



THE CENTRAL COUNCIL OF CHURCH

BELL RINGERS

UK Registered Charity No. 270036

Central Council of Church Bell Ringers

Rules of the Council (the 'Rules')

Amendments recommended by the report of the Technical Review dated 19th May, 2022

For approval at the Council's Meeting on 3rd September, 2022

Annexure 3

This markup shows the effect of each recommendation set out in Annexure 1 of the Technical Review report, along with a commentary to the right. References shown in **brown** are to the relevant section of Annexure 1.

Insertions are shown thus: Application , whilst deletions are shown thus: ~~Application~~.

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1 INTERPRETATIONS AND DEFINITIONS

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

NO CHANGE

<i>Affiliated Society</i>	A bell ringing society affiliated to the Council in accordance with Rule 4.
<i>Annual Council Meeting</i>	Any meeting held under Rule 6.1.
<i>Annual Subscription</i>	A subscription defined by Rules 4.10 or 4.11.
<i>Charities Act</i>	The Charities Act 2011, or any statutory re-enactment or modification of its provisions.
<i>Charity Commission</i>	The Charity Commission for England and Wales or its successors.
<i>Chartered Institute of Arbitrators</i>	The Chartered Institute of Arbitrators, registered charity number 803725, or its successors.
<i>Conflict of Interest</i>	Any actual or potential conflict between an Office Holder's duty to act in the best interests of the Council, and their personal interest (whether direct or indirect) as may be defined more specifically in the Standing Orders and Policies.
<i>Connected Person</i>	A person connected with an Office Holder (or an institution or corporate body in which that person or the Office Holder has a substantial interest) as may be defined more specifically in the Standing Orders and Policies.
<i>Council</i>	The unincorporated charitable association (registered number 270036) referred to in Rule 3.1.
<i>Council Member</i>	A member of the Council as defined in Rule 5.
<i>Council Meeting</i>	A meeting of the Council's members convened in accordance with the Council's Rules.
<i>Decision</i>	A Policy of the Council which relates to the art of ringing, its

	conduct, or the conduct of ringers or ringing societies.
<i>Deputy President</i>	The holder of the office of Deputy President elected under Rule 7.2.
<i>Electoral Reform Society</i>	The Electoral Reform Society Limited, registered company number 958404 or its successors.
<i>Executive</i>	The body appointed to manage the business of the Council in accordance with Rule 7.
<i>Executive Decision</i>	A decision agreed by the Executive at an Executive Meeting in accordance with these Rules and Standing Orders.
<i>Executive Meeting</i>	A meeting of the Executive held in accordance with the Rules and Standing Orders.
<i>Executive Member</i>	A Trustee elected or appointed under the Rules.
<i>Executive Officer</i>	A Trustee who holds one of the positions of President, Deputy President, Secretary or Treasurer.
<i>Executive Sponsor</i>	A Trustee responsible the activities of a Steward or Workgroup.
<i>Independent Examiner</i>	A person elected to examine and report upon the Council's annual accounts in compliance with the Council's statutory obligations and in accordance with its Rules and Standing Orders.
<i>Individual Member</i>	Any legal or natural person appointed or elected to a class of individual membership in accordance with the Standing Orders, as provided by Rule 5.1.
<i>Maximum Contract Value</i>	The maximum expected value of a contract above which the decision of an Executive Meeting is required, as may be stated in the Standing Orders.
<i>Motion</i>	A proposal submitted in accordance with the Rules for consideration at a Council Meeting.
<i>Nomination</i>	A proposal made in accordance with the Rules that an eligible person should be considered for election at a Council Meeting.
<i>Office Holder</i>	A person holding office as a Trustee, Workgroup Leader,

	Workgroup Member or Steward under these Rules.
<i>Ordinary Trustee</i>	One of four Trustees who are not Executive Officers, but are elected in accordance with Rule 7.2b).
<i>Policy</i>	A statement, whether advisory or mandatory defining principles of action, issued in accordance with Rule 10.4.
<i>President</i>	The holder of the office of President elected under Rule 7.2.
<i>Representative Member</i>	A voting member appointed to represent an Affiliated Society in accordance with Rules 5.4, 5.5 and 5.6.
<i>Registered Small Society</i>	A bell ringing society which appears on the Council's Register of Small Societies in accordance with Rule 4.
<i>Resolution</i>	Any Motion agreed at a Council Meeting
<i>Rule</i>	A rule of the Council contained in this document as modified by any additions, deletions or amendments agreed at a Council Meeting in accordance with the Rules extant at the time of such agreement.
<i>Secretary</i>	The holder of the office of Secretary elected under Rule 7.2.
<i>Significant Asset</i>	Any asset (regardless of monetary value) whose custody is considered fundamental to the Council's objectives or important to the Council's membership, as specifically defined in the Standing Orders.
<i>Small Society Representative</i>	A non-voting member appointed to represent a Registered Small Society in accordance with Rules 5.7 and 5.8.
<i>Society Contact</i>	The contact of an Affiliated Society or Registered Small Society, whose details have been notified by that society to the Secretary, and to whom notices to that society in connection with the Council's business shall be sent.
<i>Society Membership</i>	The number of members of a bell ringing society as may be determined by the Standing Orders.
<i>Special Council Meeting</i>	A Council Meeting called under Rule 6.2.
<i>Standard</i>	A form of Policy defining or adjudicating on a level of quality or attainment, issued in accordance with Rule 10.4.

