



THE CENTRAL COUNCIL OF CHURCH

BELL RINGERS

UK Registered Charity No. 270036

Central Council of Church Bell Ringers

Rules of the Council (the 'Rules')

(for adoption at the Council's Meeting on 27th/28th May 2018)

EDITION 1 – DRAFT – WITH COMPARISON

OCTOBER 2017

SUMMARY OF CHANGES

1. Interpretations and Definitions

- Charity Commission Guidance suggests an interpretations section
- Providing an interpretation section also allows for the rules to be expressed as simply as possible as key terms are defined.

2. Adoption

- This section is based largely on Charity Commission Guidance
- It allows for effective transition and enables the terms of the new Executive to be staggered as envisaged by CRAG Proposal B(vi)

3.1 Title

- This is taken directly from the existing rules

3.2 Object of the Council

- These are taken directly from the CRAG report, amended in line with Charity Commission requirements to ensure that the Council can maintain its charitable status.

4. Affiliated Societies

- This section is based on existing rules but has been simplified (CRAG Proposal F).

5. Membership of the Council

- This implements CRAG Proposal D that the Council should consist of only Representative members and these shall not be members of the Executive.
- There is no change to society representation or the definition of Representative Members.
- Without affecting society representation, this section also allows for the addition of various classes of individual member in future, as envisaged by CRAG Proposal E

6. Council Meetings

- This section implements CRAG proposals B and D in defining the role of the Council Members.

- It also consolidates the provisions of the existing rules with current practice so as to clearly state the procedures for meetings.

7. The Executive

- This section implements CRAG proposals B and D in defining the role of the Executive.
- It also implements Charity Commission requirements for trustees.

8. Workgroups and Officers

- This implements CRAG proposal C
- This also ensures the positions such as Stewards in the current rules can be accommodated by the new Rules.

9. General provisions

- Much of this is necessitated by Charity Commission requirements and general good governance

10. Policies and Procedures

- Implements CRAG Proposal B and F

11. Amendment of the Rules

- Required to allow for change
- Wording guided by Charity Commission

12. Dissolution

- This section incorporates Charity Commission requirements.
- The existing rules contain no provisions on this subject.

The remainder of this document sets out the new draft Rules, along with a commentary to the right indicating what has changed from the existing rules and, where relevant, why the change is necessary (to meet Charity Commission guidelines, implement a CRAG recommendation or otherwise).

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1 INTERPRETATIONS AND DEFINITIONS

1.1 In these Rules, the following terms have the meanings shown below unless the Rule in which the term appears states otherwise :-

<i>Additional Elected Member</i>	One of up to four Executive Members who are not Executive Officers, elected in accordance with Rule 7.2b).
<i>Affiliated Society</i>	A Society affiliated to the Council in accordance with Rule 4.
<i>Annual Council Meeting</i>	Any meeting held under Rule 6.1
<i>Annual Subscription</i>	The subscription under Rule 4.5
<i>Appointed Executive Member</i>	An Executive Member appointed under Rule 7.4
<i>Authorised Contact</i>	The contact of an Affiliated Society, whose details have been notified by that Society to the Secretary, and to whom notices to the Society issued in connection with the Rules and Procedures shall be sent.
<i>Authorised Official</i>	A person holding office as an Executive Member, Workgroup Leader, Workgroup Member or Officer under these Rules.
<i>Charities Act</i>	The Charities Act 2011, or any statutory re-enactment or modification of its provisions.
<i>Charity Commission</i>	The Charity Commission for England and Wales or its successors.
<i>Chartered Institute of Arbitrators</i>	The Chartered Institute of Arbitrators, registered charity number 803725, or its successors.
<i>Conflict of Interest</i>	Any actual or potential conflict between an Authorised Official's duty to act in the best interests of the Council, and a personal interest (including but not limited to personal financial interest) which such an official or a Connected Person may have in the business of the Council.
<i>Connected Person</i>	In relation to an Authorised Official any one or more of :- (a) that person, or their child, parent, grandchild, grandparent, brother or sister; (b) the spouse, civil partner or business partner of any person falling within sub-clause (a) above; or (c) an institution or corporate body controlled in part or whole by any person falling within sub-clauses (a) or (b) above; or in which such person has a substantial interest.
<i>Council</i>	The unincorporated charitable association (registered number 270036) referred to in Rule 3.1.
<i>Council Meeting</i>	A meeting of the Council's members convened in accordance with the Council's Rules.

<i>Decision</i>	A decision agreed by the Executive at an Executive Meeting in accordance with these Rules.
<i>Deputy President</i>	The holder of the office of Deputy President elected under Rule 7.2.
<i>Executive</i>	The trustees of the Council elected or appointed under the Rules.
<i>Executive Meeting</i>	A meeting held in accordance with Rules 7.15 and 7.16.
<i>Executive Member</i>	A member of the Executive elected or appointed under the Rules
<i>Executive Officer</i>	An Executive Member who holds one of the positions of President, Deputy President, Secretary and Treasurer in accordance with the Rules.
<i>Independent Examiner</i>	An person elected or appointed in accordance with the Rules to examine and report upon the Council's annual accounts in accordance with the Council's statutory obligations, including both not limited to those of the Charities Act.
<i>Individual Member</i>	Any legal or natural person appointed or elected to a class of membership in accordance with the Procedures, as provided by Rule 5.1.
<i>Maximum Contract Value</i>	The maximum expected value of an agreement above which the decision of an Executive Meeting is required in accordance with Rule 7.15, as may be stated in the Procedures.
<i>Membership Total</i>	The number of members of a Society who : (a) paid a membership subscription to that Society; or (b) received one or more member notices sent on behalf of that Society; or (c) attended at least one event (including meetings, practices, peal attempts, dinners and other gatherings of members) organised by that Society; in the preceding calendar or financial year.
<i>Motion</i>	A proposal submitted in accordance with the Rules for consideration at a Council Meeting.
<i>Nomination</i>	A proposal made in accordance with Rule 6.21 that a person who is eligible should be considered for election at a Council Meeting in accordance with the Rules.
<i>Officer</i>	A singular person who holds a position stated in the Procedures as being an Officer of the Council in accordance with Rule 8.
<i>Policy</i>	A written document whether advisory or mandatory, defining principles of action in respect of : (a) those conducting the Council's business in accordance with these rules; (b) the conduct of ringers or technical standards in ringing; issued in accordance with the Rules and Procedures.
<i>President</i>	The holder of the office of President elected under Rule 7.2.
<i>Procedure</i>	A written procedure of the Council establishing terms of reference and other regulations governing the business of the Council as provided under these Rules.

