



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)**

**FINAL EDITION  
17<sup>th</sup> MARCH 2018**

**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. A technical change has been made to remove some archaic wording, but this does not result in any reduction in representation.
- 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 combines the provisions of the existing rules with the Council’s current practice so as to provide a comprehensive statement of the procedure 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**

- This section is largely equivalent to the existing rules, but with wording guided by the 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).**

## Rules of the Council (the ‘Rules’)

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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 bell ringing society affiliated to the Council in accordance with Rule 4.
<i>Annual Council Meeting</i>	Any meeting held under Rule 6.1.
<i>Annual Subscription</i>	The subscription under Rule 4.5.
<i>Charities Act</i>	The Charities Act 2011, or any statutory re-enactment or modification of its provisions.
<i>Charity Commission</i>	The Charity Commission for England and Wales or its successors.
<i>Chartered Institute of Arbitrators</i>	The Chartered Institute of Arbitrators, registered charity number 803725, or its successors.
<i>Conflict of Interest</i>	Any actual or potential conflict between an Office Holder’s duty to act in the best interests of the Council, and their personal interest (whether direct or indirect) as may be defined more specifically in the Standing Orders and Policies.
<i>Connected Person</i>	A person connected with an Office Holder (or an institution or corporate body in which that person or the Office Holder has a substantial interest) as may be defined more specifically in the Standing Orders and Policies.
<i>Council</i>	The unincorporated charitable association (registered number 270036) referred to in Rule 3.1.
<i>Council Member</i>	A member of the Council as defined in Rule 5
<i>Council Meeting</i>	A meeting of the Council’s members convened in accordance with the Council’s Rules.
<i>Decision</i>	A Policy of the Council which relates to the art of ringing, its conduct, or the conduct of ringers or ringing societies.
<i>Deputy President</i>	The holder of the office of Deputy President elected under Rule 7.2.
<i>Electoral Reform Society</i>	The Electoral Reform Society Limited, registered company number 958404 or its successors.
<i>Executive</i>	The body appointed to manage the business of the Council in accordance with Rule 7.
<i>Executive Decision</i>	A decision agreed by the Executive at an Executive Meeting in accordance with these Rules and Standing Orders.
<i>Executive Meeting</i>	A meeting of the Executive held in accordance with the Rules and Standing Orders.

<i>Executive Member</i>	A Trustee elected or appointed under the Rules.
<i>Executive Officer</i>	A Trustee who holds one of the positions of President, Deputy President, Secretary or Treasurer.
<i>Executive Sponsor</i>	A Trustee responsible the activities of a Steward or Workgroup.
<i>Independent Examiner</i>	A person elected to examine and report upon the Council's annual accounts in compliance with the Council's statutory obligations and in accordance with its Rules and Standing Orders.
<i>Individual Member</i>	Any legal or natural person appointed or elected to a class of individual membership in accordance with the Standing Orders, as provided by Rule 5.1.
<i>Maximum Contract Value</i>	The maximum expected value of a contract above which the decision of an Executive Meeting is required, as may be stated in the Standing Orders.
<i>Motion</i>	A proposal submitted in accordance with the Rules for consideration at a Council Meeting.
<i>Nomination</i>	A proposal made in accordance with the Rules that an eligible person should be considered for election at a Council Meeting.
<i>Office Holder</i>	A person holding office as a Trustee, Workgroup Leader, Workgroup Member or Steward under these Rules.
<i>Ordinary Trustee</i>	One of four Trustees who are not Executive Officers, but are elected in accordance with Rule 7.2b)
<i>Policy</i>	A statement, whether advisory or mandatory defining principles of action, issued in accordance with Rule 10.4.
<i>President</i>	The holder of the office of President elected under Rule 7.2.
<i>Representative Member</i>	A voting member appointed to represent an Affiliated Society in accordance with Rules 5.4, 5.5 and 5.6.
<i>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 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 Affiliated Society in connection with the Council's business shall be sent.
<i>Society Membership</i>	The number of members of a bell ringing society as may be determined by the Standing Orders.
<i>Special Council Meeting</i>	A Council Meeting called under Rule 6.2
<i>Standard</i>	A form of Policy defining or adjudicating on a level of quality or attainment, issued in accordance with Rule 10.4.
<i>Standing Order</i>	A regulation governing the business of the Council introduced in accordance with Rule 10.