<i>Standing Order</i>	A regulation governing the business of the Council introduced in accordance with Rule 10.
<i>Steward</i>	The holder of an office of Steward as stated in Standing Orders in accordance with Rule 8.
<i>Trustee</i>	A member of the Executive elected or appointed under the Rules.
<i>Trustee Board</i>	An alternative name for the Executive.
<i>Treasurer</i>	The holder of the office of Treasurer elected under Rule 7.2.
<i>Workgroup</i>	Any group of persons given powers under Rule 8.
<i>Workgroup Leader</i>	Any person appointed under Rule 8.9.
<i>Workgroup Member</i>	Any person appointed under Rule 8.10.

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

2 ADOPTION

- 2.1 These Rules were adopted at the Council’s 121st annual meeting held on 27th/28th May 2018 through an adoption motion (referred to in these Rules as the “Transition Motion”) agreed at that meeting.
- 2.2 The Council and its property shall be administered and managed in accordance with these Rules and with the provisions of the Transition Motion, except that in the event of any conflict between the two, the Transition Motion shall take precedence, and in particular :
- a) the first Decisions;
 - b) the first Standing Orders; and
 - c) the first Trustees and Stewards;
- shall be determined in accordance with the Transition Motion.

NO CHANGE

3 TITLE AND OBJECTS

NO CHANGE

Title

3.1 The name of the Council shall be 'The Central Council of Church Bell Ringers'.

Object of the Council

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

Communications and Relationships

- a) encouraging the growth and public appreciation of bell ringing;
- b) representing the interests of bell ringing and ringers through promoting the development of strong relationships with the church, stakeholders, the media and others outside the bell ringing community;
- c) facilitating communication and cohesion amongst ringers and bell ringing societies to assist ringers in supporting each other and achieving their bell ringing objectives;
- d) using its efforts to foster the continuing recruitment and retention of ringers;

Learning and Development

- e) promoting excellence in ringing by encouraging relevant technical and leadership training;

Stewardship and Management

- f) encouraging sources of funding, products, expertise and facilities to support ringing and the availability of bell installations;
- g) sharing, promoting, and advising on best practice relating to the maintenance and improvement of bell installations and training facilities;

- h) promoting best practice relating to statutory compliance, safety and governance in relation to ringing;

Technical and Taxonomy

- i) defining and publishing technical standards in bell ringing;
- j) encouraging research and innovation in the advancement of bell ringing, its methodologies, tools and technologies;

Historical and Archive

- k) promoting the availability and appreciation of historic resources, publications and artefacts relating to the heritage of bell ringing and the role of individual ringers.

4 AFFILIATION TO THE COUNCIL

Affiliated Societies

- 4.1 Subject to Rule 4.4 the following bell ringing societies shall be affiliated to the Council:
 - a) bell ringing societies affiliated to the Council at the date on which these Rules were adopted; and
 - b) any society whose application for affiliation has been approved under Rules 4.2 and 4.3.
- 4.2 ~~Applications~~An Application from ~~a~~ bell ringing ~~societies~~society to become ~~an~~ Affiliated ~~Societies~~Society shall be made to the Secretary not less than six weeks before the Council Meeting at which the application is to be considered and shall be accompanied by a certificate signed by at least two of the society's officers confirming that:
 - a) its Society Membership is not less than 75 (25 in the case of societies operating wholly outside the British Isles);
 - b) its purpose is to promote the ringing of bells by a group or association of bell ringers; and
 - c) it undertakes to abide by the Council's Rules and Decisions.

Clarification on Society Applications Report Recommendation E6

Applications from bell ringing societies to become Affiliated Societies are made to the Secretary, but a society may only become Affiliated when its application has been approved by resolution at a Council Meeting.

This change assists the Secretary by reminding societies to send their applications in good time for inclusion on

- 4.3 A bell ringing society making an application under Rule 4.2 shall become an Affiliated Society when its application has been approved at a Council Meeting.
- 4.4 A society shall cease to be an Affiliated Society if:
- its Society Membership falls below 50 (25 in the case of societies operating wholly outside the British Isles); or
 - it becomes a Registered Small Society; or
 - its Annual Subscription under Rule 4.10 is more than 12 months in arrears; or
 - a Motion for disaffiliation is agreed by no less than two-thirds of Representative Members present and voting at a Council Meeting; or
 - notice of disaffiliation is given to the Secretary by at least two of the society's officers.

Registered Small Societies

- 4.5 Subject to Rule 4.8 any bell ringing society whose application has been approved under Rules 4.6 and 4.7 shall be listed on the Council's Register of Small Societies.
- 4.6 Applications from smaller bell ringing societies to become Registered Small Societies shall be made to the Secretary accompanied by a certificate signed by at least two of the society's officers confirming that:
- its Society Membership is less than 75 (25 in the case of societies operating wholly outside the British Isles);
 - its purpose is to promote the ringing of bells by a group or association of bell ringers; and
 - it undertakes to abide by the Council's Rules and Decisions.
- 4.7 A bell ringing society making an application under Rule 4.6 shall become a Registered Small Society and shall be entered on the ~~Council's~~ Register of Small Societies ~~on such date as the Executive shall determine provided that the society's~~ when its application has been approved ~~in accordance with the Standing Orders~~ by decision at an Executive Meeting provided that:
- the Executive is satisfied that the application meets such requirements as may be stated in the

the Council Meeting agenda (which is issued four weeks before the meeting date).