<i>Representative Member</i>	A voting member representing an Affiliated Society defined in Rule 5.2.
<i>Resolution</i>	Any Motion agreed at a Council Meeting in accordance with the Rules.
<i>Rule</i>	A rule of the Council contained in this document, as modified by any additions, deletions or amendments subsequently agreed at a Council Meeting in accordance with the Rules extant at the time of such agreement
<i>Secretary</i>	The holder of the office of Secretary elected under Rule 7.2.
<i>Significant Asset</i>	A significant asset of the Council as identified in the Procedures.
<i>Society</i>	Any society, association or guild of bell ringers.
<i>Special Council Meeting</i>	A meeting called under Rule 6.2.
<i>Sponsor</i>	An Executive Member appointed to supervise the activities of an Officer or Workgroup in accordance with these Rules.
<i>Standard</i>	A written document whether advisory or mandatory, defining a level of quality or attainment in respect of : (a) those conducting the Council's business in accordance with these rules; (b) the conduct of ringers or technical standards in ringing; issued in accordance with the Rules and Procedures.
<i>Terms of Reference</i>	A written document defining the scope of responsibilities of a Workgroup or Officer in accordance with these Rules.
<i>Treasurer</i>	The holder of the office of Treasurer elected under Rule 7.2.
<i>Workgroup</i>	Any group of two or more persons given powers under Rule 8.
<i>Workgroup Leader</i>	Any person appointed under Rule 8.10.
<i>Workgroup Member</i>	Any person appointed under Rule 8.11.

1.2 In these Rules the definitions of words in the singular shall apply to such words when used in the plural and vice versa where the context so permits.

2 ADOPTION

2.1 The Council and its property shall be administered and managed in accordance with the provisions of these Rules, except that :

- a) the first Executive Members and their terms of office; and
- b) the first Procedures;

shall be those defined in those motions agreed at the same meeting at which these Rules were adopted.

Derived from the Charity Commission model constitution, this wording permits a smooth transition from the Council's existing rules to the new rules. All measures necessary to bring the new rules into effect will be brought together in a single motion, which will be presented for approval alongside the new rules at the Council's annual meeting in Lancaster in the usual way. Under the Council's current rules, all rule changes come into effect at the close of the meeting at which they are approved.

3 TITLE AND OBJECTS

Title

3.1 The Council shall be known as 'The Central Council of Church Bell Ringers'.

NO CHANGE

Object of the Council

3.2 To advance the practice, heritage and appreciation of bell ringing as an enjoyable mental and physical exercise and unique performing art for the public benefit of the community and the church, in particular but not exclusively by:

- a) encouraging the growth and public appreciation of bell ringing;
- b) representing the interests of bell ringing and ringers through promoting the

IMPLEMENTS CRAG RECOMMENDATION A.

The new objects incorporate the mission and vision statements consulted on by CRAG, with minor modifications to convert them to the form required of charitable objects. .

- development of strong relationships with the church, stakeholders, the media and others outside the bell ringing community;
- c) facilitating communication and cohesion amongst ringers and bell ringing societies to assist ringers in supporting each other and achieving their bell ringing objectives;
 - d) using its efforts to foster the continuing recruitment and retention of ringers;
 - e) promoting excellence in ringing by encouraging relevant technical and leadership training;
 - f) encouraging sources of funding, products, expertise and facilities to support ringing and the availability of bell installations;
 - g) sharing, promoting, and advising on best practice relating to maintenance, and improvement of bell installations and training facilities;
 - h) promoting best practice relating to statutory compliance, safety and governance in relation to ringing.
 - i) defining technical standards in bell ringing;
 - j) promoting the availability and appreciation of historic records, publications and artefacts relating to the heritage of bell ringing and the role of individual ringers;
 - k) encouraging research and innovation in the advancement of bell ringing, its methodologies, tools and technologies.

4 AFFILIATION TO THE COUNCIL

Affiliated Societies

- 4.1 The following Societies shall be affiliated to the Council :-
- a) Any Society whose application for affiliation has been approved under Rules 4.2 and 4.3; and
 - b) Societies affiliated to the Council at the date on which these Rules were adopted.

NO CHANGE

- 4.2 Applications from Societies to become Affiliated Societies shall be made in writing to the Secretary and shall be accompanied by a certificate signed by at least two of the Society's officers confirming :-
- a) its Membership Total as at the date of its application is not fewer than 75 (or 25 in the case of Societies operating wholly outside the British Isles);
 - b) it acts primarily to promote the ringing of bells by bell ringers of a specific affinity, group, community, institution, network, level of attainment, or a defined geographical or administrative area; and
 - c) it undertakes to abide the Rules, Procedures and Policies of the Council
- 4.3 A Society making an application under Rule 4.2 shall become an Affiliated Society at such time as its application is approved by the Executive.

- 4.4 A Society shall cease to be an Affiliated Society if :-
- a) its Membership Total falls below 50 (or 25 in the case of Societies operating wholly outside the British Isles); or
 - b) its Annual Subscription under Rule 4.5 is more than twelve months in arrears; or
 - c) a Motion for disaffiliation is agreed by two-thirds of the Representative Members present and voting at a Council Meeting.

