

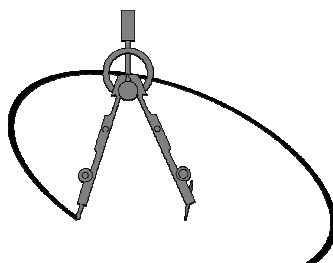


THE CENTRAL COUNCIL OF CHURCH  
**BELL RINGERS**  
UK Registered Charity No. 270036

**Central Council of Church Bell Ringers**

## **Revised Rules and Standing Orders**

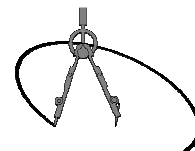
### **Frequently Asked Questions**



**Version 2.0**

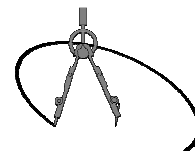
**23<sup>rd</sup> February, 2018**

*For the most up to date version, visit <https://cccbr.org.uk/about/reform/rules>.*

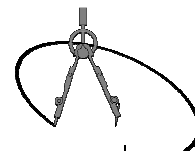


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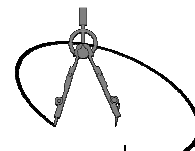
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<b>A. Charitable Status and Objects</b>	
<b>1.</b>	<p><b>Under the revised rules will the Council have charitable status ?</b></p> <p>Yes. In the event that the Council decided not to remain as a charity, the existing body would need to be wound-up and an entirely new organisation created</p>
<b>2.</b>	<p><b>Do the revised rules change the Council's name ?</b></p> <p>No.</p> <p>Although a change of name is outside the scope of the Rules Work, CRAG Proposal I recommends that the Executive conducts a wide-ranging review of the Council's branding, including its name and logo prior to 2020. This includes taking into account a broad range of opinion from the public, ringers in general and other interested parties.</p>
<b>3.</b>	<p><b>How do the Objects in the revised rules differ from the Council's current objects?</b></p> <p>The Council's current objects are limited to "promote and foster the ringing of bells for Christian prayer, worship and celebration". The new Objects point to ringing's wider role as a performing art, which enhances the life of both community and church. They also deal with a number of omissions in the Council's current objects, which are silent on:</p> <ul style="list-style-type: none"><li>➤ Recruitment and retention of ringers</li><li>➤ Training and education</li><li>➤ Establishment of strong relationships with key partners, notably the Church of England</li></ul>
<b>4.</b>	<p><b>Do the revised rules permit the Council to receive trading income ?</b></p> <p>Yes.</p> <p>Charity Commission Guidance CC35 "Trading and Tax" applied to the Central Council indicates that its income from "non Primary Purpose trading" up to approx £7,500 is tax free, whilst all income from "Primary Purpose trading" is tax free. Primary Purpose trading includes sales of educational publications and tickets to Central Council events.</p> <p>The calculation of £7,500 is based on the Central Council's current annual income of approximately £30,000 (£36k in 2015 and £29k in 2016)</p>



	<p>Currently, the Central Council's income from "non Primary Purpose trading" is substantially below £7,500.</p> <p>Where "the Central Council's Non Primary Purpose trading" income exceeds £7,500 then Charity Commission Guidance CC35 recommends the setup of a trading subsidiary, in the form of a charitable company as this reduces tax liabilities ("trading subsidiaries may make donations to their parent charity as 'Gift Aid', so reducing or eliminating the profits of the subsidiary which are liable to tax").</p> <p>The guidance makes clear that trustees of a charity must always treat the interests of a trading subsidiary as secondary to those of the charity.</p> <p>On this basis, there appears to be no requirement for the Central Council to set-up a trading subsidiary at the present time, although there is nothing to prevent it from doing so in the future, should its trading activities develop significantly.</p>
5.	<p><b>Do the revised rules change the structure of the Council as a charitable organisation?</b></p> <p>No.</p> <p>The Central Council is currently set-up as an unincorporated charitable association.</p> <p>In the light of the Charity Commission guidance, the Central Council has some choice as to which form of charity structure it chooses to adopt and the various forms of charitable organisation have therefore been assessed, including the new Charitable Incorporated Organisation (CIO).</p> <p>The alternatives to the existing unincorporated charitable association model all involve significant additional regulatory burdens.</p> <p>Based on the likely future activities of the Central Council, the existing unincorporated association model is still considered to represent the most cost-effective form of organisation. Other models would only become relevant in the event that the Central Council invested significantly in property or engaged in large-scale "non primary purpose" trading activity.</p> <p>Specifically, under the existing model the Central Council is able to own land, property and other assets, which are held in the name of its trustees. In the case of land and property, title deeds may be registered via the "Official Custodian", a service provided by the Charity Commission to avoid the need to change deeds to reflect each change of trustees.</p> <p>Likewise, the Central Council's trustees are able to engage in trading activities, either on account of the Central Council or by forming a trading subsidiary.</p>
6.	<p><b>Are the Objects set out in the revised rules compliant with the Charity Commission's requirements?</b></p> <p>Yes.</p>



The new Objects have been drafted to comply with the Charity Commission's guide "How to Write Charitable Purposes".

Under the Charities Act 2011, a charity's 'purpose' is one which:

- falls within one or more of 13 'descriptions of purposes' listed in the Charities Act itself
- is for the benefit of the public in general, or a sufficient section of the public

CRAG proposal A (i) requires that the objects of the Council are replaced with the "Vision, Mission and "Activity" statements consulted upon by CRAG" and contained in its report. A number of these statements contained language which would not have allowed them to be used directly to form the Council's objects in a way which would satisfy the Charity Commission.

