



THE CENTRAL COUNCIL OF CHURCH

BELL RINGERS

UK Registered Charity No. 270036

Central Council of Church Bell Ringers

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

**EDITION 2 – REVISED DRAFT FOLLOWING CONSULTATION
9th DECEMBER 2017**

STANDARD FORMAT – WITH COMMENTARY

SUMMARY OF CHANGES

1. Interpretations and Definitions

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

2. Adoption

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

3.1 Title

- This is taken directly from the existing rules

3.2 Object of the Council

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

4. Affiliated Societies

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

5. Membership of the Council

- There is no change to society representation or the definition of Representative Members.
- Without affecting society representation, this section also allows for the addition of various classes of individual member in future, as envisaged by CRAG Proposal E

6. Council Meetings

- This section implements CRAG proposals B and D in defining the role of the Council Members.
- It also consolidates the provisions of the existing rules with current practice so as to clearly state the procedures for meetings.

7. The Executive

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

8. Workgroups and Officers

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

9. General provisions

- Much of this is required to meet Charity Commission guidance on good governance.

10. Standing Orders and Policies

- Implements CRAG Proposal B and F

11. Amendment of the Rules

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

12. Dissolution

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

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

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1 INTERPRETATIONS AND DEFINITIONS

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

<i>Affiliated Society</i>	A Society affiliated to the Council in accordance with Rule 4.
<i>Annual Council Meeting</i>	Any meeting held under Rule 6.1.
<i>Annual Subscription</i>	The subscription under Rule 4.7.
<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 Meeting</i>	A meeting of the Council's members convened in accordance with the Council's Rules.
<i>Decision</i>	A Policy or Standard 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.
<i>Executive Meeting</i>	A meeting held in accordance with Rules Error! Reference source not found. and 7.11.
<i>Executive Member</i>	A member of the Executive elected or appointed under the Rules.
<i>Executive Officer</i>	An Executive Member who holds one of the positions of President, Deputy President, Secretary and Treasurer.
<i>Executive Sponsor</i>	An Executive Member who is made responsible for supervising the activities of a Steward or Workgroup in

	accordance with the Rules.
<i>Independent Examiner</i>	A person elected or appointed to examine and report upon the Council's annual accounts in accordance with the Council's statutory obligations, including but not limited to those of the Charities Act.
<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 in accordance with Rule Error! Reference source not found. , 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 Rule 6.22 that an eligible person should be considered for election at a Council Meeting in accordance with the Rules.
<i>Office Holder</i>	A person holding office as an Executive Member, Workgroup Leader, Workgroup Member or Steward under these Rules.
<i>Ordinary Executive Member</i>	One of four Executive Members who are not Executive Officers, 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 10.3.
<i>President</i>	The holder of the office of President elected under Rule 7.2.
<i>Representative Member</i>	A voting member representing an Affiliated Society in accordance with these Rules.
<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>Society</i>	Any society, association or guild of bell ringers.
<i>Society Contact</i>	The contact of an Affiliated Society , whose details have been notified by that Society to the Secretary, and to whom notices to the Society in connection with the Council's business shall be sent.
<i>Society Membership</i>	The number of members of a Society calculated in accordance with Rule 4.2.
<i>Special Council Meeting</i>	A Council Meeting called under Rule Error! Reference source not found.
<i>Standard</i>	A form of Policy defining or adjudicating on a level of quality or attainment, issued in accordance with Rule 10.3.

<i>Standing Order</i>	A procedure establishing terms of reference and other regulations governing the business of the Council introduced in accordance with the Rules.
<i>Steward</i>	The holder of an office of Steward as stated in Standing Orders in accordance with Rule 8.
<i>Terms of Reference</i>	A set of terms defining the scope of responsibilities of a Workgroup or Steward in accordance with these Rules.
<i>Treasurer</i>	The holder of the office of Treasurer elected under Rule 7.2.
<i>Workgroup</i>	Any group of persons given powers under Rule 8.
<i>Workgroup Leader</i>	Any person appointed under Rule 8.8.
<i>Workgroup Member</i>	Any person appointed under Rule 8.9.

