

Pwll Du Cave Management Group

Minutes of the meeting held via Zoom on Wednesday 29th November 2023 starting at 7.30pm.

Present

Les Williams (LW)	Chair
Sue Mabbett (SM)	Secretary
Clive Owen (CO)	Treasurer / UBSS
Josh White (JW)	Conservation Officer
Dan Thorne (DT)	Permit Secretary / Gagendor
Ali Garman (AG)	Fixed Aids / Draenen Diggers
Rich Smith (RS)	Survey Officer (and Webmaster) / BEC
Chris Densham (CD)	Trustee / OUCC
Barry Hill (BH)	Hereford CC
Isaac Neale (IN)	Aberystwth CC
Vince Alkins (VA)	South Wales CC
John Sheehy (JS)	Gwent Caving club
Steve King (SK)	Shepton Mallet CC
Thomas Beech (TB)	Cardiff UCC
James Waite (JW)	Cardiff UCC
Frank Tulley (FT)	Wessex Cave Club
Stuart France (SF)	Conservation Officer, Cambrian Caving Council
Christina Byrne (CB)	Natural Resources Wales

1. Apologies

Peter Smith, Biological Recorder; Richard Hill, Gagendor and Chris Howes Morgannwg CC.
Post meeting apology from Chris Seal, Chelsea SS.

2. Approval Minutes from Last General Meeting

2a. Approval of Minutes from last general meeting held 27th June 2023

The minutes had been circulated prior to the meeting, with all corrections complete. No further corrections were identified.

Minutes approved as true record of the meeting, proposed by SK and seconded by JW. Those present unanimously accepted the minutes as true record.

2b. Matters Arising from the Minutes NOT Covered Elsewhere in the Agenda

There were no matters arising that were not covered elsewhere in the agenda.

3. Updates on Key Activities since the General Meeting in June 2023

3a Progress on setting up Ltd Company to enable updated access agreement.

SM presented on screen the matters for discussion (document circulated prior to this meeting), this document used as basis for discussion in this meeting summarised below:

1. Company Name, suggested options were:-
Pwlldu Cave Management Group Ltd –a bit long
PDCMG Ltd – use initials like HSBC, BBC.

Those present agreed on PDCMG Ltd, no other alternative names were suggested.

2. Company Registered Address:

Searching for options for registered offices on line but no success for address in Wales so far. The consensus of small committee set up to progress setting up the Limited Company decided an address in Wales is best, but should not burden an individual by using home address. Also the companies' house advice is not to use a residential address. Someone's personal residential address would have to redefine the address as a business location, this could cause issues, e.g. insurance of home as now a business address.

SWCC HQ suggested but as this is unoccupied during the week receipt of mail may be a problem, and not sure SWCC as an organisation would be willing to take this on. VA suggested SM write to SWCC to ask. SM had an initial conversation with Allan Richardson from SWCC on this.

SM is also hunting for a solicitors' office as possible option as this is what Charterhouse Caving Company uses. There will be a small cost for this option, probably similar to cost for option found in Kington just over border from Wales. The option in Kington costs £19/ year with additional cost for forwarding correspondence.

LW suggested Nick Williams, business address in Great Hucklow. This is used by other caving bodies, such as BCA and BCRA. Nick's staff already forward BCA and BCRA correspondence to relevant people in those organisations.

SF commented that important mail e.g. High Court writ, would be sent to the company address, and any such correspondence needs prompt action and reply, SM recognised that this would be a potential issue with using SWCC property as it's unoccupied during the week. LW commented unlikely to receive this sort of document, but it is a matter to be considered.

LW asked if the meeting need to make a decision now on the address options. SM said she would continue to investigate options and correspond by email to the group members.

ACTIONS

SM Write to SWCC and BCA to ask if they would consider being the company's registered address.

SM to continue to look for other options in Wales such as a solicitor's office.

3. Directors: The current proposal for directors of the company are; two current trustees Chris Densham and Tim Long, along with Chris Seal; all were initially nominated and volunteered to be directors. The directors have responsibilities under company law, e.g. reporting financial status, maintaining accurate listing of company members and directors. The additional responsibilities under company law means as a group we need to consider if we need additional director(s) to assume roles of company secretary, maybe a director to manage finances. SM considered the current three, CD, TL and CS as figurehead directors, and we may wish to consider others to be directors as well. In Charterhouse Caving Company, the members do control the company, with decisions made at the AGM. However the directors do control the company in between AGMs, the Charterhouse articles refer to a Committee of Management, this committee is made up of the directors of the company. The committee of management control the company on day to day basis, e.g. submit accounts, and notify Companies House of changes to membership. SM asked if any members of PDCMG with company management experience had any comments on this. LW suggested we had a company secretary to do the administrative tasks, LW suggested SM for this role, assuming she was willing to take on this role. LW suggested this as the best way to manage administrative tasks. In summary it was suggested we have a company secretary which may or may not be the current secretary SM. SF commented a company secretary is not 'on the hook' in the event administrative tasks are not completed, such as the annual report. The directors are responsible.

