

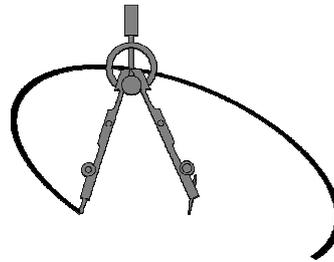


THE CENTRAL COUNCIL OF CHURCH
BELL RINGERS
UK Registered Charity No. 270036

Central Council of Church Bell Ringers

Revised Rules and Standing Orders

Frequently Asked Questions



Edition 3.1

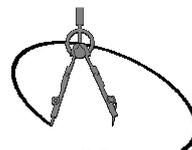
29th March, 2018

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



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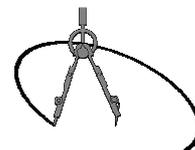
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	New to Edition 3
	New to Edition 3.1



A. Purpose and Scope

1. **Why does the Council need revised governing documents ?**



To enable the Council to improve its decision-making.

At last year's Edinburgh meeting, the Council adopted by a substantial majority the proposals of the CRAG report. The underlying thrust of these proposals was that the challenges for ringing and the demands and expectations placed on the Council are as never before. They require it to develop new capabilities to secure a healthier future for ringing and ensure that it is in better contact with (and more relevant to) ringers in general. Overall, the tasks ahead require capabilities which the timbers of its existing constitution (largely unchanged since 1891) cannot support.

Second, the amount of compliance placed on charities by the Charity Commission, as with compliance elsewhere in ringing, cannot be ignored.

CRAG therefore recommended the Council's Rules are modernised to improve its decision-making, encourage greater open-ness and bring its ways of working more into alignment with what the Charity Commission now expects of UK charities.

Central to CRAG's proposal was the removal of some of the organisational barriers which have frustrated the Council's efforts over recent years by simplifying the Council's organisation so that it adopts the model employed by most equivalent UK charities of its size.

The revised rules meet this need by making sure the Council's organisation is:

- more agile on the things that matter
- equipped with robust controls to meet Charity Commission expectations
- soundly based on the Council's enduring values.

They embody the key reforms which CRAG proposed should be in place from May 2018. Without these changes none of the other reforms agreed at Edinburgh can take place.

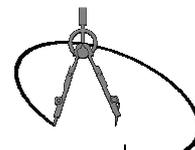
2. **Surely the Council is just a loose confederation of clubs. Do its rules need to be compliant with what the Charity Commission requires?**



Yes

In 1891, the Council started its life as a form of club and as recently as 1927 new Council members could not take their seats until they had been formally "introduced" to the President at a Council meeting.

It has however developed since to become a central ringing organisation both nationally and internationally, whose job is to encourage the Exercise to flourish in the same way that organisations such as the English Bridge Union, Royal College of Organists, Amateur Swimming Association and similar bodies support their areas of influence.



It is now a charity, controlling (directly or indirectly) funds in excess of £400,000 and supporting over 20,000 ringers who belong to its member societies.

Its existing rules, devised in 1890, have not changed materially since 1903. For this reason the CRAG proposals recommended that they received the equivalent of a “50,000 mile service”, so that they reflect the Charity Commission’s current expectations of medium-sized charities. Media coverage of charities in recent years, including Kids Company and RSPCA indicates what can happen if their rules and governance are not sufficiently strong. This has in turn resulted in an increasing focus by the Charity Commission on the governance and rules of all charities.

3. Do these changes implement all of CRAG’s recommendations ?



No.

The changes relate only to those proposals which CRAG recommended should be in place by May 2018. These improve the Council’s systems of decision-making and make it compliant with Charity Commission guidance. These recommendations were set out in Proposals A to F of the report approved at the Edinburgh Council Meeting.

They do not cover the other strategies which CRAG recommended are considered after 2018, as set out in proposals G to I of the report agreed at Edinburgh.

4. Can the Council introduce reform without revising its rules?



No.

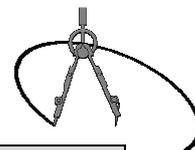
The CRAG report made clear that a pre-requisite of reform was to simplify and improve the Council’s decision-making processes and improve accountability.

These reforms cannot be undertaken without creating and empowering a single Executive board of trustees as CRAG envisaged, of the sort which is familiar to most UK charities.

Giving greater empowerment to the Council’s trustees equally requires robust controls to ensure that they are clearly accountable to Council members.

Whilst subject to frequent minor amendments in the past, the Council’s existing rules have not seen significant reform since they were drafted in 1890.

To try to patch them up without the necessary governance and controls, would expose the Council to unnecessary risks and would be unlikely to satisfy the Charity Commission.



B. Design and Approach

5.

Who has written the revised rules?



30 contributors (the vast majority of whom are existing Council members) have reviewed, contributed and suggested improvements to the revised rules. In total, 501 individual comments were made on the various drafts, the majority of which have been applied.

The work was co-ordinated by a Working Group consisting of Daniel Meyer, Clyde Whittaker, Andrew Wilby, David Bleby, Patrick Wheeler and Christopher O'Mahony.

6.

Has the Working Group had access to specialist legal expertise?



Yes.

Two members of the Working Group are lawyers. In addition, an independent review of the final edition of the revised rules was performed by a senior lawyer at Berwin Leighton.

The final edition was then reviewed by the Charity Commission.

7.

How robust are the revised rules?

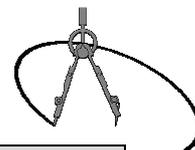


The revised rules are not the work of a few individuals. They are the product of a collaborative process and incorporate the ideas and suggestions from 30 Council Members.

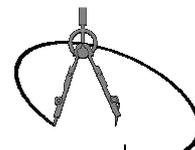
The drafting process, which took six months, involved three consultations lasting a total of 10 weeks. The level of scrutiny has therefore been high.

The three consultations have involved an analysis of over 500 comments in which a broad mix of voices has been heard. The resulting documents therefore reflect both common sense and many years of Council experience.

In addition the Working Group have had access to legal expertise and Charity Commission know-how and the new governing documents have now received Charity Commission approval.