The revised rules therefore use modified forms of these statements which have been made compliant.

The Final Edition of the revised rules have been submitted to the Charity Commission for approval. .

## B. Charity Commission Compliance

### 7. Are the revised rules compliant with Charity commission requirements

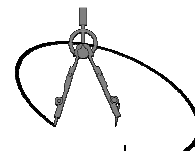
Yes.

A review of Charity Commission guidance was performed to create a 'gap analysis', showing where additional provisions were needed. The Charity Commission provides model wording for constitutions of medium-sized charities through its Model Constitution for Charitable Associations.

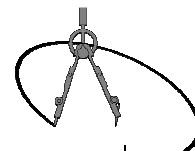
The table below shows the areas where additional wording was found to be required, referring to the relevant section of the Charity Commission's Model Constitution :-

Area	Model Constitution Paragraph
Statement indicating that the charity is managed in accordance with this constitution	1
New definitions section	34
Objects section requires amendment	3
Preferential benefit rules for trustees	4 / 5
Conflict of Interest rules for trustees	22
Dissolution	6
Amendment of the rules – additional wording required	7
General Meetings – dates on which meetings can be called	10
General Meetings –statement that no business can be conducted outside a quorum	12
General Meetings – process to elect the chair in the absence of the President	13
General Meetings – rules on who can call meetings	10
General Meetings – Adjournment rules	14

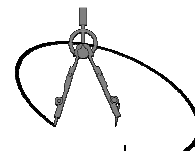
The Final Edition of the revised rules includes the necessary wording, based on the



	<p>Charity Commission's model constitution and has been submitted to the Charity Commission for approval.</p>
<b>8.</b>	<p><b>Do the revised rules reflect the Charity Commission's requirements on conflict of interest ?</b></p> <p>To meet Charity Commission guidance policies on conflict of interest need to be clear about a number of matters including the definition of 'connected persons', for which a number of commonly used definitions exist, including those of the Companies Act 2006 and the Income and Corporation Taxes Act (ICTA) 1988, Section 839.</p> <p>General practice is for these policies to be included in a charity's rules or in a separate policy governing the charity's operations.</p> <p>The requirement is for clear, but practical definitions which are readily understood and the Central Council has previously produced guidance on Conflicts of Interest, which go some ways towards achieving this objective.</p> <p>In updating its policies in future, the Council is likely to take into account of:</p> <ul style="list-style-type: none"><li>➤ Changing circumstances. For example, definitions of 'connected persons' now generally include unmarried or civil partners who were not included in the original ICTA wording</li><li>➤ The specific needs of individual areas. For example, the rules on conflict of interest in the field of bell restoration may contain explicit requirements to prevent Workgroup members from taking part in decisions on matters where they have a specific non-financial interest.</li></ul> <p>In view of the above, the revised rules do not include a detailed Conflict of interest policy, but instead make it a mandatory requirement for all those conducting the Council's business to comply with the Council's policies on these matters as they are amended from time to time.</p>
<b>C. The Ringing World</b>	
<b>9.</b>	<p><b>Is membership of the Ringing World supported ?</b></p> <p>Yes. The Ringing World Ltd. is currently established as a charitable company at arms length from the Central Council. This is because the controlling interest does not rest with the Central Council's trustees. Instead, under Article 2 of the Ringing World Articles of Association its members <i>"shall be the subscribers to the memorandum dated 10th March 1983 together with such members (other than Alternate members) of the Central Council of Church Bell Ringers who from time to time shall consent in writing to be members of the Charity."</i></p>



	<p>It is therefore not legally a trading subsidiary of the Central Council as under charity law a charity's assets must be owned by its trustees.</p> <p>Membership of the Ringing World Ltd. is determined not by the Council's rules but by the Ringing World's articles of association, meaning that no reference in the Council's rules is necessary.</p>
<b>10.</b>	<p><b>Will the RW Chairman continue to be a Council member?</b></p> <p>Yes. Under Standing Order M1 the Chairman or The Ringing World Ltd. (or their designate) becomes an Ex Officio member of the Council.</p>
<b>D. Society Affiliation</b>	
<b>11.</b>	<p><b>Do the revised rules still prohibit societies less than 5 years old from affiliating?</b></p> <p>No.</p> <p>The 5 year requirement has been retired in the interest of simplicity and to ensure that new societies are not discouraged. It should be noted that many organisations, such as the ART have reached a significant level of maturity well before their fifth birthday.,</p> <p>Nevertheless, the revised rules maintain a number of existing controls which together will ensure that societies applying for affiliation are of appropriate standing:-</p> <ul style="list-style-type: none"><li>➤ They must have at least 75 active members</li><li>➤ They must agree to abide by the Council's rules and Decisions</li><li>➤ Their application for membership must be approved at a Council Meeting.</li></ul> <p>It is most unlikely that Council Members would consent to the affiliation of a society which could not demonstrate any significant strength in its organisation or wish to support the Council's objects.</p>
<b>12.</b>	<p><b>Do the revised rules continue to cater for societies which have no membership subscription ?</b></p> <p>Yes.</p> <p>Whilst society representation is expected to remain unchanged, there has been a need to modernise and simplify the various options by which societies calculate their membership for the purposes of Central Council representation.</p> <p>The Council's existing rules allow societies (among other options) to base their representation not on their current membership, but on the "number of members elected in the preceding twenty years", regardless of whether those memberships are still current or indeed whether those members are alive or dead.</p>



This formula is difficult to justify to the Charity Commission or others who wish to scrutinise the Council's affairs.

