

Standing Orders and Procedures of Wootton And Dry Sandford Community Centre



The company is allowed to add or clarify points in its Memorandum of Association (MoA) or Articles of Association (AoA) provided that such order, procedure or regulations made are not inconsistent with them and that they aid in the management and conduct and of the affairs of the company.

The Standing Orders, regulations, and procedures set out in this document provide a framework that positively builds on the AoA with the aim of providing clarification and a set process to follow for specific activities.

These have been approved and agreed by the Company and remain "in effect" until a revision is agreed and approved to this document. They should be reviewed annually. For clarification, all Members of the Company and the Executive Committee (ExCo) shall be bound by these orders, regulations, and procedures whether or not they have received a copy of them (AoA, S.74).

1. **Qualifying Organisations.** The current definition of a "Qualifying Organisation" (QO) as defined by the Executive Committee (ExCo) is: "a club, society, or organisation, run for the benefit of the community, which is a regular user of the Community Centre (CC). "Regular" has been defined as using the CC 10 or more times a year.
2. **Members.** For clarification a "Member" of the Company is a subscribed Qualifying Organisation not the Representative of the QO (AoA, Page1, Interpretations).
 - a. For clarification the "Representative", or their proxy, of the Member have voting rights at General Meetings (GMs) or Annual General Meetings (AGMs) (AoA, S.6).
 - b. The current subscription fee for QOs has been set by the ExCo as £1. For the purposes of clarification, Members shall agree any variance to the subscription fee at the AGM (AoA, S.5). The Annual Subscription becomes due on the 1st April.
 - c. Members who have not paid their annual subscription within 3 months of it being due will be expelled from membership. For clarity, Members which do not pay their subscription are not Members and therefore have no voting rights.
 - d. If prospective Members wish to become Members of the Company they must consent to their annual Membership fee (Currently £1) being added on to one of their booking invoices within 3 months of their Membership starting.
 - e. By becoming a Member of the Company that Members liability for the Company is a maximum of £1 (One Pound) (MoA, S.11).
 - f. It has been decided by the ExCo that members must register an electronic means of communication (usually an email address) and this will be the primary form of communication from the Company to its Members for all notices and decisions. If the Members email address is different to the Members Representative email address they can provide a 2nd email address.
 - g. It is the responsibility of Members to keep their contact details up to date and Members need to notify the Company Secretary via the following email address: exco.wadscs@gmail.com of any change to their details within 21 days of the change.