Annual Subscriptions

- 4.5 Each Affiliated Society shall pay an annual subscription, which shall become due on 1st January for the year commencing on that date, of such sum as may be stated in the Procedures in relation to its affiliation.

NO CHANGE, EXCEPT :-

- The current requirement that a Society must have been in existence for at least 5 years is retired.
- The current requirement that a Society must actively promote the ringing of bells for Christian worship is broadened to cover any society of bellringers who support the Central Council's objects.

Currently applications are reviewed by the Administrative Committee, who make recommendations for approval at the annual Council meeting. The criteria for acceptance are however very clear. Therefore the Executive (the trustees) will be empowered to apply these criteria in future. Rules 7.15 and 7.16 ensure that In discharging this responsibility, the Executive remains accountable to Council representatives.

NO CHANGE

NO CHANGE. Under Rule 7.11, the Executive must obtain the agreement of a Council Meeting to amend the Annual Subscription.

5 MEMBERSHIP OF THE COUNCIL

Membership Types

- 5.1 The Council shall consist of :-
- a) Representative Members elected by Affiliated Societies in accordance with these Rules, who shall be eligible to attend, speak and vote at a Council Meeting;
 - b) Where the Council's Procedures provide for one or more classes of individual membership, Individual Members enrolled or appointed in accordance with the Procedures, who shall be eligible to attend and speak, but not to vote at a Council Meeting;
 - c) The Council's Executive Members, Officers and Workgroup Leaders who shall be eligible to attend and speak, but not to vote at a Council Meeting; and
 - d) Ex-Officio Members enrolled or appointed in accordance with the Procedures, who shall be eligible to attend and speak, but not to vote at a Council Meeting.

Election of Representative Members

- 5.2 Each Affiliated Society shall be entitled to elect one or more Representative Members to attend each Council Meeting provided that no later than six weeks before that meeting's date :-
- a) its Annual Subscription for the year in which the Council Meeting takes place has been received by the Treasurer;
 - b) its Membership Total has been certified in writing to the Secretary;

NO CHANGE - There is no change to the voting rights of Council Representatives. Any change will continue to require the agreement of two thirds of Representatives at a Council Meeting.

Currently, Life Members, Additional Members and Ex Officio Members may all vote at Council meetings. In future, voting rights will be reserved for society representatives to reflect the fact that the Council is owned by its affiliated societies.

All members of whatever type will nevertheless be able to attend and speak at Council Meetings. Members of all types (other than Executive Members) may also be society representatives.

Currently, societies confirm the names of their representatives and their membership total under a rigid triennial system. Under the new Rules the triennial system is retired, meaning that societies will confirm their membership total before each Council Meeting. Thereafter, societies may change the names of their representatives at

- c) the names and contact details of that Society's Representative Members have been certified in writing to the Secretary.
- 5.3 The number of Representative Members to which each Affiliated Society is entitled under Rule 5.2 shall be based on its Membership Total so certified as follows :
- a) Membership Total up to 150 members = 1 Representative Member
 - b) Membership Total 151-300 members = 2 Representative Members
 - c) Membership Total 301-450 members = 3 Representative Members
 - d) Membership Total 451-1000 members = 4 Representative Members
 - e) Membership Total 1001-2000 member = 5 Representative Members
 - f) Membership Total over 2000 members= 6 Representative Members
- 5.4 An Affiliated Society may amend the names and contact details of its Representative Members at any time by giving notice to the Secretary.
- 5.5 Each Representative Member shall be deemed elected from the point at which their name is confirmed in accordance with these rules, and shall remain elected until :
- a) their Affiliated Society notifies the Secretary of the name and contact details of their successor; or
 - b) the Representative Member becomes a member of the Executive;
- whichever is the earlier.
- 5.6 Notwithstanding the other provisions of these Rules, in the event that the number of Representative Members certified by a Society exceeds the number entitled to attend a Council Meeting under Rule 5.3, then the Secretary or their designate shall select from those names certified a number of persons equal to

any other time in accordance with their own requirements..

NO CHANGE

Currently a Society may change one of its representatives in mid term, but the new representative must serve the outstanding part of their predecessors' 3-year term. In future a society may change the names of its representatives more freely. Given the flexibility of the new system, the existing provision for an 'Alternate Member', introduced to enable overseas societies to 'substitute' representatives for specific Council meetings, is retired

IMPLEMENTS CRAG RECOMMENDATION D(i) together with some tidying-up.

Given the heavy workload which precedes each Council Meeting, this clause enables the Secretary to deal expeditiously with any anomalies in a society's representation

that Society's entitlement, who shall be deemed certified to represent the Society at that Council Meeting, and shall promptly notify that Society's Authorised Contact of their selection.

Eligibility

- 5.7 A Representative Member may not also serve on the Executive and shall be deemed to have retired as a Representative Member on becoming an Executive Member.

6 COUNCIL MEETINGS

Annual Council Meetings

- 6.1 An Annual Council Meeting shall be held once each calendar year for the purpose of conducting the following business :
- a) where defined by the Rules and Procedures to appoint one or more Executive Members and other officers of the Council;
 - b) to consider the Executive's annual report;
 - c) to consider the Executive's forward plan for the next calendar year;
 - d) to consider the statement of accounts of the Council for the year ended 31st December previous, together with the report of the Independent Examiners thereon;
 - e) to appoint two Independent Examiners;
 - f) to consider and, if thought fit, agree other Motions which are submitted in accordance with the Rules.

Special Council Meetings

- 6.2 A Special Council Meeting shall be convened by the Executive within ten weeks

IMPLEMENTS CRAG RECOMMENDATION D(i).

This clause brings together various provisions in the Council's existing rules to form a clear statement of the business to be conducted by each annual Council meeting.