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

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

## 2 ADOPTION

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

## 3 TITLE AND OBJECTS

### Title

- 3.1 The Council shall be known as ‘The Central Council of Church Bell Ringers’.

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

## Object of the Council

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

### *Communications and Relationships*

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

### *Learning and Development*

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

### *Stewardship and Management*

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

### *Technical and Taxonomy*

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

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.

methodologies, tools and technologies;

*Historical and Archive*

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

## 4 AFFILIATION TO THE COUNCIL

### Affiliated Societies

- 4.1 Subject to Rule 4.4, the following bell ringing societies shall be affiliated to the Council:
- a) bell ringing societies affiliated to the Council at the date on which these Rules were adopted.; and
  - b) any society whose application for affiliation has been approved under Rules 4.2 and 4.3..
- 4.2 Applications 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:
- a) its Society Membership is not less than 75 (25 in the case of societies operating wholly outside the British Isles);
  - b) its purpose is to promote the ringing of bells by a group or association of bell ringers; and
  - c) it undertakes to abide by the Council's Rules and Decisions.
- 4.3 A bell ringing society making an application under Rule 4.2 shall become an Affiliated Society when its application has been approved at a Council Meeting.

NO CHANGE

NO CHANGE, EXCEPT :-

1. 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

- 4.4 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 4.5 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**

- 4.5 Each Affiliated Society shall pay an annual subscription. Each year's subscription shall become due on 1st January

## **5 MEMBERSHIP OF THE COUNCIL**

### **Membership Types**

- 5.1 The Council shall consist of the following members:
- a) Representative Members;
  - b) Individual Members enrolled or appointed as may be determined by the Standing Orders; and
  - c) the Council's Trustees, Stewards and Workgroup Leaders, who shall be ex-officio members.

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.

NO CHANGE - There is no change to the voting rights of Council Representatives. Any change to the formula by which voting rights are calculated 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

5.2 At Council Meetings, all members shall be entitled to speak and to move motions, but only Representative Members shall be entitled to vote.

5.3 A single individual may act in the capacity of both a Representative Member and one or more other types of member.

### Representative Members

5.4 Each Affiliated Society shall be entitled to send one or more Representative Members to attend each Council Meeting provided that no later than six weeks before that meeting's date:

- a) its Annual Subscription for the year in which the Council Meeting takes place has been received by the Treasurer; and
- b) its Society Membership has been notified to the Secretary.

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

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 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

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

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.

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 paragraph provides support for those societies whose constitutions simply require them to elect their representatives triennially "in accordance with the rules of the Central Council".

Currently, societies are not entitled to elect their representatives for intervals other than every 3 years. In future, where a society wishes to elect its representatives at other intervals it may do so simply by amending its own constitution.

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

### Special Council Meetings

- 6.2 The Executive may at other times convene a Special Council Meeting for the purpose of conducting the following business:
- a) to consider and, if thought fit, agree one or more Motions submitted in accordance with the Rules;
  - b) to deal with such other business as may be determined by the Standing Orders; or

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.

In line with the Charity Commission's guidance, special



c) to make appointments to vacant positions in accordance with Rule 6.11

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

### **Notice of Council Meetings**

6.4 Provisional notice of each Council Meeting shall be given to each Society Contact and Council Member not less than eight weeks before the date of each Council Meeting. The notice shall include details of its date, venue, summary details of its business and any elected position for which nominations are invited.

6.5 Full notice of each Council Meeting shall be given to each Society Contact and Council Member not less than four weeks before the date of such meeting. The notice shall contain full details of its date and venue together with a copy of its agenda paper, copies of any documents submitted for consideration and full details of any submitted Motions and Nominations.

### **Conduct and Recording of Council Meetings**

6.6 The conduct and recording of business at Council Meetings, including the

meetings are subject to the same clear rules governing notices and motions which apply to the annual meeting. Special meetings will always be empowered to make temporary appointments to any vacant positions.

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

NO CHANGE, except that requests for a Special Council Meeting must be sent to the Secretary, President and Deputy President. This is to ensure that any request receives attention even at times when the Secretary is on holiday.

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.

consideration and agreement of Motions shall be in accordance with the Standing Orders.

### **Quorum**

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

### **Voting**

- 6.8 Unless otherwise stated in these Rules or the Standing Orders:
- a) decisions at Council Meetings shall be made by a simple majority of those Representative Members present and voting;
  - b) in any vote taken at a Council Meeting each Representative Member may exercise one vote; and
  - c) if there is a tied vote the person who is chairing the meeting shall have an extra vote in addition to any other vote they may have.

