

**Charitable Incorporated Organisation**

**Memorandum: Operational Procedures etc**

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The Friends of Chatham Traction is a charitable incorporated organisation (CIO), which is a form of legal entity designed for non-profit organisations in the United Kingdom that was introduced in 2013.

The main intended benefits are that the CIO has:

• legal personality

• the ability to conduct business in its own name, and

• limited liability.

That way its members and trustees do not have to contribute in the event of financial loss. Such conditions are already available to limited companies; charities can be formed as companies, but then they must be registered with both Companies House and the Charity Commission. In contrast, our CIO only needs to register with and submit annual accounts and returns to the Charity Commission, so reducing bureaucracy.

In short, it means that FoCT can operate like a limited company with the protection that brings, in particular, to the trustees with their personal liability limited by law. FoCT can enter into contracts, own property and employ people, for instance, that [technically] it couldn’t do in its previous existence as a simple registered charity.

Our Charity Commission Registration Number as a CIO is 1174323

1. Executive Committee

Management meetings

1. The day-to-day management of the CIO shall be conducted at meetings of the Executive Committee (“the EC”).
2. There shall be a minimum of six such meetings per calendar year held at convenient locations in England.

Membership of the EC

1. The charity’s trustees shall be *ex-officio* members of the EC.
2. The trustees may appoint up to four further members of the CIO to membership of the EC. Such persons shall satisfy the trustees that they have relevant experience and skills that will assist the EC’s functioning.
3. Such additional members shall have equal status on the EC to the charity’s trustees such as in voting rights except when voting in elections for the chair and deputy chair of the EC, which elections are in the remit of trustees only.

Retirement and removal of additional members of the EC

1. An additional member of the EC ceases to hold that position if he or she:

* retires by notifying the EC in writing;
* is absent without the permission of the EC from all their meetings held within a period of six months and the EC resolves that his or her position be vacated;
* dies;
* becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
* is removed by the members of the EC in accordance with sub-clause (b) of this clause;

1. A resolution to remove an additional member of the EC in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from that position, and has been given a reasonable opportunity of making oral and/or written representations to the members of the EC.

Decisions by the EC

Any decision may be taken either:

1. at a meeting of the EC; or
2. by resolution in writing or electronic form agreed by all of the EC, which may comprise either a single document or several documents sent to all members of the EC containing the text of the resolution in like form to each of which one or more members of the EC has signified their agreement.

Calling meetings

1. Any member of the EC may request a meeting of the EC by sending a request to the Secretary stating reason(s).
2. Subject to that, the EC members shall meet given two weeks’ notice in an agenda circulated to members by the Secretary.

Chairing of meetings

If the Chairman is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Deputy Chairman will preside or those charity trustees present may appoint one of their number to chair that meeting.

Procedure at meetings

1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is the number nearest to one third of the total number of members of the EC or such larger number as the EC may decide from time to time. A member of the EC shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote. Any quorum must include a minimum of two CIO trustees.
2. Questions arising at a meeting shall be decided by a majority of those present eligible to vote.
3. In the case of an equality of votes, the chair shall have a second or casting vote.

Conflicts of interest and conflicts of loyalty

An EC member must:

1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
2. absent himself or herself from any discussions of the EC in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
3. Any EC member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the EC on the matter.

Record of meetings

A record of the discussion and decisions made at meetings shall be made by the Secretary or, in his or her absence, by another EC member and circulated to all EC members within three weeks of the date of that meeting.

Participation in meetings by electronic means

1. A meeting may be held by suitable electronic means agreed by the EC in which each participant may communicate with all the other participants.
2. Any EC member participating at a meeting by suitable electronic means agreed by the EC members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
3. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

Delegation by the EC of matters to a sub-committee

1. The EC may set up a sub-committee or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The EC may at any time alter those terms and conditions, or revoke the delegation.
2. No sub-committee shall have executive powers unless stated in the recorded terms and conditions; recommendations for action shall generally be proposed to the EC, which shall act or otherwise on such recommendations.
3. The membership of any sub-committee shall comply with the following:
4. a sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a charity trustee;
5. the acts and proceedings of any sub-committee must be brought to the attention of the EC as a whole as soon as is reasonably practicable; and
6. the EC shall from time to time review the arrangements which it has made for the delegation of its powers.
7. A record of the discussion and decisions made at meetings shall be made by the sub-committee and circulated to all EC members within three weeks of the date of that sub-committee meeting.