This clause clarifies various references in the Council's

of a written request to both the Secretary and President by at least two Executive Members or 25 Representative Members, for the purpose of conducting the following business :

- a) to consider and, if thought fit, agree one or more Motions which are submitted in accordance with the Rules; or
- b) to make appointments to any elected Executive or Officer position which is vacant during the course of that meeting.

Notice of Council Meetings

- 6.3 Provisional notice of each Council Meeting, containing details of its date, venue, any elected position for which nominations are invited and summary details of its business shall be given to each Affiliated Society's Authorised Contact and to Representative Members not less than eight weeks before the date of each Council Meeting.
- 6.4 Full notice of each Council Meeting, containing full details of its date and venue together with a copy of its agenda paper and full details of any submitted Motions and Nominations shall be given to each Affiliated Society's Authorised Contact and to Representative Members not less than four weeks before the date of such meeting.

Notice of Motions

- 6.5 A Motion may be submitted for consideration at any Council Meeting whose purpose :
 - a) is explicitly referred to in a Rule; or
 - b) is to express the views of members relating to the business of the Council.
- 6.6 All notices of Motion for consideration at a Council Meeting, which may be accompanied by a written statement of up to 200 words, shall be notified to the Secretary, signed by a proposer and seconder, being either two Executive Members or two Representative Members, not less than six weeks before such meeting, and such Motions and written statements shall appear on that

existing rules to form a clear statement about the terms on which a special Council meeting (or EGM) can be called. In line with the Charity Commission's guidance, special meetings are made subject to the same clear rules governing notices and motions which apply to the annual meeting.

Under the existing rules notices merely need to be served by publication in the Ringing World. In future, this option will continue to be open to the Council, but as a minimum notices must be sent to societies and representatives.

IMPLEMENTS CRAG RECOMMENDATION D.

This clause, drawn from the constitutions of other equivalent charities, gives greater clarity as to the purposes for which motions may be submitted at Council meetings and the form of documents which are submitted. This in turn brings greater certainty to the conduct of business.

meeting's agenda paper.

- 6.7 The number of notices of Motion submitted by Representative Members shall be limited to two Motions per Representative Member for consideration at a single Council Meeting.

Consideration of Motions

- 6.8 Where a Motion is submitted in accordance with Rule 6.2, its proposer (or in their absence its seconder) shall be given the opportunity to address the Council Meeting in connection with the Motion which they have signed in accordance with that meeting's agenda paper, to respond to any questions from members present, to amend any part of their Motion and to withdraw it entirely in response to questions raised.

- 6.9 Notwithstanding Rules 6.5 and 6.8, members present at a Council Meeting may discuss other business and may submit and determine other Motions not shown on the agenda paper, (whether procedural or substantive) by agreement of two thirds of those Representative Members present and voting; provided that in the reasonable opinion of the chairman of that Council Meeting such business or Motions :

- a) relate to the conduct of that meeting or the general nature of the business due to be considered ; and
- b) do not change the Rules of the Council.

- 6.10 The time for consideration of a Motion at a Council Meeting, including questions, shall not exceed 30 minutes, unless otherwise determined by the meeting's Chairman, at which time the Motion if undecided shall be put to the vote.

Implementation of Resolutions

- 6.11 No Motion agreed at a Council Meeting shall have any force to the extent that it is at the time of implementation incompatible with :
- a) the Rules of the Council; and
 - b) all relevant statutory obligations.

Implements similar regulations to promote the orderly conduct of meetings as are employed by other equivalent charities.

These clauses, based on the rules of other equivalent charities, are included to promote good governance. They implement clear regulations to ensure that all motions submitted by society representatives are given appropriate consideration at Council meetings. In particular they limit the ability of a meeting's chairman to suppress discussion or otherwise frustrate the consideration of legitimate business submitted by society representatives.

This clause, based on Charity Commission guidance, makes clear that the Executive (trustees) are only obliged to implement Council resolutions to the extent that it is lawful to do so.

Recording

- 6.12 The Executive shall keep minutes of all Council Meetings; including:
- a) The names of all Executive and Representative Members present at the meeting;
 - b) Details of business transacted including the results of all elections and the details of all Motions agreed.
- 6.13 Within four months of each Council Meeting the Secretary or their designate shall send a copy of the Council Meeting's minutes to each Representative Member and to each Authorised Contact.

Chairman

- 6.14 The President of the Council, or in their absence or incapacity, the Deputy President shall normally preside as chairman of each Council Meeting.
- 6.15 In the absence or incapacity of both the President and Deputy President, those Representative Members present shall elect a chairman for that meeting.
- 6.16 The chairman of each Council Meeting shall conduct that meeting in accordance with the Rules and Procedures.

Quorum

- 6.17 No business shall be transacted at any Council Meeting unless a quorum is present, being 50 Representative Members.

Voting

- 6.18 Each Representative Member present at a Council Meeting shall have one vote, but unless otherwise stated in the Rules if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

The existing rules state that the minutes of each Council meeting should be sent 'as soon as convenient'. The new rule provides greater clarity and introduces a maximum time limit for the distribution of minutes in the interests of good governance.

NO CHANGE

NO CHANGE

This clause is introduced in line with the constitutions of other equivalent charities.

NO CHANGE

NO CHANGE. The rules governing elections are moved to Rule 6.24.

Adjournment

- 6.19 A Council Meeting may be extended to additional sittings on agreement of a Motion for adjournment, stating the date, time and place of the adjourned meeting, by two thirds of those Representative Members present and voting.
- 6.20 No business shall be conducted at an adjourned Council Meeting unless it could properly have been conducted at such meeting had the adjournment not taken place.