### **Appointments**

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

### **Temporary Appointments**

- 6.10 If an elected position is vacant after the end of a Council Meeting or falls vacant between meetings, the Executive shall as soon as reasonably practical make a temporary appointment valid to the end of the next Council Meeting.
- 6.11 Where an elected position is vacant at a Council Meeting or has been filled with a

NO CHANGE

NO CHANGE. The rules governing elections are moved to the Standing Orders.

The rules governing nominations and appointments are moved to the Standing Orders.

NO CHANGE

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

IMPLEMENTS CRAG RECOMMENDATION B.

### The Elected Trustees

- 7.2 The Executive shall comprise the following members, elected at a Council Meeting:
- a) four Executive Officers, elected individually:
    - (1) a President;
    - (2) a Deputy President;
    - (3) a Secretary;
    - (4) a Treasurer; and
  - b) four Ordinary Trustees, with those positions to be filled by any Council Meeting being elected together.

IMPLEMENTS CRAG RECOMMENDATION B.

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

IMPLEMENTS CRAG PROPOSAL B(v).

## The Appointed Trustees

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

## Eligibility for office

- 7.6 No Trustee may simultaneously serve as either a Workgroup Leader or Steward.
- 7.7 Only persons over 18 years of age at the date of their election or appointment may become Trustees.
- 7.8 No person may serve simultaneously in more than one Executive position.

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.

This restriction is necessary to meet Charity Commission guidance. Trustees have a legal duty to exercise oversight over a charity's affairs, on behalf of its members, to ensure that its activities are in pursuit of its objects and are lawful. Permitting trustees also to be Stewards or Workgroup Leaders would create 'circular accountability' which would prevent them from fulfilling their duties.

This is a Charity Commission requirement.

Ensures there is no over-concentration of influence and that the Executive are able to exercise their duty of

## Disqualification and removal of Trustees

- 7.9 A person shall cease to be a Trustee 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 Trustee in accordance with Rule 7.10; or
  - c) are absent from all Executive Meetings held within a period of nine consecutive months and the Executive resolves that their office is to be vacated.
- 7.10 A Trustee may resign by notice to the Council, but only if two or more Trustees will remain in office after the notice of resignation is to take effect.
- 7.11 A Trustee shall cease to hold office 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.

## Powers of the Executive

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

oversight over the Council's operations.

INCORPORATES CHARITY COMMISSION WORDING.

A minimum of two trustees is a Charity Commission requirement.

This provision is one of a number of checks and balances which ensure that the Executive remains accountable to Council Members.

INCORPORATES CHARITY COMMISSION WORDING.

Introduces clear regulations to ensure good governance,

Representative Members in the form of a Motion agreed at a Council Meeting:

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

### **Executive Meetings**

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

### **Executive Committees**

- 7.15 The Executive may delegate some of its powers to named Trustees or committees of two or more Trustees except where the Rules forbid it. Such delegation must be made through an Executive Decision which states:
- a) the powers and (where relevant) budgets which are delegated;
  - b) the requirements to report to the Executive; and
  - c) whether such powers are to be exercised exclusively by the Trustee or committee to which they have been delegated.
- 7.16 No decisions that the Rules or Standing Orders require to be made at an Executive Meeting may be delegated but their implementation may be.

in line with Charity Commission guidance. These ensure that important matters receive an appropriate level of scrutiny through their referral society representatives for consideration.

INCORPORATES CHARITY COMMISSION WORDING.

### **Insurance**

- 7.17 The Executive shall keep the Council’s assets safe and in repair (to the extent that it is reasonable to do so), insuring them at all times to their full value against fire, theft and other commonly insurable risks.
- 7.18 The Executive shall insure at all times in respect of public liability (and to the extent that it has a legal duty as employer, employer’s liability).

### **Length of Service**

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

## **8 WORKGROUPS AND STEWARDS**

### **Purpose**

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

IMPLEMENTS CRAG RECOMMENDATION C.

## Creation, Amendment or Removal

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

## Sponsorship

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

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 10.8. 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.

IMPLEMENTS CRAG RECOMMENDATION C.