C. Charitable Status and Objects	
8.	<p>Under the revised rules will the Council have charitable status ?</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>
9.	<p>Do the revised rules change the Council's name ?</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>
10.	<p>How do the Objects in the revised rules differ from the Council's current objects?</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">➤ Recruitment and retention of ringers➤ Training and education➤ Establishment of strong relationships with key partners, notably the Church of England
11.	<p>Do the revised rules permit the Council to receive trading income ?</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>



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”).

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.

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.

12. Do the revised rules change the structure of the Council as a charitable organisation?

No.

The Central Council is currently set-up as an unincorporated charitable association.

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).

The alternatives to the existing unincorporated charitable association model all involve significant additional regulatory burdens.

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.

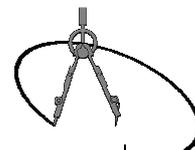
Specifically, under the existing model the Central Council is able to own land, property and other assets, which are held in the name of its trustees. In the case of land and property, title deeds may be registered via the “Official Custodian”, a service provided by the Charity Commission to avoid the need to change deeds to reflect each change of trustees.

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.

13. Are the Objects set out in the revised rules compliant with the Charity Commission’s requirements?

Yes.

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 has been submitted to the Charity Commission for review in February and has now received its approval.

D. Charity Commission Compliance

14. Are the revised rules compliant with Charity commission requirements

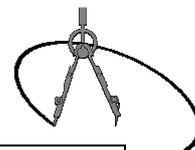
Yes.

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.

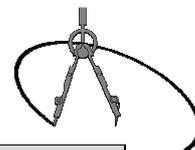
The table below shows the areas where additional wording was found to be required, referring to the relevant section of the Charity Commission's Model Constitution :-

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

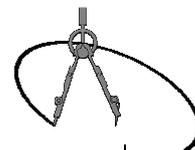
The Final Edition of the revised rules includes the necessary wording. It was submitted to the Charity Commission for review in February and has since received their approval.



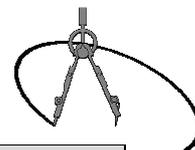
<p>15.</p> 	<p>What sections have been added to meet Charity Commission guidance ?</p> <p>The following sections have been introduced, drawing on the Charity Commission's model constitution for unincorporated associations :-</p> <ul style="list-style-type: none">➤ Notices➤ Dissolution➤ Conflict of Interest➤ Disciplinary➤ Meeting Quorums (meetings unable to reach a quorum)➤ Personal Benefit
<p>16.</p>	<p>Do the revised rules reflect the Charity Commission's requirements on conflict of interest ?</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 various 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">➤ Changing circumstances. For example, definitions of 'connected persons' now generally include unmarried or civil partners who were not included in the original ICTA wording➤ 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. <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>



E. The Ringing World	
17.	<p>Is membership of the Ringing World supported ?</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>
18.	<p>Will the RW Chairman continue to be a Council member?</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>
F. Societies	
19.	<p>Do the revised rules weaken or strengthen control over the Council by societies and their members ?</p> <p> They strengthen it.</p> <p>Historically, Honorary Members, Additional Members and Life Members have all been able to vote at Council Meetings in addition to society representatives. This has meant that the responsibility of the Council to individual ringers through their ringing societies has been diluted.</p> <p>CRAG recommended that whilst the Council should continue to recognise the contribution of the most eminent ringers, it should not be seen as unduly influenced by those with special privilege or position.</p> <p>Whilst all members will contribute to and influence the Council's business, CRAG proposal D therefore recommended restricting voting rights to society representatives to ensure that the Council is controlled by individual ringers, through their societies, who are in effect the Council's "shareholders".</p>



	<p>This is a key way to ensure that the Council remains 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.</p> <p>The Transition Motion creates an exception in the case of the Council's seven existing Life Members (who received personal votes on being elected to life membership) and will continue to be able to exercise these votes.</p>
<p>20.</p> 	<p>Do the revised rules still prohibit societies less than 5 years old from affiliating?</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">➤ They must have at least 75 active members➤ They must agree to abide by the Council's rules and Decisions➤ Their application for membership must be approved at a Council Meeting. <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>
<p>21.</p>	<p>Do the revised rules continue to cater for societies which have no membership subscription ?</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> <p>This formula is difficult to justify to the Charity Commission or others who wish to scrutinise the Council's affairs.</p> <p>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".</p>



G. The Triennial Cycle and Society Constitutions

22. 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."

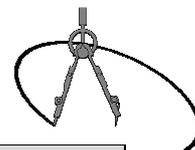
23. Do the revised rules require changes to society constitutions ?

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 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.

A review of a sample of 20 guild constitutions has been conducted to confirm that no changes are required.



H. Council Membership

24. Do the revised rules reduce the Council's size ?

No.

The revised rules reflect the Council's current size and the revised rule 5.5, which determines how many representatives each society is allocated has been copied directly from the Council's existing rules.

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.

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.

25. Do the revised rules introduce new 'direct' members ?

No.

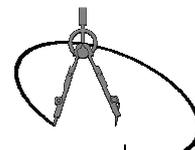
The Rules permit the Executive to create new classes of non-voting members by introducing new Standing Orders, whilst rule 10.8 also provides Council Members with the power to 'call in' any proposed Standing Order which they feel requires consideration at a Council meeting.

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.

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....".

26. Do the revised rules affect the representation of my association or society ?

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.

27.



Who will be Council Members under the revised rules ?

The Council will be composed of society representatives and the following (if not already society representatives) :-

- Trustees
- Workgroup Leaders
- Stewards
- Fellows (the new name for Life Members)
- Ex Officio Members (initially the Chair of The Ringing World Ltd. or their designate will be the only Ex Officio member)
- Individual Members, who may in future be enrolled to new classes of individual membership, where these are introduced.

All Council Members may speak and submit motions to Council Meetings, but only Society Representatives and the Council’s seven existing Life Members may vote and submit nominations.

28.

Do the revised rules retain ‘Alternate Members’?

No.

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.

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.

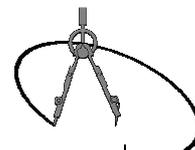
I. Council Meetings

29.

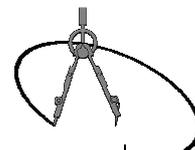
Under the revised rules, who will chair Council meetings?

The President (or in their absence or incapacity, the Deputy President).

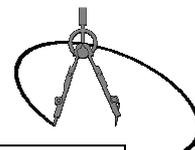
In the event that both the President and Deputy President are unable to take the chair, then society representatives present will appoint a chairman for that meeting.