Standing Order S1 therefore includes a revised technical wording which delivers the same entitlement as the existing rules whilst overcoming the weakness of the existing formula. This is achieved by allowing those societies to use their reasonable judgement to determine how many of those shown on their current membership lists are "participating members".

## **E. The Triennial Cycle and Society Constitutions**

### **13. Do the revised rules retain the triennial cycle ?**

Under the revised rules trustee (Executive) appointments continue to be for terms of 3 years.

In other respects the triennial system is retired. In particular, societies will be able to elect their Council representatives at whatever interval they choose.

Nevertheless, Rule 5.6 contains specific wording to support those society constitutions which currently require their representatives to be elected triennially "in accordance with the rules of the Central Council".

This means that the revised rules should not require any society to amend their existing constitution, although if any society wishes to replace triennial elections for its Council representatives in future it may do so.

For example, Rule 3.2 of the ASCY currently states that "the Society shall elect members triennially as the Society's representatives on the Central Council of Church Bell Ringers in accordance with the Council's rules at the first business meeting following the Anniversary Dinner."

Rule 5.6 c) support's the ASCY's rule by stating that "unless otherwise stated in that society's constitution, the election of Representative Members by Affiliated Societies shall take place triennially."

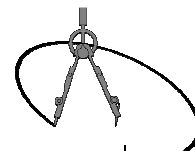
### **14. Do the revised rules require changes to society constitutions ?**

No.

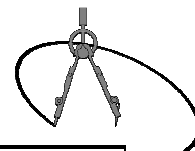
The changes due to be introduced in May 2018 relate to the Council's internal decision-making processes, including the setup of the Executive and Workgroup structures, which are not covered within the rules of individual guilds.

Rule 5.6 provides support for those societies whose constitutions require them to elect

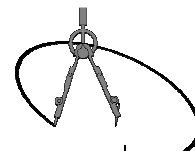




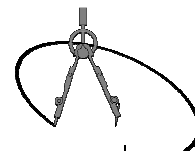
	<p>their Council representatives triennially “in accordance with the rules of the Central Council”, meaning that the retirement of the triennial system by the Council for its own business will not require corresponding changes to society constitutions.</p> <p>A review of a sample of 20 guild constitutions has been conducted to confirm that no changes are required.</p>
<b>F. Council Membership</b>	
<b>15.</b>	<p><b>Do the revised rules reduce the Council’s size ?</b></p> <p>No.</p> <p>The revised rules reflect the Council’s current size and the revised rule 5.5, which determines how many representatives each society is allocated have been copied directly from the Council’s existing rules.</p> <p>The CRAG proposals nevertheless recommended that the new Executive produce proposals to review the size of the Council, with a view to presenting these to Council members for approval before 2020.</p> <p>The revised rules will involve a small reduction in Council membership due to the retirement of Additional Members, in accordance with CRAG’s proposal D (ii), but this will proportionally increase rather than decrease society representation.</p>
<b>16.</b>	<p><b>Do the revised rules introduce new ‘direct’ members ?</b></p> <p>No.</p> <p>The Rules permit the Executive to create new classes of non-voting members by introducing new Standing Orders, whilst rule 10.8 also provides Council Members with the power to ‘call in’ any proposed Standing Order which they feel requires consideration at a Council meeting.</p> <p>To transfer control of the Central Council from society representatives by giving voting rights to one or more other classes of Council member, will continue to require the approval of society representatives through a change to the Rules.</p> <p>Nevertheless, CRAG Proposals E(i) and E(iii) recommended that the Executive should “develop plans to allow membership of the CRO to be opened up to all ringers” while Proposal E(iii) provides that the Executive should “every three years commencing May 2019, undertake a review of the CRO’s rules and governance to assess whether they continue to be effective and aligned with best practice. In the event that control of the CRO remains vested in the Council of Representatives, each review should explicitly include an assessment and recommendation as to whether it would be appropriate to transfer some or all of the powers of the Council of Representatives to individual direct members....”.</p>



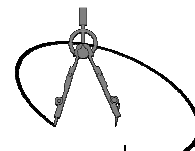
17.	<p><b>If Additional Members are discontinued, will there be a loss of valuable expertise, which is currently available?</b></p> <p>Where there is a need to recognise an important contribution made by an individual, their election as a “Fellow” will be the appropriate course. In practice Fellows will continue to play an important role in the Council’s life and their experience will continue to be invaluable.</p>
18.	<p><b>Do the revised rules affect the representation of my association or society ?</b></p> <p>The rules make no changes to society representation. One or two societies which do not have membership subscriptions currently report their membership total by referring to the number of persons who joined in the past 20 years, whether or not they are still members. This rule has been modernised to give those societies greater discretion in calculating, from their current membership lists, the number of “participating” members for the purposes of their Central Council representation. This technical change is unlikely to lead to any change in representation for those societies.</p>
19.	<p><b>Do the revised rules retain ‘Alternate Members’?</b></p> <p>No.</p> <p>Because the existing rules require Council members to be appointed for 3 years, they include a special rule to give greater flexibility to overseas societies, who may not be able to send the same person to three successive annual Council meetings. This was achieved by enabling these societies to substitute their chosen representative with an ‘alternate’ for the purposes of a single Council meeting.</p> <p>The revised rules give societies the flexibility to change their Central Council representatives at any time in accordance with their own needs. As a result, they have no need to appoint Alternate members.</p>
<b>G. Council Meetings</b>	
20.	<p><b>Under the revised rules, who will chair Council meetings?</b></p> <p>The President (or in their absence or incapacity, the Deputy President).</p> <p>In the event that both the President and Deputy President are unable to take the chair, then society representatives present will appoint a chairman for that meeting.</p> <p>This approach is consistent with general practice across a wide range of similar organisations :-</p>