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3. **User Group Meetings.** The current definition of a "User Group Meeting" (UGM) as defined by the Executive Committee is a "meeting organised by CC ExCo for the purposes of receiving feedback from users of the CC."
 - a. A "User" has been defined as "any person from a club, society, or group, or any individual from a single hire of any facility managed by the CC".
 - b. For the purposes of clarification, the primary focus of a UGM is to receive feedback. Users present have no voting rights, and members of the ExCo present will not make any decisions at an UGM.
 4. **User Group Meeting Procedures.** The procedure for conducting UGMs should be followed at all times. This can be found in Appendix A.
 5. **General Meetings.** General Meetings (GMs) are discretionary meetings called by either the ExCo or 10 percent of the members of the company (AoA, S.13). The exception to this is the General Meeting that must be called as part of the company's Annual General Meeting (AoA, S.11). The ExCo has defined the procedure for Members to call a General Meeting as follows:
 - a. Members must formally submit their request to call a General Meeting individually to the following email address: exco.wadsc@gmail.com.
 - b. If enough Members request to call a meeting within any 30 day period then the request will be discussed and approved at the next ExCo meeting providing the ExCo Agenda has not already been sent out. ExCo Agendas are sent out at least 5 days prior to any ExCo meeting.
 - c. For the purposes of clarification, 10% of Members is currently 2.
 6. **General Meeting Procedures.** The procedure for conducting GMs should be followed at all times. This can be found in Appendix B.
 7. **Annual General Meetings.** Annual General Meetings (AGMs) are mandatory meetings organised by the ExCo to present information to Members of the Company and to elect the membership of the ExCo. They must be held within 15 months of the previous AGM (AoA, S.11). To clarify:
 - a. AGMs are not UGMs and, to comply with best practice on the length of meetings, should therefore be held on a separate date to UGMs.
 - b. Attendees at the AGM should include:
 - i. Only one Representative (or their pre-nominated proxy) per Company Member.
 - ii. ExCo members
 - iii. Invited observers to the ExCo
 - iv. Other guests invited by the ExCo (to include any nominated individuals).
 - c. Only those people with voting rights are allowed to vote at the AGM, these currently include ExCo members, and Representatives (or their pre-nominated proxy) of Members of the Company.
 8. **Annual General Meeting Procedures.** The procedure for conducting AGMs should be followed at all times. This can be found in Appendix C.
 9. **Honorary Officer Meeting on the evening of the AGM.** Immediately following the closure of the AGM, the ExCo must hold an Honorary Officer Meeting to elect new Honorary Officers with Members of the Company present.
 10. **Honorary Officer Meeting Procedures.** The procedure for conducting AGMs should be followed at all times. This can be found in Appendix C.
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- 11. ExCo Meetings.** These meetings are undertaken for the dispatch of business for the Company.
- a. There can be no more than 12 and no less than 3 members of the ExCo. (AoA, S.37).
 - b. The ExCo can Co-opt up to 3 members in to the ExCo (AoA, S.39).
 - c. If there is an instance where the number of members falls below the minimum threshold set out in the AoA the company secretary or any remaining ExCo members will seek guidance from the two local Parish Councils.
 - d. For clarification, ExCo members are Directors of the Company and Charity Trustees (AoA, S.40).
 - e. The ExCo may, at its discretion, invite other persons to attend its meetings, with or without speaking rights (AoA, S.35). Examples of this are representatives of Wootton Parish Council that may attend ExCo meetings with speaking rights but not voting rights.
 - f. ExCo Meetings may be held by an electronic means provided that all such ExCo members wishing to participate by such means are able to do so (AoA, S.51). This includes decisions made after a discussion by email.
 - g. ExCo meetings may be called if at least 2 ExCo members submit their request via email to the following email address: exco.wadsc@gmail.com (AoA, S.53).
 1. A date for the meeting can be held no later than 7 days after this calling.
 2. They shall be held in the CC unless otherwise agreed.
 - h. Resolutions may be passed by the ExCo, outside of ExCo meetings, providing that at least 50% of the Exco have signed the document (AoA, S.61).
 - i. All ExCo meeting minutes shall be made available for viewing during normal office hours to the representatives of any Member of the Company (AoA, S.58). Note:
 1. The Representative viewing the minutes may not take copies of minutes away with them or take pictures of the minutes.
- 12. ExCo Meeting Procedures.** The procedure for conducting ExCo meetings should be followed at all times. This can be found in Appendix D.
- 13. Co-Option Procedure in ExCo Meetings.** The procedure for co-opting ExCo members should be followed at all times. This can be found in Appendix E.
- 14. Exceptional Circumstances.** In exceptional circumstances and in a single instance, any standing order, or any procedure laid down in an appendix, may be suspended on the recorded unanimous vote of the ExCo.



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- 15. Role of the Chairperson.** The chair has two key roles: to act as the representative/figurehead of the Company and to ensure the effective operation of the ExCo. This includes:
- a. ensuring the charity sets and sticks to its policies and priorities.
 - b. representing the Company and speaking on its behalf.
 - c. making essential/emergency decisions between ExCo meetings.
 - d. planning and running meetings including:
 1. ensuring that minutes of the previous meeting have been circulated
 2. ensuring all relevant papers and correspondence are brought to ExCo meetings.
 3. checks that ExCo members have carried out tasks agreed at the previous meeting.
 - e. keeping order at meetings.
 - f. encouraging everyone to participate.
 - g. dealing with conflict.
 - h. being conversant with the AoA, the Standing Orders and Procedures here and adhering to Company and Charity Law.
 - i. using the chairperson's discretion on interpreting procedures/issues.
 - j. signing on behalf of the Company, personally and with other honorary officers, when entering into contracts or completing official documents.
 - k. liaising with the Company Secretary over agendas and minutes, and ensuring meetings are quorate.
- 16. Role of the Vice-Chairperson.** The vice-chair deputises for the chair and assists with decision-making between meetings. Sometimes the vice-chair may take on specific areas of responsibility, e.g. the management of staff and/or volunteers, or chairing some sub-committees. The vice-chair must ensure that they are kept informed of current issues within the Company so that, should the need arise, they can step in at a moment's notice.
- 17. Role of the Company Secretary.** The Company Secretary's job is to ensure compliance within the Company. They ensure that all original legal documents are kept in a safe place, whilst keeping working copies for use at meetings and ensuring that all members of the ExCo have copies. The Company Secretary is also responsible to the Company for submitting the Annual Return to Companies House and the Charities Commission. During meetings it is the job of the Company Secretary to:
- a. ensure that the minutes of the previous meetings are agreed and the chairperson signs and dates them.
 - b. ensure that the meeting has a quorum present.
 - c. ensure decisions are recorded in the minutes.
 - d. keeps a check on the progress of work, as agreed by the ExCo.
 - e. ensure that the organisation meets its legal obligations.
 - f. ensure compliance to these standing orders and procedures.
 - g. ensure that the Companies House and the Charities Commission are kept up to date and annual submissions are made.