4. Company Members: Following the Charterhouse principles, each caving club that is part of the company nominates an individual to represent their Club, this representative is the member of the company. Caving Clubs cannot be listed as members as they are not a legal entity, therefore cannot under company law be considered a member, this is why individuals from each caving club are the members. In Charterhouse, the caving clubs annually verify their chosen representative remains unchanged / or notify the company of their new representative / new member. *Note this annually check ensures all changes are captured, even if a Club*

forgot to inform Charterhouse of change during the year. We would propose the same to ensure we meet the requirements of company law to maintain an up to date members list.

Company law requires the list of current members remains up to date, so if a caving club changes its representative at any time (not necessarily just at an AGM), it must inform the company (directors/company secretary) and directors/company secretary have to notify Companies House. So the current PDCMG member clubs need to consider if they wish to be part of the new company and accept the responsibilities put on them by company law?

SM asked all PDCMG members present if they now wished to be part of this new company, or does any Club wish to pull out of being part of the new company. LW commented the members would not be subject to any personal liability, the liability for a guaranteed company is limited, in our draft articles the sum liability is £1.

It was recognised in event of someone being negligent then there is no limit to liability, but this applies now with or without incorporation as a company.

SM returned to the question do all member clubs present wish to be part of this company? JW asked if University Caving Clubs, which are under jurisdiction of the University are able to be members of the company? LW commented UBSS is member of Charterhouse and so did not expect it to be an issue. LW suggested asking UBSS, by speaking to CO or Linda Wilson (solicitor who helped set up Charterhouse). CO commented they never have had a problems being a member of Charterhouse, it is the individual who is a member of the caving club that is a member of the company not the caving club itself. LW doesn't think it should be an issue, but they can check with their University bodies.

SM raised one small issue for the University Caving Clubs, that for Cardiff and Aberystwyth who are generally made up of undergraduate members rather than post graduates, they will have to be diligent about updating the company secretary with any name changes for their company member. Changing the member representative in the new company is a requirement for all caving clubs but will probably affect the university clubs more.

IN asked if there would be any liabilities for the person being a member. LW commented the liability is with the directors, of the company and this is limited to £1. The exception is in the event of negligence, then there are liabilities, as discussed previously, so LW commented do not be negligent.

5. Changing Directors Longer term we need to consider how we appoint new directors due to a resignation. Are the directors appointed from the members? This option ensures each Club only gets one vote at the AGM. LW suggested it is best option to select future directors from member Clubs. Although there maybe occasions where a current directors club resigns from the company, or when a Club representative is changed, but LW would not see that as a reason to expect the director would have to step down. SF said that if a director resigned or died, then it would be up to remaining directors to select new directors. SM stated the directors do have responsibilities, but we are having bespoke articles written to enable members to manage company at the AGM. It is recognised directors do ultimately have control under company law, but we can put on restrictions with non-standard articles. SF commented directors do have absolute control and therefore we must trust the directors put in place. CD commented it is therefore important we have mechanism that allows the members to select any new director.

Currently in PDCMG each committee member has a vote along with club representatives at general meetings, if a committee member is not the club representative then can be perceived some clubs get more than one vote, by limiting selection of directors from current members of the company then this removes this issue.

SM checked on current members. SM asked RS if Cardiff Hill Divers were still an active Club, as SM had RS down as the Cardiff Hill Divers representative, although he always represented BEC at PDCMG meetings. RS

will check with the Cardiff Hill Divers committee. SM will check with other current member clubs who are not at this meeting as to whether they wish to be a member of this company.

Adding new members: We need to consider how we accept/ agree on new members, representing additional caving clubs in future. Also what do we consider a caving club, e.g. do they have to be a member of BCA. Charterhouse have lost 1 or 2 and gained 1 or 2 caving club representatives since it was set up. PDCMG clubs: - UBSS, Shepton MCC, BEC and Wessex are members of Charterhouse. SM suggested we add any new members to the company at General Meetings as we do currently. If a club wishes to resign from the company they will have to notify the company secretary so we can send an update to Companies House. LW confirmed this would be by simple vote for adding a new member.

