all current members of the club. If this resolution is passed, the General Committee shall have power to realise any assets held by or on behalf of the Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the University.
75. There shall be at least one meeting per term of the General Committee. A General Committee Meeting may be called at any time by the Commodore, or any two members of the General Committee upon not less than seven days' notice being given.
76. At General Committee Meetings:
  - i. The quorum shall be six, with a majority of those attending being Student Members and at least one Senior Member being present.
  - ii. The President, or an Officer appointed by him, shall take the chair.
  - iii. Every matter shall be determined by a majority of votes.
  - iv. Each member of the General Committee shall have one vote, except for the Vice Commodore Team Racing and the Vice Commodore Windsurfing who shall each have two votes.
  - v. The Chairman has a vote (or, if he shall be the Vice Commodore Team Racing or the Vice Commodore Windsurfing shall have two votes) , and in the case of equality of votes shall exercise a casting vote in addition to any other vote or votes he may have in the direction of least change.
77. Minutes of each meeting of the General Committee shall be taken by the Senior Secretary or by such other person as the General Committee may appoint *ad hoc* for the purpose. Following the meeting, except for those parts of the minutes as the General Committee shall have directed be not published (i) for legal reasons and/or (ii) for reasons of personal confidentiality and/or (iii) for other good reason, shall be made available to the Junior Secretary, who will arrange for their publication to the members, by way of the Club's website or otherwise.



78. There shall be at least one meeting per term of each of the Team Racing and Dinghy Sailing and Windsurfing Committees. A Committee Meeting for those Committees may be called at any time by the relevant Vice-Commodore or any two members of the Committee in question upon not less than three days' notice being given.
79. At meetings of the Team Racing and Dinghy Sailing and of the Windsurfing Committees:
- i. the quorum shall be three;
  - ii. the relevant Vice Commodore, or another member of the Committee appointed by him, shall take the chair;
  - iii. every matter shall be determined by a majority of votes;
  - iv. each member of the Committee shall have one vote and.
  - v. the Chairman has a vote, and in the case of equality of votes shall have an additional casting vote.
80. Minutes of each meeting of the Team Racing and Dinghy Sailing and Windsurfing Committees shall be taken by such person as the Committee concerned may appoint from time to time.
81. The Investment Committee shall meet from time to time as it may consider appropriate. A meeting of the Investment Committee may be called at any time by any one of its members or at the instance of the General Committee upon not less than seven days' notice being given except in cases of urgency when that period may be reduced to the extent reasonable in the circumstances.
82. Any meeting of the General Committee or of any other Committee may be held and conducted in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it, but in order to attend, speak or vote at a General Meeting of the Club a member must be present in person at the place where the meeting is held.
83. Any Notice required to be served on any Member of the Club or member of a Committee shall be in writing and shall be served by the Junior Secretary or by such other person or persons as the General Committee may specify either generally or for particular purposes on the person concerned by any of the following methods:
- i. personally or
  - ii. by sending it through the post in a letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within three days of posting or
  - iii. by sending or supplying it by e-mail to the e-mail address specified by him in accordance with Rule 23 above, and any Notice so sent shall be deemed to have been received on the date on which it is sent; or
  - iv. by (a) making it available on a website in a form and by a means that the General Committee reasonably considers will enable the recipient both to read it and to retain a copy of it and (b) notifying the intended recipient by e-mail to the e-mail address specified by him in accordance with Rule 23 above of the presence of the Notice on the website, the address of the website, the place on the website where it may be accessed and how to access it and any Notice so sent shall be deemed to have been received on the date on which such e-mail is sent.

## **Money, Trustees, Property and Investments**

84. Such account or accounts shall be opened for the purpose of holding the Club's moneys with such bank or banks and with such mandates as the General Committee shall from time to time decide.
85. The General Committee may from time to time appoint persons to be holding trustees ("the Holding Trustees") for any or all of the Club's assets, property and investments and shall appoint Holding Trustees as mentioned below. Different Holding Trustees may be appointed in respect of different assets, property and investments.

86. Except as mentioned below, Holding Trustees shall deal with the assets, property or investments held by them in accordance with such directions as may be given to them by the General Committee from time to time.
87. The General Committee may at any time and from time to time (subject to such restrictions on numbers as are specified below or by statute) remove or replace Holding Trustees or appoint additional Holding Trustees of any asset, property or investment.
88. The members of the General Committee from time to time who constitute the majority voting in favour of a particular resolution to appoint or remove or replace a Holding Trustee shall be the persons nominated for the purpose of appointing new trustees for the purposes of the statutory power in that regard.
89. All freehold and leasehold real property of the Club shall be vested in not fewer than two nor more than four Holding Trustees.
90. The Investment Committee shall have the general power of investment as specified in Part II of the Trustee Act 2000 and (subject to any directions of the General Committee) shall exercise that power subject to and in accordance with the provisions of that Part of that Act.
91. The Investment Committee may (notwithstanding anything in the Trustee Act 2000, and subject to any directions of the General Committee) exercise its asset management functions as defined in section 15 of the Trustee Act 2000 without either an agreement or a policy statement as required by that section.

