

# Polish Society Constitution

## Name and Objects

1. The Club is called the Polish Society. The Club's objects are the support and promotion of Polish culture in the University of Oxford; and the income and property of the Club shall be applied solely to those objects.

## Compliance

2. (a) The Club shall be administered in accordance with the regulations for University clubs which are published from time to time in the Proctors' and Assessor's Memorandum ("the Proctors' Memorandum")
- (b) If there is a national governing body for the Club's activities with which the Club is eligible to register, the Club shall effect and maintain such registration: purchase any insurance cover which the national body makes available unless the Insurance Section of the University's Central Administration ("the Insurance Section") agrees to or prescribes other arrangements); and make every effort to comply with all safety procedures which the national body prescribes, or recommends as good practice.
- (c) The Club shall observe the Code of Conduct on Safety Matters which is set out in the Schedule to this Constitution, ensure compliance with the Code by the members of the Club, and follow an appropriate procedure for risk assessment. Both the Code of Conduct and the procedure for risk assessment must be acceptable to the University's Safety Officer.
- (d) No member of the Club shall participate in any activity overseas organised by the Club, whether during term time or vacation, unless the plans for such activity have been notified at least one calendar month in advance of the date of departure from the United Kingdom to the University Marshal. Each member participating in such activities overseas shall observe any conditions imposed by the Proctors on the recommendation of the University Marshal, e.g. relating to the deposit of contact addresses, fulfilment of health, safety and insurance requirements, and stipulation of Senior Members to accompany the trip.
- (e) The Club may apply to Oxford University Computing Services ('OUCS') to use information technology ('IT') facilities in the name of the Club. Where relevant facilities are allocated by OUCS it is the responsibility of the Club:
  - i. to designate a member of the Club entitled to a University e mail account (as defined by OUCS rules) to act as its IT Officer, whose duties shall include liaising with OUCS about the use of facilities allocated and passing on to his or her successor in office all records relating to the use of the facilities allocated;

- ii. to designate one of its members (who may be, but need not necessarily be, the same as its IT Officer) or, exceptionally, a member of Congregation to act as its principal Webmaster, whose duties shall include maintaining an awareness of the University Guidelines for Web Information Providers and co ordinating and regulating access to the web facilities use by the Club;
- iii. to comply with regulations and guidelines relating to the use of IT facilities published from time to time by OUCS;
- iv. to ensure that everyone responsible under (i)-(iii) is competent to deal with the requirements, where necessary undertaking training under the guidance of OUCS.

## **Membership**

3. The members of the Club shall be those who are eligible and apply for membership of the Club, who are admitted to and maintained in membership by the Committee, and who have paid the relevant Club subscription.
4. All current and former student members of the University, and all persons whose names are or were on the University's Register of Visiting Students, shall be eligible to become members of the Club.
5. The Committee may also, at its discretion, admit to membership:
  - (a) members of Ruskin College; Plater College; Ripon College, Cuddesdon and the Oxford Institute of Legal Practice;
  - (b) members of the Westminster Institute of Oxford Brookes University who are registered to read for degrees or other qualifications validated by the University of Oxford; and
  - (c) other persons not falling within paragraphs 4, 5a or 5b above provided that non university members shall not constitute more than one-fifth of the total membership.
6. The Committee may remove a person from membership for good cause. The person concerned may appeal against such removal to the Senior Member.

## **Meetings of the Members**

7. There shall be an Annual General Meeting for all the members of the Club in Hilary Full Term, convened by the Secretary on not less than fourteen days' notice.
8. The Annual General Meeting will:

- (a) receive the annual report of the Committee for the previous year and the annual accounts of the Club for the previous year, the report and accounts having been approved by the Committee;
  - (b) receive a report from the Committee on the Club's compliance with paragraph 2 above;
  - (c) consider any motions of which due notice has been given, and any other relevant business.
9. An Extraordinary General Meeting may be called in any Full Term; by the President, the Secretary or the Treasurer on not less than seven days' notice; or on a written requisition by ten or more members, stating the reason for which the meeting is to be called, and delivered to the Secretary not less than fourteen days before the date of the Meeting.
10. Prior to all General Meetings notice of the matters discussed shall be sent out with the notice of the Meeting.
11. The quorum for a General Meeting shall be 2/3 members present in person or by proxy, of whom three must be members of the Committee. When any financial business is to be transacted there must be present the Treasurer, or a member of the Committee deputed by the Treasurer to represent his or her views to the Meeting (provided that where it is a case of a deputy, the only financial business transacted shall be that which was set out in the agenda accompanying the notice of the meeting).

## **The Committee**

12. The affairs of the Club shall be administered by a Committee consisting of not more than 8 persons, which shall determine the subscriptions payable by the members of the Club, and have ultimate responsibility for the activities of the Club. Members of the University shall at all times make up the majority of the members of the Committee. The Committee shall have control of the funds and property of the Club, and of its administration.
13. The quorum for a Committee meeting shall be the majority of the members present in person. When any financial business is to be transacted, there must be present either the Treasurer or a member of the Committee deputed by the Treasurer to represent his or her views to the meeting.
14. The Committee shall be made up of the President, the Secretary, the Treasurer (together, the "Office Holders"; and their offices are referred to as "the Offices"), the Senior Member and up to four other persons. The President, the Secretary and the Treasurer shall each be either a member of the Club whose eligibility stems from paragraphs 4, 5a or 5b above, or (with the approval of the Proctors) a member of Congregation. If his or her eligibility stems from paragraphs 5a or 5b above, on election to office he or she must sign an undertaking to abide by the Proctors' Memorandum, and to accept the authority of the Proctors on Club matters.