Decisions by a sub-committee of the EC

Any decision may be taken either:

1. at a meeting of the sub-committee; or
2. by resolution in writing or electronic form agreed by all members of the sub-committee, which may comprise either a single document or several documents sent to all members of the sub-committee containing the text of the resolution in like form to each of which one or more members of the sub-committee has signified their agreement.
3. Election of Officers of the Executive Committee [EC]
4. Positions and titles
5. The officers of the EC shall be the Chairman, the Deputy Chairman, the Secretary and the Treasurer.
6. The officers of the EC will be deemed to be the officers of the CIO and to perform corresponding roles to those in the EC at general meetings and in the administration of the CIO.

Period of service

1. Officers will take up their appointments from the time at which they are elected in an EC meeting and serve for one nominal year until the subsequent year’s election process, notwithstanding an officer ceases to hold office if he or she:
2. retires by notifying the EC in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
3. is absent without the permission of the EC from all their meetings held within a period of six months and the EC resolves that his or her office be vacated;
4. dies;
5. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
6. is removed by the members of the EC in accordance with sub-clause 15(b) of clause 11 of the Constitution of the CIO; or
7. is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
8. In the event of an officer being unable to fulfil a whole year’s service, an election process for the vacancy will take place as in sub-clause 3) below as for annually occurring vacancies.

Election process for annual or casual vacancies

1. For annually occurring vacancies, at the first EC meeting after each AGM of the CIO the EC shall appoint two trustees of the CIO as Chairman to chair their meetings and as Deputy Chairman and may at any time revoke such appointments.
2. At the first EC meeting after each AGM of the CIO the EC shall appoint two further of its members to the honorary posts of Secretary and Treasurer and may at any time revoke such appointments.

Chairman

1. The retiring Deputy Chairman, or if he or she is unwilling or unable, another member of the EC who shall be agreed upon shall call for nominations for the position of Chairman for the ensuing year.
2. The retiring chair may nominate him or herself, being willing to continue to serve for one further year. The chair of the meeting at this point shall then call for a trustee to second that proposal. If no such seconding endorsement comes forward, the retiring chair shall be deemed unelectable.
3. With or without such seconding endorsement, the chair of the meeting shall call for any other nominations from trustees and, subsequently, seconding endorsements for said nominations. If no such seconding endorsements come forward, the proposed candidate(s) shall be deemed unelectable.
4. If only one candidate is duly proposed and seconded, that person will be elected chair for the subsequent year of service.
5. If more than one nominee is duly proposed and seconded, a written ballot shall take place conducted among the trustees at the EC meeting. Each trustee shall place in order on the ballot paper his or her preferences for the position of chair in descending order.
6. If one candidate secures more first preference votes than any other candidate on the principle of “first past the post”, that person shall be declared the winner.
7. If there is a tie, each of those candidates with an equal number of first preferences shall have their respective numbers of second preferences taken into account and added to their first preferences. If there is a simple majority of these two aggregated preferences, the candidate with the largest aggregate is declared the winner.
8. If there remains a tie, the third and subsequent preferences are, in turn, added and aggregated to find the largest aggregate.
9. At the point where a simple majority aggregate arises, the result will be declared.
10. If, after going through the whole preference process, no majority winner still emerges, the winner will be settled by the drawing of lots from among those candidates who had an equal number of first preference votes.
11. Candidates may vote for themselves as a first preference but not as a second or subsequent preference. Subsequent preferences must be ascribed to other and different candidates participating.

**Deputy chair**

1. Having determined the position of chair, the appointee shall take the chair for the meeting and proceed to the election of a deputy chair.
2. The retiring deputy chair may nominate him or herself, being willing to continue to serve for one further year. The chair of the meeting at this point shall then call for a trustee to second that proposal. If no such seconding endorsement comes forward, the retiring deputy chair shall be deemed unelectable.
3. The election, if needed will proceed as in sub-clauses e) to m) above.

