

# 2022 Governance Review – Technical Review of Rules and Standing Orders



## Executive and Member Consultation

### REPORT ANNEXURE 1

#### RULES AND STANDING ORDERS

No	Rule or Standing Order	Subject	Comment or Issue Submitted	Technical Recommendation
E1	Rule 10.9	Council Meetings - Standing Orders approved at a Council Meeting	<p>The constitution distinguishes between matters of governance (supervised by Council Members and enforced through the Rules) and management (delegated to the Executive, who can make byelaws or Standing Orders).</p> <p>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.</p> <p>Where a Council Meeting approves a Standing Order, the 3-month notice and ‘call-in’ process are <b>not</b> intended to apply, but this is not reflected in the wording of Rule 10.9, which implies that 3 months’ notice is still required, even if a Standing Order has been approved by a Council resolution.</p>	<p>Amend Rule 10.9 by substituting: <i>Rule 10.8d)</i> with <i>Rules 10.8c) and 10.8d)</i> and delete the expression “<i>which refers</i>” and insert in lieu thereof the expression “<i>in question</i>”.</p> <p>See Note E.1</p>
E2	Standing Order N1.3	Notices - Deemed Service	<p>Standing Order N1.3 follows the Civil Procedure Rules (6.14) in stating that a notice sent to or from the Council is ‘deemed’ as served 48 hours after it was sent (if sent electronically) or 2 days after it was sent (if sent by post).</p> <p>The Civil Procedure Rules are designed for service of court documents and do not take account of the common sense</p>	<p>Amend Standing Order N1.3 by deleting all the words before the colon and by inserting in lieu thereof:</p> <p><i>For the purposes of Standing Order N1.1, in the absence of evidence as to when the communication was received by the addressee,</i></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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E3	S2.2	Registered Small Societies – ‘call-in’ of applications.	<p>approach needed by societies and associations.</p> <p>The current Standing Order could be taken to mean that an email sent to the Secretary 1 day before a deadline date could not be accepted because it is ‘deemed’ received 1 day after the deadline has passed.</p> <p>Approval of applications from Registered Small Societies is delegated to the Executive, but under the 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.</p> <p>However, the process set out in Standing Order S2.2 creates uncertainty as Council Members are required to call in an application <b>before</b> and not after the Executive reach a decision on it.</p> <p>At least one Affiliated Society has considered calling in an application, but was unsure as to whether the Executive would reject it, in which case no action was needed.</p> <p>The existing process was designed as a form of consultation, but the call-in procedure does not lend itself to this.</p>	<p><i>any communication shall be deemed to have been served</i></p> <p><b>See Note E.2.</b></p> <p><b>1.Delete Standing Order S2.2 and renumber Standing Orders S2.3 and S2.4 S2.2 and S2.3 respectively.</b></p> <p><b>2. Delete Rule 4.7 and insert the following Rule in lieu thereof:</b></p> <p><b>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 Register of Small Societies when its application has been approved by decision at an Executive Meeting provided that:</b></p> <p><b>a) the Executive is satisfied that the application meets such requirements as may be stated in the Standing Orders;</b></p> <p><b>b) notice of such a decision including details of the society’s objects, membership and activities shall have been given to Representative</b></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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				<p><i>Members;</i></p> <p><i>c) such notice shall indicate the date from which the decision shall take effect;</i></p> <p><i>d) the decision shall take effect no earlier than two months from the date on which such notice was served; and</i></p> <p><i>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.</i></p> <p>3. Amend Rule 10.8 a) by deleting the words “shall be” and inserting in lieu thereof the words “shall have been”.</p> <p><b>See Note E.3.</b></p>