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

2 ADOPTION

2.1 These Rules were adopted at the Council's 121st annual meeting held on 27th/28th May 2018.

2.2 The Council and its property shall be administered and managed in accordance with these Rules, except that:

- a) the Council's first Policies shall be its existing decisions as may be specified in those motions agreed at the same meeting at which these Rules were adopted; and
- b) the following shall be as defined in those same motions:
 - (1) the first Office Holders, the dates on which they are deemed first elected and their terms of office; and
 - (2) the first Standing Orders.

3 TITLE AND OBJECTS

Title

3.1 The Council shall be known as '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

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

NO CHANGE

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

Historical and Archive

IMPLEMENTS CRAG RECOMMENDATION A.

The new objects incorporate the mission and vision statements consulted on by CRAG, with minor modifications to convert them to the form required of charitable objects. They are grouped by subject area for simplicity.

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

4 AFFILIATION TO THE COUNCIL

Society Membership

- 4.1 In considering the affiliation of a Society and its representation, the Council shall take into account its Society Membership.
- 4.2 Society Membership shall be calculated as the number of members of a Society who in the preceding calendar year (or in that Society's equivalent membership year) :
 - a) paid a membership subscription to that Society; or
 - b) received one or more member notices sent by or on behalf of that Society; or
 - c) attended at least one event (including meetings, practices, peal attempts, dinners and other gatherings of members) organised by that Society; or
 - d) met such other criteria as the Standing Orders may state.

Affiliated Societies

- 4.3 The following Societies shall be affiliated to the Council:
 - a) any Society whose application for affiliation has been approved under Rules 4.4 and 4.5; and
 - b) Societies affiliated to the Council at the date on which these Rules were adopted.

This definition brings together the key requirements for affiliation which are set out in the Council's existing rules.

NO CHANGE, EXCEPT :-

- The current requirement that a Society must have been in existence for at least 5 years is retired in the interests of simplicity - the requirement for a Society to have at least 75 members provides evidence of sufficient strength. .

NO CHANGE

- 4.4 Applications from 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:
- a) its Society Membership is not less than 75 (25 in the case of Societies operating wholly outside the British Isles);
 - b) it's 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.

4.5 A Society making an application under Rule 4.4 shall become an Affiliated Society when its application has been approved at both an Executive Meeting and a Council Meeting.

- 4.6 A Society shall cease to be an Affiliated Society if:
- a) its Society Membership falls below 50 (25 in the case of Societies operating wholly outside the British Isles); or
 - b) its Annual Subscription under Rule 4.7 is more than 12 months in arrears; or
 - c) a Motion for disaffiliation is agreed by no less than two-thirds of Representative Members present and voting at a Council Meeting; or
 - d) notice of disaffiliation is given to the Secretary by at least two of the Society's officers.

Annual Subscription

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

NO CHANGE, EXCEPT :-

- The current requirement that a Society must actively promote the ringing of bells for Christian worship is broadened to cover any society of bellringers who support the Central Council's objects.

Currently applications are reviewed by the Administrative Committee, who make recommendations for approval at the annual Council meeting. The Executive will in future take over this function, but applications will still require the approval of a Council Meeting.

NO CHANGE

NO CHANGE. Under Rule 7.9, the Executive must obtain the agreement of a Council Meeting to amend the Annual Subscription.

5 MEMBERSHIP OF THE COUNCIL

Membership Types

- 5.1 The Council shall consist of the following members:
- a) Representative Members;
 - b) where the Council's Standing Orders provide for one or more classes of individual membership, Individual Members enrolled or appointed in accordance with the Standing Orders; and
 - c) the Council's Executive Members, Stewards and Workgroup Leaders
- 5.2 At Council Meetings, all members shall be entitled to speak, 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.

Appointment of 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:
- a) its Annual Subscription for the year in which the Council Meeting takes place has been received by the Treasurer;
 - b) its Society Membership has been notified to the Secretary; and
 - c) the names and contact details of that Society's Representative Members have been registered with the Secretary in accordance with Rule 5.6.

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

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

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

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

Societies may change the names of their representatives at any time – in the interests of simplicity they only need to advise the Council at such time as their representatives

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; and
- 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.

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

change.

NO CHANGE – the calculation rules for society entitlement have been copied across from the Council’s existing rules.

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

This power will only be required in exceptional circumstances, but reduces the risk that a society by custom continues to send too few or too many representatives to Council meetings over a number of years.