Nominations

- 6.21 Each appointment made at a Council Meeting shall be on the basis of a Nomination made in accordance with Rules 6.22 and 6.23, except that :
- a) in the absence of sufficient Nominations; or
 - b) in the event that a temporary appointment is to be made in accordance with Rule 6.26;
- then the chairman for the time being of the meeting shall accept Nominations which are made in person by Representative Members present.
- 6.22 Notices of Nominations shall be made in writing and notified to the Secretary not less than six weeks before the Council Meeting at which they are to be considered, and shall contain:
- a) the signatures of two Representative Members, being the proposer and seconder respectively of the nomination; and
 - b) the signature of the person who is proposed, signifying their willingness to be nominated; and
 - c) optionally, a brief statement of up to 200 words supporting the nomination.
- 6.23 All notices received in accordance with Rule 6.22 shall appear on the agenda paper of the Council Meeting at which they are to be considered.

INCORPORATES CHARITY COMMISSION WORDING on the specific terms under which meetings may be adjourned.

These clauses bring together various clauses in the Council's existing rules together with current practice to form a clear statement of the terms on which nominations should be made.

Elections

- 6.24 Each appointment made at a Council Meeting shall be made by election, each Representative Member present having one vote, except that :
- a) where the number of candidates in an election is equal to or less than the number of positions, those candidates nominated shall be deemed elected unopposed;
 - b) where more than two candidates are considered for election to a single position, voting shall take place under the Alternate Vote system of the Electoral Reform Society;
 - c) where more than four candidates are considered for election as Additional Executive Members, each Representative Member shall have four votes, one for each of their chosen candidates, and the four candidates with the most votes shall be those deemed elected; and
 - d) in the event of an equality of votes for a position, a candidate shall be selected by the drawing of lots.
- 6.25 Unless stated otherwise in the Rules, where an Executive Member or Officer is elected, their term of office shall commence at the conclusion of the Council Meeting at which they are elected and shall expire no later than the conclusion of the Council Meeting at which their successor is elected.

Temporary Appointments

- 6.26 In the event that an Executive Member or Officer who has previously been elected at a Council Meeting vacates their office before the expiry of their term,

INCORPORATES CHARITY COMMISSION WORDING.

NO CHANGE

IMPLEMENTS CRAG RECOMMENDATION D. Provides a simple process to govern the election of the four additional Executive members (trustees) which avoids the institutionalisation of roles which would occur if these positions were elected separately.

Incorporates wording used by other charities which ensure that the chairman of a Council meeting is not put in the invidious position of having to select between candidates in the event of a tied vote.

Brings together various clauses in the Council's existing rules together with current practice to form a clear statement of the terms on which all positions are appointed.

NO CHANGE

then :

- a) where a vacancy exists during a Council Meeting, a temporary appointment to fill the vacancy shall be made at the same meeting; or
- b) where a vacancy exists in other circumstances, the Executive shall have the power to make a temporary appointment which shall be valid up to the start of the next Council Meeting.

6.27 Any person appointed in accordance with Rule 6.26 shall serve their predecessor's unexpired term and shall be eligible for re-election for one further term.

7 THE EXECUTIVE

Purpose of the Executive

- 7.1 The Council and its property shall be managed and administered by an Executive comprising four Executive Officers and other members elected or appointed in accordance with these Rules. The members of the Executive shall be the trustees of the Council and shall manage the business of the Council in accordance with :
- a) its Rules, Procedures and Policies; and
 - b) their statutory obligations as trustees, including but not limited to those under the Charities Act.

IMPLEMENTS CRAG RECOMMENDATION B.

The Elected Members

- 7.2 The Executive shall comprise the following elected members, who shall be elected at a Council Meeting:
- a) the following four Executive Officers, who shall be elected individually :-
 - (1) a President;
 - (2) a Deputy President;

IMPLEMENTS CRAG RECOMMENDATION B.

- (3) a Secretary;
- (4) a Treasurer; and

7.3 b) four Additional Elected Members, who shall be elected, taken together.
Each elected Executive Member shall retire with effect from the conclusion of the third Annual Council Meeting after their election but shall be eligible for re-election for one further term of three years at that meeting.

IMPLEMENTS CRAG PROPOSAL B(v).

The Appointed Members

7.4 The Executive may include up to a maximum of two additional non-elected persons at any time, who may be appointed by the Executive as it sees fit.

IMPLEMENTS CRAG PROPOSAL B(vii).

7.5 Each Appointed Executive Member shall retire with effect from the conclusion of the third Annual Council Meeting after their appointment but shall be eligible for re-appointment by the Executive for one further term of three years, to take effect from the conclusion of that meeting.

Eligibility

7.6 Only persons over 18 years of age at the date of their election or appointment may become members of the Executive.

INCORPORATES CHARITY COMMISSION WORDING.

Disqualification and removal of members of the Executive

7.7 A person shall cease to be an Executive Member if they:

- a) are disqualified from acting as a trustee by virtue of the Charities Act;
- b) have, in the written opinion of a registered medical practitioner, become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- c) resign as a member of the Executive by notice to the Council (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- d) are absent from all Executive Meetings held within a period of six

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consecutive months and the Executive resolves that their office is to be vacated.

- 7.8 A member of the Executive shall cease to be an Executive Member immediately if a Motion requiring them to resign is agreed at a Special Council Meeting by a majority of two-thirds of those Representatives present and voting.

Powers of the Executive

- 7.9 The property, funds and assets of the Council shall be vested in the Executive, who shall have the power do all lawful things which are not in conflict with the Council's Rules, Procedures, Policies and Standards in furtherance of the Council's objects (but not for any other purpose).
- 7.10 The Executive shall comply with their statutory obligations, including but not exclusively those under the Charities Act with regard to:
- a) the keeping of accounting records for the Council;
 - b) the preparation of and approval of annual statements of account and their transmission to the Charity Commission;
 - c) the preparation and submission of such other reports as the Charity Commission requires.
- 7.11 The Executive shall only exercise the following powers with specific authorisation from Representative Members in the form of a Resolution agreed at a Council Meeting :-
- a) to buy, sell, lease, let or otherwise acquire or dispose of any landed property;
 - b) to borrow money;
 - c) to change the Annual Subscription;
 - d) to create, acquire, merge with or dispose of any trading subsidiary or other legal entity;
 - e) to dispose of any asset identified in the Council's Procedures as a Significant Asset;
 - f) to make any decision which reduces or places at risk the Council's total assets by more than 30% of their value as reported to the most recent Annual Council Meeting;

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Introduces clear regulations to ensure good governance, in line with Charity Commission guidance. These ensure that important matters receive an appropriate level of scrutiny through their referral society representatives for consideration.

