

# Proposed Constitution of the Oxford University Computer Society

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# 1. Standard Constitution of a Non-sports Club

From Michaelmas 2017. Words enclosed in square brackets are parts of the constitution

## Name and objects

1. The Club is called the Oxford University Computer Society (hereafter referred to as “the Club”). The Club’s objects are the support, development, improvement and promotion of the use of IT, computers and the internet 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.  
(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).  
(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.  
(d) 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 and approved by the University’s Safety Officer.  
(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 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 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.

- (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;
  - (e) and 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 may appeal against such removal to the Proctors.

## 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) 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;

- (d) 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 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 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 and other committee members elected at the time. 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 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, the Clubs Office and the Proctors' Office 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 a suitable club web-page displaying (at a minimum) current club contacts and the constitution;
  - (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;
- (d) ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate;
- (e) seek advice as necessary on tax matters from the University's Finance Division;
- (f) develop and maintain a manual of written procedures for all aspects of the Treasurer's responsibilities;
- (g) make all records, procedures and accounts available on request to the Senior Member, the Proctors and Internal Audit;
- (h) forward to the Proctors (through the Clubs Office) by the end of the second week of each Full Term a copy of the accounts for the preceding term (the format of which the Proctors may prescribe) signed by the Senior Member, for retention on the Proctors' files; and
- (i) 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) following paragraph 22(i) above, consider whether the accounts of the Club are in order and, if so, sign them;
- (e) 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
- (f) 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 the approving votes of two-thirds of those present in person or by proxy at a General Meeting.

## 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.

## Interpretation

34. Any question about the interpretation of this Constitution shall be settled by the Proctors.
35. 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.

## 2. By-laws

From 29th November 2017.

- (a) This Society's name shall normally be abbreviated to "CompSoc".
- (b) The Officers shall be elected from the Membership in Hilary Term, until the the first Trinity after the next Annual General Meeting. Should an Officer be unable to continue, a replacement shall be elected at the next General Meeting, until which time the committee may temporarily appoint a replacement. Ex-presidents of the Society may sit on the Committee (*ex prior officio*), in addition to the normal Committee Members, at the committee's discretion.
- (c) Should it be deemed necessary, the Committee may create additional posts up to the maximum provided for in the constitution. These posts shall be either co-opted by the committee or elected by the membership at a general meeting, at the discretion of the committee.
- (d) There shall be at least one General Meeting each Term.
- (e) There will be at least 2 committee members present in person at each General Meeting.
- (f) All Members may question Officers of the Society at a General Meeting.
- (g) If the university proctors request a constitutional amendment, and the general meeting following this request fails to meet quorum, the committee have the power to enforce this amendment immediately. Members must be notified of any such change.
- (h) Complaints against members of the Society shall be dealt with as specified by the Complaints Procedure for Non-sports Clubs.
- (i) The Society endorses the Code of Conduct.
- (j) Sponsors of the Society may refer to their sponsorship as "membership", but that does not mean they are members of the society.

## 3. Complaints Procedure for Non-sports Clubs

This document sets out the procedure for complaints (“Complaints”) by members of the Oxford University Computer Society (the “Club”) against other members for breach of the Club’s Code of Conduct or the University of Oxford’s Policy and Procedure on Harassment.

### Applicability of the procedure

- 1.1. This procedure applies where a Club member believes that another Club member has failed to act in accordance with the Club’s Code of Conduct or the University of Oxford’s Policy and Procedure on Harassment.

### Definition of the “Committee”

- 2.1. If the subject(s) of a Complaint (the “Respondent(s)”) is one or more member(s) of the Committee, then the references to the “Committee” in this procedure are to the members of the Committee excluding the Respondent(s).
- 2.2. If the identity of the Respondents is such that it is impossible for a quorate Committee to consider the Complaint, the Complaint should be referred for consideration to the Senior Member, or, if the Senior Member is conflicted, to the Proctors.

### General

- 3.1. Time limits in this procedure should usually be met by all parties. Time limits may only be extended by the Committee where it is necessary to do so in order to ensure a fair outcome (for example, where more time is needed because of a party’s illness, the timing of examinations or during the holidays).
- 3.2. Complaints will be dealt with confidentially by all parties involved, except where it is necessary to disclose information to carry out a fair investigation (e.g. the identity of the person making the Complaint will usually be disclosed to the Respondent).
- 3.3. The Committee may decline to consider malicious, vexatious or frivolous complaints.

## Informal resolution

- 4.1. The person making the complaint should consider taking steps to resolve the matter informally before making a formal complaint. This might include discussing the matter with the Respondent, and/or seeking advice from the Senior Member or other Committee members.

## Referring a Complaint

- 5.1. A formal Complaint should be made to the Committee by being given to any member of the Committee within 14 days of the conduct complained of (the "Complaint").
- 5.2. The Complaint should be in writing and should include:
  - (a) A detailed description of the event(s) complained of;
  - (b) The outcome that is sought;
  - (c) Statements by any people who witnessed the event(s) or were affected by them; and
  - (d) Any other documents or evidence relied upon in support of the Complaint;
- 5.3. If the Complaint includes an anonymous statement from a witness or refers to an individual without disclosing their identity, it must include the reasons why anonymity is requested in each case.