	<ul style="list-style-type: none"><li>➤ For companies, the general practice is for the company chairman (whether executive or non-executive) to chair shareholder meetings</li><li>➤ The public meetings of NHS health trusts are chaired by that trust's chairman.</li><li>➤ For medium-sized charities, the custom is for the chairman of trustees to preside over general meetings. Charities using this approach include the RCO, Ramblers Association and CAMRA and it is also reflected in the Charity Commission's Model Constitution for Medium-sized charities.</li></ul> <p>The revised rules provide clear standards to ensure that the chairman exercises their duties in accordance with the interests of Council members:-</p> <ul style="list-style-type: none"><li>➤ The chairman is non-voting (other than where there is a tied vote)</li><li>➤ The chairman presides in accordance with rules which ensure that individual representatives are able to raise issues and pass motions.</li></ul> <p>The appointment of a separate President, solely for the purpose of chairing Council Meetings would also make it less clear who actually represented the Council, resulting in mixed messages and would lead to the requirement for a separate secretariat.</p>
21.	<p><b>Do the revised rules ensure that Annual Council meetings will hear about the activities of each Workgroup and Steward ?</b></p> <p>Yes.</p> <p>Rule 6.1 requires each Annual meeting to receive and consider the Executive's annual report, including an account of the activities of each Workgroup and Steward.</p> <p>This is consistent with the duty of the Council's trustees to exert oversight over the work of the Councils on behalf of Council members, whilst also ensuring that Council Members are able to consider and question the activities of each Workgroup and Steward at Council meetings.</p> <p>The revised rules also provide that Workgroup Leaders are Council members, with the right to speak and move motions at Council meetings.</p>
22.	<p><b>How will the future Council Meetings differ from the current annual Council meeting?</b></p> <p>The formal business meeting can be expected to be shorter and more structured. Instead of receiving individual reports from committees, Council Members will consider a single report from the Executive which will contain an account of each Workgroup's activities.</p> <p>The can also be expected to be more focused on the future. The Executive will be required to represent a forward plan and budget to Council Meetings. There will nevertheless be many similarities and in particular Council Members will continue to put forward motions for consideration. A number of classes of business as set out in Rule 7.13 will require the Executive to obtain the agreement of a Council meeting.</p> <p>It is likely that the formal business meeting, being much shorter, is incorporated into an annual ringing conference which will be open to all ringers. Typically this will include speaker meetings, presentations covering the Council's work and discussions on other</p>



	subjects of general interest to ringers.
<b>23.</b>	<p><b>Do the revised rules give members the opportunity to speak and move motions at Council meetings ?</b></p> <p>Yes.</p> <p>Standing Order C3 provides clear rules regarding the conduct of Council meetings which give the proposer of a motion up to 30 minutes for the presentation and discussion of their motion, whilst allowing further time to be allocated by agreement of those Council members present. This gives the proposer assurance that their motion will receive fair consideration whilst avoiding the need for members raise points of order in order to curtail debate.</p>
<b>24.</b>	<p><b>Do the revised rules provide for timely notice of Council meetings?</b></p> <p>Yes.</p> <p>Broadly speaking the existing minimum notice requirements are retained or strengthened.</p> <ul style="list-style-type: none"><li>➤ Provisional notice of each Council meeting must be issued 8 weeks in advance</li><li>➤ Nominations and motions must be received 6 weeks in advance</li><li>➤ Full notice (including full details of all nominations and motions) must be sent 4 weeks in advance.</li><li>➤ Minutes must be distributed no later than four months after each Council meeting.</li></ul> <p>Notices must be sent to each Council member (and in some instances society contacts) and not merely published in the Ringing Word.</p>
<b>25.</b>	<p><b>Who will be able to vote at Council meetings ?</b></p> <p>Society representatives only.</p> <p>Under the revised rules Fellows (currently Life Members), Trustees, Ex Officio Members, Individual Members, Stewards and Workgroup Leaders will all be able to attend, speak and move motions at Council meetings.</p> <p>However, only society representatives will be permitted to submit nominations for the Executive or to vote.</p> <p>Whilst all the other categories of members will contribute to and influence the Council's business, restriction voting rights to society representatives ensures that the Council continues to be controlled by individual ringers, through their societies.</p> <p>In line with CRAG proposal D(ii), this is a key means of ensuring that the Council remains</p>



close to the interests of its member societies, who pay its subscriptions, and that key decisions are always taken by representatives on behalf of their societies and ringers.

At the present time, giving voting rights to anyone other than society representatives would create the risk that the responsibility of the Council to individual ringers through their ringing societies would be diluted. A key element of CRAG's recommendations was that the Council should be more responsive to the needs of individual ringers rather than those with special privilege or position.