Where a society's application is received too late for inclusion on the agenda paper, Standing Order C3 provides that it may still be approved (even though it does not appear on the agenda papers) with the approval of Council members present.

PLEASE REFER TO REPORT ITEM E6

Streamlined consultation procedure Report Recommendation E3

Approval of applications to become Registered Small Societies is delegated to the Executive, but under the

Standing Orders;

- b) notice of such a decision including details of the society's objects, membership and activities shall have been given to Representative Members;
- c) such notice shall indicate the date from which the decision shall take effect;
- d) the decision shall take effect no earlier than two months from the date on which such notice was served; and
- e) the decision shall not take effect until such time as it has been approved by Resolution at a Council Meeting if, within two months of such notice, the Secretary receives a request (or requests) from 10 or more Representative Members for such a Resolution to be considered by the Council.

- 4.8 A society shall be removed from the Register of Small Societies if:
- a) it becomes an Affiliated Society; or
 - b) its Society Membership rises above 100; or
 - c) any Annual Subscription due under Rule 4.11 is more than 12 months in arrears; or
 - d) a Motion to remove the society's registration is agreed by a majority of Representative Members present and voting at a Council Meeting; or
 - e) a decision to remove the society's registration is made by the Executive in accordance with the Standing Orders; or
 - f) a request to remove the society's registration is given to the Secretary by at least two of the society's officers.
- 4.9 An Executive Decision made in accordance with Rule 4.8e) shall cease to have effect unless ratified by Resolution at the first Council Meeting thereafter.

Annual Subscription

- 4.10 Each Affiliated Society shall pay an annual subscription. Each year's subscription shall become due on 1st January, of such sum as may be determined by the Standing Orders in relation to its affiliation.

principle of qualified delegation a 'call-in' procedure applies under which Council Members have the power to 'call-in' an application which they feel should be determined at a Council Meeting.

However, the process previously set out in Standing Order S2.2 created uncertainty as Council Members were required to call in an application before and not after the Executive reached a decision on it.

In 2021, an Affiliated Society considered calling in an application, but was unsure as to whether the Executive would reject it, in which case no action was needed.

The Technical Report recommended that the process of approving a small society application should properly be held in the Rules and not the Standing Orders and that it should be brought into line with the 'call in' provisions relating to the making of Standing Orders and Policies (Rule 10.8), which are easily understood and involve a simplified decision-making procedure. Accordingly, this recommendation is implemented. Standing Order S2.2 is retired, to be replaced with new Rule 4.7, which is modelled on, and closely follows the provisions of Rule 10.8.

PLEASE REFER TO REPORT ITEM E3

- 4.11 Where determined by the Standing Orders, each Registered Small Society shall pay an annual subscription, which shall become due on 1st January and shall be of such sum as may be stated by the Standing Orders in relation to that society's registration.

5 MEMBERSHIP OF THE COUNCIL

Membership Types

- 5.1 The Council shall consist of the following members:
- a) Representative Members;
 - b) Small Society Representatives;
 - c) Individual Members enrolled or appointed as may be determined by the Standing Orders; and
 - d) the Council's Trustees, Stewards and Workgroup Leaders, who shall be ex-officio members.
- 5.2 At Council Meetings, all members shall be entitled to speak and to move motions, but only Representative Members shall be entitled to vote.
- 5.3 A single individual may act in the capacity of both a Representative Member and one or more other types of member.

Representative Members

- 5.4 Each **Affiliated Society** shall be entitled to send one or more Representative Members to attend each Council Meeting provided that no later than six weeks before that meeting's date: its Annual Subscription for the year in which the Council Meeting takes place and its Society Membership have been received by the Treasurer.
- ~~a) its Annual Subscription for the year in which the Council Meeting takes place has been received by the Treasurer; and~~
- ~~b) its Society Membership has been notified to the Secretary.~~

Simplified handling of Annual Subscriptions Report Recommendation E18

Under the current Rules each Affiliated Society must **both** pay its annual subscription to the Treasurer **and** notify its membership count to the Secretary no later than six weeks before a Council Meeting.

This requirement created difficulties in 2021 where a

5.5 The number of Representative Members to which each Affiliated Society is entitled under Rule 5.4 shall be based on its Society Membership as follows:

- a) Society Membership up to 150 members = one Representative Member;
- b) Society Membership 151-300 members = two Representative Members;
- c) Society Membership 301-450 members = three Representative Members;
- d) Society Membership 451-1000 members = four Representative Members;
- e) Society Membership 1001-2000 member = five Representative Members;
- f) Society Membership over 2000 members = six Representative Members.

5.6 Subject to Rule 5.5 :

- a) an Affiliated Society may register or amend the names and contact details of its Representative Members at any time by giving notice to the Secretary;
- b) each Representative Member shall be deemed appointed from the point at which their name is confirmed in accordance with these Rules, and shall remain appointed until the Affiliated Society notifies the Secretary of a change; and
- c) unless otherwise stated in that society's constitution, the election of Representative Members by Affiliated Societies shall take place triennially.