E4	DS	Council Meetings - Online Meeting Tools	<p>In line with other charities, the Rules and Standing Orders indicate that votes are decided on the basis of a majority of those “present and voting”.</p> <p>Where a two-thirds majority is required, this is again a majority of those ‘present and voting’. Someone who abstains from voting is</p>	<p>1. Amend Rule 6.8 by adding at the end thereof:</p> <p><i>d) a Representative Member who abstains, whether that abstention is recorded or not, shall be regarded as present, but not voting.</i></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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			<p><b>not</b> included in the definition of “present and voting”.</p> <p>For example if 100 people are in the room, 60 vote, 40 abstain and a two-thirds vote is required, then at least 40 people must vote in favour for the motion to be carried.</p> <p>However, the migration of many meetings to online communications tools has led to confusion as tools such as ‘Zoom’ record and show the number of people abstaining in each vote as well as the number voting for and against.</p> <p>This creates the mistaken impression that those who abstain in a vote have actually voted. To address this the Standing Orders should clarify the definition of “present and voting”.</p>	<p>2. Insert new heading and Rules 6.12 and 6.13 as follows:</p> <p><b><i>Use of Technology</i></b></p> <p><b><i>6.12 The Council may hold a General Meeting using any technology such as video, teleconferencing and electronic voting subject to the following conditions:-</i></b></p> <p><b><i>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;</i></b></p> <p><b><i>b) that a Council Member using the technology remotely is taken to be present in person at the meeting;</i></b></p> <p><b><i>c) that the use of such technology is otherwise in accordance with the Standing Orders.</i></b></p> <p><b><i>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.</i></b></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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				<p>3. Insert new heading and Standing Order C9 as follows:</p> <p><b><i>C9 Use of technology</i></b></p> <p><i>C9.1 It is a condition for the use of technology in accordance with the requirements of Rule 6.12 that the chairman of the meeting is satisfied that the technology allows Council Members to participate in the manner described in the Rules and Standing Orders.</i></p> <p><b><i>See Note E4.</i></b></p>
E5	Rule 7.3 Standing Order E2.1 Transition Motion	Trustees - Early Retirement of Trustees and 'mid-term' appointments	<p>To promote accountability, the Rules and Standing Orders have two objectives:</p> <ol style="list-style-type: none"> <li>1) An orderly staggering of Trustee appointments, so that at least 2 Trustees are elected at every Council Meeting and no situation occurs where all Trustees retire at the same time. To achieve this, trustees are elected for fixed 3-year terms by rotation (with either two or three retirements each year).</li> <li>2) A maximum length of service to ensure that the board of trustees is regularly refreshed and remains accountable.</li> </ol> <p>The maximum service for trustees supported by the <a href="#">Charity Commission</a> is nine years, but the current Rules and Standing</p>	<p>See also item E19.</p> <ol style="list-style-type: none"> <li>1. Amend Rule 6.11 by deleting the words “to serve the remainder of that position’s term of office.” and by inserting in lieu thereof the words “<i>whose term or terms of office shall be subject to the provisions of Rule 7.3.</i>”</li> <li>2. Amend Rule 7.3 by               <ol style="list-style-type: none"> <li>(a) inserting after the word “approved” the words “<i>in a particular case</i>”, and</li> <li>(b) inserting after the word “Meeting” (first</li> </ol> </li> </ol>



