OXFORD BIOLOGICAL SOCIETY CONSTITUTION

In force from the beginning of Michaelmas Full Term 2017 (amended in Hilary Term 2020 with effect from Michaelmas Full Term 2020 and in Hilary Term 2023 with effect from Michaelmas Full Term 2023)

NAME AND OBJECTS

1. The Club is called the Oxford Biological Society (hereafter referred to as "the Club"). The Club's objects are the support, development, improvement and promotion of Biological Sciences in the University of Oxford insofar as such objects are charitable; 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 University's Regulations for the Activities and Conduct of Student Members[1].

(b) The activities of the Club will at all times be conducted in accordance with the University's procedures, codes of practice and policies in force from time to time on equality, harassment, freedom of speech and safeguarding (which are available via the University Student Handbook on the University's webpages), and the Club's Code of Conduct

(c) 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 University Administration and Services 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. If there is no such national governing body, or if the national governing body does not make insurance available, the Club must obtain alternative insurance as agreed by the Insurance Section of University Administration and Services.

(d) The Club shall maintain and observe the Club's Safety Policy, ensure compliance with the Policy by the members of the Club, and follow an appropriate procedure for risk assessment. Both the Safety Policy and the procedure for risk assessment must be acceptable to and approved by the University's Safety Office.

(e) 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's Safety Office or the University Marshal and approved by the Proctors. Each member participating in such activities overseas shall observe any conditions imposed by the Proctors on the recommendation of University's Safety Officer or the University Marshal, e.g. relating to the deposit of contact addresses, fulfilment of health, safety and insurance requirements, and stipulation of coaches, trainers or Senior Members to accompany the trip.

[1] https://governance.admin.ox.ac.uk/legislation/rules-committee-regulations-1-of-2017

(f) The Club shall maintain a dedicated website and shall supply details of its web address to the Clubs Office for listing on the University's clubs and societies webpage. The Club may apply to the University's IT Services to use information technology ('IT') facilities in the name of the Club. Where relevant facilities are allocated by IT Services 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 IT Services rules) to act as its IT Officer, whose duties shall include liaising with IT Services about the use of facilities allocated and passing on to the 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 on web and social media publishing, and co-ordinating and regulating access to the web facilities used by the Club;

(iii) to comply with regulations and guidelines relating to the use of IT facilities published from time to time by IT Services;

(iv) to ensure that everyone responsible under (i)-(iii) is competent to deal with the requirements, where necessary undertaking training under the guidance of IT Services.

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. Subject to paragraph 5, all student members of the University, and all persons whose names are on the University's Register of Visiting Students, shall be eligible to become members of the Club. A member shall continue to be eligible until given permission to supplicate for a degree, diploma or certificate, regardless of any continuing liability to pay fees to the University.

5. If the Club's objects relate directly to a protected characteristic as defined in section 4 of the Equality Act 2010, the Club may be entitled to restrict membership to members sharing that protected characteristic, provided that the Proctors shall first approve any such restriction.

6. The Committee may also, at its discretion, admit to membership:

(a) students registered to read for diplomas and certificates in the University;

(b) student members of Permanent Private Halls who are not student members of the University;

(c) members of Ruskin College and Ripon College, Cuddesdon;

(d) members of Oxford Brookes University, provided that such members shall not constitute more than one-fifth of the total membership; and

(e) other persons not falling within paragraph 4 above or paragraphs 6(a) to (d) above, provided that such members shall not constitute more than one-fifth of the total membership.

7. The Committee, having specific regard to the Senior Member's advice in relation to the relevant matter, may remove a person from membership if removal of such person from membership is deemed to be in the best interests of the Club. If the person concerned is an Oxford University student (i.e. within paragraphs 6(a), (b) or (c) above), that person has a right to ask the Proctors to review the Committee's decision.

MEETINGS OF THE MEMBERS

8. 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.

9. 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) receive a report from the Committee on the number of complaints received, if applicable, the category of such complaints (e.g., harassment, funding disputes or service issues), and any Committee recommendations arising from them;

(d) elect Members of the Committee in accordance with paragraph 24 below: the Committee's nominations for the Officers and the Senior Member shall be contained in the notice of the Meeting: any alternative nominations must be seconded and have the consent of the nominee, and must be received in writing by the Secretary not less than seven days before the date of the Meeting: nominations for the other Committee Members may be taken from the floor of the meeting;

(e) consider any motions of which due notice has been given, and any other relevant business.

10. 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 seven 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.

11. Prior to all General Meetings notice of the agenda shall be sent out with the notice of the Meeting.

12. The quorum for a General Meeting shall be ten 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 the Treasurer's 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).

13. Every matter, except where this Constitution provides otherwise, shall be determined by a majority of members present and voting. In the case of equal votes, the President of the Club shall have a casting vote.

14. Minutes of all meetings shall be kept and formally adopted. Copies of the minutes and the Committee's reports shall be made available to members and, upon request, to the Proctors.

THE COMMITTEE

15. The affairs of the Club shall be administered by a Committee consisting of not more than eight 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 consider the diversity of the Club and the benefits of increased representation for minority groups in its operations, including in the structuring of the Committee. The Committee shall have control of the funds and property of the Club, and of its administration.

16. No member of the Committee (or the Club) shall enter into or purport to enter into any arrangement, contract or transaction on behalf of the Club with a value exceeding £1,000 unless the Committee has resolved to approve the relevant arrangement, contract or transaction at a Committee meeting.

17. The quorum for a Committee meeting shall be four 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 the Treasurer's views to the meeting.