6 COUNCIL MEETINGS

Annual Council Meetings

- 6.1 An Annual Council Meeting shall be held once each calendar year for the purpose of conducting the following business:
- a) where required by the Rules and Standing Orders to appoint one or more Executive Members and Stewards of the Council;
 - b) to consider, discuss and if thought fit approve :
 - (1) the Executive's annual report;
 - (2) the annual report from each Workgroup;
 - (3) the statement of accounts of the Council for the year ended 31st December previous, together with the report of the Independent Examiners thereon;
 - (4) the Executive's forward plan and budget for the next year;
 - c) to appoint two Independent Examiners;
 - d) to deal with such other business as may be determined 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

- 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;

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

In line with CRAG's proposals Annual Meetings will in future consider the Executive's forward plan and budget for the forthcoming year.

This rule sets out the fundamental purposes of each Annual meeting, but other 'standing' agenda items may be added through Standing Orders.

This clause clarifies various references in the Council's existing rules to form a clear statement about the terms on which a special Council meeting (or EGM) can be called.

or

- c) to make appointments to vacant positions in accordance with Rule **Error!**
Reference source not found..

- 6.3 The Executive shall always call a Special Council Meeting to take place within ten weeks of a request to this effect made to the Secretary, Deputy President and President by at least two Executive Members or 25 Representative Members.

Notice of Council Meetings

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

Notice of Motions

- 6.6 A Motion may be submitted for consideration at a Council Meetings where :
 - a) provision for such a Motion is made by a Rule or Standing Order; or
 - b) the Motion is to express the views of members relating to the business of the Council.
- 6.7 All notices of Motion for consideration at a Council Meeting (which may be accompanied by a statement of up to 200 words) shall be given to the Secretary (with agreement noted by a proposer and seconder, each being either an

In line with the Charity Commission’s guidance, special meetings are made subject to the same clear rules governing notices and motions which apply to the annual meeting.

Speical meetings will always be empowered to make temporary appointments to any vacant positions.

Under the Council’s existing rules notices merely need to be served by publication in the Ringing World. This was a convenient option at a time when postal communication was the only other feasible alternative.

The availability of electronic communication now makes it easier for the Council to contact individual representatives.

IMPLEMENTS CRAG RECOMMENDATION D.

These paragraphs give greater clarity as to the purposes for which motions may be submitted at Council meetings and the form of documents which are submitted. This in turn brings greater certainty to the conduct of business.

Executive Member or Representative Member) not less than six weeks before such meeting, and such Motions and written statements shall appear on that meeting's agenda paper.

- 6.8 Excluding those Motions whose submission has been approved by the Executive, the number of Motions submitted for consideration at any Council Meeting shall be limited to two per proposer.

Consideration of Motions

- 6.9 In the case of each Motion submitted for consideration at a Council Meeting its proposer or their delegate shall (subject to the time limits stated in Rule 6.11) be allowed such time as they require to address the meeting in connection with their Motion, to respond to questions, to amend any part of their Motion and to withdraw it entirely in response to questions raised.
- 6.10 Notwithstanding Rules 6.6, 6.7 and 6.8 members present at a Council Meeting may discuss other business and may submit and determine other Motions not shown on the agenda paper, (whether procedural or substantive) by agreement of those Representative Members present and voting; provided that in the reasonable opinion of the chairman such business or Motions:
- a) relate to the conduct of that meeting or the business due to be considered; and
 - b) do not change the Rules of the Council.
- 6.11 The time for consideration of a Motion at a Council Meeting shall not exceed 30

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

In the unlikely event that a representative wishes to seek the Council's agreement for a large number of resolutions, they will either consolidate them into one or two motions, or will need the support of other representatives.

These clauses, based on the rules of other equivalent charities, are included to promote good governance. They implement clear regulations to ensure that all motions submitted by society representatives are given appropriate consideration at Council meetings.

In particular they limit the ability of a meeting's chairman to suppress discussion or otherwise frustrate the consideration of legitimate business submitted by society representatives.

minutes (at which time the Motion if undecided shall be put to the vote) unless otherwise agreed by those Representative Members present and voting.

Recording

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

Chairman

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

Quorum

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

Voting

- 6.18 Unless otherwise stated in these Rules or the Standing Orders:
- a) decisions at Council Meetings shall be made by a simple majority of those

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

NO CHANGE

NO CHANGE

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

NO CHANGE

NO CHANGE. The rules governing elections are moved to Rule 6.25.

- 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.