In practice, it is likely that this will be implemented by the simple device of equipping each society representative with a coloured card, voting slip or token when signing in at each Council meeting.

26.

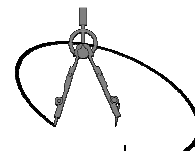
### **What provisions enable Council members to hold the Executive to account ?**

The revised rules include a number of provisions to ensure that Council Representatives will continue to exert considerable influence over the Executive. These include :-

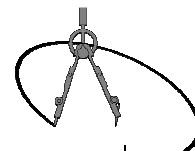
- The Executive must report on the activities of each Workgroup and Steward to each Annual Council meeting.
- Council meetings are required to both receive and consider the Executive's reports.
- The Executive must submit a budget and plan for the forthcoming year to each Annual Council meeting.
- Council members may submit motions for consideration at Council meetings and are protected by clear rules which ensure that any motions they submit receive due consideration.
- All appointments made by the Executive to its own numbers must be ratified at the next Council meeting.
- Council members will receive minutes of each formal Executive Meeting within 14 days of the meeting date.
- Under Rule 10.8 Council members may 'call in' any proposed Policy or Standing Order which they feel requires further consideration for full deliberation at a Council meeting.
- Council members may dismiss trustees at any Council meeting.
- Under Rule 7.13 the Executive may only make decisions on a range of matters where these have been approved in advance by a Council meeting.
- The Executive are not able to delegate or to make decisions upon a range of matters covered in Standing Order E1.1, which must be made at an Executive Meeting. All such decisions must be communicated to Council members within 14 days of each meeting. Previously Council Members have had no knowledge of a number of these matters.
- The existing rule permitting 25 Council members to require the Executive to call a special Council meeting is retained.

In the past limited scrutiny offered to Council Members has either been through the Administrative Committee (which meets only twice each year and has historically been dominated by committee chairmen and officers) and at Council Meetings, which only take place once each year.

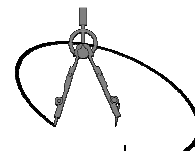
Requiring the new Executive to update Council Members on its decisions during the course of each year can be expected to improve transparency.



<b>27.</b>	<p><b>Will stewards and fellows (as existing life members will become) be able to participate at Council Meetings ?</b></p> <p>Workgroup Leaders, Trustees, Fellows, Stewards and Ex Officio members will all be able to speak and to move motions at Council Meetings. They will however not be able to vote or to submit nominations for election as these rights in future will be restricted to society representatives.</p>
<b>H. The Executive</b>	
<b>28.</b>	<p><b>Will you need to be a ringer to volunteer for the Executive or a Workgroup?</b></p> <p>No.</p> <p>To encourage recruitment of talented volunteers, the revised Rules employ no limitation on those who can volunteer. In the event that able people with an interest in ringing specific skills (eg financial skills or website development) put themselves forward, they will be eligible to be appointed to Workgroups and also to serve on the Executive.</p>
<b>29.</b>	<p><b>Who will form the First Executive?</b></p> <p><u>Transitional arrangements – May 2018</u></p> <p>On adoption of the revised Rules, the first executive would be formed in accordance with the rules set out in the Transition Motion which will be presented to the Council's 121<sup>st</sup> Annual Meeting at Lancaster. On this basis :</p> <ul style="list-style-type: none"><li>➤ Four of the new Executive members will be the Council's current President, Vice President, Honorary Secretary and Honorary Treasurer.</li><li>➤ Four new members (referred to in the Rules as "Ordinary Trustees") will be elected by Council Members at the Lancaster meeting.</li><li>➤ To ensure there is a phasing of retirements (so that there is no year in which all Executive members retire), the terms of the President and Vice President will end in 2020 (as at present). The terms of the Secretary and Treasurer will end in 2019 and 2021 respectively. Two of the new Ordinary Trustees (determined by the President) will have terms ending in 2019 with the remaining two ending in 2021.</li><li>➤ All of the above will be eligible for re-election for one further term at the end of their terms (although a future Council Meeting may grant a further extension in exceptional circumstances).</li></ul> <p><u>2019 onwards</u></p> <p>Thereafter:</p>

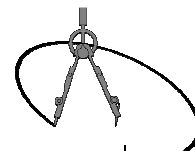


	<p>➤ In each year, either two or three Executive Members will retire. The President and Deputy President will always retire in the same year.</p>
<b>30.</b>	<p><b>Do the revised rules retain an Administrative Committee (or similar) to keep a check on the Executive ?</b></p> <p>No.</p> <p>A key CRAG proposal agreed at Edinburgh was that the Council should “transfer management of its affairs ... to an Executive of eight people (including President, Deputy President, Secretary and Treasurer and four other elected members).”</p> <p>The same proposal stated that the Executive should be the trustees of the Council “for the purposes of running the charity”.</p> <p>It is important to note that under CRAG’s proposals the Council’s governance is being brought into line with most other charities, with the Executive as the charity’s trustees.</p> <p>Trustees have a legal responsibility to oversee the work of their Charity on behalf of its members. Under Charity law trustees are part of the governing body, with a duty to ensure that a charity remains solvent, has strategic direction and is acting for the public benefit, in line with its objects and with the law.</p> <p>The Governance Code for Smaller Charities) states : <i>“The board is clear that its main focus is on strategy, performance and assurance, rather than operational matters, and reflects this in what it delegates.”</i></p> <p>For this reason the revised rules prohibit Executive members from sitting at the same time on Workgroups or serving as Stewards. If they did they would in effect be overseeing themselves, creating circular accountability. Under the revised rules the trustees will perform the same role as hitherto performed by the Administrative Committee, which will be retired in accordance with CRAG proposal B (iv).</p>
<b>31.</b>	<p><b>What is the purpose of allowing the Executive to appoint up to two additional members?</b></p> <p>Charity Commission guidance encourages charities to consider appointing a small number of their board members where this is necessary to ensure the right balance of skills and expertise. In many cases charities look beyond their own membership where it is necessary to bring in someone with relevant professional skills that can help them achieve their objectives.</p> <p>The revised rules make it clear that such appointments must only be made where it is necessary to bring a specific expertise into the Executive, and any such appointments must be specifically ratified by Council Members at the next Annual Council Meeting. For this reason, it is likely that these appointments will be relatively infrequent.</p>
<b>32.</b>	<p><b>Will Council members be informed about Executive meetings ?</b></p>