**Secretary and Treasurer**

1. In turn for each position the chair of the meeting shall call for nominations.
2. A retiring officer may nominate him or herself, being willing to continue to serve for one further year. The chair of the meeting at this point shall then call for a member to second that proposal. If no such seconding endorsement comes forward, that officer shall be deemed unelectable.
3. The process for each position shall proceed as in sub-clauses e) to m) above with the exception that voting is open to all EC members present at the meeting.

Casual vacancies

1. Should one of the positions for an officer fall vacant between normal annual elections, the EC shall follow the procedures in sub-clauses a) to m) above to elect a replacement(s) to serve until the next normal election date.

Example of preference voting procedure

There are four people who are candidates for a position – A, B, C and D

The remaining four – E, F, G and H are non-candidate voters. Candidates may vote for themselves in the first preference but must vote for other and different candidates in subsequent preferences. Every preference must be for a different candidate, as below.

Typically, each candidate would vote for him/herself as a first preference.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Voter** | **Votes by preference** | | | |
| **1st** | **2nd** | **3rd** | **4th** |
| **A** | A | C | B | D |
| **B** | B | A | C | D |
| **C** | C | A | D | B |
| **D** | D | B | C | A |
| **E** | B | A | C | D |
| **F** | C | B | D | A |
| **G** | B | C | D | A |
| **H** | C | D | B | A |

In the first round B and C each get 3 votes and tie for first place; A and D only get one vote each and are eliminated.

So there is a run-off between B and C with second and subsequent preferences being taken into account. In the second preferences B and C each get 2 votes so it remains a tie with aggregated votes of 5 each – 3 x 1st preferences plus 2 x 2nd preferences.

Going to the 3rd preference level, B has a further 2 votes while C secures a further 3 votes, making the respective aggregates 7 for B and 8 for C. C is therefore declared the winner with an aggregate of 8 votes.

1. Financial Management
2. All funds of the CIO shall be held in accounts in the name of the CIO.
3. Payments for amounts exceeding £500 drawn on the accounts of the CIO shall require the prior authorisation of two persons including that of:
4. the Treasurer or the Chairman, plus
5. one of any three other nominated charity trustees or a nominated employee of the CIO.
6. Payments for amounts not exceeding £500 drawn on the accounts of the CIO shall require the prior authorisation of one person being that of the Treasurer, Chairman, one of any three other nominated charity trustees or a nominated employee of the Association.
7. The names of ‘nominated charity trustees and employee’ in (b) and (c) shall be determined at an EC meeting and recorded in the minutes of that meeting.
8. ‘Prior authorisation’ in (b) and (c) shall mean:
9. signature(s) in the case of a cheque
10. written authorisation, including but not limited to email correspondence, in the case of payment by electronic means, including but not limited to BACS payments.
11. Capital expenditure on individual items valued at over £5000 and the purchase of services valued at over £5000 per annum shall have the minuted approval of an EC meeting and have been subject to a process of competitive tendering with at least two written quotations that shall be reviewed by the EC.
12. The Treasurer shall ensure that proper books of accounts are kept which shall be open to inspection at all reasonable times by members of the CIO.
13. The Treasurer will provide a report on the Group’s finances to each Executive Committee meeting.
14. The Treasurer will hold the necessary evidence of all financial transactions by way of bank statements, pass books, vouchers etc.
15. The Treasurer shall make a recommendation to each AGM for a suitable person(s) to act as independent verifier(s) of the annual accounts. The AGM shall vote on that recommendation.
16. The Treasurer shall ensure that a proper Statement of Accounts is prepared for each year ending 31st December and shall present it to the next AGM after it has been independently verified.
17. Appointment of New Trustees
18. If, at any time, a justifiable need to appoint an additional trustee is identified, the process should be as below. Such a proposal must be accompanied by a positive justification for the perceived need and an assurance that the person proposed meets the requirements laid down in Clauses 12 and 13 of the Constitution.
19. The process should be:
20. If a proposal is to be raised by a serving trustee at an Executive Committee meeting, notice should be given to the Secretary in advance of the meeting.
21. If a proposal is raised by any other member of the CIO the proposer shall make a formal submission in writing to the Secretary as per Clause 7(d) below.
22. All notices of proposal shall include a statement of how the nominee is considered a suitable and, in particular, how the nominee complies with Clauses 12(1)(b) and 12(3)(c) of the Constitution.
23. The next EC meeting shall consider whether any such nominee is a suitable person to hold the office of trustee under the terms of the Constitution.
24. If the person being proposed is present at the EC meeting, the chair of the meeting may consider requesting the person under discussion to leave the room temporarily.
25. The meeting shall consider the attributes of the nominee as regards being a suitable person to hold the office of trustee.
26. The chair shall summarise the meeting’s views on all proposed nominees and hold a vote(s) to determine a decision(s). The outcome of such a vote(s) will be communicated to the proposer if not at the EC meeting. In the case of a nominee being considered unsuitable by the EC, the reasons for same shall be outlined to the proposer, in writing if necessary.
27. The nominee, if temporarily outside the meeting, will be asked to re-join the meeting and be told the outcome.
28. In the case of a positive outcome to any nomination made to the trustees, a formal proposal will be put to the next general meeting of the CIO for ratification.
29. A trustee newly appointed at other than an annual general meeting shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting. If willing to continue to serve, such a trustee will be proposed for re-election at said general meeting.
30. That new trustee’s initial term of appointment [one, two or three further years from the date of the AGM] shall be determined to maintain the balanced one-third cycle of retirements in succeeding years.
31. Proposal to Remove a Trustee from Office