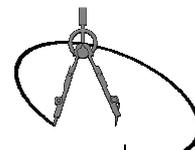
	<p>This approach is consistent with general practice across a wide range of similar organisations :-</p> <ul style="list-style-type: none">➤ For companies, the general practice is for the company chairman (whether executive or non-executive) to chair shareholder meetings➤ The public meetings of NHS health trusts are chaired by that trust's chairman.➤ 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. <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">➤ The chairman is non-voting (other than where there is a tied vote)➤ The chairman presides in accordance with rules which ensure that individual representatives are able to raise issues and pass motions. <p>The appointment of a separate President, solely for the purpose of chairing Council Meetings would make it less clear who actually represented the Council, resulting in mixed messages and would lead to the requirement for a separate secretariat.</p>
<p>30.</p>	<p>Do the revised rules ensure that Annual Council meetings will hear about the activities of each Workgroup and Steward ?</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 Council 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>
<p>31.</p>	<p>How will the future Council Meetings differ from the current annual Council meeting?</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>They can be expected to have a more strategic focus. 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, a trade show and discussions on other subjects of general interest to ringers.</p>
32.	<p>Do the revised rules give members the opportunity to speak and move motions at Council meetings ?</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>
33.	<p>How will complex or multi-part motions be considered ?</p> <p> Standing Order C3 guarantees that the chairman of a Council Meeting cannot allocate less than 30 minutes to discuss a motion without the agreement of Council Members. In the case of complex motions, or in any other circumstances where more time is needed, Council Members are empowered to allocate additional time.</p>
34.	<p>Can all Council Members speak and move motions at Council Meetings ?</p> <p> Yes. All Council Members can speak and move motions, but only Society Representatives and the Council's seven existing Life Members may vote and submit nominations.</p>
35.	<p>Which positions will be elected at Council Meetings ?</p> <p> The 8 trustees who form the Executive are elected at Council Meetings together with the Independent Examiners.</p> <p>New Fellows are also elected at Council Meetings.</p> <p>In addition, the Executive has the power to create additional elected roles through Standing Orders.</p> <p>Stewards and Workgroup Leaders will be appointed by the trustees.</p>



36.	<p>Do the revised rules provide for timely notice of Council meetings?</p> <p>Yes.</p> <p>Broadly speaking the existing minimum notice requirements are retained or strengthened.</p> <ul style="list-style-type: none">➤ Provisional notice of each Council meeting must be issued 8 weeks in advance➤ Nominations and motions must be received 6 weeks in advance➤ Full notice (including full details of all nominations and motions) must be sent 4 weeks in advance.➤ Minutes must be distributed no later than four months after each Council meeting. <p>Notices must be sent to each Council member (and in some instances society contacts) and not merely published in the Ringing Word.</p>
37.	<p>Will the Executive approve Council motions in advance?</p> <p>No.</p> <p>The Executive will have no control over what motions are tabled for consideration at Council meetings and all motions tabled must appear on the agenda paper.</p> <p>A clause in the Standing Orders which gave rise to this impression has been removed.</p>
38.	<p>What provisions enable Council members to hold the Executive to account ?</p> <p>The revised rules include a number of provisions to ensure that Council Members will continue to exert considerable influence over the Executive. These include :-</p> <ul style="list-style-type: none">➤ 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 a range of matters are reserved for deliberation at Council meetings. The Executive may only make decisions on these matters where these have been approved in advance by a Council meeting.
- The Executive are not able to delegate 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. Currently Council Members are not informed of the decisions made at officer meetings.
- The existing rule permitting 25 Council members to require the trustees 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.

39.

Will giving greater empowerment to the trustees mean that Council Members become weak or disengaged ?



The revised rules make this scenario as unlikely as it is with the existing rules:

- Council members will be able to act as Workgroup Leaders, to sit on Workgroups and to serve on the Executive. While talented people who are not Council Members will in future be more able to take part in the Council's work, it is likely that Council members will continue to possess a great amount of knowledge about the Council's business.
- Where new ringers are attracted to volunteer for the Council it is likely that they will in due course be elected as representatives by their societies, meaning that the Council will continue to be refreshed with experienced people, exactly as at present.

40.

Will stewards and fellows (as existing life members will become) be able to participate at Council Meetings ?

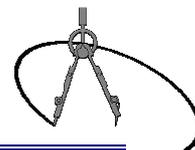


Workgroup Leaders, Trustees, Fellows, Stewards and Ex Officio members will all be able to speak and to move motions at Council Meetings. With one exception (set out below) they will however not be able to vote or to submit nominations for election as these rights in future will be restricted to society representatives.

Both Stewards and Fellows will offer a vast amount of experience and can be expected to play an important role in guiding future Council meetings, although societies (and through them individual ringers) are in effect the Central Council's "shareholders". In future the final decision on matters of strategy and the Council's rules will rest with them.

There is however one important exception.

The Council's seven existing Life Members each were awarded personal votes on being elected to Life Membership and will continue to be able to exercise their votes and to submit nominations.



41.

Rule 6.3 requires the trustees to call a special Council Meeting on the request of 25 Representative Members. Does this differ from the current rules? Could this lead to a perverse outcome ?



No. The rule that an 'EGM' or equivalent must be called at the request of 25 or more society representatives is copied from the Council's existing Rule 10.

In practice any group of 25 representatives would be aware that they would be somewhat unpopular if their reason for calling an EGM were not well founded. The existing Rule 10 allows any Council Members to be counted among the 25. The revised rules restrict this right to society representatives and trustees only.

The quorum for meetings also remains unchanged at 50 and this has been copied across from existing Rule 18.

The only other change is that the revised rules employ the Charity Commission's preferred wording to cover what happens where a meeting is inquorate. Under the Charity Commission preferred rule, in these circumstances another meeting must be called, but societies must have at least 28 days notice of it. Where this meeting is also inquorate, then and only then is the quorum reduced to the number of people present.

The Charity Commission recommend that this provision is included to cater for charities which are failing or about to dissolve, where they may not be able to summon up sufficient members to hold a meeting.