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- 18. Role of the Minute Secretary.** Note: This position is not a formal position on the ExCo. The Minute Secretary performs the following role in and after meetings:
- a. takes a note of all present, apologies for absence and minutes the meeting.
 - b. records decisions and policy in the minutes.
 - c. drafts the minutes and checks with the chair before circulating.
- 19. Role of the Treasurer.** The role of the treasurer is to ensure that money and property are properly managed. The treasurer acts on behalf of the ExCo to safeguard the organisation's finances and as a 'watchdog' over all aspects of financial management. It should also be remembered that, whilst the treasurer may give the lead, all members of the ExCo are financially responsible for the management of the hall. The main responsibilities and duties of the treasurer are:
- a. ensuring there are proper systems for budgeting and financial control.
 - b. acting as primary signatory (with others) to cheques; authorising payments.
 - c. overseeing the preparation of annual accounts and submission to an independent examiner or auditor as may be required.
 - d. ensuring that the management committee have sight of and sign off the annual accounts at a meeting before the AGM.
 - e. being responsible to the management committee for the submission of annual accounts for their acceptance and for presentation at the AGM.
 - f. being responsible to the secretary for the final submission of accounts to the parish council and Charity Commission, as necessary.
 - g. where applicable, to register for VAT purposes and to ensure the maintenance of VAT book-keeping and returns to HM Revenue and Customs (HMRC).
 - h. ensuring that, where tax is being reclaimed on covenants and/or Gift Aid deductions, correct procedures are followed and records kept as required by HMRC.
 - i. having an input into all matters concerning the finances of the charity.
 - j. providing the secretary with all records of accounts to be kept for a minimum period of six years.
- 20. Role of the Company Administrator.** Note: This position is not a formal position on the ExCo. The Company Administrator performs a key role in The Company. The duties of the Administrator are set out below:
- a. Dealing with booking enquiries (by phone/email).
 - b. Maintaining booking calendar and liaising with caretaker regarding opening up and locking up for hirers.
 - c. Invoicing hirers.
 - d. Collecting hire charges.
 - e. Preparation of monthly reports for Community Centre Board as required.
 - f. Dealing with advertising enquiries for the Community Newsletter.
 - g. Invoicing advertisers and collecting payments.
 - h. Providing newsletter editor with details of advertisers to be included in each issue.
 - i. Maintaining monthly cash book recording receipts and payments.
 - j. Processing bank payments for approval by Treasurer or second signatory.
 - k. Banking cheques and cash receipts as necessary.
 - l. Providing monthly reports on income and expenditure for the Board.
 - m. Preparation of information for annual accounts for presentation to the Treasurer ahead of examination by Independent Examiner.
 - n. Preparation of report for Treasurer to present at AGM.



Appendix A – Procedure for User Group Meetings

Duration: 30minutes (it is solely the Chair's discretion to extend beyond this time).

Before the meeting:

1. Notice of the UGM shall be called with at least 21 days notice.
2. Notices need to be sent to all Members via electronic means. Notices will also be placed in the WADS CC Newsletter and in the CC. The notice will include:
 - a. The exact date, time and place of the meeting.
 - b. An Agenda to be determined.
 - c. Any other documentation the ExCo see fit to include.
3. The ExCo will collate expressions of interest from users who wish to talk at the forthcoming UGM who have sent their request to: exco.wadscs@gmail.com at least two weeks before the meeting.
4. The order of who speaks will be based on those the date of those emails received.
5. The ExCo will collate emails received to the following email address: exco.wadscs@gmail.com from users received up to two weeks before the UGMs.

Meeting Format/Agenda:

1. Welcome by the Chairperson.
2. To provide responses to emails received.
3. To receive feedback from Users (approved in advance only).
4. To provide any feedback from the ExCo.
5. Meeting Close.