## Executive and Member Consultation

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			<p>orders specify a lower limit of six years (which may be waived by agreement of Council Members). The <a href="#">Charity Governance Code</a> for larger charities recommends that the performance of each trustee is evaluated every three years.</p> <p>Neither the Charity Commission nor the Charity Governance Code make recommendations regarding staggering of trustee appointments.</p> <p>“Staggering” of trustee terms requires a rigid pattern in which trustee terms are arranged in a fixed sequence to ensure a regular cycle of retirements.</p> <p>This rigid structure is difficult to maintain where a trustee retires early and a new trustee is appointed in mid-term.</p> <p>This occurred in 2019 with the appointment of Simon Linford as President, who took over the final year of his predecessor’s term. Simon was then elected for a full 3-year term in his own right.</p> <p>Were Simon to be elected for a second three-year term, the requirement for ‘staggering’ might conflict with the maximum length of service, which would require that Simon retire after two years of his second term (unless agreed by Council Members). A further potential issue is that under the current staggering arrangements, the terms of the President and Deputy President are co-terminous, each being elected for a three year term at the same Council Meeting. At the end of their first term, they are both eligible for re-election for a second three-year term.</p>	<p>occurring) the words “<i>and subject to Rule 7.6</i>”.</p> <p>3. Delete Rule 7.5 and insert in lieu thereof the following:</p> <p><i>7.5 Each appointment made under Rule 7.4 shall end:</i></p> <p><i>a) unless terminated earlier by the Executive, at the end of the next Annual Council Meeting after the appointment; or</i></p> <p><i>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.</i></p> <p><b><i>Length of Service</i></b></p> <p><i>7.6 Unless otherwise approved in a particular case by Resolution at a Council Meeting:</i></p> <p><i>a) any serving Trustee shall be required to retire at the end of the sixth Annual Council Meeting after joining the Executive and is not eligible to rejoin the Executive before the Annual Council Meeting next after such retirement;</i></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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			<p>Whilst the rules and standing orders do not <b>require</b> that the Deputy President steps up to become President at the end of their first 3-year term, they create an <b>expectation</b> that this will take place. This in turn discourages others from putting themselves forward and gives the impression that appointment of each president is by succession.</p>	<p><i>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:</i></p> <p><i>i) before the Annual Council Meeting next after their leaving date, where their leaving date coincides with the date of an Annual Council Meeting; or</i></p> <p><i>ii) within 12 calendar months of their leaving date, in all other circumstances.</i></p> <p><i>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.</i></p> <p>4. Amend Rule 7.2 b) by deleting all the words after “four Ordinary Trustees,” and by inserting in lieu thereof the words “with any vacancies to be filled at a Council Meeting, and if more than one vacancy, by being elected together.”</p> <p>5. Renumber Rules 7.6 – 7.18 as 7.7 – 7.19 respectively.</p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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E6	Rules 4.2 and 4.3  Standing Order C3	Applications to Affiliate – Notice Period	<p>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.</p> <p>The rules and standing orders do not currently require societies to send their applications to affiliate six weeks before each Council Meeting (when the agenda is issued).</p> <p>Where a society's application is received less than six weeks before a Council Meeting, 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.</p> <p>Nevertheless, this process might not be sufficiently clear and that a more formal cut-off date is required.</p> <p>The Standing Orders should require <b>6 weeks' notice</b> so applications to affiliate can appear on the agenda</p>	<p>6. Delete existing Rule 7.19. 7. Delete Standing Order E2.1 and the Heading.</p> <p><b>See Note E5.</b></p> <p>Amend Rule 4.2 by deleting the following: <i>Applications from bell ringing societies to become Affiliated Societies shall be made to the Secretary accompanied by a certificate signed by at least two of the society's officers confirming that:</i></p> <p>And replacing with the following: <i>An Application from a bell ringing society to become an Affiliated 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:</i></p> <p><b>See Note E6.</b></p>
E7	Standing Orders C3.1,	Council Meetings - Motions – Time Limits	To ensure an orderly conduct of business, Standing Order C3.4 imposes a time limit for consideration of a Motion at a Council Meeting of 30 minutes, unless an extension is agreed by Council	Delete Standing Orders C3.1, C3.3 and 3.4, renumber Standing Order C3.2 as C3 .4 and insert the following:





## Executive and Member Consultation

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	C3.3 and C3.4		<p>Members present.</p> <p>During this time Standing Order C3.1 provides that the Motion's proposer or their delegate may at their discretion address the meeting, invite and respond to questions, amend their Motion or withdraw it entirely.</p> <p>The phrase "or their delegate" might not be sufficiently clear and does not explicitly give time to the seconder of a motion.</p> <p>My concern is mainly about the time for consideration: we want efficient use of the meeting time and if time for debate is restricted to 30 minutes then that's not enough to allow a full introduction plus debate, questions, comments, amendments etc. I would prefer to allow more space on the agenda so that any introductory remarks can be kept very brief.</p> <p>More space on the agenda fits quite well with restricting speaking time for proposer, seconder and other speakers.</p> <p>"Movers of resolutions and amendments, <b>five minutes</b>; seconders and other speakers, <b>three minutes</b>; unless otherwise agreed. Movers shall be entitled to three minutes at the end of discussion." (Essex Assn SO)</p>	<p><i>C3.1 If a Motion is called on and the proposer is absent or unwilling to act as proposer the Meeting may give leave for another Member of the Council to propose the Motion.</i></p> <p><i>C3.2 For each Motion duly submitted to a Council Meeting:</i></p> <ul style="list-style-type: none"> <li><i>a) the proposer and seconder may address the meeting in connection with the Motion;</i></li> <li><i>b) the chairman may invite questions of the proposer to be responded to by the proposer or by the proposer's nominee;</i></li> <li><i>c) when the chairman declares the time for questions closed the proposer may seek leave of the meeting to amend or withdraw the Motion;</i></li> <li><i>d) if the Motion is not withdrawn debate on the Motion may proceed; and</i></li> <li><i>e) at any time before or during the debate the chairman may impose a limitation on the time for which speakers may speak, which shall apply unless extended in a particular case by agreement of those Representative Members present and voting.</i></li> </ul>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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				<p><i>C3.3 If, at any time during the debate on a motion a Council Member asks: "In the opinion of the chairman should the question now be put?" and if, in the opinion of the chairman the question has been sufficiently debated, then:</i></p> <p><i>a) a Council Member may move that "The question now be put.", which motion shall be put to the Meeting without further debate; and</i></p> <p><i>b) provided that such a motion is agreed by a majority of Representative Members present and voting, no further debate shall take place on the substantive motion, which shall be put to the vote.</i></p> <p><b>See Note E7.</b></p>
E8	C3.1	Council Meetings - Motions – Amendment made by a Proposer	<p>The current rules enable the proposer of a motion to present an amended form of their own motion at a Council Meeting. Typically this might occur where the proposer has received feedback since their motion was published (4 weeks before the meeting date) which indicates that an improvement or change might result in their motion receiving greater support. This occurred at the 2020 Council Meeting when an amended motion was presented by a proposer for consideration.</p> <p>However, this creates the risk that Council Members will not be given the opportunity to understand the motion which appears on</p>	<p><b>See Note E7 and proposed Standing Order C3.2 above.</b></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