It is most unlikely ever to affect the Central Council. Under the new governing documents there are clear rules governing notice periods for Council meetings and no matter affecting the constitution may be discussed unless it appears on the agenda paper sent to societies 4 weeks in advance of the meeting. Both the quorum and the rules regarding how Special Council Meetings are called are in the new Rules (not the Standing Orders) meaning that a two-third majority would be required at a Council Meeting to change them.

J. Voting

42.

Who will be able to vote at Council meetings ?



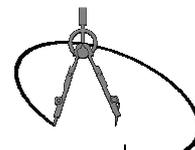
Society representatives only, together with the seven existing Life Members.

Under the revised rules Trustees, Ex Officio Members, Individual Members, Stewards, Workgroup Leaders and Fellows will all be able to attend, speak and move motions at Council meetings.

However, only society representatives and the seven existing Life Members will be permitted to vote or submit nominations.

The Transition Motion creates an exception in the case of the Council's seven existing Life Members (who received personal votes on being elected to life membership) and will continue to be able to exercise these votes.

Whilst all categories of members will contribute to and influence the Council's business,



restricting voting rights to society representatives ensures that the Council continues to be controlled by individual ringers, through their societies, who are in effect the Council's "shareholders".

In line with CRAG proposal D(ii), this is a key means of ensuring that the Council remains 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, position or eminence.

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

K. The Executive

43. Who will form the First Executive?

Transitional arrangements – May 2018

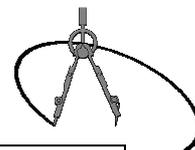
On adoption of the revised Rules, the first executive would be formed in accordance with the rules set out in the Transition Motion which will be presented to the Council's 121st Annual Meeting at Lancaster. On this basis :

- Four of the new trustees (Executive members) will be the Council's current President, Vice President, Honorary Secretary and Honorary Treasurer.
- Four new trustees (referred to in the Rules as "Ordinary Trustees") will be elected by Council Members at the Lancaster meeting.
- 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.
- 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).

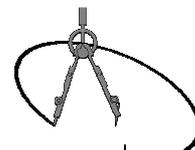
2019 onwards

Thereafter:

- In each year, either two or three Executive Members will retire. The President and Deputy President will always retire in the same year.



<p>44.</p>	<p>What is the purpose of allowing the Executive to appoint up to two additional members?</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>
<p>45.</p>	<p>Will Council members be informed about Executive meetings ?</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>
<p>46.</p>	<p>Do the revised rules tie each of the four additional Executive members (the “ordinary Trustees) to specific officer positions?</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 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>



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.

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.

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.

47.

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?

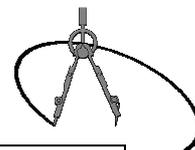
In line with all UK charities, the Council's trustees (or Executive) have a legal duty to exercise oversight over the Council's activities on behalf of Council Members. For this reason they are not permitted to lead Workgroups or to become Stewards as this would create circular accountability. The real work of the Council will be done not by the Executive, but by the Workgroups and Stewards.

In addition, Council Members will have the opportunity to scrutinise the decisions of the trustees by a number of means :-

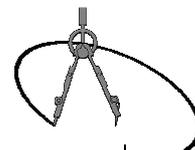
- The Executive's annual budget, plan and accounts must be presented for consideration at Annual Council Meetings.
- The Executive are only permitted to take decisions on a range of matters defined in Rule 7.13 with the specific authorisation of a Council Meeting.
- Their decisions on other, less significant, but important matters must be taken at formal Executive Meetings and communicated to Council Members within 14 days under Standing Order E1.
- 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.

Finally, Council Members have the power to dismiss trustees at a Council Meeting.

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>48.</p>	<p>Do the revised rules enforce the staggering of executive retirements as recommended by CRAG proposal B(vi) ?</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>
<p>49.</p>	<p>Does Rule 7.4 permit the Executive to appoint two additional trustees for any purpose ?</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>
<p>50.</p> 	<p>What will happen to the current roles of Honorary Assistant Secretary and Public Relations Officer ?</p> <p>The existing officer roles, along with the committees, will be retired once the new governing documents are adopted, but support in these essential areas will continue to be required, and can be expected to evolve further in response to the Council's needs. This may in future include an element of professional help.</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).” 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>CRAG proposal B(x) recommended that the need for a professional support group was also considered.</p> <p>It should be noted that the purpose of the Executive, acting as trustees is to have oversight over all the Council's activities. 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. Much of the work will be performed by individual stewards and workgroups.</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.

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.

The Rules give the trustees the flexibility to assign detailed responsibility for public relations and other important roles (including compliance, safeguarding and the maintenance of a secretariat) to a Workgroup or an individual office-holder, as the needs of the Council require. It can be expected that one of their early decisions will be to appoint a talented Public Relations Officer, Manager or Co-ordinator (or a team) to build on the progress made in this important area in recent years and to take over organisation of the Council's day-to-day public relations activities.

51.

Will the new Executive be more accountable to Council members compared with the existing Officers?

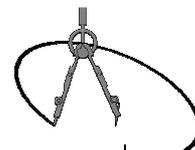


Yes.

Currently, the accountability of the Council's officers is secured by the Administrative Committee. However, the Administrative Committee meets only twice each year and is not empowered to see the minutes of officer meetings. It is composed of 33 members of whom 15 are the chairmen of the Council's committees and six are existing officers. Its size and composition therefore makes it less able to hold the Council's officers to account on behalf of Council members. Despite its presence, the existing rules allow the Council's officers, as trustees to take a wide range of decisions without reference to either the Administrative Committee or to Council members.

Under the revised governing documents, as under charity law, the task of the trustees is to oversee the work of the Council on behalf of its members. Defined lines of accountability and better levels of scrutiny will mean that the trustees are more accountable to Council members, who will have the opportunity to guide the decisions of the trustees by a number of means :-

- The Executive's annual budget, plan and accounts must be presented for consideration at Annual Council Meetings.
- 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.
- 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.
- All proposed changes 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.
- Council members retain the power to call a Special Council Meeting and have 'in extremis' an explicit power to remove a trustee in circumstances where all other means of persuasion have failed.



Under the revised rules the trustees are fully accountable for all the Council's affairs. Under the existing rules, committee chairmen do not report directly to the trustees. The new Workgroups, which will replace the existing committees will be directly accountable to the new Executive, meaning that there will be a single point of accountability to Council Members on all matters relating to the Council's business. The Executive are required to report to each Annual Council Meeting on the activities of each Workgroup.