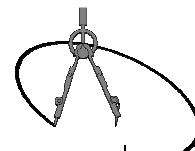


	<p>Yes.</p> <p>Standing Order E1 sets out clear rules regarding those matters which require decision at a formal Executive meeting and the rules by which those meetings should be conducted. The minutes of these meetings must be sent to all Council members within 14 days of the meeting date.</p> <p>Subject to these clear requirements, the revised rules give the Executive considerable flexibility with regard to the conduct of much of its business, which does not involve those important matters which are set out in Standing Order E1.</p> <p>The revised rules provide for a process similar to a company board, giving the Executive the freedom to conduct most of its business informally, whilst requiring it to convene formal meetings to approve those decisions which affect the assets of the charity or involve new contractual commitments.</p>
33.	<p><b>Do the revised rules tie each of the four additional Executive members (the “ordinary Trustees) to specific officer positions?</b></p> <p>No.</p> <p>CRAG proposal B recommended that <i>“The Council will transfer management of its affairs, including the development and delivery of strategy, to an Executive of eight people (including President, Deputy President, Secretary and Treasurer and four other elected members).”</i></p> <p>It also stated that the the members of the Executive should also become the trustees of the Council “for the purposes of running the charity”.</p> <p>Trustees have a legal responsibility to oversee the work of the Council on behalf of Council members. Under Charity law trustees part of the governing body, with a duty to ensure that a charity remains solvent, has strategic direction and is acting for the public benefit, in line with its objects and with the law.</p> <p>For this reason the revised rules prohibit Executive members from sitting at the same time on Workgroups or serving as Stewards. If they did they would in effect be overseeing themselves.</p> <p>For the same reason, the revised rules do not tie any of the four additional trustees to specific officer positions as this would interfere with their ability to exercise oversight over the Council’s activities as a whole.</p> <p>Those of the four trustee positions which become vacant at a single Council meeting are elected together, to avoid the natural temptation for candidates to refrain from standing for fear of challenging incumbent post holders.</p>
34.	<p><b>If Council Meetings are not involved in operational decisions, who is responsible for making sure the Council does what it has been set-up to do?</b></p> <p>In line with all UK charities, the Council’s trustees (or Executive) have a legal duty to</p>

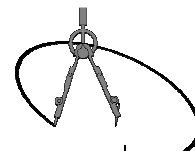




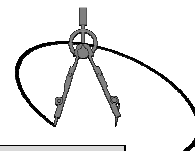
	<p>exercise oversight over the Council's activities on behalf of Council Members. For this reason they are not permitted to lead Workgroups or to become Stewards as this would create circular accountability. The real work of the Council will be done not by the Executive, but by the Workgroups and Stewards.</p> <p>In addition, Council Members will have the opportunity to scrutinise the decisions of the trustees by a number of means :-</p> <ul style="list-style-type: none"><li>➤ The Executive's annual budget, plan and accounts must be presented for consideration at Annual Council Meetings.</li><li>➤ The Executive are only permitted to take decisions on a range of matters defined in Rule 7.13 with the specific authorisation of a Council Meeting.</li><li>➤ Their decisions on other, less significant, but important matters must be taken at formal Executive Meetings and communicated to Council Members within 14 days under Standing Order E1.</li><li>➤ All changes which they wish to make to Standing Orders or Policies must be communicated to Council Members with 3 months' notice under Rule 10.8 and may be 'called in' by Council Members if it is felt that consideration by a Council Meeting is required.</li></ul> <p>Finally, Council Members have the power to dismiss trustees at a Council Meeting.</p> <p>As a result of these checks and balances, Council Members will receive more information about the Council's business between meetings than hitherto and will have more opportunity to exert influence should they feel that the trustees are not acting in the interests of the Council.</p>
<b>35.</b>	<p><b>Do the revised rules enforce the staggering of executive retirements as recommended by CRAG proposal B(vi) ?</b></p> <p>Yes.</p> <p>Under the Transition Motion, three trustees will retire in 2019, two in 2020 and three in 2021. At each retirement, new trustees will be elected for a 3-year term. Rule 6.11 ensures that an early retirement or resignation does not disrupt this cycle, as a temporary appointment applies to the unexpired term of a position only, and hence does not disturb the phasing of elections.</p>
<b>36.</b>	<p><b>Does Rule 7.4 permit the Executive to appoint two additional trustees for any purpose ?</b></p> <p>No.</p> <p>The provision which enables the Executive to appoint two additional trustees can only be employed in specific circumstances where appropriate to secure an appropriate balance of skills or expertise in line with CRAG recommendation B(vii).</p>