The process should be:

1. A proposal should be raised by a serving trustee at an Executive Committee [EC] meeting. Discreet notice should be given to the chair and/or secretary in advance of the meeting.
2. Should a member of the CIO have concerns about the suitability of a serving trustee, these should be brought to the chair or secretary’s notice.
3. If the person under consideration is present, the chair of the meeting may consider requesting that person to leave the room temporarily.
4. The meeting shall consider the suitability of that person to continue to hold the office of trustee taking into account any substantiated facts of behaviour, attitude etc.
5. The chair shall summarise the Executive Committee’s views and propose a vote to determine the committee’s decision. A simple majority of those present at the EC shall determine the outcome as to whether the matter is to be taken to a general meeting. In the event of a tied vote, the chair of the meeting shall have a second and casting vote.
6. The nominee, if in attendance, will be asked to rejoin the meeting and told the outcome.
7. If absent from the EC meeting, the individual concerned has to be given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.
8. Technically, only a general meeting has the power to remove a trustee from office so it has to be left to the person under consideration as to whether they choose to continue to participate in future CIO business from the date of the decision of the EC meeting. In serious alleged cases, discouragement should be given.
9. In the case of a decisive outcome, a formal proposal will be put to the next General Meeting of the CIO in the name of the EC, which may, of course, have been specially convened for the purpose of considering that trustee’s position.
10. Inventory of Non-financial Assets
11. The Executive Committee shall maintain a detailed inventory of all the CIO’s property and it shall be annually valued for accounting purposes with a member[s] recorded as having responsibility for maintaining records.
12. The inventory shall include:

* vehicles
* all such associated spare parts together with service tools and equipment
* historic artefacts, ephemera and memorabilia
* supporting exhibits reflecting the objects of the CIO
* display materials
* purchased stock for sale or for use in promoting the CIO
* buildings and associated equipment
* office equipment and materials

1. Trustees and members may be commissioned to look after inventory items but title to such items shall be recorded as that of the CIO’s and each such occurrence shall be recorded in the CIO’s inventory by holding nominee and date of event.
2. CONDUCT OF ANNUAL GENERAL MEETING OF MEMBERS

The AGM shall be conducted in accordance with Clause 11 of the Constitution of the CIO and shall normally be held on the first Saturday in March each year.

**Calling general meetings**

1. The charity trustees must give first notice to all members of the date and venue of a proposed AGM three months in advance.
2. As per Clause 11 (3) of the Constitution, formal notice of the AGM shall be given at least 14 days in advance shall include an agenda confirming the date, time and venue of the meeting and include the annual statement of accounts and the trustees’ annual report for the year ending the previous 31 December, the full text of any proposed changes to rules and notices of motion accompanied by reasons for same together with proposals to appoint new trustees recommended by the EC.