SM also asked group to consider how we define a 'caving club'. Do they (the Club) have to be a member of BCA? LW commented that all members of a caving club have to be members of BCA, to enable the caving club committee to be indemnified, LW was not sure if this applied to access management groups. SM commented we have in the PDCMG membership Morgannwg CC and Draenen Diggers. Morgannwg CC is not a member of BCA, although MCC members are members of BCA, MCC are a member of CCC, but CCC are just about to change their rules to only permit Clubs which are members of BCA. SM asked AG to comment on Draenen Diggers, he said like Morgannwg the club is not a member of BCA, but Draenen Diggers individuals' are members of BCA.

SF commented the update to the CCC constitution to be voted on, will implement changes to make it a requirement that each club is member of BCA, to ensure each organisation/ caving club in CCC is indemnified. LW commented the Council of Southern Caving Clubs still allowed Caving Clubs to be members who are not BCA member clubs. In summary LW stated it was up to PDCMG to decide how we defined a Club, he suggested we asked BCA how we define a Club. DT asked why some caving clubs do not become members of BCA. LW commented it cost money to be members of BCA. In summary LW said it was up to us how we defined a caving club, and that does not necessarily mean they are members of BCA. SM raised this as a discussion point for consideration, to enable us to define our conditions of being the member.

Charterhouse also has an annual fee for each caving club / member and we propose to do the same to ensure the member Clubs remain in contact and understand their responsibilities. LW stated the current cost is £30 annually for each member of the Charterhouse Caving Company. This money is used for administration of the company and maintaining the cave, e.g. new locks, fixed aid replacement. It would be useful to know how Charterhouse income is spent in terms of administration vs cave maintenance. CO offered to contact Charterhouse for this information. Our costs are likely to be similar as our numbers are similar, 12 clubs present tonight and there are 3-4 not present. CB asked if University Clubs have funds to pay for membership, SM commented yes university clubs charge membership fee and often have support from the Students Union / University. This was confirmed by University Club representatives present. IN asked if only member Clubs will be allowed a permanent key, as if this the case it provides incentive to be members and stay members. LW thought this would be a good principle, currently East Devon and Shepton Mallet Caving Club are not members and hold a permanent key. IN asked if they would asked to return their keys. A good question, which needs to be considered. Conversely, SMCC may wish to join the new company as their concerns surrounding liabilities, which is why they do not join the current PDCMG, would not be so much of an issue.

SK asked if £30 was separate from the £1 liability of the company: they are two different items the £30 is to cover day to day running costs, £1 is the limit of your liability. BH was concerned for his liabilities in this new company, LW confirmed his liability is limited to £1. The company will maintain the public liability insurance through BCA, which is a maximum of £10 million currently, the same as PDCMG currently has.

DT commented the new structure will reduce the member clubs' liabilities to the group, and we will ask each club for the annual fee. SM confirmed this is a good summary, and will ensure each Club contributes equally.

SF pointed out directors cannot discharge their responsibilities and liabilities by simply resigning. Their liabilities remain for a number of years depending on the event. LW confirmed this is for liabilities associated with negligence, and you are liable for negligence in any situation.

We have draft articles for a new company, but as expected written in legal language and look very different from Charterhouse articles, as the Charterhouse Memorandum and Articles were created almost 20 years ago and company law has changed. For this reason I and those involved in helping to determining the draft articles need to give some explanatory notes otherwise on face value it can look like they do not align with Charterhouse company principles. We do have to realise the directors have a lot of control which is required by Company law. SM will circulate the draft articles with explanatory notes after this meeting.

ACTIONS

RS to contact Cardiff Hill Divers to ask if they wish to be members of the new company

SM to contact other PDCMG member clubs who are not at the meeting to ask if they wish to be part of the new company

CO to contact Charterhouse Caving Company to ask for breakdown of their spending in terms of administration and cave maintenance.

SM to circulate draft articles and explanatory notes after this meeting.

Once the new company is set up can we progress a new access agreement? On this I have emailed the land owner, to let them know we are planning to set up a limited company and why we are doing this. I have also asked the question regarding a new access agreement but I have not had a reply yet.

4. Officers Reports

4a. Secretary

SM had written up and circulated minutes, she had also sent copies of the approved minutes to the landowner. SM reported most her work had been with progressing with the limited company.