Small Society Representatives

5.7 Each **Registered Small Society** shall be entitled to send one Small Society Representative to attend each Council Meeting provided that no later than six weeks before that meeting's date:

- a) where determined by the Standing Orders, that society's Annual Subscription for the year in which the Council Meeting takes place has been received by the Treasurer; and
- b) its Society Membership has been notified to the Secretary.

5.8 Subject to Rule 5.7:

- a) a Registered Small Society may register or amend the name and contact details of its Small Society Representative at any time by giving notice to the Secretary; ~~and~~
- b) each Small Society Representative shall be deemed appointed from the point at which their name is confirmed in accordance with these Rules, and shall remain appointed until the

number of societies paid their Annual Subscription (which is based on their previous year's membership count) but did not notify the Secretary of their current membership count in good time before the Council Meeting. As a result their representatives were technically not entitled to take part in the meeting.

The Technical Report recommended removing this complexity, so that a Society simply notifies the Treasurer of its membership number when sending its subscription. This recommendation is implemented.

Note that "Society Membership" mentioned in Rule 5.4 is a defined term, meaning "The number of members of a Society calculated in accordance with Rule 4.2.".

PLEASE REFER TO REPORT ITEM E18

Registered Society notifies the Secretary of a change; and
c) unless otherwise stated in that society's constitution, the election of a Small Society Representative by a Small Society shall take place annually.

Membership Audits

- 5.9 The Council may from time to time take reasonable steps to confirm through enquiries that its criteria for membership and representation have been met.

6 COUNCIL MEETINGS

Annual Council Meetings

- 6.1 An Annual Council Meeting shall be held once each calendar year for the purpose of conducting the following business:
- a) to elect one or more Trustees and Stewards of the Council where required by the Rules and Standing Orders;
 - b) to receive and consider:
 - (1) the Executive's annual report (which shall include an account of the activities of each Workgroup and Steward);
 - (2) the statement of accounts of the Council for the year ended 31st December previous, together with the report of the Independent Examiner or Examiners thereon;
 - (3) the Executive's forward plan and budget for the next year;
 - c) to elect one or two Independent Examiners;
 - d) to deal with such other business as may be required by the Standing Orders; and
 - e) to consider and, if thought fit, agree such other Motions as are submitted in accordance with the Rules.

Special Council Meetings

Provision for former Affiliated Societies applying to become Registered Small Societies Report Recommendation E16.

Formerly the Council required representatives to be elected for fixed terms of 3 years, but now allows societies to determine the term of their representatives as they see fit. .

However, some ringing societies have constitutions which include a historic provision that Central Council representatives should be elected "in accordance with the rules of the Central Council".

To provide backwards compatibility, the Council's rules state that where an Affiliated Society's rules do not indicate the term of their Central Council representatives, it should be for three years.

The Technical Report recommended that a similar provision was made for Small Societies as some former Affiliated Societies whose numbers have declined may wish to re-join as small societies in future, and may prefer not to have to amend their constitutions.

However, for the reasons stated in the Report, this default requirement provides for annual rather than triennial elections.

PLEASE REFER TO REPORT ITEM E16

- 6.2 The Executive may at other times convene a Special Council Meeting for the purpose of conducting the following business:
- a) to consider and, if thought fit, agree one or more Motions submitted in accordance with the Rules;
 - b) to deal with such other business as may be determined by the Standing Orders; or
 - c) to make appointments to vacant positions in accordance with Rule 6.11.
- 6.3 The Executive shall always call a Special Council Meeting to take place within ten weeks of a request to this effect to the Secretary, Deputy President and President by at least two Trustees or 25 Representative Members.

Notice of Council Meetings

- 6.4 Provisional notice of each Council Meeting shall be given to each Society Contact and Council Member not less than eight weeks before the date of each Council Meeting. The notice shall include details of its date, venue, summary details of its business and any elected position for which nominations are invited.
- 6.5 Full notice of each Council Meeting shall be given to each Society Contact and Council Member not less than four weeks before the date of such meeting. The notice shall contain full details of its date and venue together with a copy of its agenda paper, copies of any documents submitted for consideration and full details of any submitted Motions and Nominations.

Conduct and Recording of Council Meetings

- 6.6 The conduct and recording of business at Council Meetings, including the consideration and agreement of Motions shall be in accordance with the Standing Orders.

Quorum

- 6.7 No business shall be transacted at any Council Meeting unless a quorum of 50 Representative Members is present.

Voting

- 6.8 Unless otherwise stated in these Rules or the Standing Orders:
- a) decisions at Council Meetings shall be made by a simple majority of those Representative Members present and voting;
 - b) in any vote taken at a Council Meeting each Representative Member may exercise one vote; ~~and~~
 - c) if there is a tied vote the person who is chairing the meeting shall have an extra vote in addition to any other vote they may have; ~~and~~
 - d) a Representative Member who abstains, whether that abstention is recorded or not, shall be regarded as present, but not voting.

Appointments

- 6.9 Each appointment made at a Council Meeting shall be on the basis of a Nomination and election in accordance with the Standing Orders.