As a result of these changes, Council Members can be expected to be more informed about the activities of the trustees between Council Meetings.

L. Administrative Committee

52.

Do the revised rules retain an Administrative Committee (or similar) to keep a check on the Executive ?



No.

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)."

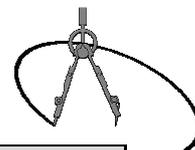
The same proposal stated that the Executive should be the trustees of the Council "for the purposes of running the charity".

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.

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.

The Governance Code for Smaller Charities) states : *"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."*

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).



M. Fellows and Additional Members

53.

If Additional Members are discontinued, will there be a loss of valuable expertise, which is currently available?



No

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.

In the past, it has been possible for individuals who have specific expertise, but who are not Council members, to assist the work of committees by becoming “consultants”. However, the vast majority of committee members have been Council members and the category of “Additional Member” was introduced to enable those with specific skills to join the Council and therefore be able to sit on committees.

Under the revised rules, there will be no requirement that members of Workgroups are also Council members and the engagement of enthusiastic and knowledgeable volunteers from across the Exercise will be encouraged. As a result, whilst there will be no need for the category of membership named “Additional Member” it is to be expected that that the Council’s existing Additional members will continue to play an important role in the Council’s affairs, by serving as Stewards, on the new Workgroups and as trustees.

54.

Will Fellows be able to vote at Council Meetings ?



No, but the Council’s seven existing Life Members will retain their votes.

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.

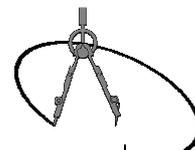
However, only society representatives and the seven existing Life Members will be permitted to submit nominations or to vote.

Fellows will offer a vast amount of experience and can be expected to play an important role in guiding future Council meetings, although societies (and through them individual ringers) are in effect the Central Council’s “shareholders”. In future the final decision on matters of strategy and the Council’s rules will rest with them.

The Transition Motion creates an exception in the case of the Council’s seven existing Life Members (who were awarded personal votes on being elected to life membership) and will continue to be able to exercise these votes.

Whilst all categories of members will contribute to and influence the Council’s business, restricting voting rights to society representatives ensures that the Council continues to be controlled by individual ringers, through their societies.

CRAG proposal D recommended that Fellows did not have voting rights for two reasons



:-

- to ensure that the Council remains 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.
- to enable the Council to recognise a greater number of people who have made significant contributions, not only to the Council, but also to the wider ringing community.

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 as more Fellows were elected. A key element of CRAG's recommendations was that the Council should be more responsive to the needs of individual ringers regardless of special privilege, eminence or position.

N. Stewards

55.

Is the Executive able to create new individual posts, such as Public Relations Officers, Development Officers, Compliance and Safeguarding Officers ?

Yes.

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. Under Rule 8.12 the Executive may also permit individual workgroups to delegate specific functions to named individuals or sub-groups.

56.

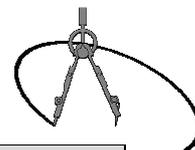
Do the revised rules provide protection for the Rolls of Honour, Library and other significant Council assets ?

Yes.

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.

All assets shown on this register may only be disposed or otherwise placed at risk with the specific approval of a Council meeting.

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.



O. Standing Orders

57.

Is the Executive able to implement new Standing Orders whenever it chooses ?

No. Whilst the Executive has the flexibility to create Standing Orders between Council meetings, this process is subject to clear controls :-

- The rules define the subject matter on which Standing Orders may be created.
- Standing Orders may never conflict with Rules
- 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.

58.

Under Rule 10.8 Council Members can 'call in' a proposed Standing Order or Policy which they feel requires consideration at a Council Meeting? Does this require a special council meeting to be called ?



No.

While the Executive is empowered to implement new policies and Standing Orders without waiting for the next Council Meeting, they must give good notice of any proposed changes. Rule 10.8 empowers Council Members to 'call in' a proposed change which they feel needs to be deliberated at a Council Meeting.

The effect of 'calling in' a proposed change is not to call a Council Meeting, but merely to delay implementation of a proposal until the next scheduled Council Meeting has had the opportunity to consider it.

This is in effect the same as the current position, where important changes require the approval of an Annual Council meeting.

In practice, it is likely that the trustees would endeavour to address the cause of complaint at an earlier point by revising their proposals, enabling any objections to be withdrawn.

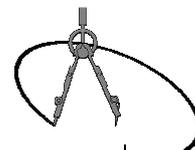
59.

If the new Executive is able to issue Standing Orders, could it use this power to make fundamental changes to the Council's organisation without the consent of Council members ?



No. There are a number of rules which protect against any misuse of the power to create Standing Orders :-

- Rule 10 limits the matters upon which Standing Orders may be introduced and makes clear that in the event of any conflict the Rules always prevail. The Rules cannot be changed by Standing Orders. Standing Orders can only regulate matters on which the Rules are silent or provide additional detail to implement an existing Rule.



- The Rules contain all important provisions relating to the Council's organisation, including voting, and may only be amended by agreement of at least two thirds of Society Representatives
- Any proposed new Standing Order must be published three months before its implementation date and may be 'called in' by Council Members where they believe it requires deliberation at a Council meeting. Where a proposed Standing Order is called in, it cannot take effect until it has been approved by Society Representatives at a Council meeting.

60. Is there a definition to determine what matters are reserved for the Rules and what for the Standing Orders ?

No.

To avoid becoming over-prescriptive the Rules do not state specifically those matters which are reserved respectively for the Rules and the Standing Orders.

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.

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.

It is therefore left to the judgement of future Trustees and Council Members to determine what material is shown where.

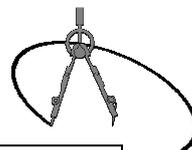
P. Policies

61. Will the Council's policies in future apply just to the Council or to all ringers ?

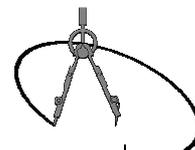
Either.

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.

Under the Transition Motion, the Council's existing Decisions will be migrated across to become the first policies under the revised rules.