Implementation of Council Resolutions

- 6.19 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 of Executive Members as trustees; or
 - d) the obligations imposed on the Council by virtue of its charitable status.

Adjournment

- 6.20 Any Council Meeting may be adjourned to a later sitting if a Motion for adjournment (stating the date, time and place of the adjourned meeting) is agreed by no less than two thirds of those Representative Members present and voting.
- 6.21 No business shall be conducted at an adjourned Council Meeting unless it could properly have been conducted at such a meeting had the adjournment not taken place.

Nominations

- 6.22 Each appointment made at a Council Meeting shall be on the basis of a Nomination made in accordance with Rules 6.23 and 6.24, except that in the absence of sufficient Nominations the chairman of the meeting shall accept Nominations which are made in person by Representative Members present.
- 6.23 Notices of Nominations shall be given to the Secretary not less than six weeks

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

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

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

before the Council Meeting at which they are to be considered, and shall include:

- a) the names of two Representative Members, being the proposer and seconder respectively of the nomination;
- b) confirmation of the agreement of the person who is proposed, signifying their willingness to be nominated; and
- c) optionally, a brief statement of up to 200 words supporting the nomination.

6.24 All notices received in accordance with Rule 6.23 shall appear on the agenda paper of the Council Meeting at which they are to be considered.

Elections

6.25 Each appointment made at a Council Meeting shall be by election, following the First-Past-The-Post system with each Representative Member present able to vote for as many candidates as there are positions to be elected, except that :

- a) where the number of candidates is equal to or less than the number of positions, those candidates nominated shall be deemed elected;
- b) where more than two candidates stand for a single position, voting shall take place under the Alternate Vote system of the Electoral Reform Society; and
- c) in the event of a tied vote between the highest placed candidates for a position, a candidate shall be selected by the drawing of lots.

6.26 Unless stated otherwise in the Rules or Standing Orders, where an Executive Member or Steward is elected, their term of office shall start at the end of the Council Meeting at which they are elected and shall finish no later than the end of the Council Meeting at which their successor is elected.

Temporary Appointments

6.27 If an elected Office Holder vacates their position between Council Meetings, the

NO CHANGE – most Council elections currently take place under this system.

INCORPORATES CHARITY COMMISSION WORDING

NO CHANGE. The Alternative Vote system is specified in the Council's existing rules.

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

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

NO CHANGE

Executive shall make a temporary appointment valid to the end of the next Council Meeting.

- 6.28 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.

7 THE EXECUTIVE

Purpose of the Executive

- 7.1 The Council and its property shall be managed and administered by the Executive who shall manage the Council's day to day affairs 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.

IMPLEMENTS CRAG RECOMMENDATION B.

The Elected Members

- 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
 - b) four Ordinary Executive Members, with those positions which are eligible for election at a Council Meeting being elected together.

IMPLEMENTS CRAG RECOMMENDATION B.

- 7.3 Each elected Executive Member shall retire at the end of the third Annual Council

IMPLEMENTS CRAG PROPOSAL B(v).

Meeting after their election but shall be eligible for re-election at that meeting for one further term of three years.

The Appointed Members

- 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 shall:
- a) be valid only to the end of the next Annual Council Meeting, but may be extended for a term of up to three years with the approval of that Council Meeting; and
 - b) may be terminated at any time by the Executive.

Disqualification and removal of members of the Executive

- 7.6 A person shall cease to be an Executive Member and shall be deemed to have resigned if they:
- a) are disqualified from acting as a trustee by virtue of the Charities Act;
 - b) resign as a member of the Executive by notice to the Council (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - c) are absent from all Executive Meetings held within a period of six consecutive months and the Executive resolves that their office is to be vacated.
- 7.7 A member of the Executive shall cease to be an Executive Member immediately if a Motion requiring them to resign is agreed by no less than two-thirds of those Representative Members present and voting at a Council Meeting.

IMPLEMENTS CRAG PROPOSAL B(vii). The approval of the next Annual Council Meeting will be required to confirm any appointment.

The Charity Commission recommends that trustee boards have the option to make appointments where they need to introduce skills which are important to the charity, but which the elected trustees do not possess.

For this reason it is likely that Council members will consider these appointments carefully.