## **Indemnities, Exoneration and Insurance**

92. All members of all Committees and all Holding Trustees are entitled to be reimbursed out of the assets property and investments of the Club in respect of liabilities and expenses properly incurred by them when acting on behalf of the Club.
93. In the professed execution of their powers and duties in relation to the Club none of the members of any Committee and none of the Holding Trustees shall be liable for any loss arising by reason of any improper investment made in good faith or the retention of any improper investment or any failure to see to the insurance of or preservation of any chattels or the making or revising of any inventory of them or for the negligence or fraud of any agent employed by him or by any other of the members of any Committee or a Holding Trustee (although the employment of such agent was not strictly necessary or expedient) or by reason of any other matter or thing whatever (and whether by way of act or omission) except wilful and individual fraud or wrongdoing on the part of that member of a Committee or Holding Trustee who is sought to be made liable.
94. The General Committee may arrange such insurance as it may decide is appropriate in respect of any or all of the following.
  - i. Loss of, damage to or destruction of any of the Club's assets or property.
  - ii. Loss or damage (including loss or damage in respect of personal injuries or death) arising out of the ownership, possession or use of the Club's assets or property.
  - iii. Public liability.
  - iv. Third party liability.
  - v. Employer's liability.
  - vi. Any other matters or things except for indemnity insurance for members of Committees and Holding Trustees which may only be arranged in accordance with and subject to the terms of the next clause.
95. The General Committee may arrange for the purchase of insurance in accordance with the provisions of this clause.
  - i. The insurance shall be designed to indemnify members of the Committees of the Club and the Holding Trustees or any classes or individuals among them (and may extend to periods after as well as during their periods in office) against any personal liability in respect of any breach

- of trust or breach of duty committed by them in their capacity as a member of a Committee or as a Holding Trustee.
- ii. The insurance may be on different terms and by different policies or with different insurers for different risks.
  - iii. The terms of such insurance must be so framed as to exclude the provision of any indemnity for a person (“R”) in respect of:
    - (a) any liability incurred by R to pay:
      - I. a fine imposed in criminal proceedings or
      - II. a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising) or
    - (b) any liability incurred by R in defending any criminal proceedings in which R is convicted of an offence arising out of any fraud or dishonesty or wilful or reckless misconduct by R or
    - (c) any liability arising from any fraud wilful misconduct or gross negligence on the part of R or
    - (d) any liability incurred by R to the Club or its members that arises out of any conduct:
      - I. which R knew (or must reasonably be assumed to have known) was not in the interests of the Club or
      - II. in the case of which R did not care whether it was in the best interests of the Club or not.
  - iv. For the purposes of the above sub-paragraphs the reference to any such conviction is a reference to one that has become final and a conviction becomes final:
    - (e) if not appealed against, at the end of the period for bringing an appeal or
    - (f) if appealed against then at the time when the appeal (or any further appeal) is disposed of and
    - (g) an appeal is disposed of:
      - I. if it is determined and the period for bringing any further appeal has ended or
      - II. if it is abandoned or otherwise ceases to have effect.
  - v. No member of a Committee or Holding Trustee shall be accountable for any money paid to them under the terms of any such insurance except to the extent that the person concerned shall otherwise have been fully indemnified in respect of the liability to which such payment relates.
  - vi. The General Committee may not purchase insurance under this clause unless it decides that it is satisfied that it is in the best interests of the Club for them to do so.

## Miscellaneous Powers and Provisions

96. In addition to any other powers they have, the General Committee may exercise any of the following powers in order to further the objects of the Club (but not for any other purpose):
- i. to raise funds. In exercising this power, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - ii. to buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use;
  - iii. to sell, lease or otherwise dispose of all or any part of the property belonging to the Club;
  - iv. to borrow money and to charge the whole or any part of the property belonging to the Club as security for repayment of the money borrowed;
  - v. to co-operate with other voluntary bodies, charities and statutory authorities and to exchange information and advice with them;
  - vi. to employ and remunerate such staff as are necessary for carrying out the work of the Club; and
  - vii. to do any other lawful thing that is necessary or desirable for the achievement of the objects of the Club.

97. Any member of a Committee may exercise or concur in exercising any of their powers or discretions notwithstanding that he has a direct or other personal interest in the mode or result of any such exercise but any such member of a Committee may abstain from acting except as a merely formal party in any matter in which he may be so personally interested.
98. Membership of a Committee shall not disqualify a Student member from using or enjoying the assets property, and memberships of external organisations of the Club nor shall it oblige him to account for such use or enjoyment.
99. In these rules words importing the masculine gender shall include any other gender.

## **Constitution and Club Regulations**

100. This Constitution may be altered only by a special resolution of the General Committee which is ratified by a special resolution of the Ordinary Members of the Club. For these purposes:
  - i. A special resolution of the General Committee is one which is passed by not less than two-thirds of the members of the General Committee (for which purpose each of them shall only have one vote).
  - ii. A special resolution of the Ordinary Members of the Club is a resolution which is passed at a General Meeting held within the period of seven months after the relevant special resolution of the General Committee by a two thirds majority of the Members present and eligible to vote. The notice of such a General Meeting of the Club must include notice of the resolution, setting out the terms of the alteration for which ratification is sought.
101. Any Member may propose, in writing, a constitutional change, which is seconded by at least ten other Members of the Club, for the consideration of the General Committee. The proposal and response shall be published in an accessible form for all members of the club to view.
102. The General Committee may make, revoke and amend from time to time a set of Club Regulations. No regulation may be made which is inconsistent with this Constitution.
103. The General Committee shall decide any question of doubt as to the interpretation or validity of any Club Regulation.
104. This Constitution and the Club Regulations (if any) shall be published in an accessible means.