<p>62.</p> 	<p>Is there a difference between a Policy and a Decision ?</p> <p>No.</p> <p>All organisations have policies regarding the conduct of their business, such as Expenses Policies or Conflict of Interest policies. Some organisations, including the Central Council have policies which cover the conduct of their members or the practice of their performing art or sport.</p> <p>The Central Council has for many years had policies covering the conduct of ringing, which the constitutions of its member societies refer to as “Decisions”. Under the revised rules the historical term “Decision” has been retained and refers to any of the Council’s policies which apply to member societies or to the conduct of ringing.</p> <p>Under the Transition Motion, the Council’s existing Decisions (as they may be modified by the Lancaster Council meeting are copied across to become Decisions under the revised rules.</p>
<p>Q. Terms of Office</p>	
<p>63.</p>	<p>Can anyone serve longer than the maximum of six years ?</p> <p>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.</p> <p>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.</p> <p>The revised rules give Council Members the power to make exceptions, although it is likely that in practice they will use this power infrequently.</p> <p>A key area where the Council can be expected to make exceptions relates to the important work of the stewards, which involves custody over some of the Council’s most significant assets.</p>
<p>64.</p> 	<p>Will all the trustees retire at once ?</p> <p>No</p> <p>The terms of the eight trustees are deliberately staggered to ensure that there is continuity.</p> <p>➤ In year 1 the Secretary and two of the Ordinary Trustees retire</p>



- In year 2 the President and Vice President retire
- In year 3 the Treasurer and the remaining two Ordinary Trustees retire

In the event that a trustee retires early, the Executive is required to make a temporary appointment, confirmed by members at the next Council Meeting, which lasts only until the original trustee's scheduled retirement date. This ensures that the pattern of retirement dates is not disturbed.

R. Workgroups

65. What is the difference between a "Workgroup" and an existing committee?

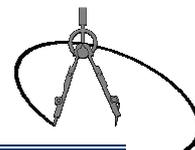
Although the new Workgroups will do much of the work performed by existing committees, they will go about it in a very different way. The new workgroups will be smaller in number, more streamlined and better co-ordinated. Their priorities will be agreed with a single Trustee (their Executive Sponsor)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

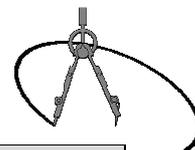
66. If Workgroup Leaders and their Workgroups are appointed rather than elected, will this make the Council less democratic? What protections will exist against 'cronyism'?

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 without the approval of a Council Meeting.
- All Executive Decisions must be communicated to Council Members within 14 days.
- 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.
- Under Rule 7.11 Council Members can remove a trustee at any time.



67.	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?
	<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">➤ Workgroup and Executive appointments will be limited to six years giving rise to a regular intake of new perspectives and ideas➤ Workgroups and Workgroup Leaders will be appointed from a much wider pool than existing committees because their members will not need to be Council members.➤ 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.➤ 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.➤ 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.
68.	How many new Workgroups will there be? Will the number change over time? <p>Initially 5 Workgroups will be created. These are :-</p> <ul style="list-style-type: none">➤ Volunteer and Leadership➤ Historical and Archive➤ Communications and Marketing➤ Stewardship and Management➤ Technical and Taxonomy <p>As 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>



S. Transition

69.

Why is a 'Transition Motion' necessary ?



The Transition Motion avoids the need for an Extraordinary General Meeting and enables the revised governing documents to be adopted through the mechanism of a motion at an Annual Council Meeting, as is customary.

This is achieved as follows :-

- The Transition Motion contains all temporary or interim procedures dealing with transition from the Council's existing rules to the revised Rules and Standing Orders.
- It allows the Council's Decisions to move across directly to become part of the revised rules.
- The revised rules contain a provision which ensures that where the Transition Motion speaks, it takes precedence over the revised rules themselves.

70.

How will an orderly transition be achieved from the existing committees to the new Workgroups ?



Under the existing rules, the Council has 15 'permanent committees', which will after the Lancaster meeting be consolidated into 5 Workgroups.

The new Workgroups will be formally appointed by the new Executive shortly after the Lancaster meeting, but have already been working alongside the existing committees for some months.

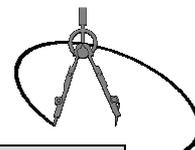
A number of existing committees are quasi-autonomous and maintain their own stocks of materials and in some cases run their own bank accounts. These arrangements will be continued by the new Workgroups, but with greater transparency so that both trustees and Council members are better informed.

71.

When will the new Workgroups be formally appointed ?



The new Executive will formally appoint Workgroup Leaders (who will in turn appoint their Workgroup Members) shortly after the Lancaster Council meeting. To ensure a smooth transition the Workgroups have been operating in shadow form since the Autumn of 2017. The process of formally appointing the new Workgroups can therefore be expected to take place very quickly.



T. Methods

72.

Who will control the Council's Method Decisions in future?



The Transition Motion transfers the Council's existing Decisions (as they may be amended by the Lancaster Council Meeting) across to remain Decisions (technically Policies) under the revised rules.

Thereafter the Executive, on the advice of the Technical and Taxonomy Workgroup may introduce changes without waiting for a Council meeting. However, it is likely that this power will only be exercised after considerable consultation has taken place.

In addition to any preliminary consultation, the Executive must give Council Members three months notice of any proposed changes to any Standing Orders or Policies.

Ultimately, Council Members have control as to whether any changes are introduced. Under the 'call in' procedure set out by Rule 10.8, Council Members may 'call in' any proposed change which they feel requires consideration at a Council Meeting. Any change so 'called in' may only be implemented once it has been agreed at a Council Meeting. Normally this means the Annual Council meeting.

This process retains control with Council Members, whilst ensuring that large amounts of time at Council Meetings are not taken up with detailed technical matters which should have already have been agreed. The power of 'calling in' ensures that Council Members will have ample opportunity to consider, defer and if necessary reject any proposed changes to the Decisions, meaning that revisions will only be proposed where widespread consultation has already taken place.

U. The Lancaster Meeting

73.

Will the rule changes presented in May 2018 require a two-thirds majority in line with the Council's existing rules?

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.

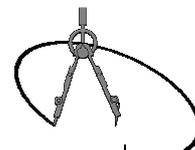
74.

What happens if the revised governing documents are approved at the Lancaster meeting ?

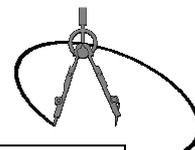


If the Lancaster meeting chooses to adopt the new governing documents, then the process is very simple. Council Members will be able to elect four new Ordinary Trustees, who with the current President, Vice President, Honorary Secretary and Honorary Treasurer, will form the Council's new Executive of 8 trustees.