	<p>The purpose of this guidance from the Charity Commission is to ensure that boards of trustees always contain the right blend of expertise, which cannot be guaranteed where all trustee positions are elected.</p> <p>All such appointments must be explicitly ratified at the next Council meeting.</p>
<b>I. Stewards</b>	
<b>37.</b>	<p><b>Is the Executive able to create new individual posts, such as Public Relations Officers, Development Officers, Compliance and Safeguarding Officers ?</b></p> <p>Yes.</p> <p>The revised rules provide considerable flexibility in this area and permit the Executive to create new individual posts at any time. The revised rules refer to these positions as Stewards, but they may have any title which the Executive determines. The Executive may create a new officer (steward) post by creating a new Standing Order setting out the terms of reference and line of accountability for the new role.</p> <p>Under Rule 8.12 the Executive may also permit individual workgroups to delegate specific functions to named individuals or sub-groups.</p>
<b>38.</b>	<p><b>Do the revised rules provide protection for the Rolls of Honour, Library and other significant Council assets ?</b></p> <p>Yes.</p> <p>These assets, together with the Council's intellectual property rights are listed in Standing Order F2, which contains a register of the Council's significant non-monetary assets.</p> <p>All assets shown on this register may only be disposed or otherwise placed at risk with the specific approval of a Council meeting.</p> <p>The existing rules contain a provision that a new steward may only take over their position once an appropriate handover from their predecessor has been complete. This is replicated in the revised rules.</p>
<b>J. Standing Orders</b>	
<b>39.</b>	<p><b>Is the executive able to implement new Standing Orders whenever it chooses ?</b></p> <p>No. Whilst the Executive has the flexibility to create Standing Orders between Council meetings, this process is subject to clear controls :-</p>



	<ul style="list-style-type: none"> <li>➤ The rules define the subject matter on which Standing Orders may be created.</li> <li>➤ Standing Orders may never conflict with Rules</li> <li>➤ Proposed Standing Orders must be published 3 months before their implementation date and may be 'called in' by Council members under Rule 10.8 in the event that they feel consideration at a Council meeting is required.</li> </ul>
<b>40.</b>	<p><b>Is there a definition to determine what matters are reserved for the Rules and what for the Standing Orders ?</b></p> <p>No.</p> <p>To avoid becoming over-prescriptive the Rules do not state specifically those matters which are reserved respectively for the Rules and the Standing Orders.</p> <p>They do however, at Rule 10 contain clear terms which ensure that the Standing Orders may not conflict with the Rules. This ensures that the Executive is not able to create Standing Orders which duplicate or frustrate existing rules or encroach on matters which are the subject of the Rules.</p> <p>All other definitions (for example limiting the Standing Orders to matters which may be 'subject to change' or 'deal with procedures rather than matters of governance') have limited value as there are many instances where apparently innocuous procedures nevertheless have significant governance implications.</p> <p>It is therefore left to the judgement of future Trustees and Council Members determine what material is shown where.</p>
<b>K. Policies</b>	
<b>41.</b>	<p><b>Will the Council's policies in future apply just to the Council or to all ringers ?</b></p> <p>Either.</p> <p>The revised rules enable the Council to introduce both operating policies, which merely apply to those conducting the Council's business, or wider policies covering the practice of ringing or the conduct of ringers. This is consistent with the Council's existing ability to create Decisions.</p> <p>Under the Transition Motion, the Council's existing Decisions will be migrated across to become the first policies under the revised rules.</p>



## L. Terms of Office

### 42. Can anyone serve longer than the maximum of six years ?

Stewards, Workgroup Leaders and Trustees may only serve for a maximum of six years unless it is specifically decided at a Council Meeting that they may serve for longer.

To survive and prosper it is vital that the Council's culture encourages new volunteers and avoids over-dependency on a small group of people. It is also important that new and able volunteers are not deterred from putting themselves by the presence of incumbents whose positions have given them considerable influence.

The revised rules give Council Members the power to make exceptions, although it is likely that in practice they will use this power infrequently.

## M. Workgroups

### 43. What is the difference between a “Workgroup” and an existing committee?

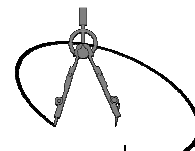
Although the new Workgroups will do much of the work performed by existing committees, they will go about it in a very different way. The new workgroups will be smaller in number, more streamlined and better co-ordinated. Their priorities will be agreed with a single Trustee (their Executive Sponsor) to whom they will be accountable.

The key procedural change is that their members will be appointed by their Workgroup Leader in consultation with their Executive Sponsor. Typically, each Workgroup Leader will wish to create a group of the most talented people, who are able to work well together as a team. As a result, Workgroups can be expected to have a more dynamic and task-focused culture than the existing committees.

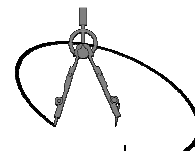
### 44. If Workgroup Leaders and their Workgroups are appointed rather than elected, will this make the Council less democratic? What protections will exist against ‘cronyism’?