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Powers of the Executive

- 7.8 The property, funds and assets of the Council shall be vested in the Executive, who shall have the power do all lawful things which are not in conflict with the Council's Rules, Standing Orders, Policies and Standards in furtherance of the Council's objects (but not for any other purpose).
- 7.9 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; or
 - 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;

Executive Meetings

- 7.10 The Executive may conduct its proceedings as it thinks fit, subject to the provisions of the Rules and Standing Orders; but the following decisions may be agreed only at an Executive Meeting which has been called and conducted in accordance with Rule 7.11:
- a) appointing or removing an Executive Member, Workgroup Leader or Steward;
 - b) approving the appointment or removal of a Workgroup Member in accordance with Rule 8.9;
 - c) approving the admission of any Society in accordance with Rule 4.5;
 - d) delegating any powers or functions of the Executive;
 - e) creating or removing any Policy, Standard or Standing Order;

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

Introduces clear regulations in the interests of good governance, in line with Charity Commission guidance.

These ensure that material decisions made by the Executive (trustees) are adequately recorded, published and subject to appropriate scrutiny.

They nevertheless allow the Executive considerable flexibility in all other respects relating to the way in which they conduct their meetings and take their decisions.

- f) creating or removing Terms of Reference of a Workgroup or Steward;
- g) appointing, changing or retiring the Executive Sponsor of a Workgroup or Steward;
- h) entering into any contract relating to landed property or paid employment, or entering into any other contract whose value exceeds such Maximum Contract Value as may be stated in the Standing Orders;
- i) agreeing the date, venue or agenda of any Council Meeting;
- j) approving any Motion to be submitted with the support of the Executive for consideration at a Council Meeting;
- k) agreeing or adopting any annual report, statement of accounts or forward plan;
- l) any matter relating to a potential Conflict of Interest; or
- m) any matter relating to the implementation of a Council Resolution.

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

- a) An Executive Meeting may be called:
 - (1) by any Executive Member on giving 28 days notice, setting out the purpose of the meeting, to all other Executive Members; or
 - (2) without notice on agreement of a majority of all Executive Members.
- b) On any matter to be determined, each Executive Member present may exercise one vote.
- c) Where an Executive Meeting has been called with 28 days notice as required by this Rule all questions arising at such a meeting shall be decided by a majority of votes and in the case of a tied vote, the person who chairs the meeting shall have a second vote.
- d) Where an Executive Meeting has been called without 28 days written notice as defined in this Rule, all questions arising at such a meeting shall be decided

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

only if more than half of all Executive Members are in agreement.

- e) Each Executive Meeting shall be chaired by one of the following persons, in descending order of precedence (who are present, able and willing to exercise this function):
 - (1) the President;
 - (2) the Deputy President;
 - (3) the Treasurer; or
 - (4) an Executive Member appointed by a majority of those present.

- f) No business shall be transacted at an Executive Meeting unless a quorum of four Executive Members is present, except that where the number of current Executive Members is less than four, those serving Executive Members may act for the purpose of appointing candidates to vacant Executive positions.

- g) An Executive Member shall not be counted in the quorum present when any decision is made about a matter upon which that Executive Member is not entitled to vote.

- h) Executive Members may attend (and shall be deemed present at such parts of) any Executive Meeting in which they participate by means of telephone or communications equipment which allows everyone participating to hear each other.

- i) All decisions made at a meeting of the Executive shall be minuted and a copy of such minutes together with any document which is the subject of a decision shall within 14 days of the Executive meeting be:
 - (1) sent by the Secretary or their delegate to all Representative Members; and
 - (2) notified by any other means which may be specified in the Standing Orders.

Executive Committees

- 7.12 The Executive may subject to the Rules delegate some of its powers to named Executive Members or committees of two or more Executive Members, provided that each such delegation is 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 Executive Member or committee to which they have been delegated.
- 7.13 Any decisions on matters which either the Rules or Standing Orders have reserved for deliberation at an Executive Meeting may not be delegated by the Executive, but their implementation may be delegated.

Insurance

- 7.14 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.
- 7.15 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

- 7.16 All serving Executive Members shall be required to retire at the end of the sixth Annual Council Meeting after joining the Executive and may not become eligible to rejoin the Executive until the Annual Council Meeting next after such retirement.

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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 Executive Members.