Meeting Format Notes:

1. **Welcome by the Chairperson.** This should be an initial welcoming statement to:
 - a. Confirm the format of the meeting
 - b. Introduce ExCo members present at the meeting
 - c. Introduce any other people present
2. Users to be reminded that they should:
 - a. Speak 'through the chair'. For clarity, this means waiting for the chair to say it's your turn.
 - b. Promptly finish after their allotted time has expired.
 - c. Not interrupt other people.
 - d. Avoid abusive or foul language. The Chair will have the option of immediately closing the meeting if there is abusive or foul behaviour.
3. **To Respond to emails received.** This is the chance for the ExCo to provide a verbal response to emails submitted by Users. This is a chance to relay any decisions on requests asked for in those emails. Responses are not for discussion with Users.
4. **To receive feedback from Users.** The Chairperson (or nominated ExCo Member) will invite user groups to speak in turn.
5. To allow as many Users as possible to speak a maximum time limit of 3 minutes will be permitted.
6. **To provide any feedback from the ExCo.** The representatives from the ExCo present will endeavour to answer any points raised during the meeting but reserve the right to reply at a later date after consideration and agreement by the ExCo.
7. **Meeting Close.** The Chairperson should conclude the meeting by summing up what has been received from and they will be discussed at the next ExCo meeting.



Appendix B – Procedure for General Meetings

Duration: Until the Agenda of the GM has been completed but in line with best practice it should not exceed 2 hours. (It is solely the Chair’s discretion to extend beyond this time).

Before the meeting:

1. Notice of the GM shall be called with at least 14 days notice unless a Special Resolution is to be discussed at which point it is 21 days. (AoA, S.18).
2. Notices need to be sent to all Members via electronic means to the Registered electronic contact reference for each member and the ExCo.
3. The notice of the GM shall specify (AoA, S.20):
 - a. The exact date, time and place of the meeting.
 - b. The general nature of the business to be raised, or the specific Special Resolution.
 - c. The right of each Member to appoint a proxy of the Representative from each Member.
 - d. Notice of a Proxy Representative must be received to the Company Secretary via the following email address: exco.wadsc@gmail.com no later than 48 hours (excluding weekends) prior to the meeting). (AoA, S.24).

Meeting Format/Agenda:

1. Welcome by the Chairperson.
2. To receive declarations of interest in the matters arising to be discussed.
3. To discuss the matters arising.
4. To vote on the matters arising.
5. Meeting Close.

Meeting Format Notes:

- a. Meetings must be minuted.
- b. **Welcome by the Chairperson.** (NOTE: The Chairperson or the Vice-Chairperson of the Company, should preside) (AoA, S.28).
- c. **To receive Declarations of interest in the matters arising.** (NOTE: The Representative of the Member shall declare an interest in, and shall not debate or vote in respect of any matter in which it/he/she has a personal, material or financial interest and shall withdraw from any meeting where such a matter is discussed (AoA, S.25).
- d. For clarification, the ExCo has defined “withdraw from any meeting” as the Representative of the Member shall not be allowed time to talk by Chair in the meeting and shall not be counted in a vote.
- e. For the meeting to be quorate, 7 members of the Company shall be present (AoA, S.26). Note: When counting members, Representatives of Members may be present in the ExCo.
- f. **To discuss the matters arising.** The ExCo have defined the format of the discussion of the matters arising as:
 - a. Representatives, or their proxies, to speak for a maximum time limit of 3 minutes.
 - b. All representatives, or their proxies, present have the right to speak to a maximum of 10 representations. If more than 10 people wish to speak then the chair will take down names and draw lots.
 - c. Representatives and their proxies to be reminded that they should:
 - i. Speak ‘through the chair’. For clarity, this means waiting for the chair to say it’s your turn.



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- ii. Promptly finish after their allotted time has expired.
 - iii. Not interrupt other people.
 - iv. Avoid abusive or foul language. The Chair will have the option of immediately closing the meeting if there is abusive or foul behaviour.
- g. **To vote on matters arising.** The ExCo have defined the format on the vote on the matters arising as:
- a. The Chairperson will call for a simple show of hands to vote on the matter just discussed. (AoA, S.30).
 - b. If there are an equal number of votes for a matter arising then the Chairperson will have a 2nd and deciding vote.
 - c. If more than one matter is on the Agenda then a vote will be conducted at the conclusion of each discussion.
 - d. The Chairperson must decide whether the vote is "open" (a show of hands) or it has been proposed to be "secret" (A secret ballot).
 - e. Once the "open or "secret" vote is concluded the Chairperson must declare whether proposed item has been carried or lost and ensure that record is entered in to the minutes (AoA, S.31).
- h. If more than one Matter is on the Agenda the process above needs to be followed again.
- i. **Meeting Close.** The Chairperson should conclude the meeting by summing up what has been resolved in the meeting and state that anything resolved will be taken back to the next ExCo meeting for Action.



Appendix C – Procedure for Annual General Meetings

Duration: Until the Agenda of the AGM has been completed but in line with best practice it should not exceed 2 hours.