18. 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, the Welfare Officer, the two Social Secretaries and the Webmaster. The President, the Secretary and the Treasurer shall each be either a member of the Club whose eligibility stems from paragraph 4 above or paragraphs 6(a) to (c) above, or (with the approval of the Proctors) a member of Congregation. Where eligibility stems from paragraphs 6(a) to (c) above, the President, the Secretary and the Treasurer must each, on election to office, sign an undertaking to abide by relevant provisions of the University Student Handbook, as directed by the Proctors from time to time, and other relevant University policies, and to accept the authority of the Proctors on Club matters.

19. 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.

20. Minutes of all meetings, including Committee meetings, shall be kept and formally adopted. Copies of the minutes shall be made available to members and, upon request, to the Proctors.

21. 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 agendas for and minutes of those meetings;

(d) notify the Proctors (through the Clubs Office) promptly following the appointment and resignation or removal of Office Holders and other members of the Committee;

(e) take responsibility for the operation and updating of the Club's website displaying (as a minimum) information about the Committee, the Club's Constitution, Code of Conduct, Complaint Procedure and any safety procedures approved by the University's Safety Office under paragraph 2(e);

(f) provide the Insurance Section with full details of any insurance cover purchased from or through a national governing body pursuant to paragraph 2(c) above; and

(g) inform the Proctors through the Clubs Office if the Club ceases to operate, or is to be dissolved, and in doing so present a final statement of accounts (the format of which the Proctors may prescribe).

22. 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 (b);

(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 (through the Clubs Office) at the end of week 9 of Trinity Term a copy of annual accounts for the financial year to which they relate (the format of which the Proctors may prescribe) signed by the Senior Member, for retention on the Proctors' files (subject to the condition that during the first year of registration, a club may be required by the Proctors to submit termly accounts); and

(j) if the Club has a turnover in excess of £25,000 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, submit its accounts (the format of which the Proctors may prescribe) for independent professional inspection and report by a reporting accountant approved in advance by the Proctors. Accounts are to be ready for inspection within four months of the end of the Club's financial year and the costs of the inspection and report shall be borne by the Club. If requested by the reporting accountant, 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.

23. The Senior Member shall:

(a) keep abreast of the actions and activities of the Club;

(b) provide information relating to the Club to the Proctors on request;

(c) seek to settle any preliminary disputes between the Committee and the members;

(d) support the Club's welfare officer in their role to seek to prevent incidents of harassment and support those involved in such incidents;

(e) following paragraph 22(i) above, consider whether the accounts of the Club are in order and, if so, sign them;

(f) ensure that adequate advice and assistance is available to the Secretary and the Treasurer in the performance of their responsibilities under paragraphs 21 and 22 above; and

(g) be available to represent and speak for the Club in the public forum, and before the University authorities.

24. The members of the Committee shall be elected by the members of the Club 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. The members of the Club shall appoint a member of Congregation as the Senior Member when electing other members of the Committee each year provided that a Senior Member who has previously held office as Senior Member for more than five consecutive years shall not be eligible for re-appointment. The Senior Member shall be a member of the Committee *ex officio*.

25. 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 up to the next Annual General Meeting by co-optation.

26. Each Office Holder must, and shall procure that other Office Holders shall, at the end of any term of Office, promptly hand to the relevant 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 (on request from the Committee) any other property of the Club which may be in the outgoing Office Holder's 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.

27. 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.

28. 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.

29. No member of the Committee shall be removed from office except by a majority vote of a disciplinary committee of three members of the Club who are not members of the Committee appointed by the Senior Member for that purpose and acting in consultation with the Senior Member (or the Proctors if the member of the Committee to be removed is the Senior Member or if the Senior Member is otherwise conflicted).

INDEMNITY

30. So far as may be permitted by law, every member of the Committee and every officer of the Club (each a "relevant officer") shall be entitled to be indemnified out of the Club's assets against all costs, charges, losses, expenses and liabilities incurred by the relevant officer in the execution or discharge of duties as a relevant officer or the exercise of powers as a relevant officer, or otherwise properly in relation to or in connection with the relevant officer's duties. This indemnity extends to any liability incurred by a relevant officer in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by the relevant officer in that capacity and in which judgement is given in the relevant officer's favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on the relevant officer's part), or in which the relevant officer 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 the relevant officer by the Court.

31. So far as may be permitted by law, the Club may purchase and maintain for the benefit of any relevant officer insurance cover against any liability which by virtue of any rule of law may attach to the relevant officer in respect of any negligence, default, breach of duty or breach of trust of which the relevant officer may be guilty in relation to the Club and against all costs, charges, losses and expenses and liabilities incurred by the relevant officer and for which the relevant officer is entitled to be indemnified by the Club by virtue of paragraph 30.

DISSOLUTION

32. The Club may be dissolved at any time by the approving votes of two thirds of those 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.

33. 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.

CHANGES TO THE CONSTITUTION

34. In accordance with University regulations, if the Club wishes to remain a registered University Club, the Club must seek approval in writing from the Proctors for any changes to this Constitution that deviate from the University's Standard Non-Sports Club Constitution, as amended from time to time. Such approval will only be granted in exceptional circumstances.

35. Changes to this Constitution must be ratified at a General Meeting with the approval of two-thirds of present, eligible and voting members. As such the University recommends that the Proctors' approval is sought prior to seeking to change the Constitution at a General Meeting.

INTERPRETATION

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

37. This Constitution shall be binding on all members of the Club. No regulation, by-law or policy of the Club shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.