Creation, Amendment or Removal

- 8.2 Each position of Steward and each Workgroup shall be created through one or more Standing Orders, which shall state its Terms of Reference, including:
- a) the date on which it shall start and (if appropriate) end;
 - b) its title, purpose, objectives and scope;
 - c) the criteria on which those who serve shall be appointed or elected and shall retire;
 - d) the powers which are delegated, including any budgets and spending authorities;
 - e) the frequency and scope of reporting to the Executive and Council Meetings;
 - f) the extent (if any) to which the Workgroup or Steward may create sub-committees or other appointments in pursuit of their objectives;
 - g) any other requirements which the Executive considers appropriate; and
 - h) in the case of a Workgroup, its minimum and maximum permitted membership.
- 8.3 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

IMPLEMENTS CRAG RECOMMENDATION C.

IMPLEMENTS CRAG RECOMMENDATION C. While these rules given the Executive the flexibility it needs to manage the affairs of the Council, please refer to the additional power contained in Rule 10.6. This gives Council members the power to ‘call in’ any change to the Council’s Standing Orders or Policies (including Decisions) for consideration at a Council Meeting.

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

8.4 The Executive may amend any Terms of Reference by replacing them.

- 8.5 The Executive may remove a Steward position or Workgroup by amending its Terms of Reference to include:
- a) the date on which its term shall end and the terms on which its responsibilities are to be transferred or terminated; and
 - b) the terms on which any assets currently managed by those appointed are to be transferred or disposed of.

Sponsorship

- 8.6 Prior to creating a position of Steward or a Workgroup, the Executive shall arrange that a named Executive Member becomes the Executive Sponsor who shall be ultimately accountable for that Steward's or Workgroup's activities and to whom they shall report.
- 8.7 If an Executive Sponsor retires, resigns or is otherwise removed, the Executive shall promptly appoint a replacement.

Workgroup Management

- 8.8 Each Workgroup shall be managed in accordance with its Terms of Reference by a Workgroup Leader appointed and removed by the Executive, who shall manage the Workgroup for and on behalf of its Executive Sponsor.
- 8.9 Each Workgroup Leader may (with the prior approval of the Executive at an Executive Meeting) appoint and remove Workgroup Members in accordance with

Executive (trustees) or to society representatives.

IMPLEMENTS CRAG RECOMMENDATION C.

IMPLEMENTS CRAG RECOMMENDATION C(ii).

IMPLEMENTS CRAG RECOMMENDATION C(iv).

that Workgroup's Terms of Reference, to whom they may delegate some or all of their powers

Steward Appointments

- 8.10 Each Steward may be either :
- a) appointed and removed by the Executive; or
 - b) appointed for a fixed term by Representative Members at a Council Meeting; as stated in that Steward's Terms of Reference.

Length of Service

- 8.11 Workgroup Leaders and Workgroup Members shall retire at the end of the sixth Annual Council Meeting after their appointment and may not become eligible for appointment to the same role until the Annual Council Meeting next after such retirement.
- 8.12 Unless otherwise approved by Resolution at a Council Meeting, Stewards shall be required to retire at the end of the sixth Annual Council Meeting after their appointment or election and may not become eligible for appointment or re-election to the same role until the Annual Council Meeting next after such retirement.

This Rule gives the Executive the flexibility to create new Stewards (the generic name given to individual office-holders) as required to meet the Council's needs. Please refer to Rule 10.6 which gives Council members the power to 'call in' any such changes which are felt to require consideration at a Council Meeting..

IMPLEMENTS CRAG RECOMMENDATION C(vi).

9 GENERAL PROVISIONS

Eligibility for office

- 9.1 No person may serve simultaneously in more than one of the following positions :
- a) an Executive Member;
 - b) a Workgroup Leader; or
 - c) a Steward.
- 9.2 Only persons over 18 years of age at the date of their election or appointment may become members of the Executive.
- 9.3 No person may serve simultaneously in more than one Executive position.

Conflicts of Interest

- 9.4 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.

Personal Benefit

- 9.5 Office Holders shall ensure that any personal benefit or compensation they receive in connection with their work for the Council complies with the Council's requirements regarding personal benefit, as may be stated in its Standing Orders and Policies.

Ensures there is no over-concentration of influence and that the Executive are able to exercise their duty of oversight over the Council's operations.

Legal requirement.

Ensures there is no over-concentration of influence and that the Executive are able to exercise their duty of oversight over the Council's operations.

Reflects Charity Commission guidance that trustees and others given responsibility should obey clear rules on conflict of interest.