4b. Treasurer

CO's treasurer's report had been circulated before the meeting, it is copied below.

PDCMG Treasurer's Report to the General Meeting 29 November 2023

There has only been one transaction on the account since the last meeting. Here is a summary:

Date	Description	Paid in	Paid out	Balance
27 June 2023	Balance carried forward			£564.19
7 Nov 2023	Donation from Hereford CC	£50		£614.19

The balance in the account currently stands at £614.19.

This balance would be sufficient for normal day to day running of PDCMG. However, in anticipation of the expenses that will be incurred in setting up a company it would be very helpful if member clubs were able to assist with donations. The easiest way to pay in to the PDCMG account is by bank transfer. The account details are:

Pwll Du Cave Management Group
52-21-07
36707473



Clive Owen
Treasurer

CO commented there had only been one transaction since last meeting, a generous donation from Hereford. CO thanked BH for the donation from Hereford CC, BH commented this donation had been delayed due to banking issues. There were no further comments on the report.

4c. Permit Secretary

DT reported there had been very few key requests since the last meeting. DT has not collected the recent cave log data from the cave. He aims to collect this data in the next week and will send to SM when done. RS asked if a sae was still required, DT commented most contacts start with an email and only send a sae if necessary.

SM asked about updates to the Code of Conduct/ Access Conditions mentioned at the last meeting. DT had completed updates but realised he had not sent it to SM for circulation. In the meeting DT sent the updated Code of Conduct to SM, this will be checked post meeting and circulated to PDCMG members and posted on the website.

ACTIONS

DT to generate report of caver data for visits to Ogof Draenen from Jun 2022 to now and send to SM.

SM to send a full report to the landowner and put summary of data in the minutes post meeting. ***Post meeting note, summary trip data not sent to SM by Jan 2024, therefore not attached.***

SM to circulate updated Code of Conduct once checked for typos, etc.

3d. Conservation Officer

JW reported that since the last meeting sadly there had been some damage in the cave in the entrance series, details in the attached report. JW reported as his time was now limited with few opportunities to visit Ogof Draenen, Isaac (IN) also from Aberystwth CC had volunteered to be a future conservation officer for PDCMG, so JW was passing on information and training IN. SK asked if we can co-opt a deputy Conservation Officer for PDCMG, SM said our constitution did not allow such co-opts for additional roles such as a deputy Officer.

Conservation report

November 2023

In the last six months it's again been uneventful until October, when I received report of unauthorised drilling and preparation for explosives in the main entrance way, at spare rib. I was sent pictures of the holes and have attached them to the bottom of the report. It was then shortly after posted on UKcaving asking why and if anyone knows anything about it. At the time of the photo, it was reported to be very fresh and other caving groups who had reported in the logbook before the discovery had not noticed anything when they visited.

Soon after the discovery of the holes a team of unnamed individuals went out of their way to restore the cave to the best of their ability, using concrete to fill the holes. Hopefully deterring the individual or group from trying to enlarge the tight section of the cave.

I would like to thank the two individuals for repairing the cave!

They also left a message at spare rib:

"Whoever is drilling holes in established routes;

PLEASE STOP

Established routes do not need to be modified. Talk to us:

conservation@pdcmg.org

permits@pdcmg.org"

Hopefully these measures will deter whoever did it from returning and doing more damage to the cave.

On the weekend of the 12th November a team from Aberystwyth Caving Club with instruction from me, visited Draenen. The trip went to Rift Chamber. I asked them to observe the tape and see if anything was untoward. They reported back to me the tape along the main trade route was still ok and everything looked

fine, and no one had been back to the main entrance way to carry on the damage caused in the weeks before. Hopefully it stays that way.

