

# **Mendip Caving Group as CIO 1197325**

## **MINUTES**

### **Trustees 2022 Meeting Number 2, 9<sup>th</sup> March 2022**

#### **Trustees Present:**

Brian Snell  
Jon Roberts  
Ben Cooper  
Tim Francis  
Bill Chadwick  
David Loss  
Jason Kirby  
(7 members)

#### **Apologies**

Tom Harrison  
Dan Matthews  
Nicky Pearce  
Mark Edwards

#### **Agenda**

1. Welcome – Meeting Commenced 20.00hrs
2. Resolve that all investment income is re-invested rather than paid into any current accounts of the CIO.

Ben pointed out that about £1,000 a year profits from investments has been historically paid into MCG current accounts. Should this continue as we would seem to have adequate cash in current accounts.

Ben also pointed out that his annual investment report to the AGM gives a breakdown of profits from investments.

#### **The meeting moved to a vote on resolution 2:**

**For the motion – 7**

**Against the motion – 0**

**Abstentions - 0**

3. Resolve that all the members of the MCG as Charity 270088 be admitted as members of the MCG as CIO 1197325 at an equivalent membership class. Associate members of the old charity will become Affiliate members of the new charity – this is merely a change of name. The three Honorary members of the old charity will be admitted as follows: Martin Rowe and Yvonne Rowe as Full members with Honorary status. Les Davies as an Affiliate member with Honorary status. The length of membership of Charity 270088 shall be transferred to CIO 1197325.

Points raised:

Both old and new charities need AGMs. Tim suggested that Committee Member Reports should cover both charities. Additional discussion suggested that at the start of the 2022 AGM we meet briefly as the old charity with the purpose of formally handing over running of the club to the new charity and closing down the old charity. It will be proposed that all business and matters are transferred to the new charity, additionally any members voted into office can be elected to both charities.

Ben suggested that length of membership of MCG be transferred from the old to the new charity – resolution 3 above was reworded to reflect that.

**The meeting moved to a vote on resolution 3:**

**For the motion – 7**

**Against the motion – 0**

**Abstentions - 0**

4. Review the rules of the MCG as a CIO (Appendix 1, version dated 09/03/0200)

It was agreed that a proposed rule about accommodation for under 18's having to be pre-booked should be dropped – it is omitted from the rules in the Appendix to these minutes.

Tim pointed out that the logo that appears on the website cannot legally be regarded as the property of MCG as the image was adapted from an online image. Consequently, it was dropped from the proposed rules and is omitted from the rules in the Appendix to these minutes.

Ben Cooper proposed *“That rules presented to and then amended by this meeting be adopted in their current state, as the rules of the CIO”*.

**The meeting moved to a vote on Ben's proposal:**

**For the motion – 7**

**Against the motion – 0**

**Abstentions - 0**

5. Any Other Business

- a. Custodian Trustees:

12 Trustees will be elected at the AGM. 9 will have defined Committee posts, 3 will have non-portfolio custodian roles.

It was agreed that meeting agendas should be sent to all trustees and that the meeting should generally be “Trustee Meetings” rather than “Committee Meetings”. (Jon Roberts left the meeting at 21.10hrs)

- b. Nomination forms for Brian Snell, Jon Roberts, Ben Cooper and Tim Francis: Bill Chadwick proposed these 4 members for election to Custodian Trustees (With Ben also as Investment Manager). This was seconded by Jason Kirby. The proposal forms therefore do not require signatures of the individuals named as the meeting and minutes record and witness the fact. The AGM will vote on these nominations.

6. The meeting closed at 21.55hrs

Minutes David Lossl

## APPENDIX 1

### *Rules of the Mendip Caving Group as CIO 1197325*

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### *Notes are in italics*

#### *Extract from the MCG CIO Constitution Clause 26 ‘Rules’*

*The charity trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules must not be inconsistent with any provision of this constitution. Copies of any such rules currently in force must be made available to any member of the CIO on request.*

#### *The Charity Commission’s model constitution notes for Clause 26 ‘Rules’*

*We recommend that this power should be included for clarity, but charities automatically have this power and an express power is not needed. It is important that members are made aware of, and can easily obtain, copies of any rules.*

### **1. Governance**

- 1) The Mendip Caving Group is governed by its constitution as a Charitable Incorporated Organisation numbered 1197325. These rules should be read alongside the constitution dated 4<sup>th</sup> Jan 2022.

- 2) Section 26 of our CIO constitution provides for rules to be put in place, by the charity trustees, to provide additional practical information for the proper conduct and management of the MCG.
- 3) In the event of any inconsistency or discrepancy, the constitution will take precedence over these rules.
- 4) These rules apply to members and guests (where appropriate).
- 5) These rules are made by the charity trustees but can be reviewed at a general meeting where any decision about them would be reached in the normal constitutional way.
- 6) In the remainder of these rules, the term trustee is used to refer to an MCG CIO trustee.
- 7) From our constitution, observe the clause that reads: “It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.”