No	Rule or Standing Order	Subject	Comment or Issue Submitted	Technical Recommendation
			<p>the Council's order paper. Any amendment made by a proposer is NOT the motion which Council Members will have expected to discuss. It could result in a significant change being made to a motion by its proposer, leading to something which wasn't recognizably on the agenda. Premature discussion of amendments deprives Council Members of the opportunity to understand a motion in its entirety.</p> <p>It's standard practice that once an amendment is put you stop debating the original motion and debate the amendment. Likewise if an amendment to amendment is put, this should be debated ahead of the amendment itself.</p> <p>Thus, Standing Order C3.1 should state that a proposer should only be permitted to amend their motion "after consideration of the original motion" (or similar wording).</p>	
E9	.C7.2`	Council Meetings - Nomination Statements	<p>For a nomination, I think the emphasis should be on a "single" statement. It's messy when you get stuff from proposer and seconder and have to word count to make sure the total fits within the limit - and then possibly go back and ask where cuts can be made! My preference would be for the statement to be by the candidate - after all, they have to supply the information in the first place.</p> <p>Amend C7.2 to "a supporting statement by the candidate".</p>	<p>Delete Standing Order C7.2c) and insert in lieu thereof the following;  <i>c) a biographical statement not exceeding 200 words.</i></p> <p><b>See Note E9.</b></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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E10	C2.1	Council Meetings - Supporting statement for motions	Can someone explain why 200 words is the limit here for the supporting statement? It was fine for the 2021 motions but not useful for 2020 and, if we're serious about trying to have shorter meetings, it's better to allow longer lengths here and shorter speeches at the meeting. [I would expect to include long explanations on affiliation fees and/or number of CC reps with the meeting papers. I don't think that any explanatory text should be within the motion itself; the motion should confine itself strictly to its text.	<p>Amend Standing Order C2.1 by deleting the words “a supporting statement of up to 200 words” and by inserting in lieu thereof the words “a brief explanatory statement”.</p> <p><b>See Note E10.</b></p>
E11	M2	Fellows - Resignation	Introduce a provision to allow for resignation by the Fellow; at present this can only be by an Executive decision	<p>Insert after Standing Order M2.5 the following new Standing Order:</p> <p><i>M2.6 A Fellow may resign from their appointment by notice in writing to the Secretary.</i></p> <p><b>See Note E11.</b></p>
E12	Standing Order M2	Fellows – Resignation	At present Fellows are elected by Council Members and their Fellowship may be rescinded by the Executive (for example where there is a risk of reputational damage to the Council), but there is no method by which a Fellow themselves can choose to retire or resign.	<p><b>See E11 above.</b></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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E13	Standing Order M2	Fellows – Restriction to Council service	<p>The Standing Orders enable the election of “Fellows” (formerly “Life Members”) to recognise “those who have given distinguished service to the ringing community, which the Council wishes to recognise.”</p> <p>Fellows are elected for life by Resolution agreed at a Council Meeting and pay no membership subscription.</p> <p>As the Council is the central body for ringing, the current definition enables Council Members to elect those who have made a life-long contribution to ringing, <b>within or outside</b> the Central Council.</p> <p>However, this flexibility has created its own challenge as there are many who have made significant contributions to the wider ringing community over the years, so recognizing some but not others might seem to be inappropriate.</p> <p>Perhaps as a result, Council Members have chosen not to elect any Fellows since 2018.</p> <p>Currently Fellows are elected by simple majority, but this creates the risk that a Fellow’s election might be opposed by a substantial minority, causing embarrassment to both the Council and the individual concerned.</p>	<p>Delete Standing Order M2.2 and insert in lieu thereof the following:</p> <p><i>M2.2 Each Fellow shall be appointed by Resolution agreed at a Council Meeting provided that:</i></p> <p><i>a) any such appointment shall have been recommended by a unanimous resolution of the Executive; and</i></p> <p><i>b) the first Fellows shall be those life members of the Council at the beginning of the meeting at which the Rules were adopted.</i></p> <p><i>M2.3 Any Member of the Council may inform the Executive of the name of a person to be considered for appointment as a Fellow.</i></p> <p>Renumber Standing Orders M2.3 – M2.5 as M2.4 – M2.6 respectively.</p> <p><b>See Note E13</b></p>
E14	Rule 6.1	Independent	Independent Examiners are referred to in both the Rules and	See also item E21 below.