Joshua White

Before the repair



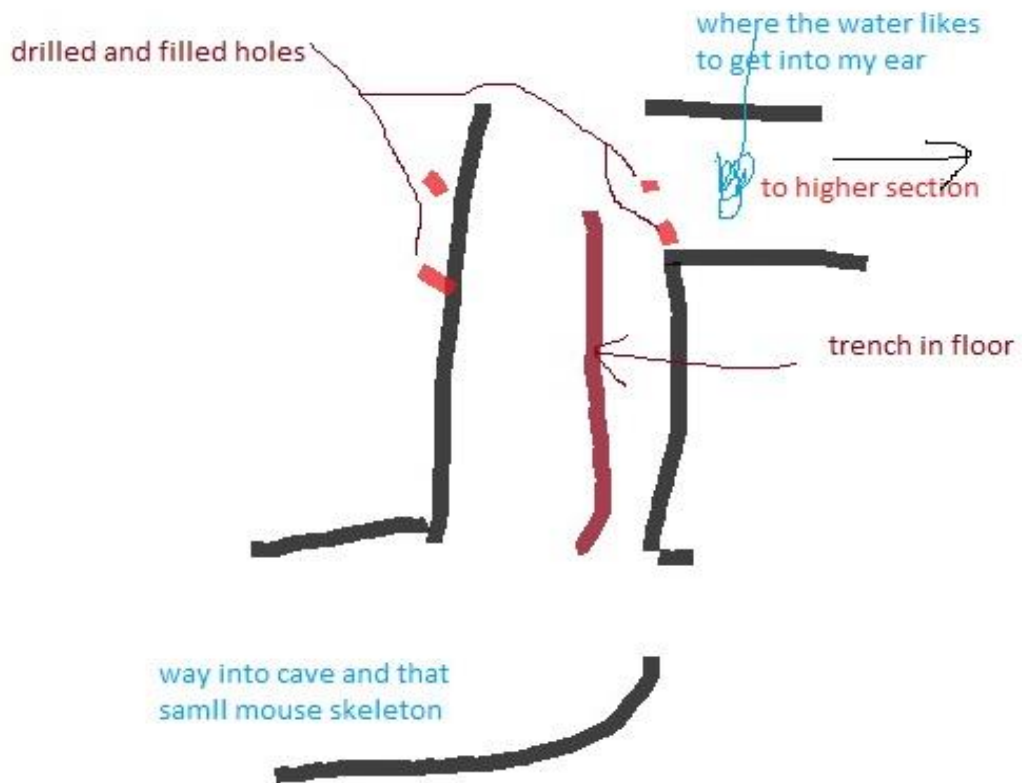


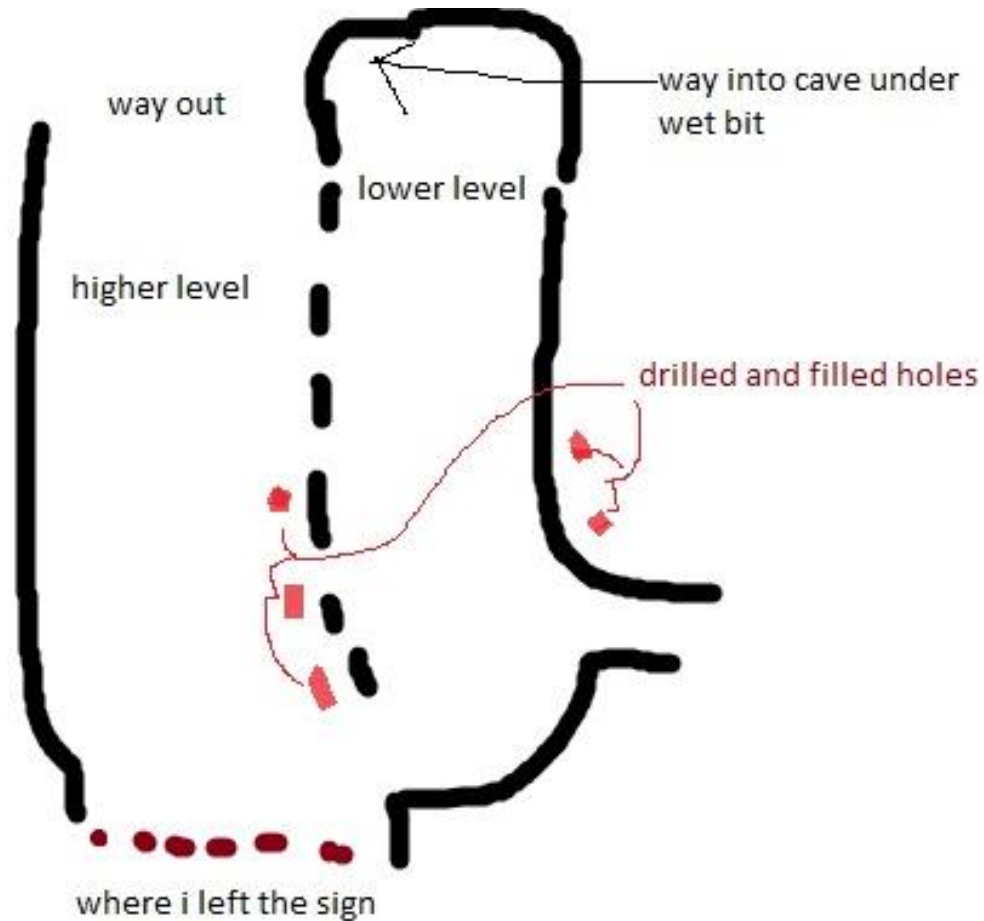
After the repair





Diagram of the repair





4e. Survey Recorder

RS has not had any new survey data sent to him. RS had been in contact with John Stevens about surveying Ogof Draenen. John Stevens was unable to make last meeting due to family emergency. RS had volunteers to start the re-survey of Ogof Draenen. He had also been improving his surveying skills ready to start a new survey of Ogof Draenen.

As Webmaster for the PDCMG website, RS had uploaded the approved meeting minutes sent to him by SM.

4f. Biological Recorder

Peter Smith had sent apologies to the meeting and had no report. SM commented PS's speciality is bats and permission to complete any bat surveys in Ogof Draenen has been withdrawn by the landowner. There are other biological aspects but no new reports since the last meeting.

4g. Fixed Aids Officer

AG reported he had not completed any inspections since the last meeting. He now sees his role as press ganging someone into going in and inspecting the fixed aids. The fixed aid ropes had been replaced and some MRs had been replaced late 2022, therefore only an inspection is required and no replacements. Only entrance climb and Indiana Highway need checking, as no fixed aids remain on Balcony pitch. He asked for volunteers. SM suggested the CUCC may wish to volunteer as they are regular visitors to Ogof Draenen. CUCC were happy to go and check the fixed aids and DT asked they picked up the log book as well, while they were visiting the cave.

SF commented as to how the Cave Rescue teams had changed and improved over the years and were now professional trained in rope and fixed aid inspections. He suggested the Cave Rescue should inspect the fixed aids due to their professional training. DT commented this was not a role of the Cave Rescue teams and they would not wish to be involved, as their function is cave rescue only. AG concurred with this comment. There was some discussion on liabilities associated with Fixed Aids. In conclusion after the discussion, it was agreed we highlight it is up to each individual caver to check fixed aids before using them, there are records of fixed replacements and inspections completed, and competent cavers are capable of performing an inspection to confirm ropes are not damaged/ worn.

5. Submissions for Adoption of Additional Cave Entrances

No submissions had been received for the adoption of additional entrances. This is despite the hard work put in to update the entrance policy which set out a process for adopting additional entrances to the cave.

