

Minutes of CUWS EGM

21 May 2007

Meeting commenced at 19:42.

1 Present

Tom Wootten, Martin Atherton, Dominic Smith, Christian Mikkelsen, Martyn Johnson, Caroline Blackmun, Thoa Nguyen, David Holburn, Christian Schreiber, Michael Wells, Hugo Scott Whittle, Tom Heritage.

2 Apologies for absence

Tim Grant.

3 Modification of constitution

Tom circulated the proposed amendments to the Society's constitution (attached) and requested any queries about or comments on them. He explained that the members of the committee had already agreed to the changes prior to the meeting.

David raised a concern about the proposed alteration of the wording 'he or she' to 'he' in clause 11.2. Tom explained that this was to achieve consistency with clause 1.5: 'Throughout this Constitution words of the masculine gender shall be taken to apply equally to members of the female sex.'

Tom added that the changes to the constitution were being made primarily as a result of recommendations made by the Junior Proctor and to bring it into line with the recognised rôle of the Senior Treasurer.

Martin proposed a vote on the new constitution, which was held. *Accepted unan.*

Meeting adjourned at 19:44.

CONSTITUTION OF THE CAMBRIDGE UNIVERSITY WIRELESS SOCIETY

1. The Interpretation of the Constitution

1.1 The Society shall be called **The Cambridge University Wireless Society**.

1.2 If any provision of this Constitution shall be found to conflict with the then current Statutes, Ordinances, Regulations, or Proctorial Edicts of the University, it shall be deemed void insofar as it does so conflict.

1.3 The Society's financial year shall run from 7 days before the Annual General Meeting until 7 days before the following Annual General Meeting.

1.4 Throughout this Constitution:

- (1) 'The University' means the University of Cambridge, England.
- (2) 'ARU' means Anglia Ruskin University.
- (3) 'Resident members of the University or of ARU' includes employees of the University and of ARU.
- (4) 'Amateur Licence' means any Amateur radio Licence issued by the Secretary of State for Trade and Industry.

1.5 Throughout this Constitution words of the masculine gender shall be taken to apply equally to members of the female sex.

1.6 In case of doubt, the Committee shall interpret the Constitution.

2. The Aim of the Society

2.1 The aim of the Society is the furtherance of interest in electronics in general, and Amateur Radio in particular. Primary to this aim will be:

- (1) The maintaining of an Amateur Radio transmitting and receiving station for the use of its members,
- (2) The holding of regular meetings relevant to electronics and radio.

2.2 The activities of the Society shall have no political, racial, sexist, or religious bias.

3. Membership of the Society

3.1 Membership Classes

The Society shall consist of:

- (1) Honorary members
- (2) Transmitting members
- (3) Ordinary members

3.1.1 Honorary Members

The Committee may from time to time elect such persons as it thinks fit to Honorary Membership of the Society.

3.1.2 Transmitting Members

A Transmitting Member shall be any resident member of the University or of ARU who holds a current Amateur Licence and who has paid the subscription specified in the Standing Orders of the Society.

3.1.3 Ordinary Members

An Ordinary Member shall be any resident member of the University or of ARU, who does not, at the time of joining or the start of the Michaelmas Full Term of the current academic year (whichever is the later) hold a current Amateur Licence and who has paid the subscription specified in the Standing Orders of the Society.

3.1.4 The Committee may at its discretion offer Transmitting or Ordinary Membership to persons who are not resident members of the University or of ARU.

3.2 Termination of Membership

A person's membership of the Society shall cease:

- (1) when his subscription becomes more than one term overdue,
- (2) when his membership is terminated by a General Meeting of the Society,
- (3) when he has given notice in writing to the Secretary of his resignation from the Society,
- (4) on the death of the Member.

4. The Committee and the President

4.1 The Committee

The affairs of the Society shall be governed by a Committee consisting of the following Officers of the Society:

- (1) The Chairman,
- (2) The Secretary
- (3) The Senior Treasurer
- (4) The Junior Treasurer.

4.1.1 The Committee may co-opt further Members to represent specific interests at its discretion. Such co-opted Members shall resign before the next Annual General Meeting of the Society.

4.1.2 The Senior Treasurer

The Senior Treasurer shall be a resident Senior Member of the University and shall be ex-officio an Honorary Member of the Society. He shall be elected by the Committee and hold office for life, or until he either resigns or is dismissed by a General Meeting of the Society.

4.1.3 The Chairman, The Secretary, and the Junior Treasurer.

These Officers of the Society shall be elected Transmitting or Ordinary members of the Society. The elections shall take place at an Annual General Meeting of the Society, and in the absence of a candidate for any post then the retiring Committee shall be empowered to elect persons to fill vacant posts. In all circumstances it is the duty of the retiring Committee to ensure that there is a new Committee to assume their responsibilities.