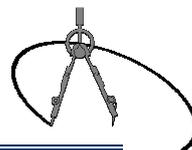
The Council's existing Stewards and Independent Examiners will continue in office, the



	<p>Executive will come into being at the close of the Lancaster meeting and one of their first actions will be to supervise the formal appointment of the new Workgroups, which are already working in shadow form. An orderly transfer of responsibilities from the existing committees to the new workgroups will then take place.</p> <p>The Council's existing Decisions will be unaffected by these changes and there should be no requirement for any society to change its own rules or constitution.</p>
<p>75.</p> 	<p>What happens if the revised governing documents are not approved at the Lancaster meeting ?</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> <p>The Council's current rules permit rule changes to be made only at annual meetings, so if the new governing documents are not approved at Lancaster, the next opportunity to implement the reforms which were agreed in 2017 will be at the Council's Annual Meeting in 2019.</p>
<p>76.</p> 	<p>Is it possible to propose 'on the spot' changes to the revised rules at the Lancaster meeting ?</p>
	<p>The Council's existing rules establish a clear process to ensure that any rule changes are not undertaken lightly and that proposed amendments are made in good time before the annual meeting so that all societies have the opportunity to consider and discuss them with their representatives.</p> <p>In particular, they impose two requirements:</p> <ul style="list-style-type: none">➤ First, rule changes may only be introduced at one of the Council's annual meetings, meaning that after the Lancaster meeting, the next opportunity will be in 2019 (existing rule 22)➤ Second, notice of any proposed amendments or changes must be given six weeks before the meeting date, in other words by 15th April, so that societies can consider them (existing rules 22 and 17) <p>For this reason, the revised governing documents were published on 23rd February. The version which will be submitted to the Lancaster meeting, incorporating some minor technical changes, was published on 19th March. These changes have been highlighted and the documents can be read or downloaded from the Council's website at www.cccbr.org.uk/reform/rules.</p> <p>In the event that further changes are required, a careful review will be required to assess their impact on the rules as a whole and that it is not necessary to re-apply to the Charity Commission for approval.</p>



	<p>The Council's existing rules 17 and 22 require that any proposed rule changes must be notified to the Honorary Secretary no less than six weeks before the date of the Lancaster meeting, to ensure that all societies have the opportunity to consider them.</p> <p>In practice the Council has traditionally taken a "common sense" view of Rules 17 and 22 when considering minor changes to its rules and they have not historically always been applied "to the letter".</p> <p>Nevertheless, more significant or extensive changes to wording will need careful thought to assess their impact and it is unlikely that this could be successfully achieved unless Council members are given the opportunity to consider them (and if necessary discuss them with their societies) ahead of the Lancaster meeting.</p>
77.	How easy will it be to amend the revised rules assuming they are adopted at the Lancaster meeting ?
	<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 of society representatives.</p> <p>Changes to Standing Orders can be made by the new trustees and if they have been approved at Lancaster they can be made immediately (changes agreed at a Council meeting do not require 3 months advance notice).</p>
78. 	What if I still have a question or concern about the revised rules ? <p>Most questions will have already been taken into account during the three consultation exercises which took place between September 2017 and January 2018. The revised governing documents to be presented at the Council's Lancaster meeting are the work of 30 Council Members.</p> <p>Given the extensive consultation which has taken place, it's likely that most questions will have already been asked or answered by another Council member and will appear in this "Frequently Asked Questions" document, which will be augmented.</p> <p>If this document does not deal with your concern, then it is the job of the Working Group to find an answer for you. Please let them know by emailing them at direct at constitution@ccbr.org.uk.</p> <p>Likewise, if you feel an amendment is essential, please consult with the Working Group. They will advise you how any change affects the governing documents and in some cases may be able to offer a better way of achieving your purpose. They are also able to advise whether separate Charity Commission approval ahead of the Lancaster meeting would be required and if so can seek this for you.</p>



79.

Has the length of the revised rules been assessed against the Council’s existing rules and those of equivalent charities?

Yes.

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, The Ramblers Association and The Amateur Swimming Association (all between 12,000 and 20,000).

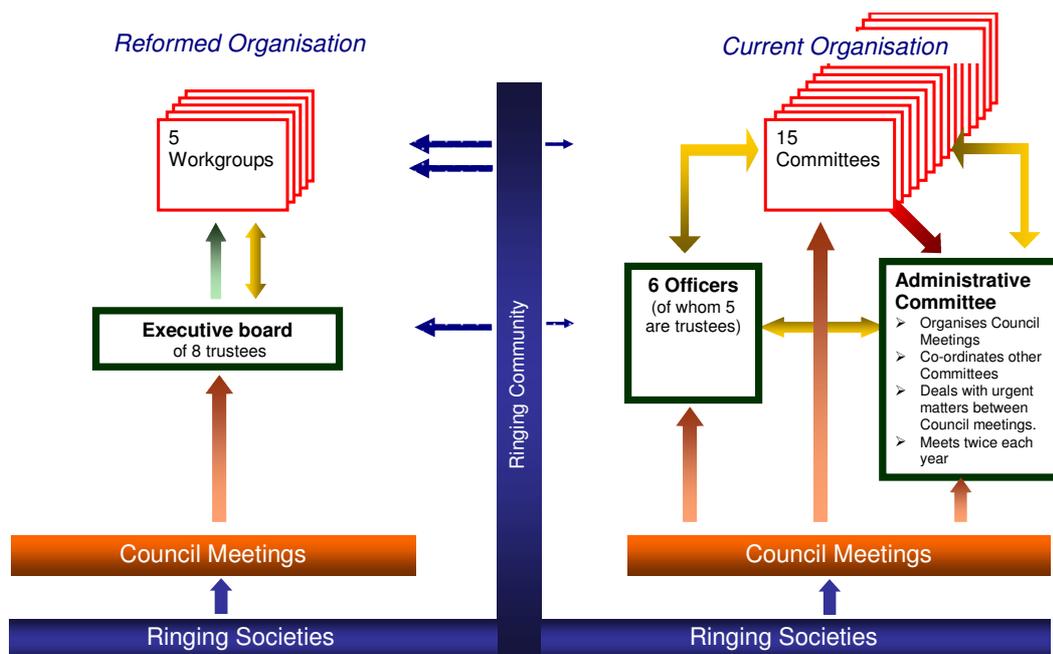
V. The Impact of Reform

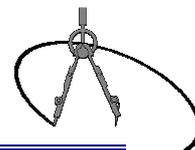
80.