15. The President shall have the right to preside at all meetings of the members of the Club and at all meetings of the Committee. Should the President be absent, or decline to take the chair, the Committee shall elect another member of the Committee to chair the meeting.
16. The Secretary shall:
  - (a) maintain a register of the members of the Club, which shall be available for inspection by the Proctors on request;
  - (b) give notice of meetings of the members and the Committee;
  - (c) draw up the minutes of those meetings;
  - (d) notify the Proctors promptly following the appointment and resignation or removal of Office Holders and other members of the Committee;
  - (e) advise the Proctors promptly of any changes in this Constitution;
  - (f) notify the Proctors not later than the end of the second week of every Full Term of the programme of meetings which has been arranged for that term (e.g. by providing them a copy of the term card); and
  - (g) provide the Insurance Section with full details of any insurance cover purchased from or through a national governing body pursuant to paragraph 2b above;
  - (h) inform the Proctors if the Club ceases to operate, or is to be dissolved, and in doing so present a final statement of accounts.
  - (i) keep the current version of the Constitution.
17. The Treasurer shall:
  - (a) keep proper records of the Club's financial transactions in accordance with current accepted accounting rules and practices;
  - (b) develop and implement control procedures to minimise the risk of financial exposure, such procedures to be reviewed regularly with the University's Internal Audit Section ("Internal Audit");
  - (c) ensure that bills are paid and cash is banked in accordance with the procedures developed under 17b;
  - (d) prepare an annual budget for the Club, and regularly inform the Committee of Progress against that budget;
  - (e) ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate;
  - (f) seek advice as necessary on tax matters from the University's Finance Division;
  - (g) develop and maintain a manual of written procedures for all aspects of the Treasurer's responsibilities;
  - (h) make all records, procedures and accounts available on request to the Senior Member, the Proctors and Internal Audit;

- (i) forward to the Proctors by the end of the second week of each Full Term a copy of the accounts for the preceding term, for retention on the Proctors' files; and
  - (j) if the Club has a turnover in excess of 15,000 in the preceding year, or if owing to a change in the nature or scale of its activities, it may confidently be expected to have such a turnover in the current year, subject its accounts for audit by auditors approved in advance by the Proctors. Accounts are to be ready for audit within four months of the end of the Club's financial year and the costs of the audit shall be borne by the Club. If requested by the auditors, the Club shall submit accounts and related material as a basis for a review of accounting procedures, the cost likewise to be borne by the Club.
18. The Senior Member shall:
- (a) hear appeals from removal from membership under paragraph 6 above;
  - (b) ensure that adequate advice and assistance is available to the Secretary and the Treasurer in the performance of their responsibilities under paragraphs 16 and 17 above; and
  - (c) be available to represent and speak for the Club in the public forum, and before the Courts of the University and the University authorities.
19. The members of the Committee shall be elected by the members of the current Committee annually, and shall be eligible for re election. The members of the Club shall not appoint several individuals jointly to hold any of the Offices, nor allow any individual to hold more than one Office at a time. When electing other members of the Committee each year, the members of the Committee shall also appoint a member of Congregation as the Senior Member, and he or she will then be a member of the Committee *ex officio*.
20. If during the period between the annual elections to offices any vacancies occur amongst the members of Committee, the Committee shall have the power of filling the vacancy or vacancies by nomination.
21. Each Office Holder must, on relinquishing his or her appointment, promptly hand to his or her successor in Office (or to another member of the Club nominated by the Committee) all official documents and records belonging to the Club, together with any other property of the Club which may be in his or her possession; and must complete any requirements to transfer authority relating to control of the Club's bank accounts, building society accounts, or other financial affairs.
22. Without derogating from its primary responsibility, the Committee may delegate its functions to finance and general purposes and other subcommittees which are made up exclusively of members of the Committee.
23. The Committee shall have power to make regulations and by laws in order to implement the paragraphs of this Constitution, and to settle any disputed points not otherwise provided for in this Constitution. Any alteration to this Constitution shall require the

approving vote of two-thirds of those present in person or by proxy at a General Meeting or a Committee Meeting.

24. A member of the Committee may be removed from office by the approving votes of majority of those present in person or by proxy at a General Meeting or a Committee Meeting.
25. A member of the Committee may be removed from office if he or she neglects their duties or does not participate in Committee Meetings and activities of the Club and is unable to present a credible reasons for such behaviour. The removal has to be approved by the Committee in accordance with paragraph 24 above.
26. No member of the Club shall be entitled to represent the Club without the approval of the Committee. The Club does not take responsibility for any unauthorized use of the Club's name or mark. Any authorization must be approved by the Committee.

## **Indemnity**

27. So far as may be permitted by law, every member of the Committee and every officer of the Club shall be entitled to be indemnified by the Club against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution or discharge of his or her duties or the exercise of his or her powers, or otherwise properly in relation to or in connection with his or her duties. This indemnity extends to any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or her as a member of the Committee or officer of the Club and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part), or in which he or she is acquitted, or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court up to the sum of funds available.
28. So far as may be permitted by law, the Club may purchase and maintain for any member of the Committee or officer of the Club insurance cover against any liability which by virtue of any rule of law may attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Club and against all costs, charges, losses and expenses and liabilities incurred by him or her and for which he or she is entitled to be indemnified by the Club by virtue of paragraph 27.

## **Dissolution**

29. The Club may be dissolved at any time by the approving votes of all the Members of the Committee and two thirds of all other members of the Club present in person or

by proxy at a General Meeting. The Club may also be dissolved (without the need for any resolution of the members) by means of not less than thirty days notice from the Proctors to the Secretary of the Club if at any time the Club ceases to be registered with the Proctors.

30. In the event of the Club being dissolved, its assets shall not be distributed amongst the members, but shall be paid to or at the direction of the University.

## **Interpretation**

31. Any question about the interpretation of this Constitution shall be settled by the Proctors.