Temporary Appointments

- 6.10 If an elected position is vacant after the end of a Council Meeting or falls vacant between meetings, the Executive shall as soon as reasonably practical make a temporary appointment valid to the end of the next Council Meeting.
- 6.11 Where an elected position is vacant at a Council Meeting or has been filled with a temporary appointment, Representative Members shall elect a replacement person ~~to serve the remainder of that position's term of office.~~ whose term or terms of office shall be subject to the provisions of Rule 7.3.

Clarification on abstentions Report Recommendation E4.

The use of Zoom for the Council's meetings in 2020 and 2021 led to some uncertainty over the handling of abstentions as the 'Zoom' software show the number of people abstaining in each vote alongside those voting for and against, creating the impression that those abstaining have "voted to abstain".

As neither the Rules nor Standing Orders speak on the subject of online meetings, the treatment of abstentions is now formalised so that it is clear to all those attending.

PLEASE REFER TO REPORT ITEM E4

This change, along with changes to Rules 7.2b, 7.3, 7.5, 7.6 and 7.10 below implements Report Recommendation E5 to make better provision for the early retirement of Council Trustees. Full details can be found against Rule 7.2b below.

PLEASE REFER TO REPORT ITEM E5

Use of Technology

- 6.12 The Council may hold a General Meeting using any technology such as video, teleconferencing and electronic voting subject to the following conditions:-
- a) that the technology gives Council Members as a whole a reasonable opportunity to participate, including to hear and be heard by other Council Members and to vote where entitled;
 - b) that a Council Member using the technology remotely is taken to be present in person at the meeting;
 - c) that the use of such technology is otherwise in accordance with the Standing Orders.
- 6.13 Nothing in Rule 6.12 or in the Standing Orders prevents the use of technology which does not comply with the requirements of Rule 6.12 for the live streaming or recording of the whole or part of a Council Meeting.

7 THE EXECUTIVE

Purpose of the Executive

- 7.1 The Executive shall be the trustees of the Council and shall manage and administer the Council's property and affairs in pursuit of the Council's objects and in accordance with:
- a) its Rules, Standing Orders and Policies; and
 - b) their statutory obligations, including but not limited to those under the Charities Act.

The Elected Trustees

- 7.2 The Executive shall comprise the following members, elected at a Council Meeting:
- a) four Executive Officers, elected individually:
 - (1) a President;
 - (2) a Deputy President;
 - (3) a Secretary;
 - (4) a Treasurer; and

Clarification on online meetings Report Recommendation E4

Whilst the Rules anticipate that Executive meetings will be held online, they do not explicitly provide for Council Meetings to be held in this way, although they do not prohibit it.

This amendment formalises arrangements so that they are clear to all those attending and can be built upon through Standing Orders as required in future years.

PLEASE REFER TO REPORT ITEM E4

- b) four Ordinary Trustees, with ~~those positions~~ any vacancies to be filled ~~by any~~ at a Council Meeting, and if more than one vacancy, by being elected together.

- 7.3 Unless otherwise approved in a particular case by Resolution at a Council Meeting, ~~and subject to Rule 7.6,~~ each elected Trustee shall retire at the end of the third Annual Council Meeting after their election but shall be eligible for re-election at that meeting for one further term expiring at the end of the third Annual Council Meeting thereafter.

The Appointed Trustees

- 7.4 The Executive may include up to two additional non-elected persons who may be appointed at any time by the Executive where this is (in its judgement) necessary to secure an appropriate balance of skills.
- 7.5 Each appointment made under Rule 7.4 ~~may be terminated at any time by the Executive, but its term shall otherwise~~ shall end:
- a) unless terminated earlier by the Executive, at the end of the next Annual Council Meeting after the appointment; or
- b) if approved at that Council Meeting, at the end of the third Annual Council Meeting thereafter or at such earlier time as the Executive or the Council may by Resolution agree.

Length of Service

- 7.6 Unless otherwise approved in a particular case by Resolution at a Council Meeting:
- a) any serving Trustee shall be required to retire at the end of the sixth Annual Council Meeting

Provision for early retirement of Council Trustees Report Recommendation E5

The intended purpose of the Rules is **both** to stagger Trustee appointments, so that no situation occurs where all Trustees retire at the same time **and** to implement a maximum service of 6 years (which can be waived by agreement of Council Members) to ensure that the board of Trustees is regularly refreshed and remains accountable. To support these objectives, Trustees are elected for terms of 3 years, renewable once.

However the Rules do explicitly address the scenario where a trustee retires early and a new trustee is appointed in mid-term, as occurred in 2019 with the appointment of Simon Linford as President to take over the final year of his predecessor's term.