Reflects Charity Commission guidance that trustees and others given responsibility should obey clear rules which ensure that all of a Charity's resources as far as possible are applied in pursuit of its charitable objects.

Meeting Irregularities

- 9.6 Notwithstanding the other provisions of the Rules and Standing Orders 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.
- 9.7 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.

Disputes

- 9.8 If a dispute relating to the Council's business arises between those elected or appointed in accordance with the Rules and Standing Orders 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

- 9.9 Unless the Rules or Standing Orders state otherwise, any communication required

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<p>by a Rule or Standing Order shall be delivered to the stated recipient :</p> <ul style="list-style-type: none"> a) in writing, by delivering it either by hand or by first class post in a prepaid envelope to their postal address; or b) via electronic communication to their electronic address; or c) by such additional methods as are defined in the Standing Orders. 	<p>tailored to the needs of the Council</p>
<p>9.10 For the purposes of Rule 9.9:</p> <ul style="list-style-type: none"> a) where the recipient is the Council itself or an Office Holder, their address is that most recently published by the Council ; and b) in other circumstances, the recipient’s address is that most recently notified to the Secretary. 	<p>INCORPORATES CHARITY COMMISSION WORDING tailored to the needs of the Council</p>
<p>9.11 Unless the Rules or Standing Orders state otherwise, any communication shall be deemed as served:</p> <ul style="list-style-type: none"> a) 48 hours after its sent date and time if sent electronically; or b) 2 days after its date of posting if sent by post. 	<p>INCORPORATES CHARITY COMMISSION WORDING tailored to the needs of the Council</p>
<p>9.12 For the purposes of Rule 9.11, the following conclusive evidence that a communication was served shall be acceptable:</p> <ul style="list-style-type: none"> a) for communications by post, proof that an envelope containing the communication was properly, addressed, prepaid and posted; b) for deliveries by hand, such evidence that indicates the communication was delivered; c) for electronic communications, proof that the communication was sent by the sender’s systems, which may comprise in the case of electronic mail the receipt by the sender of a blind copy of their own message; or d) any other form as may be stated in the Standing Orders. 	<p>INCORPORATES CHARITY COMMISSION WORDING tailored to the needs of the Council</p>

10 STANDING ORDERS AND POLICIES

Standing Orders

- 10.1 The Executive may create or withdraw one or more Standing Orders:
- where a Rule explicitly requires or permits a Standing Order;
 - to apply a Rule by regulating matters of detail on which such a Rule is silent; or
 - 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 the two the Rules shall always prevail.

Policies and Standards

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

IMPLEMENTS CRAG RECOMMENDATION F. Standing Orders (named 'Procedures' in the first draft) enable the Executive to implement additional regulations, introduce policies and delegate work to additional office-holders and workgroups as necessary to meet the Council's needs. This is balanced by the requirement to give Council members notice of any proposed changes, which Council members can 'call in' for consideration at a Council meeting if required under the terms of Rule 10.6 below.

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

General Provisions for Standing Orders, Policies and Standards

- 10.6 Where permitted by the Rules the Executive shall have the power to create or withdraw a Standing Order, Policy or Standard through an Executive Decision provided that :-
- a) notice of such an Executive Decision including a full copy of the Standing Order, Policy or Standard referred to shall be given to Representative Members; and
 - b) the Executive Decision shall take effect no earlier than three months from the date on which such notice was served; and
 - c) the Executive Decision shall only be implemented once 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 to this effect from 25 or more Representative Members.

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 :

This control is introduced into the Second Edition in response to feedback received on the First Edition

It recognises the need to give the Council's trustees (Executive) greater empowerment, (meaning that each decision does not need to be held up until the Council's next annual meeting) as required by CRAG's Proposals B and D. This is balanced by imposing two clear duties on the Executive :-

- to publish any significant changes proposed to the Council's policies (including its decisions) or the way in it operates (including the creation of any new Workgroups of office-holders) in good time for Council members to consider them.
- to submit any proposed changes for approval by a Council Meeting where approximately 15% of Council representatives consider that this would be appropriate.

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- 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 its delegates.

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

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amended in response to comments received.

- advance in writing;
- c) in no circumstances shall the net assets of the Council be paid to or distributed among the members of the Council (except to a member that is itself a charity); and
 - d) the trustees shall notify the Charity Commission promptly that the Council has been dissolved.