## Workgroup Management

- 8.9 Each Workgroup shall be led and managed by a Workgroup Leader accountable to its Executive Sponsor. Workgroup leaders shall be appointed by, and may be removed by the Executive .
- 3.10 Each Workgroup Leader may (with the prior approval of their Executive Sponsor) appoint and remove Workgroup Members:
- a) to whom they may delegate some or all of their powers; and
  - b) who shall be accountable to the Workgroup Leader.

## Powers

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

## Delegation

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

IMPLEMENTS CRAG RECOMMENDATION C(iv).

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 Executive (trustees) or to society representatives.

Allows Workgroups to create sub-committees or specific roles where necessary to support their activities. Examples might be a Safeguarding Officer, Compliance Officer, Regional Development Officers or Webmaster.

## Steward Appointments

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

## Length of Service

- 8.14 The maximum length of service for Workgroup Leaders, Workgroup Members and Stewards shall be subject to such limits as may be stated in the Standing Orders.
- 8.15 At the expiration of their term of office Stewards shall continue in office until a successor has accepted full responsibility for all of the Council's assets which are under their care.

## 9 GENERAL PROVISIONS

### Conflicts of Interest

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

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 10.8 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)

NO CHANGE

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

and openly declared.

### **Personal Benefit**

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

### **Meeting Irregularities**

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

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 object

INCORPORATES CHARITY COMMISSION WORDING.

INCORPORATES CHARITY COMMISSION WORDING.

quorum for that meeting.

## Disciplinary Matters

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

Incorporates wording drawn from Charity Commission guidance and from the constitutions of other, similar charities. The effect is to give the Executive power to act quickly in the unlikely event that the Council's reputation is at immediate risk of damage, whilst also requiring the approval of Council Members for any suspension of membership extending beyond the time of the next Council Meeting.

## Disputes

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

## Notices

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

## Irregularities in Council Resolutions

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

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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.

## 10 STANDING ORDERS AND POLICIES

### Standing Orders

- 10.1 The Executive may create, replace or withdraw one or more Standing Orders:
- where a Rule allows for 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 a Rule and a Standing Order, the Rule shall prevail.
- 10.3 Where any conflict exists between two Standing Orders, that with the earliest effective date shall prevail.

### Policies

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

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 10.8 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.

10.7 Where this is any conflict between two Policies, that with the earliest effective date shall prevail.

### General Provisions for Standing Orders and Policies

10.8 Any power conferred on the Executive by Rules 10.1 and 10.4 may only be exercised by decision at an Executive Meeting provided that :-

- a) notice of such a decision including a full copy of the Standing Order or Policy referred to shall be given to Representative Members; and
- b) such notice shall indicate the date from which the decision shall have effect; and
- c) the decision shall take effect no earlier than three months from the date on which such notice was served; and
- d) the decision shall not take effect until such time as it has been approved by Resolution at a Council Meeting if, within two months of such notice, the Secretary, President and Deputy President receive a request (or requests) from 25 or more Representative Members for such a Resolution.

10.9 Rule 10.8d) shall not apply where the decision which refers has previously been approved by a Council Resolution.

Ensures that existing Policies are not inadvertently compromised by by an oversight when introducing a Policy.

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

It gives Council Members the power to ‘call in’ a change to the Council’s policies or Standing Orders which they feel requires consideration at a Council Meetnig.

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

1. 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.
2. to submit any proposed changes for approval by a Council Meeting where approximately 15% of Council representatives consider that this would be appropriate.

This provision avoids a circular process by limiting the power of ‘calling in’ to those actions which have not

## 11 AMENDMENT OF THE RULES

- 11.1 These Rules may be amended only by the passing of a Resolution at a Council Meeting by no less than two thirds of those Representative Members present and voting.
- 11.2 An amendment agreed in accordance with Rule 11.1 shall take effect at the close of the Council Meeting at which it is agreed, except that no such amendment shall be valid :
- a) that conflicts with the Council's statutory obligations including but not limited to those under the Charities Act;
  - b) that would have the effect of making the Council cease to be a charity at law; or
  - c) that would undermine or work against the provisions of Rule 12.
- 11.3 No alteration of these Rules or any Resolution agreed at a Council Meeting shall have retrospective effect to invalidate any prior act of the Executive (or those empowered by the Executive under the Rules).

## 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.

already been approved by a Council Meeting.

INCORPORATES CHARITY COMMISSION WORDING.

INCORPORATES CHARITY COMMISSION WORDING,  
amended in response to comments received.



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