Personal Benefit

- 7.12 Any person authorised by the Executive is entitled to be reimbursed from the property of the Council such reasonable expenses properly incurred by them when acting on the Council's behalf.
- 7.13 An Executive Member may benefit from trustee indemnity insurance cover purchased at the Council's expense.
- 7.14 Unless specifically stated otherwise by the Rules, no Executive Member or any Connected Person may :
- a) buy or receive any goods or services from the Council on terms preferential to those applicable to members of the Council;
 - b) sell goods, services or any interest in land to the Council;
 - c) be employed by, or receive any remuneration from the Council; or
 - d) receive any other financial benefit from the Council.

Executive Meetings

- 7.15 The Executive may conduct their proceedings as they think fit, subject to the provisions of the Rules and Procedures; but the following decisions may only be agreed at an Executive Meeting which has been called and conducted in accordance with Rule 7.16:
- a) appointing or removing an Executive Member, Workgroup Leader or Officer;
 - b) admitting any Society in accordance with Rule 4.3;
 - c) delegating any powers or functions of the Executive;
 - d) creating or removing any Policy, Standard or Procedure;
 - e) creating or removing the Terms of Reference of a Workgroup or Officer;
 - f) appointing, changing or retiring the Sponsor or a Workgroup or Officer;
 - g) entering into any contract relating to landed property or paid employment, or entering into any other agreement whose value exceeds such Maximum Contract Value as may be stated in the Procedures;
 - h) agreeing the date, venue or agenda of any Council Meeting;

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Introduces clear regulations in the interests of good governance, in line with Charity Commission guidance. These ensure that material decisions made by the Executive (trustees) are adequately recorded, published and subject to appropriate scrutiny.

- i) agreeing or adopting any annual report, statement of accounts or forward plan;
- j) implementing any Resolution made at a Council Meeting in accordance with Rule 7.11; or
- k) making a decision which has been referred to the Executive by under Rule 9.1.

7.16 Each Executive Meeting shall be called and conducted in accordance with the following rules:

- a) An Executive Meeting may be called:
 - (1) by any Executive Member on giving 14 days written notice, setting out the purpose of the meeting, to all other Executive Members; or
 - (2) without notice on agreement of a majority of all serving Executive Members.
- b) Each Executive Member present at an Executive Meeting shall have one vote.
- c) Where an Executive Meeting has been called with 14 days written notice as required by this Rule all questions arising at such a meeting shall be decided by a majority of votes; and in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- d) Where an Executive Meeting has been called without 14 days written notice as defined in this Rule, all questions arising at such a meeting shall be decided by a number of votes greater than half the number of serving Executive Members at the time of the meeting, whether present or not.
- e) Each Executive Meeting shall be chaired by one of the following persons, in descending order of precedence, who are present, able and willing to exercise this function:
 - (1) The President; or
 - (2) The Deputy President; or
 - (3) The Treasurer; or
 - (4) An Executive Member appointed by a majority of those present.
- f) No business shall be transacted at an Executive Meeting unless a quorum of four Executive Members is present, except that where the number of current Executive Members is less than four, those serving Executive Members may

Introduces clear regulations over the way in which the Executive takes its decisions in line with Charity Commission guidance. These ensure that all decisions made by the Executive are based on due consideration by a sufficient number of trustees. In particular, they ensure that no small group of trustees can 'force' business through which the majority of trustees have not had the opportunity to consider.

act for the purpose of appointing candidates to vacant Executive positions.

- g) An Executive Member shall not be counted in the quorum present when any decision is made about a matter upon which that Executive Member is not entitled to vote.
- h) Executive Members may attend (and shall be deemed present at such parts of) any Executive Meeting in which they participate by means of telephone or communications equipment which allows everyone participating to hear each other.
- i) All decisions made at a meeting of the Executive shall be minuted and a copy of such minutes together with any document which is the subject of a decision shall within 14 days of the Executive meeting be:
 - (1) sent by the Secretary or their designate to all Representative Members; and
 - (2) notified by any other means which may be specified in the Procedures.

Executive Committees

- 7.17 The Executive may subject to the Rules delegate some of its powers to one or more committees of two or more Executive Members, provided that each such delegation is decided at an Executive Meeting through a Decision which states :-
 - a) the powers which are delegated;
 - b) whether such powers are to be exercised exclusively by the committee to whom they have been delegated;
 - c) that no expenditure may be incurred on behalf of the Council except in accordance with any budget specifically agreed with the Executive; and
 - d) that the Executive may revoke or alter any delegation of their powers.
- 7.18 All acts and proceedings of any committees must be fully and promptly reported to the Executive.

Insurance

- 7.19 The Executive must keep the Council's assets safe and in repair (to the extent

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that it is reasonable to do so), insuring them at all times to their full value against fire, theft and other commonly insurable risks.

- 7.20 The Executive must insure at all times in respect of public liability and to the extent that it has a legal duty as employer, employer’s liability.

Length of Service

- 7.21 All serving Executive Members shall be required to retire at the conclusion of the sixth Annual Council Meeting after their election or appointment and may not become eligible for election or appointment as an Executive Member until the Annual Council Meeting next after such retirement.

IMPLEMENTS CRAG RECOMMENDATION B (v).

Statutory obligations

- 7.22 Each Executive Member shall comply with any statutory obligations that affect their role as a trustee of the Council and ensure that the Council complies with all its statutory obligations.
- 7.23 The Executive may only delegate the powers given to them in accordance with these Rules.