The elected members of the Committee shall take office on the resignation of the old Committee immediately following the elections, and shall hold office until they themselves resign, no later than the following Annual General Meeting. If an elected member of the Committee resigns before the next Annual General Meeting then the remainder of the Committee shall elect a substitute.

4.1.4 No Member shall hold two or more posts on the Committee at the same time, other than that the Chairman may also act as Secretary.

4.2 The President

In addition, the Committee can elect, if it so wishes, the President of the Society, who shall be an ex-officio Honorary Member, to hold office for life or until he either resigns or is dismissed by a General Meeting of the Society.

5. The Duties of the Committee and of the President

5.1 Committee Meetings

5.1.1 The Committee shall meet within 14 days of being called by any member of the Committee and in any case not less than once in each Academic Year. The Committee shall also meet within 14 days of the post of the Senior Treasurer falling vacant.

5.1.2 The Committee shall transact the business of the Society at Committee Meetings only when there are at least three Committee Members present.

5.1.3 Voting on matters of dispute at a Committee Meeting shall be on a simple majority basis of those Committee Members present and voting. The Chairman or his deputy shall have, in the event of a tie, a casting vote in addition to his normal vote.

5.2 Vacancy in the Post of Senior Treasurer

Should the post of Senior Treasurer of the Society fall vacant at any time then the Committee shall, not later than 7 days after its next meeting, invite a Senior Member of the University to accept the post.

5.3 The Duties of the Officers of the Committee

The Officers of the Committee shall perform the following duties:

5.3.1 The Chairman shall chair all meetings of the Society other than Extraordinary Meetings unless he is unable to do so, in which case he shall be responsible for appointing a deputy from the other Committee Officers. He shall also be responsible for the entertainment of any guests of the Society.

5.3.2 The Secretary shall conduct the Society's correspondence, invite speakers to address the Society, inform Members of the activities of the Society, inform the Proctors of the University of any change in the Constitution or change of Committee, and keep, or cause to be kept, minutes of all Business Meetings of the Society. He shall also furnish on demand any persons with such information relating to the Society as may be their legal due.

5.3.3 The Senior Treasurer shall be responsible for the financial affairs of the Society as required by the University Statutes, Ordinances, Regulations, and Proctorial Edicts, and for auditing the accounts of the Society at the end of each financial year.

Replace 5.3.3 with :

5.3.3 The Senior Treasurer shall make arrangements for the Society's Accounts to be properly audited, either by himself, or by some other person approved under University Ordinances.

5.3.4 The Junior Treasurer shall conduct the financial affairs of the Society and keep true and faithful records thereof. These records shall be available on request at any reasonable time to Members and other persons authorised to require them.

and any additional tasks needed to ensure the successful running of the Society.

5.4 The Duties of the President

The President shall act as a figurehead for the Society.

Replace the preceding line with :

The President shall act as a figurehead for the Society and may, if he agrees, undertake such duties as he may be asked to undertake by the Committee.

6. Standing Orders

6.1 There shall be Standing Orders of the Society. Any provision of the Standing Orders shall govern the conduct of Society Members and Society Business as though it were a provision of the Constitution, provided that if it conflicts with any provision of the Constitution, it shall be void insofar as it does conflict.

6.2 Amendment of Standing Orders

The Standing Orders may be amended by:

- (1) A simple majority at a General Meeting of the Society,
- (2) A simple majority at a Committee Meeting, provided that:
 - (a) no such amendment of the Standing Orders may take effect earlier than 7 days after the motion containing it is passed, or while an Extraordinary General Meeting of the Society called to discuss the amendment is pending, and
 - (b) any such amendment of the Standing Orders other than a change in the subscriptions specified therein shall be subject to ratification at the next General Meeting of the Society.

6.3 Notification of Standing Orders

Any amendment of the Standing Orders shall be notified to all resident Members within 14 days of such a change being made.

7. Meetings

7.1 No Society business may be conducted at a meeting other than a Business Meeting of the Society.

7.2 Business Meetings

The Business Meetings of the Society shall be:

- (1) Committee Meetings,
- (2) Annual General Meetings
- (3) Extraordinary General Meetings

7.2.1 Committee Meetings

A Committee Meeting is a Meeting of the Committee as defined in #4.1, duly called as set out in #5.1 and in the Standing Orders Section 2.1.

7.2.2 Annual General Meetings

An Annual General Meeting is called as in #8.1 and in the Standing Orders Section 2.2 in order to transact Society business as detailed in #8.2.

7.2.3 Extraordinary General Meetings

An Extraordinary General Meeting is called as in #9.1 and in the Standing Orders Section 2.2 in order to transact the Society business for which it was called.