Before the meeting:

1. Notice of the AGM shall be called with at least 30 days notice.
2. Notices need to be sent to all Members via electronic means to the Registered electronic contact reference for each member and the ExCo.
3. The notice of the AGM shall specify (AoA, S.20):
 - a. The exact date, time and place of the meeting.
 - b. The right of each Member to appoint a proxy of the Representative from each Member.
 - c. Notice of a Proxy Representative must be received to the Company Secretary via the following email address: exco.wadsc@gmail.com no later than 48 hours (excluding weekends) prior to the meeting) (AoA, S.24).
 - d. Audited Accounts.
 - e. The previous minutes of the AGM.
4. During the AGM one-third of the elected members of the ExCo shall retire from office. The ExCo will discuss and agree beforehand which members will retire and obtain an idea if they wish to be re-nominated (AoA: S.42).
 - a. The ExCo members retiring shall be the longest in office since their last election.
 - b. For Clarification, retiring ExCo members are allowed to be re-elected (AoA, S.42).
5. All Co-Opted members of the ExCo shall retire from office at the first AGM following their election. The ExCo will discuss and agree beforehand which members will retire and obtain an idea if they wish to be re-nominated (AoA, S.39).
 - a. For clarification, retiring co-opted members of the ExCo can be re-elected (AoA, S.39).
6. Immediately following the AGM all Honorary Officers are deemed retired from office and a meeting will be convened immediately to re-elect the Honorary Officers (AoA: S.36).
7. Provide the ExCo with information on the Auditors to be appointed, if any.
8. Audited Accounts and the previous minutes of the AGM should be included with the email to all members.
9. Nominations for ExCo membership. The ExCo will now know how many spaces can be filled at the next AGM. This should be communicated to the Members of the Company at the same time as the Agenda prescribed above. This gives the Members time to get raise their nominations for membership of the ExCo. The ExCo have defined the procedure to submit a nomination as:
 - a. The notification of the AGM includes a document detailing the procedure for nomination. It states:
 1. The number ExCo spaces available at the forthcoming AGM.
 2. That correctly certified nominations need to be sent to the following email address: exco.wadsc@gmail.com no later than 10 days before the AGM.
 3. That to be nominated you need a proposer and seconder from the Membership of the Company or the ExCo.



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4. That the proposer and seconder to your nomination need to email in to the following email address: exco.wadsc@gmail.com no later than 10 days before the AGM to confirm that you are proposing or seconding a nomination.
 5. The certified nomination document needs to be signed by the nominee and include a declaration that they are not ineligible to be members of the ExCo. To clarify, the following shall not serve as members of the ExCo:
 - a. Employees of the Company
 - b. Persons who are bankrupt or otherwise disqualified from serving as company directors
 - c. Persons who have unspent convictions or are otherwise disqualified by law as serving as charity trustees.
10. Nominations to hold the position of Honorary Officer. The ExCo will know how many of the Honorary Officers wish to be re-elected at the Honorary Officer Meeting. This should be communicated to the Members of the Company at the same time as the Agenda prescribed above. This gives the Members time to get raise their own nominations to be Honorary Officers of the Company. The ExCo have defined the procedure to submit a nomination as:
- a. The notification of the AGM includes a document detailing the procedure for nomination. It states:
 1. The number current honorary Officers who wish to be re-elected
 2. That correctly certified nominations need to be sent to the following email address: exco.wadsc@gmail.com no later than 21 days before the AGM.
 3. That to be nominated you need a proposer and seconder from the Membership of the Company or the ExCo. The Proposer and Seconder in this case need to Representatives from Members and they will need to be present at the Honorary Officer Meeting at the AGM to confirm their Proposing and Seconding.
 4. That the proposer and seconder to your nomination need to email in to the following email address: exco.wadsc@gmail.com no later than 21 days before the AGM to confirm that you are proposing or seconding a nomination.
 5. The certified nomination document needs to be signed by the nominee and include a declaration that they are not ineligible to be an Honorary Officer. To clarify, the following shall not serve as Honorary Officers:
 - a. Employees of the Company
 - b. Persons who are bankrupt or otherwise disqualified from serving as company directors
 - c. Persons who have unspent convictions or are otherwise disqualified by law as serving as charity trustees.
 6. To clarify, Honorary Officers may be, but need not be, Representatives, of Members of the Company.
 7. Nominations can only be made in the way detailed above and nomination on the night of the AGM that have not gone through the procedure above will not be listened to by the Chair.
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Meeting Format/Agenda:

The ExCo have defined the business of the AGM and what happens immediately following an AGM as (AoA, S.12):