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8 WORKGROUPS AND OFFICERS

Purpose

- 8.1 The Executive may, subject to the Rules and Procedures, delegate some of its powers to one or more Workgroups or Officers who are not Executive Members.

IMPLEMENTS CRAG RECOMMENDATION C.

Creation, Amendment or Removal

- 8.2 Each Officer or Workgroup role shall be created through one or more Procedures, which shall state its Terms of Reference, which shall include:

IMPLEMENTS CRAG RECOMMENDATION C.

- a) the date on which it shall take effect;
- b) its purpose, objectives and scope;
- c) where deemed appropriate the term during which it shall have effect;
- d) the terms on which those who serve are appointed or elected;
- e) the terms on which those who serve retire or stand down;
- f) the powers which are delegated;
- g) whether such powers are to be exercised exclusively by the person or persons to whom they have been delegated;
- h) where the Workgroup or Officer are entitled to make spending decisions, the amount of any funds which have been reserved for disbursement at their discretion;
- i) the frequency with which the Workgroup or Officer must submit reports on their activities to Executive or Council Meetings, and the scope of such reports;
- j) the terms (if any) on which the Workgroup or Officer may create sub-committees or other appointments in pursuit of their objectives;
- k) any other specific requirements or exclusions which the Executive consider appropriate; and
- l) in the case of a Workgroup, the minimum number of its Workgroup Members to be appointed under Rule 8.11, in addition to the Workgroup Leader, which number may never be less than two.

8.3 A Terms of Reference may not delegate to a Workgroup or Officer those matters which have been reserved for decision at an Executive Meeting under Rule 7.15, but may nevertheless delegate implementation of Decisions on such matters which have properly been made.

8.4 The Executive may amend a Terms of Reference by replacing it.

8.5 The Executive may remove an Officer or Workgroup role through one or more Procedures, which shall include :

- a) the date on which it shall cease to have effect;

Introduces clear regulations in the interests of good governance, in line with Charity Commission guidance. These ensure that important matters receive an appropriate level of scrutiny by being referred to the Executive (trustees) or to society representatives.

IMPLEMENTS CRAG RECOMMENDATION C.

- b) the terms on which any assets or funds currently managed by the Workgroup or Officer are to be transferred or disposed of; and
- c) the terms on which any responsibilities currently discharged by the Workgroup or Officer are to be transferred or terminated.

Sponsorship

- 8.6 Prior to creation of an Officer or Workgroup role, the Executive shall arrange that a named Executive Member becomes the Sponsor who shall be ultimately accountable for that Officer or Workgroup's activities and to whom they shall report.
- 8.7 In the event that a Sponsor retires, resigns or is otherwise removed from the Executive in accordance with the Rules, the Executive shall promptly appoint a replacement Sponsor from one of its number.

Eligibility

- 8.8 A Workgroup Leader or Officer may not also serve on the Executive and shall be deemed to have retired as Workgroup Leader or Officer on becoming an Executive Member.

Length of Service

- 8.9 All serving Workgroup Members, Officers and Workgroup Leaders shall be required to retire at the conclusion of the sixth Annual Council Meeting after their appointment or election and :
 - a) in the case of Workgroup Members and Workgroup Leaders may not become eligible for appointment to a role within the same Workgroup until the Annual Council Meeting next after such retirement; and
 - b) in the case of Officers may not become eligible for appointment or election to the same position until the Annual Council Meeting next after such retirement.

IMPLEMENTS CRAG RECOMMENDATION C(ii).

IMPLEMENTS CRAG RECOMMENDATION C by ensuring that the Executive and Workgroups are not run by the same people.

IMPLEMENTS CRAG RECOMMENDATION C(vi).

Workgroup Management

- 8.10 Each Workgroup shall at all times be managed and administered by a Workgroup Leader, who shall be appointed to and shall manage the Workgroup in accordance with the Workgroup's Terms of Reference for and on behalf of the Workgroup's Sponsor.
- 8.11 Each Workgroup Leader may at any time appoint and remove additional Workgroup Members; to whom they may delegate some or all of their powers (whether exclusively or in common with others) in pursuit of the Workgroup's objectives in accordance with its Terms of Reference.

IMPLEMENTS CRAG RECOMMENDATION C(iv).

9 GENERAL PROVISIONS

Conflicts of Interest

- 9.1 In the event that any proposed decision by an Authorised Official (whether made solely or collectively with others) involves a Conflict of Interest, then :
- a) Where the Authorised Official is an Officer, Workgroup Member or Workgroup Leader, they shall notify their Sponsor, who shall in turn refer the matter for a Decision by the Executive; or
 - b) Where the Authorised Official is an Executive Member, they shall notify the Secretary or their designate, absent themselves from any discussions of the Executive to which the Conflict of Interest relates and shall not vote or be counted as part of the quorum in any Decision of the Executive on the matter.

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Meeting Irregularities

- 9.2 Notwithstanding the other provisions of these Rules :-

- a) Any vote taken at any meeting convened in accordance with these Rules shall be valid despite the participation of a person who was not entitled to participate, provided without that person's own vote being counted (or included in any quorum) the vote was in accordance with the Rules and Procedures.
 - b) No decision made at a Council Meeting or Executive Meeting shall be invalidated by reason of the failure to give notice to any person or of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Representative Member or Executive Member in a way which could reasonably be expected to have affected the decision.
- 9.3 If a quorum is not present at the time appointed for a Council Meeting then :
- a) the Executive shall re-convene the meeting, giving Representative Members at least fourteen clear days' notice of the time and place of the re-convened meeting; and
 - b) if no quorum is present at the time appointed for the re-convened meeting those Representative Members present at that time shall constitute the quorum for that meeting.