## 2. Headquarters of the CIO

The address of the principal office of the Mendip Caving Group is Nordrach Cottage, Charterhouse-on-Mendip, Blagdon, Bristol, BS40 7XW.

## 3. Caving Code

Members of the MCG are expected to follow the BCA’s ‘Caving Code’ which is summarised below:

- 1) Cave with care and thought for the environment.
- 2) Disturb nothing whether living or geological.
- 3) Avoid touching formations.
- 4) Keep to marked routes and never cross conservation tapes.
- 5) Take nothing but photographs.
- 6) Do not pollute the cave, leave nothing behind.

*This replaces the National Caving Code used in our previous constitution.*

## 4. Finance

The MCG’s funds shall be placed in accounts, with banks or be otherwise invested as the trustees shall direct.

### A. Payments, cash and accounting

- 1) The Treasurer shall keep proper accounts and receipts of all transactions.
- 2) The Treasurer may make electronic payments for goods and services, from the current account, for amounts less than £100.00 without the authorisation of another trustee.
- 3) The Treasurer and one other trustee - typically the Secretary will both be required to authorise electronic payments over £100.00 from the current account.
- 4) The current account balance should be kept at an average of below £3000.00.
- 5) Savings accounts may be used to hold excess funds and must require multiple trustee signatures for withdrawals.
- 6) The signatures of two trustees shall be required on all cheques.
- 7) The trustees should avoid holding significant sums of cash.

- 8) The trustees should make it possible for hut fees etc to be paid electronically.
- 9) Any significant non-routine expenditure must be authorised at a meeting of the trustees.

## B. Investments

- 1) The trustees shall nominate four signatories to operate MCG's investments. These signatories should be different people to those operating the current account (typically the Treasurer and Secretary).
- 2) The investment signatories shall only authorise investment transactions on the instruction of the CIO trustees.
- 3) At least one investment signatory should be a trustee of the CIO.
- 4) Investment funds may only be withdrawn to a bank account belonging to the MCG as a CIO.
- 5) The signatures of two of the four investment signatories shall be required for the withdrawal of investment funds.
- 6) Where possible, all four signatories should be required to change the details of the bank account to which the proceeds of any investment are paid.

*These rules replace the outdated section on Finance in our previous constitution.*

## 5. Legal

- 1) The safeguarding policy of the MCG is to follow that of the BCA. The BCA policy suggests that the safeguarding policy should be re-considered by the trustees annually.
- 2) In the administration of the MCG, the trustees must observe the General Data Protection Regulations (GDPR) and provide a privacy statement. This should be reviewed annually by the trustees. The trustees must consider GDPR whenever personal details are recorded or data is stored. See also section 6.

*This is new, legally required material, that post-dates our previous constitution.*

## 6. Register of Members

- 1) The MCG Charity Trustees shall maintain a record of members in accordance with the CIO constitution. The register must include:
  - a) Name
  - b) Postal / service address
  - c) Email address
  - d) Date of joining
  - e) Date of leaving
  - f) Membership Class
- 2) Additionally, further records are held to assist with administration. Full details of all details held and their purpose are listed in the Mendip Caving Group – Data Protection Policy - Lawful Basis of Processing Personal Data document.

*These rules elaborate on the requirement to keep records in the CIO constitution.*

## 7. Fees

- 1) Fees including those for CIO Membership, and overnight stays are set by a majority vote at an AGM or EGM.
- 2) The current membership fee (exclusive of BCA PL insurance) in £, including pro rata reductions, starting on the date listed, are as below:

MCG	1 <sup>st</sup> Jan	1 <sup>st</sup> Apr	1 <sup>st</sup> July	1 <sup>st</sup> Aug	1 <sup>st</sup> Sept	1 <sup>st</sup> Oct	1 <sup>st</sup> Nov	1 <sup>st</sup> Dec
Full	35	26.25	17.5	17.5	17.5	7.5	5	2.5
Probationary	35	26.25	17.5	17.5	17.5	7.5	5	2.5
Associate	15	11.25	7.5	6.25	5	3.75	2.5	1.25

- 3) The fee for staying overnight at the Cottage premises are £5 for members and their children and £6 for guests.
- 4) Honorary status is reserved for a very small number of members. Its award requires a unanimous resolution of the charity trustees. Honorary status members are exempt from CIO membership fees, but not necessarily BCA fees, at the trustee's discretion.
- 5) A deposit of 50% is required for overnight accommodation for groups over six people. If the booking is cancelled, the deposit may be re-funded or used for a future booking at the discretion of the trustees.
- 6) At the time of their stay, people up to the number booked, pay 50% of the bed fee per night. If more people stay than were booked, the extras must pay 100% of the bed fee per night.
- 7) If a group requires the sole use of all three bunk rooms, then all 30 beds must be paid for.
- 8) The trustees shall provide a publicly viewable on-line calendar showing guest accommodation bookings.
- 9) A charge of £5 shall be paid for the loan of lamps, clothing etc to beginners. This charge will be refunded on joining the MCG.