## Interim measures

- 6.1. If it is necessary to do so to protect either or both parties and/or other club members from a risk of harm and/or distress, the Committee may suspend the Respondent's Club membership and/or access to Club events or facilities for up to 42 days pending proceedings under this procedure.

## Response to the Complaint

- 7.1. Within 7 days of receipt of the Complaint, the Committee will write to the Respondent attaching the Complaint, all of the accompanying evidence and a copy of this procedure and stating that the Respondent has 10 days to provide written representations and any evidence in response to the Complaint (the "Response").
- 7.2. If the Response includes an anonymous statement from a witness or refers to an individual without disclosing their identity, it must include the reasons why anonymity is requested in each case.

## Further enquiries

- 8.1. Upon receipt of the Response, the Committee may make any further enquiries of any party that they consider necessary or desirable.
- 8.2. If the Complaint is likely to result in removal of membership, the discussions of the Committee must involve consultation with the Senior Member under Paragraph 7 of the Club's constitution (the "Constitution").

## Decision: Complaints against Club members who are not Committee members

- 9.1. The Committee shall record its decision and the reasons for it in writing and shall send a copy of the reasoned decision to the parties within 10 days of the deadline for the Response.

## Decision: Complaints against Committee members

- 10.1. If the Committee considers that it is appropriate to remove the Respondent from office, they shall:
  - (a) set out their recommendations and reasons in writing (the "Recommendations") and shall send a copy of the Recommendations to the parties within 10 days of the deadline for the Response;
  - (b) invite the parties to submit comments on the Recommendations within 5 days;
  - (c) convene a General Meeting under Paragraph 8 or 10 of the Constitution as appropriate to be held within 21 days of the deadline for comments on the Recommendations;
  - (d) submit the Complaint, the Response, the Recommendations and any comments on the Recommendations for consideration by the General Meeting, which shall then hold a vote on whether or not it is appropriate to remove the Respondent from office, in accordance with Paragraph 29 of the Constitution.
- 10.2. If the Committee considers that any other sanction is appropriate, it shall record its decision and the reasons for it in writing and shall send a copy of the reasoned decision to the parties within 10 days of the deadline for the Response.

## Sanctions

- 11.1. The sanctions that may be imposed under this procedure include:

- (a) Suspension of access to or use of the Club's events or facilities for a fixed period;
- (b) Suspension of membership of the Club for a fixed period;
- (c) Removal from office;
- (d) Removal of membership of the Club; and/or
- (e) A fine of up to £100 to be paid into Club funds.

## Review

- 12.1. An Oxford University student (including students in the categories set out in Paragraphs 4, 6(a), 6(b) and 6(c) of the Constitution) whose membership of the Club is removed under this procedure has a right to ask the Proctors to review the Committee's decision under Paragraph 7 of the Constitution. Such a review request should be made within 1 month of notification of the Committee's decision.

## 4. Code of conduct

1. The Oxford University Computer Society (“the Club”) does not tolerate any form of harassment or victimisation and expects all of its members, employees, and visitors to treat each other with respect, courtesy and consideration.
2. All members of the Club are expected to read and agree to act in accordance with this Code of Conduct and the University of Oxford’s *Policy and Procedure on Harassment*. Membership may be removed or suspended for failing to do so. University Policy and Procedure on Harassment
3. All members of the Club are expected to: treat other members with dignity and respect; discourage any form of harassment by making it clear that such behaviour is unacceptable; and support other members who feel that they have been subject to harassment.
4. “Harassment” includes in particular the following conduct, however carried out (including online): verbal or physical bullying or threats sexual harassment including unwanted physical conduct, sexually explicit remarks or sexual assault racist behaviour or comments homophobic behaviour or comments victimisation religiously motivated abuse.
5. If you wish to complain about harassment within the Club, you should consider trying to resolve the matter informally. If such resolution is unsuccessful you can make a formal complaint in writing to any Committee member.
6. For informal advice, including in relation to how you make a complaint, you can contact one of the committee members. You are advised not to contact them through their `ox.compsoc.net` email address, as messages to those addresses are sent to the other committee members.
7. University of Oxford students can also seek support from: one of the University’s harassment advisors; college harassment advisors (for members of Oxford colleges); their college deans or other officers with pastoral responsibilities, the Common Room welfare or equal opportunities officer or a student peer supporter; the University Counselling Service or Oxford SU’s Student Advice Service
8. More information is available on the Oxford Students website at <https://www.ox.ac.uk/students/welfare/harassment> (as of November 2017).



# Appendices

## A. Constitutional history

This Constitution was accepted at a General Meeting of MicroSoc, held on Thursday 16th November, 1978. The Constitution was then amended on:

- Wednesday, 24th January 1979,
- Thursday, 21st February 1980,
- Wednesday, 1st June 1994,
- Wednesday, 24th May 1995,
- Thursday, 19th November 1998,
- Tuesday, 26th February 2002,
- Thursday, 12th June 2003,
- Thursday, 27th November 2003,
- Wednesday, 28th May 2014.

After the Proctors required a standard constitution be used across all clubs and societies, we replaced our constitution with this and added by-laws. They have been amended on:

- Saturday, 8th November 2014.