8. Annual General Meetings

8.1 A valid Annual General Meeting shall be held each year in either the Easter Term or the Lent Term at a time and place convenient to Members. A Meeting shall be void unless:

- (1) At least 7 days notice of the time and place of the Meeting has been given to all resident Members of the Society, and
- (2) There are present at least 7 Transmitting or Ordinary Members of the Society, or 25% of the resident Transmitting or Ordinary Members of the Society (whichever is the smaller), including at least three Committee Members.

8.2 The Business of the Annual General Meeting

The Business of the Annual General Meeting shall consist of:

- (1) Reading, amendment if necessary, and adoption of the Minutes of the previous Annual General Meeting and of any subsequent Extraordinary General Meetings.

Create (2) :

(2) Any change in the Society's Constitution provided that the proposed amendment shall have been voted on and agreed to by at least two-thirds of the Transmitting and Ordinary Members present and voting at the Meeting.

- (2) Ratification in whole or in part of such changes in the Standing Orders as have been made since the last General Meeting, except as provided in #6.2(2b).
- (3) Presentation and acceptance of the Secretary's report on the activities of the Society since the last Annual General Meeting.
- (4) Presentation and acceptance of the Junior Treasurer's report and audited accounts for the previous financial year.
- (5) Election of the officers of the Society for the coming year.
- (6) Any other business.

Renumber the above points : (3) to (7) instead of (2) to (6)

8.2.1 Election of Officers

The election of officers shall take place in the following order:

- (1) The election to the post of Chairman
- (2) The election to the post of Secretary
- (3) The election to the post of Treasurer

Replace (3) with :

(3) The election to the post of Junior Treasurer

Nominations shall be made in writing to the Secretary at least 24 hours in advance of the Annual General Meeting, or to the Chairman or his deputy at the meeting at any time up to the start of the election for the relevant post. No nominee for any post may be elected against his will.

The election shall be by majority vote among the Transmitting and Ordinary members present, each of whom shall have one vote for each post. In the event of a tie, the Chairman or his deputy shall have a casting vote.

9. Extraordinary General Meetings

9.1 A valid Extraordinary General Meeting shall be held at a time and place convenient to Members, not more than 21 days after the motion requesting it is passed by the Committee, or after receipt by the Secretary of a request for such a meeting signed by at least 7 or 25% of the resident Transmitting and Ordinary Members (whichever is the smaller). A Meeting shall be void unless:

- (1) At least 7 days notice of the time and place of the Meeting, and details of all business to be discussed has been given to all resident Members of the Society; and,
- (2) There are present at least 7 or 25% of the resident Transmitting or Ordinary Members of the Society (whichever is the smaller), including at least 3 Committee Members.

9.2 The Chairman of an Extraordinary General Meeting

Such a Meeting may appoint a chairman from among the Transmitting and Ordinary Members present to hold office for the duration of the Meeting, or until he returns authority to the elected Chairman of the Society.

If the chairman at an Extraordinary General Meeting is nominated for election to any Office of the Society at that Meeting, he shall vacate the chair and a new chairman shall be appointed as above.

The chairman shall appoint some person, him being willing, from among the Members present to be responsible for keeping the Minutes of the Meeting.

9.3 The Business of an Extraordinary General Meeting

9.3.1 An Extraordinary General Meeting may transact any Society business, including;

- (1) A change in the Society's Constitution provided that:
 - (a) The proposed amendment shall have been voted on and agreed to by at least two-thirds of the Transmitting and Ordinary Members present and voting at the meeting, and,
 - (b) The proposed amendment shall have been voted on previously by a meeting of the Committee and shall have been agreed to by at least two-thirds of those present and voting at that Meeting.

Replace (1) with the following, deleting the sub-points (a) and (b) :

(1) Any change in the Society's Constitution provided that the condition set out in #8.2(2) is met.

- (2) A call for the resignation of any Officer of the Society, dismissing him from his post if such a resignation is not offered,
- (3) The termination of any membership, provided that 7 days notice has been given to the Member in writing of the Meeting and of his proposed dismissal, and provided that such dismissal shall have been agreed to by at least two-thirds of the Transmitting and Ordinary Members present and voting at the Meeting.

9.3.2 The voting on matters of dispute at an Extraordinary General Meeting shall be by simple majority (except as in #9.3.1) with the chairman holding a casting vote in the event of a tie, except on a motion calling for the resignation or dismissal of any Officer of the Society when a tie shall be regarded as a vote of confidence in the Officer concerned.

9.3.3 If an Officer of the Society offers his resignation, or is dismissed, then the Meeting may elect his successor as detailed in #8.2.1. If the Meeting does not do this, the Committee may elect a successor as in #4.1.3.