SK commented the website suggested an update on the access policy for cave entrances was coming soon. RS said he had added these comments as a place holder until the conditions of access were up dated. RS and SM agreed to work together to update the wording to clarify use of cave entrances.

ACTIONS

RS and **SM** to update the wording on the website regarding the cave access policy.

6. Applications for membership

SM and DT had received no requests or applications from caving clubs for membership of PDCMG.

7. Applications to become key holders

SM and DT had received no applications to be permanent key holders.

8. AOB

LW went through those present for items of AOB.

8.1 CD raised the issue of the state of the Nunnery entrance which is degenerating. In his opinion it is a liability issue, local children could enter as we have done nothing. CD asked what we are doing about it as a group. LW commented the landowner needs to ask us to assist in the matter. PDCMG state this entrance must not be used. SM offered to send an email recognising there is an entrance that is open and it is occasionally used, and is there anything PDCMG might do to assist / investigate options. SF commented it remains with landowner. SM commented the cavers opened up this entrance, in fact twice, so we should try and aid resolution. SF commented bats were using this entrance so it can't be closed and bat numbers had been increasing. As a group we are not aiming to close the entrance or to stop cavers entering the cave, we are only trying to stop cavers using the Nunnery Entrance.

8.2 SF asked what NRW were doing to support Ogof Draenen and other caves in the area. CB commented things are happening even if that is slowly. SF relationship with NRW had faltered due to closing access to mines. CB commented NRW is a big organisation, some parts doing better than others in progressing work with cavers and supporting conservation of caves. SF asked about bat surveys, CB commented permission was sought last year by NRW to complete a bat survey in Ogof Draenen, but permission was not given, CB believed they would be asking again this year.

8.3 VA as an observation said he hoped the Nunnery situation would not cause an issue in the caving community. LW concurred with that.

9. Date of Next Meeting

After review of the 2024 calendar, it was agreed the next meeting will be Wednesday 19th June 2024. Meeting closed at 9.20pm.

Minutes Approved as True Record on 19th June 2024, and signed by Les Williams, Chair. Original held on file.