1. Welcome by the Chairperson and annual report.
2. Apologies for absence.
3. To receive declarations of interest in the Agenda.
4. To accept the minutes of the last AGM.
5. To receive any verbal statements from the representatives of the Members of the Company.
6. To present, review, and accept in to record the Report and Audited Accounts presented by the ExCo.
7. Confirmation of the Auditor of the company for the next year.
8. To Discuss, vote and accept the setting of the amount of the annual subscription.
9. To receive the resignation of ExCo members up for re-election and thank them for their service.
10. To receive nominations, vote and confirm new members in to the ExCo.
11. To close the AGM.
12. To open a special meeting of the Company to elect Honorary Officers. (Note: This will be chaired by the Company Secretary (who is not an Honorary Officer) or a representative of the Parish Council who will not be on the ExCo, but have been invited to attend by the ExCo)
13. To receive the nominations and conduct the election of Honorary Officers by means of a vote.
14. To accept the newly elected Honorary Officers
15. Meeting Close.

Meeting Format Notes:

- a. Meetings must be minuted.
- b. **Welcome by the Chairperson.** (NOTE: The Chairperson or the Vice-Chairperson of the Company, should preside). (AoA, S.28).
- c. **To receive Declarations of interest in the Agenda.** (NOTE: The Representative of the Member shall declare an interest in, and shall not debate or vote in respect of any matter in which it/he/she has a personal, material or financial interest and shall withdraw from any meeting where such a matter is discussed. (AoA, S.25).
 1. For clarification, the ExCo has defined "withdraw from any meeting" as the Representative of the Member shall not be allowed time to talk by the Chair in that part of the meeting and shall not be counted in a vote.
- d. For the AGM to be quorate, 7 members of the Company shall be present. (AoA, S.26). Note: When counting members, Representatives of Members may be present in the ExCo.
- e. **To accept minutes of the previous AGM.** This is an opportunity for an ExCo member to formally raise any major discrepancy in the minutes.
 1. This should be undertaken quickly and ExCo members should have already read these minutes.
 2. All such discrepancies should have been raised via email previously to this meeting and corrections should have been made. This is an opportunity put on record a discrepancy if the ExCo have decided they do not believe is correct.
 3. It is not for members to raise any discrepancy in the minutes.
- f. **To receive any verbal statements from the representatives of the Members of the Company.** The ExCo have defined the format of these statements as:

1. Representatives, or their proxies, to speak for a maximum time limit of 3 minutes.
 2. All representatives, or their proxies, present have the right to speak to a maximum of 10 representations. If more than 10 people wish to speak then the chair will take down names and draw lots.
 3. Representatives or their proxies to be reminded that they should:
 - a. Speak 'through the chair'. For clarity, this means waiting for the chair to say it's your turn.
 - b. Promptly finish after their allotted time has expired.
 - c. Not interrupt other people.
 - d. Avoid abusive or foul language. The Chair will have the option of immediately closing the meeting if there is abusive or foul behaviour.
- g. **Confirmation of the Auditors of the company for the next year.** The ExCo have defined the procedure for appointing auditors at the AGM below. This item should only be included if required.
1. Information should have been circulated to ExCo members and read beforehand.
 2. The Chairperson will propose to appoint the nominated auditors.
 3. This will need to be seconded and simple show of hands will be used to decide whether the proposal was resolved.
 4. For clarification, the appointment is to be voted on by ExCo members only.
 5. This will be recorded in the minutes.
- h. **To Discuss, vote and accept the setting of the amount of the annual subscription.** This will be proposed by the ExCo but voted on by all Members of the company present at the AGM. The ExCo have defined the format on the vote on the annual subscription as follows:
1. The Chairperson will propose the Company Membership subscription for the forthcoming year. The amount proposed is not up for discussion by the ExCo or Members.
 2. The Chairperson will call for a simple show of hands to vote on the subscription by calling for "all those in favour" and "all those against". For clarification, all Members present and the members of the ExCo have one vote.
 3. If there are an equal number of votes for a matter arising then the Chairperson will have a 2nd and deciding vote.
 4. Upon completion of the vote the Chairperson must declare whether proposed item has been carried or lost and ensure that record is entered in to the minutes.
 5. If the Vote is lost the Subscription fee will remain at the same level as the previous year.
- i. **To receive the resignation of ExCo members up for re-election and thank them for their service.** This is where all those ExCo members who have previously been notified that they need to resign will resign. The ExCo have defined the format on this procedure as follows:
1. Resigning members will in turn state that they resign with immediate effect.
 2. The Chairperson will thank them for service and ask if they wish to be re-elected. If an ExCo member wishes to be re-elected they need to follow the same nomination process as new nominees.
 3. The Chairperson will formally state to the meeting the number of vacant positions on the ExCo. This should be minuted.