10. Minutes of Meetings

10.1 The Minutes of a Committee Meeting shall be read at the following Committee Meeting, and, when passed by a majority vote with or without amendment, shall be signed by the Chairman at that following Meeting.

10.2 The Minutes of any General Meeting shall be read at the next Annual General Meeting, and, when passed by a majority vote with or without amendment, shall be signed by the Chairman at that following Annual General Meeting.

10.3 The Minutes of all meetings of the Society shall be made available for inspection by any Member at any reasonable time.

11. Indemnity

11.1 No Member other than the Senior Treasurer shall be held responsible for debts incurred with the approval of a voting majority at a Committee Meeting along with the approval of the Senior Treasurer and the Junior Treasurer.

Create 11.2 :

11.2 The Senior Treasurer shall not be liable for any financial debt or other obligation of the Society unless he or she has personally authorised such a debt in writing.

11.2 The Society shall not be held responsible for debts otherwise incurred, nor for the personal property or effects of any persons.

Re-number the current 11.2 as 11.3

Create 11.4 :

11.4 Anyone, including but not limited to members of the Society, who uses the Society's premises or equipment does so at his own risk. The Society shall not be held responsible for any loss or injury suffered.

11.5 Anyone, including but not limited to members of the Society, who uses a Society callsign or the Society's equipment is responsible for the nature and content of any transmissions made.

12. Amendment of the Constitution

This Constitution may only be amended by an Extraordinary General Meeting as detailed in #9.3.1(1).

Replace the above sentence with :

This Constitution may only be amended by an Extraordinary General Meeting as detailed in #9.3.1(1) or by an Annual General Meeting as detailed in #8.2(2).

13. Dissolution of The Society

Following the presentation of a resolution to dissolve the Society at an Extraordinary General Meeting of the Society, and provided that:

(1) The resolution shall have been voted on and agreed to by at least two-thirds of the Transmitting and Ordinary Members present and voting at the Meeting, and

(2) The resolution shall have been voted on previously by a meeting of the Committee and shall have been agreed to by at least two-thirds of those present and voting at that Meeting,

then the Committee shall take all the steps necessary to wind up the activities and interests of the Society.

After paying any debts incurred with the approval of a voting majority at a Committee Meeting, and with the approval of the Senior Treasurer and the Junior Treasurer, then the remaining assets of the Society shall be distributed among the current Members of the Society as decided by the Senior Treasurer in consultation with the remainder of the Committee.

Replace the final sentence of the above with :

After paying any debts incurred with the approval of a voting majority at a Committee Meeting, and with the approval of the Senior Treasurer and the Junior Treasurer, then the remaining assets of the Society shall be transferred to any combination of i) the Societies Syndicate ii) another Registered University Society iii) a club or society affiliated to the Radio Society of Great Britain.

STANDING ORDERS

1. Membership

1.1 The subscription for a Transmitting Member shall be:

Class	Expires	£
Year	First day of following Michaelmas Full Term	10
Life	Membership conditions in #3 no longer satisfied	20

provided that a current Life Ordinary Member of the Society who wishes to transfer to Life Transmitting membership may deduct his Life subscription paid as an Ordinary Member from the above amount, and provided that a current Year Ordinary Member of the Society who wishes to transfer to Year Transmitting membership may deduct his last Year subscription as an Ordinary Member from the above amount.

1.2 The subscription for an Ordinary Member shall be:

Class	Expires	£
Year	First day of following Michaelmas Full Term	10
Life	Membership conditions in #3 no longer satisfied	20

1.3 Members who have paid 2 consecutive Year subscriptions shall be considered Life Members.

1.4 A £5 deposit (refundable) shall be made for a key to the Radio Shack.

2. Notice of Meetings

2.1 A Committee Meeting may transact Society Business only when every Committee Member has received advance notice of the time and place of the Meeting. This shall take the form of a personal notice to each resident Member of the Committee, either delivered by hand to the Member's College at least 3 days before the Meeting, or posted at least 5 days before the Meeting.

2.2 The notice required to be given for a General Meeting of the Society, or giving details of proposed changes in the Society's Constitution, shall take the form of a newsletter either sent through the post to each Member, or delivered by hand to the Member's College.

2.3 In no case shall accidental non-receipt of any notice by any person invalidate the proceedings of the relevant meeting.

3. Deputies

Should the Secretary or the Junior Treasurer be unable to perform his duties at any time, the Committee shall appoint a temporary replacement, who must be a Member and who shall serve until:

- (1) The former holder of the post is again able to perform his duties, or
- (2) There is a General Meeting of the Society, or
- (3) His appointment is terminated by the Committee, or
- (4) He resigns.

Modified May 22nd 2006

Modified at EGM May 22nd 1996

From Version of June 11th 1986