The amendments to Rules 6.11, 7.2b), 7.3, 7.5, 7.6 and 7.10 together implement the Technical Report recommendation that early retirement of a Trustee should be provided for explicitly so that the Rules always provide a clear procedure to be followed. The recommendation involves the following enhancements:

- making it explicit that a temporary appointment made until the next Council Meeting will not count towards the six-year maximum term
- removing the provisions requiring a replacement elected Trustee to fill the remaining term of their predecessor, so that in future they will commence

- after joining the Executive and is not eligible to re-join the Executive before the Annual Council Meeting next after such retirement;
- b) a serving Trustee who leaves the Executive at any time earlier than that referred to in Rule 7.6a) shall not be eligible to re-join the Executive:
- (1) before the Annual Council Meeting next after their leaving date, where their leaving date coincides with the date of an Annual Council Meeting; or
- (2) within 12 calendar months of their leaving date, in all other circumstances.
- c) for the purposes of this Rule a person who is appointed to a temporary appointment under Rule 6.10, unless that person is already a member of the Executive, shall not be taken to have joined the Executive during the period of that temporary appointment.

Eligibility for office

~~7.6~~7.7 No Trustee may simultaneously serve as either a Workgroup Leader or Steward.

~~7.7~~7.8 Only persons over 18 years of age at the date of their election or appointment may become Trustees.

~~7.8~~7.9 No person may serve simultaneously in more than one Executive position.

Disqualification and removal of Trustees

~~7.9~~7.10 A person shall cease to be a Trustee and shall be deemed to have resigned if they:

- are disqualified from acting as a trustee by virtue of the Charities Act;
- resign as a Trustee in accordance with Rule 7.~~10~~11; or
- are absent from all Executive Meetings held within a period of nine consecutive months and the Executive resolves that their office is to be vacated.

~~7.10~~7.11 A Trustee may resign by notice to the Council, but only if two or more Trustees will remain in office after the notice of resignation is to take effect.

~~7.11~~7.12 A Trustee shall cease to hold office immediately if a Motion requiring them to resign is agreed by no

- their 3-year term on being elected
- moving the paragraphs dealing with the six-year limit from the Standing Orders to the Rules as this is a fundamental condition of appointment
- retaining the power of a General Meeting to make exceptions in a particular cases; and.
- removing the assumption in Rule 7.2b) that there will always be more than one Ordinary Trustee to elect at a Council Meeting, whilst still providing that where more than one vacancy occurs the Trustees shall be elected together.

PLEASE REFER TO REPORT ITEM E5

less than two-thirds of those Representative Members present and voting at a Council Meeting.

Powers of the Executive

~~7.12~~7.13 The property, funds and assets of the Council shall be vested in the Executive, who shall in furtherance of the Council's objects (but not for any other purpose) have the power do all lawful things that are not in conflict with the Council's Rules, Standing Orders and Decisions.

~~7.13~~7.14 The Executive shall only exercise the following powers with the specific approval of Representative Members in the form of a Motion agreed at a Council Meeting:

- a) to buy, sell, lease, let or otherwise acquire or dispose of any landed property;
- b) to borrow money;
- c) to change the Annual Subscription;
- d) to create, acquire, merge with or dispose of any trading subsidiary or other legal entity;
- e) to dispose of or mortgage any Significant Asset;
- f) to make any decision which reduces or places at risk the Council's total assets by more than 30% of their value as reported to the most recent Annual Council Meeting; or
- g) to create a new class of Council Member under Rule 5.1c).

Executive Meetings

~~7.14~~7.15 The Executive may conduct its proceedings as it thinks fit, subject to the requirements of the Rules and Standing Orders.

Executive Committees

~~7.15~~7.16 The Executive may delegate some of its powers to named Trustees or committees of two or more Trustees except where the Rules forbid it. Such delegation must be made through an Executive Decision which states:

- a) the powers and (where relevant) budgets which are delegated;
- b) the requirements to report to the Executive; and
- c) whether such powers are to be exercised exclusively by the Trustee or committee to which they have been delegated.

~~7.16~~7.17 No decisions that the Rules or Standing Orders require to be made at an Executive Meeting may be delegated but their implementation may be.

Insurance

~~7.17~~7.18 The Executive shall keep the Council’s assets safe and in repair (to the extent that it is reasonable to do so), insuring them at all times to their full value against fire, theft and other commonly insurable risks.

~~7.18~~7.19 The Executive shall insure at all times in respect of public liability (and to the extent that it has a legal duty as employer, employer’s liability).

~~Length of Service~~

~~7.19~~ ~~The maximum length of service for Trustees shall be subject to such limits as may be stated in the Standing Orders.~~

This change, along with those to Rules 6,10, 7.2b, 7.3, 7.5 and 7.6 above implements Report Recommendation E5, which makes better provision for the early retirement of Council Trustees. Full details can be found against Rule 7.2b above.

PLEASE REFER TO REPORT ITEM E5

8 WORKGROUPS AND STEWARDS

Purpose

8.1 The Executive may, subject to the Rules and Standing Orders, delegate some of its powers to groups of persons (“Workgroups”) or to individuals (“Stewards”), who are not Trustees.

NO CHANGE

Creation, Amendment or Removal

- 8.2 A position of Steward or a Workgroup may be introduced at any time provided :
- a) the Standing Orders have been amended to include its terms of reference; and
 - b) its commencement date has been determined by an Executive Decision.
- 8.3 The content of all terms of reference shall be in accordance with such requirements as may be stated in the Standing Orders.
- 8.4 The Executive may amend any terms of reference by replacing the Standing Order which refers.
- 8.5 The Executive may remove a position of Steward or a Workgroup which is no longer required by withdrawing its terms of reference from the Standing Orders through an Executive Decision which also states:
- a) the date on which its term shall end;
 - b) the rules under which its responsibilities are to be transferred or terminated; and
 - c) the terms on which any assets currently managed are to be transferred or disposed of.