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- j. **To receive nominations, vote and confirm new members in to the ExCo.** This is where all those pre-determined nominations will be voted on. Even if there are more spaces than nominees a vote still needs to take place. The ExCo have defined the format on this procedure as follows:
1. The Chairperson will read out the nominations for membership of the ExCo. These will be from Ex-ExCo members or from the representatives of the Members of the Company that have been received previously.
 2. The Chairperson will be read the following: "There are 'x' nominations and 'y' spaces. There will be now be a vote on each nomination by a show of hands. I will read each name out and at the end of each name you will raise your hand if you wish to support that nomination. For clarification:
 - a. You can vote for more than one nominee.
 - b. Those ExCo members who have not resigned, may vote.
 - c. You may vote for yourself.
 3. The Chairperson will then say the name of each nominee and the Chairperson and Company Secretary will count up and agree the number of votes cast and record that number.
 4. At the end of the vote process, those people with the highest number of votes will be elected to the ExCo.
 5. If there is a tie for the number of votes the Chairperson has the casting and decisive vote.
 6. The Chairperson will formally state the names of those successful nominees and welcome to the ExCo.
 7. For Clarification. Newly appointed ExCo members only become full ExCo members once the AGM they are voted in on closes.
 8. No-one shall be nominated for membership of the ExCo unless they have gone through the nomination process described above.
 9. Note: Co-option should not take place at an AGM.
- k. **AGM Meeting Close.** The Chairperson should conclude the AGM by summing up who has been elected to the ExCo and state that anything brought up by members will be taken back to the next ExCo meeting for Action. They shall then make the following statement:
1. "Following the closure of this AGM meeting the Honorary Officers, which for clarity, include the Chairperson, the Vice-Chairperson, and the Treasurer of the Company, are considered as resigned as required under our Section 36 of our Articles of Association. We have been notified, in accordance to with the Procedure set out in the Company's Procedural Standing Orders, that [insert number of people to be nominated here] wish to be put forward for the election of Honorary Officer of the Company. I now draw this AGM to a close."
- l. **Honorary Election Meeting.** The Chairperson of the Company will now handover the Chair of the Meeting to the Company Secretary or the pre-designated person from Wootton Parish Council who will act as Chair of the election of Honorary Officers. To clarify, this meeting is open to Representatives of Members (or their pre-determined proxy), and the ExCo. The Chair of this meeting will make the following statements:
1. **"I now formally open the meeting to elect the Honorary Officers of the Company. WADSS CC would like to thank the Honorary Officers for their hard work and effort over the last 12 months."**



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2. "The WADS CC ExCo has three Honorary roles to be filled and has been informed that there are [insert number of certified nominations] nominations."
 3. [Depending if the number of nominations is greater than the number of positions available the Chair must state one of the following]:
 - a. [If equal or less] "As we have received only one nomination for each role I declare that all Honorary Officers are deemed to be immediately re-elected."
 - b. [If there is more than one nomination per role] "As we have received [insert the number of nominations for each role] we will be holding a vote for the election of [insert position(s) to be contested]. [Only state the following if one role or more in uncontested] As we have only received one nomination for [insert role] I declare that they are deemed to be immediately re-elected."
 4. "The Vote will now take place as a show of hands. I will announce each role in turn. I will then announce the first person to be nominated. I will then ask their proposer and seconder for to confirm that that they still will to propose and second. I will then ask for a show of hands in support of that person to be nominated for the role. I will then follow the same format for the next nominee until all nominees have been voted for, for that role."
 5. "We will then tally the votes for each nominee and I will announce that the person with the most votes has been elected to the role. In the event of nominees getting the same number of votes a coin toss will be conducted to decide the winner."
 6. "I will then follow the same process for the next role."
 7. "Once we have finished voting and Honorary Officers are elected I will close this meeting."

Post AGM and Honorary Officer Meeting Actions:

Following the AGM any alterations to the ExCo must be sent to Companies House and Charities Commission within 30 days by the Company Secretary.



Appendix D – Procedure for ExCo Meetings

Duration: Until the Agenda of the ExCo Meeting (ExCoM) has been completed but in line with best practice it should not exceed 2 hours. (It is solely the Chair's discretion to extend beyond this time).

Before the meeting:

1. Notice of the ExCoM shall be called with at least 7 days and include an Agenda.
2. Agenda's need to be sent to all members of the ExCo via electronic means.
3. The notice of the ExCoM shall specify:
 - a. The exact date, time and place of the meeting.
 - b. The specific matters to be raised.
 - c. To vote on matters raised.
 - d. Include any appropriate papers for discussion or correspondence received.