Disputes

- 9.4 If a dispute arises :
- a) in connection with the validity or propriety of any act done by any persons appointed in accordance with the Rules or Procedures; and
 - b) between those elected or appointed in accordance with the Rules and Procedures; and
 - c) such a dispute cannot be resolved by agreement; then the parties shall submit the matter promptly for determination by a single arbitrator to be appointed by the president or a vice president of the Chartered Institute of Arbitrators (or such successor body as shall perform a similar function).

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Notices

- 9.5 Unless the Rules state otherwise, any notice or certification required by a Rule or Procedure shall be delivered to the stated recipient :
- a) in writing, by delivering it either personally or to their postal address; or
 - b) in writing, by first class post in a prepaid envelope to their postal address; or
 - c) via electronic communications to their electronic address; or
 - d) by such additional methods as are defined in the Procedures;
- where in each case the recipient's address is that most recently published by the Council or registered with the Council by or on behalf of the recipient.
- 9.6 Unless the Rules or Procedures state otherwise, any notice shall be deemed as served:
- a) 48 hours after its sent date and time if sent electronically; or
 - b) 2 days after its date of posting if sent by post.
- 9.7 For the purposes of Rule 9.6, conclusive evidence that a notice was given shall be acceptable :
- a) in the case of notices sent by post in the form of proof that an envelope containing a notice was properly, addressed, prepaid and posted ;
 - b) in the case of in the case of notices sent electronically in the form of proof that the notice was sent by the sender's systems, which may comprise in the case of electronic mail the receipt by the sender of a blind copy of their own message; or
 - c) in any other form as may be stated in the Procedures.
- 9.8 Any person present at any meeting of the Council (including for the purposes of this Rule a Council Meeting, an Executive Meeting or a meeting of a Workgroup, or committee of the Executive) shall be deemed to have received notice of the meeting and of the purposes for which it was called.

INCORPORATES CHARITY COMMISSION WORDING tailored to the needs of the Council.

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10 POLICIES AND PROCEDURES

Procedures

- 10.1 The Executive may create or withdraw one or more Procedures in accordance with these Rules either :
- a) where a Rule explicitly requires or permits a Procedure;
 - b) to better implement a Rule by regulating matters of detail on which such a Rule is silent; or
 - c) to regulate the business of the Council on matters unrelated to those dealt with by the Rules.
- 10.2 Where permitted by the Rules the Executive shall have the power to create or withdraw a Procedure by Decision at an Executive meeting, provided that :-
- a) notice of such a Decision including a full copy of the Procedure shall be sent to Representative Members; and
 - b) the Decision shall take effect no earlier than three months from the date on which such notice was served.
- 10.3 Each Procedure which has taken effect in accordance with these Rules shall be equally as effective as the Rules, except to the extent that there is any conflict between the two, in which case those terms of the Procedure which are in conflict shall have no effect.

Policies and Standards

- 10.4 The Executive may create or withdraw one or more Policies or Standards in accordance with these Rules to define principles of action or standards of attainment in respect of :
- a) those conducting the Council's business in accordance with these rules; or
 - b) the conduct of ringers or technical standards in ringing.

IMPLEMENTS CRAG RECOMMENDATION F.

IMPLEMENTS CRAG RECOMMENDATION F.

Ensures that all procedures created by the Executive (trustees) are always subservient to the Council's rules, agreed by society representatives.

Improves governance by bringing together all important standards, policies and guidance issued by the Council, including that dealing with safeguarding and methods, into a single, regulated framework which is subject to appropriate levels of scrutiny.

- 10.5 Where permitted by the Rules the Executive shall have the power to create or withdraw a Policy or Standard by Decision at an Executive meeting, provided that :-
- a) notice of such a Decision including a full copy of the Policy or Standard referred to shall be sent to Representative Members; and
 - b) the Decision shall take effect no earlier than three months from the date on which such notice was served.
- 10.6 Each Policy or Standard which has taken effect in accordance with these Rules shall be equally as effective as the Rules and Procedures, except to the extent that there is any conflict, in which case those terms of that Policy or Standard which are in conflict shall have no effect.
- 10.7 Each new Policy or Standard shall clearly state the extent to which it is advisory or mandatory.

11 AMENDMENT OF THE RULES

- 11.1 These Rules may only be amended by the passing of a Resolution at a Council Meeting by no fewer than two thirds of those Representative Members present and voting, and such an amendment agreed shall take effect at the close of the Council Meeting at which it is agreed; except that no such amendment shall be valid :
- a) that conflicts with the Council's statutory obligations including but not limited to those under the Charities Act;
 - b) that would have the effect of making the Council cease to be a charity at law; or
 - c) that would undermine or work against the provisions of Rule 12.
- 11.2 No alteration of these Rules or any Resolution agreed at a Council Meeting shall have retrospective effect to invalidate any prior act of the Executive or its delegates.

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12 DISSOLUTION

- 12.1 The Council may only be dissolved following the passing of a Resolution to this effect at a Council Meeting with a majority of two thirds of those Representative Members present and voting, in which case the Executive shall remain in office as trustees and be responsible for winding up the affairs of the Council in accordance with this Rule.
- 12.2 The trustees must collect in all the assets of the Council and must pay or make provision for all the liabilities of the Council.
- 12.3 The trustees must apply any remaining property or money:
- a) directly for the Council's objects;
 - b) by transfer to any charity or charities for purposes the same as or similar to the Council; or
 - c) in some other manner as the Charity Commission may approve in advance in writing.
- 12.4 Representative Members may pass a Resolution before or at the same meeting as the Resolution to dissolve the Council specifying the manner in which the trustees are to apply the remaining property or assets of the Council and the trustees must comply with such a Resolution to the extent that it is consistent with Rule 12.3.
- 12.5 In no circumstances shall the net assets of the Council be paid to or distributed among the members of the Council (except to a member that is itself a charity).
- 12.6 The trustees must notify the Charity Commission promptly that the Council has been dissolved.

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