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

No	Rule or Standing Order	Subject	Comment or Issue Submitted	Technical Recommendation
	Standing Order F4	Examiners – Both rules and standing orders?	<p>Standing Orders:</p> <ul style="list-style-type: none"> <li>Rule 6.1 states that each annual Council Meeting should receive and consider the report of the Independent Examiner(s) on the accounts and should elect one or two Independent Examiners for the forthcoming year.</li> <li>Standing Order F4 gives more details about the qualifications and powers of the Independent Examiners, stating that they should not also be trustees or officers, that they have the power to obtain support from an accountant and that if they retire early the Executive has the power to make a temporary appointment.</li> </ul> <p>This division of provisions between the Rules and SOs creates unnecessary repetition. Move all provisions regarding Independent Examiners to the Rules</p>	<p>Delete Standing Order F4.1 and insert in lieu thereof the following:</p> <p><i>F4.1 An Independent Examiner need not be a Representative Member and shall hold office until the end of the next Annual Council Meeting following their election.</i></p> <p><b>See Note E14.</b></p>
E15	All	Overall length	<p>The Rules should be no more than 12 A5 pages in total.</p> <p>No more than 12 A5 pages in total, excluding definitions and table of contents!</p>	No Comment.
E16	5.8	Registered Small Societies - Triennial Elections	<p>The Rules and Standing orders currently permit both Affiliated and Small Societies to change the name of their Council representative(s) at any time in accordance with their own preferences and constitution.</p> <p>This replaces the system of fixed three-year terms for Council</p>	<p>Amend Rule 5.8 by adding at the end thereof:</p> <p><i>c) unless otherwise stated in that society's constitution, the election of a Small Society Representative by a Small Society shall take place annually.</i></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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			<p>representatives.</p> <p>The constitutions of some affiliated societies state that their Central Council representatives should be elected “in accordance with the rules of the Central Council” and to avoid circular logic, the Council’s rules indicate that where an Affiliated Society’s rules do not state the term of their Central Council representatives, it should be for three years.</p> <p>Frequency of (re)-election. Insert clause to parallel 5.6 c) – “unless otherwise stated in that society’s constitution, the election of Representative Members by Affiliated Societies shall take place <b>triennially</b>.”</p>	<p><i>See Note E16.</i></p>
E17	5.2	Registered Small Societies – Voting Rights	Remove voting rights for small society representatives – there is a large risk of alienating reps from larger societies if the number of reps is reduced	No action proposed because representatives of Small Societies do not have any voting rights: Rule 5.2.
E18	Rule 5.4 b) Rule 5.5	Society Membership - Notification of Society Membership Numbers	<p>Under Rule 5.4b) each Affiliated Society must <b>both</b> pay its annual subscription and notify its membership count no later than six weeks before a Council Meeting.</p> <p>This was intended to give the Secretary sufficient time to prepare before each Council Meeting, because both the society’s annual subscription and its representation at Council Meetings are determined by its membership count.</p>	<p>Amend Rule 5.4 by deleting the colon and all the words that follow and by inserting in lieu thereof the following:</p> <p><i>its Annual Subscription for the year in which the Council Meeting takes place and its Society Membership have been received by the Treasurer.</i></p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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			<p>This requirement created difficulties in 2021 where a number of societies paid their Annual Subscription (based on their previous year's membership count) but did not notify the Secretary of their current membership count in sufficient time before the Council Meeting. As a result their representatives were technically not entitled to take part in the meeting.</p> <p>The fact that the membership count is notified to the Secretary, but the Annual Subscription (which is based on the Membership Count) is received by the Treasurer also creates complexity.</p> <p>Solution - Dispense with the requirement that societies should notify their membership count to the Secretary in order to send representatives to a Council Meeting.</p> <p>This would involve removing Rule 5.4b)</p>	<i>See Note E18.</i>
E19	Rule 7.4 Rule 7.5  Standing Order E2.1	Trustees - Appointed Trustees	<p>Under Rule 7.4, the Executive may include up to two non-elected "Appointed Trustees" where this is necessary to secure an appropriate balance of skills.</p> <p>Each Appointed Trustee may be appointed for up to 3 years, at which point they must be re-appointed. The Executive may also terminate an Appointed Trustee's appointment at any time.</p> <p>The current rules do not prevent a person who has previously served as an Elected Trustee from being appointed as an Appointed Trustee.</p>	<i>See item E5</i>





## Executive and Member Consultation

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E20	5.2	Voting by Trustees	<p>Standing Order E2.1 imposes a maximum period of service of six years for all Trustees (whether Elected or Appointed). At the end of six years a trustee may not be elected or appointed again until one full year has elapsed.</p> <p>However, in the case of an appointed Trustee the Executive could circumvent this control by terminating a Trustee's appointment, and then re-appointing them after a few days, so that their service re-commences.</p> <p>A person who has already served as a trustee should not be eligible for immediate co-option</p> <p>At Council Meetings, only representatives of Affiliated Societies may vote.</p> <p>This provision was introduced to ensure accountability of the Council to its constituent member societies. It replaced a previous system where various other members, including Life Members, "Additional Members" and Ex Officio Members could all vote, diluting the influence of the Affiliated Societies.</p> <p>Ex officio members, who include Trustees, Stewards or Workgroup Leaders who are not already society representatives, may all speak and move motions at Council Meetings, but they may not nominate someone for office or vote. These powers are reserved for society representatives.</p> <p>However, this system means that, trustees, whilst being elected,</p>	<p>This is really a matter of policy and I think beyond my remit.</p>