*These are our current fees and practices.*

## 8. Use of Nordrach cottage

- 1) Members must ensure that the premises is properly secured when vacating the property.
- 2) Members must comply with the published instructions for use of the cottage and keep it clean and tidy.
- 3) Members should not tamper with heating controls.
- 4) Members should not interfere with the Fire Alarm system.
- 5) Members should ensure that any rubbish and recycling they have contributed to is dealt with at the end of their visit.
- 6) The trustees must provide and operate an electronic access system to regulate member and guest access to the cottage and tackle store.

## 9. Guest Cavers

- 1) Novices and guests may cave with MCG using our BCA PL insurance up to four times in one year.

- 2) The names and addresses of all 'guests' must be recorded for annual submission to the BCA.
- 3) These rules apply equally to under 18s.
- 4) If a 'guest' wishes to cave with MCG beyond four times, they must join BCA through MCG, another club or directly – this includes any under 18s.

## 10. Under 18s

- 1) Under 18s may join an MCG caving trip either with a parent/guardian or a 'well known family friend'.
- 2) An MCG caving consent form must be completed by the youth's parent/guardian before the youth goes caving with MCG members but without their parent/guardian.
- 3) Under 18s may attend and stay at the cottage but only with their parent/guardian.
- 4) Under 18s should sleep in the same room as their parent/guardian.
- 5) A parent/guardian must ensure that showering and changing arrangements for their youth are appropriately private.
- 6) It is the responsibility of a parent/guardian to remove their child from the presence of adult behaviour by other MCG members that they deem inappropriate for their child to witness.

## 11. Use of caving tackle

- 1) Members must carefully record the loan and return of club caving equipment using the provided paper or electronic system.
- 2) Club equipment shall only be used on trips including at least one MCG member.
- 3) Club equipment shall be cleaned and returned to the store as soon as possible after use.
- 4) Damage or loss of club equipment must be reported to the Tackle Master or other trustee, as soon as practical.

## 12. Use of and access to Cave Keys

*These rules will be based on our current practice.*

## 13. Cave Leaders

- 1) Details of the MCG administered Upper Flood Warden scheme will be found here <https://www.mendipcavinggroup.org.uk/uf-warden-info/>.
- 2) The trustees shall record and share with members which MCG members possess leaderships for other caves.
- 3) MCG members holding cave leaderships shall tell the trustees which leaderships they hold and be prepared to take MCG members on trips.

## 1. Library

*These rules will be based on our current practice.*

## 2. Web Site

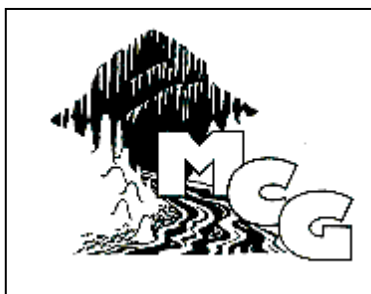
- 1) The trustees shall be responsible for the continued registration of the domain [mendipcavinggroup.org.uk](https://www.mendipcavinggroup.org.uk).

- 2) The trustees shall ensure that the MCG has a modern, up-to-date, public facing web-site which is identified as belonging to CIO 1197325.
- 3) It shall be possible to contact the trustees via the website (using email).
- 4) Several trustees must be able to update the web site.
- 5) There shall be a password protected area of the web site for information restricted to members of the MCG – trustee and general meeting agendas and minutes etc.

### 3. Branding

- 1) The trustees alone shall be responsible for any social media accounts purporting to belong to Mendip Caving Group.
- 2) Ordinary members must not create social media accounts in the name of Mendip Caving Group.
- 3) Only the trustees may authorise the design and use of any logos, letterhead etc used to represent the group. The assets approved are:

**Mendip Caving Group**



### 4. Information Technology

- 1) The trustees shall be responsible for the administration of any cloud storage accounts belonging to the CIO and must pay regard to the appropriate GDPR regulations with regard to the data stored.
- 2) Two or more trustees must be able to administer any cloud storage accounts.
- 3) Two or more trustees must be able to administer licenced software for use by the trustees and in the library – the MCG has a not-for-profit account with Microsoft which provides licences for MS word etc for up to 10 registered users, free of charge.
- 4) The trustees shall provide a PC and printer/copier in the library for the use of members.
- 5) Members of the MCG should accept formal communications by email.