Meeting Format/Agenda:

1. Welcome by the Chairperson.
2. To receive declarations of interest in the matters arising to be discussed.
3. To discuss the matters arising.
4. To vote on the matters arising.
5. Any Other Business.
6. Meeting Close.

Meeting Format Notes:

1. Meetings must be minuted.
2. It is incumbent on the Chairperson to endeavour to keep the meeting moving forward by:
 - a. Being firm but sensitive; not afraid to keep the discussion moving and to the point. Irrelevant information or opinions, time-wasting, domineering or aggressive behaviour should be quashed. The chairperson must be prepared to diffuse difficult situations, calling for a break if necessary.
 - b. Using questions such as:
 - i. Has anyone had experience of this type of problem before? (information seeking).
 - ii. Does anyone have suggestions as to how this can be dealt with? (problem solving).
 - iii. That's an interesting/difficult point. How would the rest of you deal with it? (focussing on the whole committee).
 - iv. Have you any ideas? (direct this to an individual) This can be particularly useful to draw out quieter members or new members.
 - v. If anyone is hogging the floor with a problem and being troublesome ask them how they would deal with it. (giving the problem back).
 - c. summarising the options to an issue and ensure everyone understands them. They should ensure that the final decision is clearly stated and minuted.
3. **Welcome by the Chairperson.** (NOTE: The Chairperson or the Vice-Chairperson of the Company, should preside). (AoA, S.28).
4. **To receive Declarations of interest in the matters arising.** (NOTE: The ExCo member shall declare an interest in, and shall not debate or



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- vote in respect of any matter in which it/he/she has a personal, material or financial interest and shall withdraw from any meeting where such a matter is discussed. (AoA, S.25).
5. For clarification, the ExCo has defined "withdraw from any meeting" as the Member shall not be allowed time to talk by the Chair in that part of the meeting and shall not be counted in a vote.
 6. For the meeting to be quorate, one third of the ExCo shall be present. (AoA, S.54).
 7. **To discuss the matters arising.** The ExCo have defined the format on the discussion on the matters arising as:
 - a. Members are reminded to be reminded that they should:
 1. Speak 'through the chair'. For clarity, this means waiting for the chair to say it's your turn.
 2. Promptly finish after their allotted time has expired.
 3. Not interrupt other people.
 4. Avoid abusive or foul language. The Chair will have the option of immediately closing the meeting if there is abusive or foul behaviour.
 8. **To vote on matters arising.** The ExCo have defined the format on the vote on the matters arising as:
 - a. The Chairperson will call for a simple show of hands to vote on the matter just discussed.
 - b. If there are an equal number of votes for a matter arising then the Chairperson will have a 2nd and deciding vote.
 - c. If more than one matter is on the Agenda then a vote will be conducted at the conclusion of each discussion.
 - d. If more than one Matter is on the Agenda the process above needs to be followed again.
 9. **Any other Business.** Any new items that do not fit the agreed headings should be included under here. It is the chairperson's right to refuse to add new items if there is a clear procedure for putting items onto the agenda.
 10. **Meeting Close.** The Chairperson should conclude the meeting by summing up what has been resolved in the meeting and ensure those members of the ExCo which have been tasked, understand what they have to do and by when.



Appendix E – Procedure for the Co-option of members to the ExCo

1. The company has defined the procedure of the Co-option of members in ExCo Meetings as:

a. Before the ExCo Meeting:

- i. The ExCo member or individual suggesting themselves to the ExCo must provide email all ExCo members with a CV of the nominee and a declaration that they are fit and proper to serve as a Director of the Company. Nominees can make the assessment of fit and proper by ensuring they are not listed under Section 43 of the Articles of Association of the Company.
- ii. The Co-Option of a new member to the ExCo needs adding to the Agenda of the next ExCo member.
- iii. Nominees can only be confirmed as Co-opted members at full ExCo meetings.

b. During the ExCo Meeting:

- i. The ExCo nominee may not take part in the ExCo meeting until voted and confirmed.
- ii. When the Co-option item on the Agenda is reached The ExCo will invite the nominee to speak and the ExCo will have the chance to question the nominee.
- iii. The Chairperson will allow this discussion for no more than 20 minutes where, upon conclusion, the Chairperson will invite the nominee to leave the room.
- iv. The Chairperson will invite discussion on the nominee for no more than 10 minutes and which time the Chair will call for a vote by a simple show of hands of ExCo members.
- v. In the event of a tied vote, the Chairperson shall have a deciding 2nd vote.
- vi. The result of the vote will be included in the minutes.

c. Following the ExCo Meeting:

- i. The Company secretary must send the alteration to the ExCo to Companies House and Charities Commission within 30 days.