Sponsorship

- 8.6 Each Workgroup shall be accountable to an Executive Sponsor – a named Trustee.
- 8.7 Each Steward shall be accountable either to an Executive Sponsor or to a Workgroup as stated in that Steward's terms of reference.
- 8.8 If an Executive Sponsor is unable or unwilling to perform their duties, resigns or is otherwise removed, the Executive shall promptly appoint a replacement.

Workgroup Management

- 8.9 Each Workgroup shall be led and managed by a Workgroup Leader accountable to its Executive Sponsor. Workgroup leaders shall be appointed by, and may be removed by the Executive .

- 8.10 Each Workgroup Leader may (with the prior approval of their Executive Sponsor) appoint and remove Workgroup Members:
- a) to whom they may delegate some or all of their powers; and
 - b) who shall be accountable to the Workgroup Leader.

Powers

- 8.11 Any decisions on matters which either the Rules or Standing Orders have reserved for deliberation at an Executive Meeting may not be delegated to a Workgroup or Steward, but their implementation may be delegated.

Delegation

- 8.12 Each Workgroup and Steward may at any time delegate some or all of their powers to named sub-groups, committees or individuals, provided that such delegation must be approved by an Executive Decision which states:
- a) the powers and (where relevant) budgets which are delegated; and
 - b) whether such powers are to be exercised exclusively by the sub-group, committee or individual to whom they have been delegated.

Steward Appointments

- 8.13 Each Steward shall be either :
- a) appointed and removed by the Executive; or
 - b) elected for a fixed term by Representative Members at a Council Meeting;
- as stated in that Steward's terms of reference.

Length of Service

- 8.14 The maximum length of service for Workgroup Leaders, Workgroup Members and Stewards shall be subject to such limits as may be stated in the Standing Orders.

- 8.15 At the expiration of their term of office Stewards shall continue in office until a successor has accepted full responsibility for all of the Council's assets which are under their care.

9 GENERAL PROVISIONS

NO CHANGE

Conflicts of Interest

- 9.1 Office Holders shall ensure that their conduct complies with the Council's requirements regarding Conflicts of Interest as may be stated in its Standing Orders and Policies, and shall always use their best endeavours to ensure:
- a) that their conduct of Council business is performed wholly in furtherance of the Council's objects; and
 - b) that any Conflicts of Interest relating to their work for the Council are promptly and openly declared.

Personal Benefit

- 9.2 Office Holders shall ensure that any personal benefit or compensation they receive in connection with their work for the Council is in accordance with the Standing Orders and Policies, and relates solely to their sacrifice, costs and expenses properly incurred as a consequence of such work.
- 9.3 Unless stated otherwise by the Rules or Standing Orders, no Trustee or any Connected Person may:
- a) buy or receive goods or services from the Council on terms preferential to those applicable to Council Members;
 - b) sell goods, services or any interest in land to the Council;
 - c) be employed by, or receive any remuneration from the Council; or
 - d) receive any financial benefits from the Council other than those specified in Rule 9.2.

Meeting Irregularities

- 9.4 Any decision taken at a Council or Executive Meeting shall be valid despite any defect in giving notice of that meeting or any irregularity in its conduct, unless it can be shown that such a defect or irregularity has materially prejudiced one or more Representative Members in a way which could reasonably be expected to have affected the decision.
- 9.5 If a quorum is not present at the time appointed for a Council Meeting then:
- a) the Executive shall re-convene the meeting, giving Representative Members at least 28 days' notice of the time and place of the re-convened meeting; and
 - b) if no quorum is present at the time appointed for the re-convened meeting those Representative Members present at that time shall constitute the quorum for that meeting.

Disciplinary Matters

- 9.6 Council Members shall ensure that they do nothing which could directly or indirectly frustrate the proper conduct of the Council's business, bring the Council into disrepute or damage its reputation.
- 9.7 In the event that the Executive in its absolute discretion determines that the actions of a Council Member (other than a Representative Member) are in conflict with Rule 9.6, it shall have the power to act in accordance with the Council's Standing Orders and Policies as follows:
- a) to suspend the Council Member until the time of the next Council Meeting, provided that it must promptly consider any representations made by the suspended member and answer their reasonable questions regarding the grounds for suspension and any allegations made against them;
 - b) to extend the suspension for a longer period or to rescind membership entirely provided:
 - (1) the suspended member is first given the opportunity to state their case in writing to Council Members; and
 - (2) such action has been approved in the form of a Council Resolution agreed by no less than two thirds of those Representative Members present and voting.
- 9.8 Any Council Member suspended under Rule 9.7 shall at the Executive's request promptly return any

materials held by them and belonging to the Council into the care of the Executive or their delegate.

Disputes

- 9.9 If a dispute relating to the Council's business arises between those elected, enrolled, affiliated or appointed in accordance with the Rules and such a dispute cannot be resolved by agreement, then the parties shall use all reasonable efforts to ensure that the matter is resolved quickly and reasonably, including:
- a) by submitting it for determination at a Council Meeting; and
 - b) if the matter is still unresolved submitting it promptly for determination by a single arbitrator to be appointed by the president or a vice president of the Chartered Institute of Arbitrators (or such successor body as shall perform a similar function).