How will the revised organisation look compared with the current one ?



A summary is shown below :-





81.

The revised organisation looks quite similar to what we already have. What are the benefits ?



The benefits were summarised in the CRAG report which was adopted at the 2017 Edinburgh Council meeting. A pre-requisite for reform is the modernisation of the Council's Rules to improve its decision-making, encourage greater open-ness and bring its ways of working more into alignment with what the Charity Commission now expects of UK charities.

Central to CRAG's proposal was the removal of some of the organisational barriers which have frustrated the Council's efforts over recent years.

The revised governing documents are designed to meet this need by simplifying the Council's structure so that it is more agile on the things that matter and equipped with robust controls to meet Charity Commission expectations. They change only what needs to be changed, so as not to lose sight of the Council's history and its enduring values.

They provide a simplified governance structure in which accountability is easier to understand, to deliver the following benefits :-

- Faster and more effective decision-making – the trustees will be empowered to take a wider range of decisions without waiting for a Council or Administrative Committee meeting.
- Clear lines of responsibility – in contrast with existing committees, workgroups will be appointed and may be changed more dynamically
- Improved collaboration – resulting from the fact that all Workgroups will report to the Executive
- A more open culture – the Council will be more explicitly open to the vision and ideas of individuals throughout the ringing community, all of whom may contribute by working on Workgroups or serving on the Executive.
- Clear lines of accountability – the existing complex lines of accountability between permanent committees, officers and the Administrative Committee will be simplified.
- Regular reporting by trustees – Council members will receive more information on the activities of the Executive inbetween Council Meetings.
- Shorter and more useful Council meetings – by empowering the trustees and Workgroups to deal with more of the detail, Council meetings will be able to focus more on questions of strategy and issues which matter to ringers.
- Stronger strategic focus – in addition to completing governance reviews each 3 years, the trustees will be required to present a budget and forward plan at each annual Council meeting.

The result will be to create a more flexible and accountable organisation.

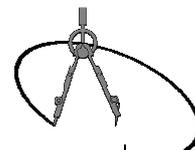
82.

Will the revised organisation be simpler than the current one ?



Yes.

- Currently only some officers are trustees, creating two classes of Officer. In future



management of the Council will be vested in a single Executive board of 8 elected trustees.

- Currently, scrutiny over the Council's affairs is shared between the Officers and the Administrative Committee. In future, the Executive board, of the type familiar to most charities, will perform oversight on behalf of the Council's members
- Currently, the Council's work is performed by 15 committees. In future it will be performed by 5 Workgroups.
- Currently, Council Meetings take at least one day. In future, they will take considerably less time by focusing on matters of strategy and governance.

83. Will the revised organisation be more or less democratic ?



More democratic.

At first sight, empowering the new trustees to appoint Workgroup Leaders and Stewards, and to change the Council's Standing Orders in response to new circumstances may seem less democratic than the current situation.

However, this new empowerment is accompanied by robust controls which :

- bring the Council more closely under the supervision of its member societies (who are in effect its "shareholders")
- require the trustees to inform members more fully inbetween Council meetings
- give Council members significant new powers.

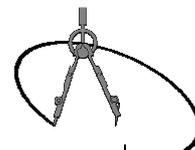
Democracy is strengthened by the following measures :-

Giving greater control to member societies

- Only Society Representatives (and the seven existing Life Members) will be able to vote at Council meetings and submit nominations. In effect control over the Council's strategic decisions and rule changes is placed more firmly in the hands of member societies, who are in effect the Council's "shareholders" and through them individual ringers.
- Council Meetings will in future elect eight trustees with elections phased so that either 2 or 3 trustees are elected at each Council Meeting. At every Council meeting, Council Members will therefore have the opportunity to influence the composition of the Executive board. Currently, Council Members can only influence the composition of the trustee board each 3 years.

Keeping Council Members informed

- In future the trustees' annual plan and budget will in future be presented. This compares with the current situation where only the annual accounts are presented.
- Decisions made at trustee meetings during the course of the year must be communicated to Council Members within 14 days under Standing Order E1. This compares with the current situation where the Officers are under no duty to keep Council members informed.
- All proposed changes to Standing Orders or Policies must be communicated to Council Members with 3 months' notice under Rule 10.8.



Reserved Powers

- New Rule 7.3 sets out a range of decisions which cannot be made by the trustees alone, and which require a resolution at a Council meeting. These include decisions which affect the Council's key assets such as the Rolls of Honour or Library, which are given explicit protection. Council members will in future have a 'statutory' right to make a range of decisions which previously could have been made by the Council's Officers without reference to a Council meeting.

The 'Calling In' option

- Under the revised rules any proposed amendment to the Council's Standing Orders and Policies may be 'called in' by Council Members if it is felt that consideration by a Council Meeting is required. In effect, this means that a change will be subject to the approval of a Council meeting (normally the next Annual Council meeting) exactly as at present.

Additional Member Powers

- The revised rules retain the power of Council members to require the trustees to call a special Council meeting in certain circumstances.
- Council members may continue to submit motions for consideration at Council meetings and are in addition protected by clear rules which ensure that any motions they submit receive fair consideration.
- In addition, Council members have an important new power 'in extremis' to remove a trustee in circumstances where all other means of persuasion have failed.

Shorter Council Meetings

- The improved focus at Council meetings will make it easier for Council members to focus on key strategic decisions, and to concentrate on holding the trustees to account.

84.

Do these changes represent evolution or revolution?



Evolution.

- Other than the improvement in its decision-making 'engine', the revised rules introduce no significant change to the Council's organisation. It will continue to be controlled by its member societies. Its rules will continue to be owned by its members, who will elect its trustees. Its meetings will continue to take place annually and its activities will continue to be managed by a number of groups of experienced and like-minded volunteers.

The revised rules do not implement the longer-term strategies envisaged in the CRAG report. They do not presuppose any long-term objective or plan, but simply enable the Council to make its decisions more quickly and effectively, so as to move faster in the direction which it chooses.