Robust accountability and transparency are provided through the following provisions:

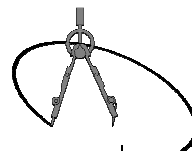
- Each Workgroup will report to a named trustee who will be accountable for their activities. Trustees will be elected.
- The Executive's annual plan and budget will be presented to each Council Meeting, who will have the opportunity to consider how well they met their objectives in the year just ended.
- All Workgroup Leader and Executive appointments are limited to six years unless a Council Meeting determines otherwise.
- To enforce a separation of powers, Workgroup Leaders and Stewards may not also be Trustees.
- Under Rule 7.13 the Executive is not able to make decisions on a number of matters



	<p>without the approval of a Council Meeting.</p> <ul style="list-style-type: none"> <li>➤ All Executive Decisions must be communicated to Council Members within 14 days.</li> <li>➤ The powers conferred under Rule 10.8 enable Council Members to 'call in' changes to Standing Orders or Policies which they feel deserve consideration at a Council Meeting.</li> <li>➤ Under Rule 7.11 Council Members can remove a trustee at any time.</li> </ul>
<b>45.</b>	<p><b>If Workgroup Leaders are appointed by the Executive, will this stifle originality compared with the current system by which committee chairman are elected by the committees themselves?</b></p>
	<p>As with other charities, where key roles are appointed by the trustees, this is unlikely to lead to any loss of initiative or originality for the following reasons:</p> <ul style="list-style-type: none"> <li>➤ Workgroup and Executive appointments will be limited to six years giving rise to a regular intake of new perspectives and ideas</li> <li>➤ Workgroup and Workgroup Leaders will be appointed from a much wider pool than existing committees because their members will not need to be society representatives.</li> <li>➤ Each Workgroup Leader will report to a named Executive member who will take responsibility for their performance. In practice it would be most unlikely that the responsible Executive member would not want their Workgroup to be as dynamic and innovative as possible.</li> <li>➤ Where good ideas are put forward, the new structure will make it easier for Workgroups to implement them, because they will have Executive support, particularly in circumstances where collaboration between more than one Workgroup is required.</li> <li>➤ The development by the Executive of a five-year Strategy and Action Plan will encourage rather than inhibit the presentation of new ideas that can support the agreed strategy.</li> </ul>
<b>46.</b>	<p><b>How many new Workgroups will there be? Will the number change over time?</b></p> <p>By ensuring that Workgroups are appointed by the Executive rather than at each annual Council meeting, it will be possible for the number and composition of Workgroups to be adapted more flexibly to meet new challenges and promote the Council's objectives. The Executive, will regularly review the position to ensure that the structure of Workgroups meets the Council's needs and will determine the exact number of Workgroups.</p>
<b>N. Implementation</b>	
<b>47.</b>	<p><b>Will the rule changes presented in May 2018 require a two-thirds majority in line with the Council's existing rules?</b></p>



	<p>Yes. The Council's existing rules require that any rule changes submitted to the May 2018 Council Meeting are approved by a majority of no less than two thirds of those present.</p>
<b>48.</b>	<p><b>What happens if the revised governing documents are not approved at the Lancaster meeting ?</b></p> <p>If the Lancaster meeting concludes that further changes are needed, or that the new governing documents are not what is required, then the meeting will simply proceed to elect replacements for those retiring members of the Administrative Committee, which under the Council's current rules has a fixed membership. All other committees have a variable membership and are empowered to co-opt any additional members they need at any time after the meeting.</p>
<b>49.</b>	<p><b>Is it possible to make changes to the revised rules at the Lancaster meeting ?</b></p> <p><u>Changes at the Lancaster Meeting</u></p> <p>The revised governing documents to be presented at the Council's Lancaster meeting have been subject to a large amount of critical scrutiny, which has included 8 weeks of consultation between October 2017 and January 2018, which resulted in over 430 individual suggestions and recommendations, the majority of which have been actioned.</p> <p>The Final Edition, which emerged from this process was subject to further reviews by the Council's officers and others in February 2018 and was subsequently sent to the Charity Commission for approval.</p> <p>In the light of the extensive process of review which has taken place, it is unlikely that significant new issues will come to light during the Council meeting.</p> <p>In the event that further changes are required, a careful review will be required, to ensure that they did not affect the integrity of the rules as a whole. It will be necessary to re-apply to the Charity Commission so that they can approve the amended rules.</p> <p>The rules as amended would then be presented to the next Council Meeting.</p> <p><u>Changes after the Lancaster Meeting</u></p> <p>Once the revised rules have been adopted, they can be amended at any Council Meeting through the agreement of an amendment motion by a two thirds majority, as with the existing rules.</p>
<b>50.</b>	<p><b>Has the length of the revised rules been assessed against the Council's existing rules and those of equivalent charities?</b></p> <p>Yes.</p>



The Council's existing rules contain 3,775 words. The revised Rules and Standing Orders to be presented at Lancaster have together around 7,700 words. The existing rules are longer than those they replace for three reasons :-

- They are more precise and less open to misinterpretation
- They include a number of additional provisions absent in the existing rules necessary to meet Charity Commission requirements (and in one or two cases CRAG recommendations).
- They include additional standards on accountability to reflect the much greater empowerment which is being given to the new Executive.

The revised Rules and Standing Orders are longer than the constitutions of The Ringing World (5,300) and CAMRA (6,600), but the same as the Royal College of Organists (7,700).

They are considerably shorter than the rules of the The English Bridge Union, British Cycling and The Ramblers Association (all between 12,000 and 15,300).