Notices

- 9.10 All notices shall be sent and received in accordance such regulations as may be stated in the Standing Orders.

Irregularities in Council Resolutions

- 9.11 No Resolution shall have any force to the extent that (in the Executive's reasonable opinion) it will following implementation be incompatible with:
- a) the Rules and Objects of the Council;
 - b) all relevant legal and regulatory obligations;
 - c) the duties the Executive as charity trustees; or
 - d) the obligations imposed on the Council by virtue of its charitable status.

10 STANDING ORDERS AND POLICIES

Standing Orders

- 10.1 The Executive may create, replace or withdraw one or more Standing Orders:
- a) where a Rule allows for a Standing Order;
 - b) to apply a Rule by regulating matters of detail on which such a Rule is silent; or
 - c) to regulate the business of the Council on matters on which the Rules are silent.
- 10.2 Each Standing Order shall be equally as effective as the Rules, but if there is any conflict between a Rule and a Standing Order, the Rule shall prevail.
- 10.3 Where any conflict exists between two Standing Orders, that with the earliest effective date shall prevail.

Policies

- 10.4 The Executive may create, replace or withdraw one or more Policies relating to principles of action or standards of attainment in respect of :
- a) those conducting the Council's business; or
 - b) the art of ringing, its conduct, or the conduct of ringers or ringing societies.
- 10.5 If there is any conflict between a Policy (on the one hand) and the Rules and Standing Orders (on the other hand), then the Rules and Standing Orders shall always prevail.
- 10.6 Each new Policy shall clearly state the extent to which it is advisory or mandatory.
- 10.7 Where this is any conflict between two Policies, that with the earliest effective date shall prevail.

General Provisions for Standing Orders and Policies

- 10.8 Any power conferred on the Executive by Rules 10.1 and 10.4 may only be exercised by decision at an Executive Meeting provided that :-
- a) notice of such a decision including a full copy of the Standing Order or Policy referred to shall ~~be~~ **have been** given to Representative Members; and
 - b) such notice shall indicate the date from which the decision shall have effect; and
 - c) the decision shall take effect no earlier than three months from the date on which such notice

Minor amendment implementing Report
Recommendation E3

was served; and
d) the decision shall not take effect until such time as it has been approved by Resolution at a Council Meeting if, within two months of such notice, the Secretary, President and Deputy President receive a request (or requests) from 25 or more Representative Members for such a Resolution.

10.9 ~~Rule~~ [Rules 10.8c\) and 10.8d\)](#) shall not apply where the decision ~~which refers~~ [in question](#) has previously been approved by a Council Resolution.

11 AMENDMENT OF THE RULES

11.1 These Rules may be amended only by the passing of a Resolution at a Council Meeting by no less than two thirds of those Representative Members present and voting.

11.2 An amendment agreed in accordance with Rule 11.1 shall take effect at the close of the Council Meeting at which it is agreed, except that no such amendment shall be valid:

- a) that conflicts with the Council's statutory obligations including but not limited to those under the Charities Act;
- b) that would have the effect of making the Council cease to be a charity at law; or
- c) that would undermine or work against the provisions of Rule 12.

11.3 No alteration of these Rules or any Resolution agreed at a Council Meeting shall have retrospective effect to invalidate any prior act of the Executive (or those empowered by the Executive under the Rules).

Clarification - notice required for Standing Orders Report Recommendation E1

Under the principle of "qualified delegation" the Executive has delegated authority to make Standing Orders at any time, but must give 3 months' notice to Council Members, who have the power to 'call in' a proposed Standing Order which they feel should be determined at a Council Meeting.

It was not intended that this 3 months' notice period should apply where a Council Meeting explicitly approves a Standing Order.

The Technical Report recommended that this should be made clear.

PLEASE REFER TO REPORT ITEM E1

12 DISSOLUTION

- 12.1 The Council may be dissolved only following the passing of a Resolution to this effect at a Council Meeting by no less than two thirds of those Representative Members present and voting, in which case the Executive shall remain in office as trustees and be responsible for winding up the affairs of the Council in accordance with this Rule 12.
- 12.2 Representative Members may pass a Resolution before or at the same meeting as the Resolution to dissolve the Council specifying the manner in which the trustees are to apply the remaining property or assets of the Council and the trustees must comply with such a Resolution to the extent that it is consistent with Rule 12.3.
- 12.3 Following a Resolution for the Council to be dissolved:
- a) the trustees shall collect in all the assets of the Council and pay or make provision for all the liabilities of the Council;
 - b) the trustees shall apply any remaining property or money:
 - (1) directly for the Council's objects;
 - (2) by transfer to any charity or charities for purposes the same as or similar to the Council; or
 - (3) in some other manner as the Charity Commission may approve in advance in writing;
 - c) in no circumstances shall the net assets of the Council be paid to or distributed among Council Members (except to a Council Member that is itself a charity);
 - d) the trustees shall make every effort to secure the preservation and continued availability of the Council's Significant Assets insofar as their duties to discharge the Council's debts permit; and
 - e) the trustees shall notify the Charity Commission promptly that the Council has been dissolved.