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

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M01	C3.3	Council Meetings - Time Limits	<p>can vote at trustee meetings, but are not able to vote at Council Meetings.</p> <p>It is therefore desirable that the current restriction is lifted, allowing all Trustees to vote and have the same powers as Society Representatives.</p> <p>Solution</p> <p>Permit Trustees to vote at Council Meetings, even if they do not represent an affiliated society.</p> <p>"C3.3 The time for consideration of a Motion at a Council Meeting shall not exceed 30 minutes (at which time the Motion if undecided shall be put to the vote) or such longer time as may be agreed by a majority of those Representative Members present and voting"</p> <p>This SO has in my time (Zoom Council meeting 2020) been used just once, on the one occasion during those two meetings that there was a motion on which there was any debate.</p> <p>On that occasion the Executive proposer was invited to explain the proposal, and there were then questions and clarifications; the declared intention was for there then to be a debate when these questions had been answered. While the questions were continuing - and inevitably the proposer had the floor most of that time - there was no defined end-of-questions to allow for the start-of-debate. It was then deemed that all of these proceedings were</p>	See Item E7 above.



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			<p>within the 30 minute guillotine required by SO, C3.3 and Council was required to move to a vote even while at least one Past President and others wished to make a contribution.</p> <p>This procedure gives the Executive an unnecessary imbalance of power over the Council as a whole.</p> <p>The SO ought to be reworded as a requirement on the Chair to ensure that each debate is completed with best use of the Council's time, in parallel with ensuring that all viewpoints are properly represented. As ever, it's never wrong to follow HoC procedure, where the Speaker has the chance to require *prior* notice of an intention to contribute to a debate, and may impose a guillotine on *each contribution* within the overall time available.</p> <p>As to "such longer time as may be agreed by a majority of those Representative Members present and voting", there is nothing in the SO to define how such procedural motions are presented or decided-upon, so the ability of ordinary Council Members to put their (maybe minority) view is also constrained by the willingness of the chair to hear them. ...</p> <p>and with my improved procedure ... above, it is for the Chair to determine the likely level of interest / opposition to the proposals, structure a worthwhile debate accordingly, propose a longer guillotine if that is needed, and secure a fully-informed decision of the Council, rather than one which is unduly influenced by an arbitrary order-of-speakers.</p>	

## 2022 Governance Review – Technical Review of Rules and Standing Orders



### Executive and Member Consultation

No	Rule or Standing Order	Subject	Comment or Issue Submitted	Technical Recommendation
E21	Standing Order F4.1	Independent Examiners – Council Membership	<p>The Council's rules prior to 2018 specified that the Council's Independent Examiners should also be Council Members and this requirement was copied across to the current Standing Order F4.1.</p> <p>However, this restriction continues to make it difficult to find volunteers willing to act as Independent Examiner. As a result, the 2021 Council Meeting agreed that only one Independent Examiner was required, rather than two..</p> <p>The Charity Commission does not require independent examiners to be members of the association or charity whose accounts they examine. Instead, Charity Commission Guidance CC31 (Independent Examination of Charity Accounts) states that an examiner should be "an independent person who is reasonably believed by the charity trustees to have the requisite ability and practical experience to carry out a competent examination of the accounts". Once a charity's gross income exceeds £250,000, the examiner must be a member of one of the professional accounting bodies.</p> <p>In the circumstances, it would be sensible to remove the requirement that an independent examiner must also be a Council Member.</p>	See Item E14 above.