**Proposals to change the rules, hear notices of motion and appoint new trustees**

1. Any member proposing changes to rules and notices of motion must supply a full text of same together with reasons must submit such proposals to the Secretary of the CIO by 31 October in advance of the AGM. Such proposals must seconded by another member and will then be considered by the EC.
2. Proposals by members to appoint new trustees must be submitted to the Secretary of the CIO by 31 October in advance of the AGM. Such proposals must state the grounds for supporting the appointment of a new trustee and give a full explanation of what skills and experience such a trustee would contribute to the running of the CIO. Proposals must be seconded by another member and will then be considered by the EC.
3. If the EC considers that debate on any proposal from a member(s) is unnecessary or inappropriate it shall, on or before 30 November, advise the relevant members in writing, with reasons. Debate on the proposal will not then take place at the AGM unless the member(s) concerned appeal to the EC before 31 December and the EC withdraws its preliminary objection. Otherwise debate on such a proposal must first be approved at the AGM by considering appeal(s) against any preliminary objections by the EC to a proposed change(s) to the rules or notice(s) of motion(s) or the appointment of a new trustee(s).

**Substantive agenda**

1. The charity trustees must give at least 14 clear days’ notice of the substantive agenda of the AGM to all of the members to include:

* the time and date of the meeting
* the address at which the meeting is to take place;
* the minutes of the previous AGM
* the minutes of any SGM(s) held since the last AGM
* the annual report on the CIO from the Chairman
* the independently verified accounts for the year ending 31st December of the previous year
* details of any appeal(s) to be heard on objections by the EC to:

1. any member’s proposal(s) to change the rules of the CIO, include the text of the proposed alteration
2. any notice(s) of motion
3. the appointment of new trustees
4. details of other persons standing for election or re-election as trustees

* other proposed changes to the rules and notices of motion with the reasons for the proposals, together with any further amendments thereto, including any proposals subject to appeal, as above, against a preliminary objection from the EC under sub-clause (d) above
* Consider the position of the Honorary President

**Chairing of an AGM**

1. The person nominated as chair by the charity trustees under Clause 20 (2) (Chairing of meetings) of the constitution of the CIO, shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

Quorum at an AGM

1. No business may be transacted at any AGM of the members of the CIO unless a quorum is present when the meeting starts.
2. Subject to the following provisions, the quorum for the AGM shall be the greater of 5% of the total number of paid-up members as at 1 March or three members. An organisation represented by a person present at the meeting is counted as being present in person.
3. Additionally at least three trustees and two officers must be present. A trustee who is also an officer may be counted under each category.
4. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
5. If a quorum is not present within 15 minutes of the start time of an adjourned meeting, the member or members present at the meeting constitute a quorum.

**Attendance at an AGM**

1. Every member attending a General Meeting shall before the commencement of the meeting record his or her presence by means provided by the trustees.
2. Friends and observers who are not members may attend a General Meeting with the consent of a majority of members at the meeting but may not cast votes or participate in debate.

**Representation of organisations and corporate members**

1. An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise one person to act as its representative at any AGM of the CIO. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

Voting at an AGM

* 1. Any decision other than one falling within Clause 10(4) of the Constitution (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every paid-up member as at 1 March has one vote unless otherwise provided in the rights of a particular class of membership under the Constitution of the CIO.
  2. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
  3. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
  4. A poll may be taken :

i. at the meeting at which it was demanded; or

ii. at some other time and place specified by the chair; or

iii. through the use of postal or electronic communications.

1. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
2. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

Adjournment of meetings

1. The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Minutes of the AGM

1. Draft minutes shall be made available to members on request 35 days after the conclusion of the meeting.

CONDUCT OF DEBATE

1. Members wishing to speak shall:
2. speak only upon invitation from the Chair
3. respect the authority of the Chair
4. address the Chair first, then announce their name
5. show courtesy to members
6. speak directly on the subject under debate, or on a point of order relating to that subject
7. stop speaking when the Chair rises during debate
8. not exceed:

* 10 minutes when proposing a rule change or notice of motion or proposal to appoint a new trustee
* 5 minutes when speaking in all other cases except as follows:
* 2 minutes when:
  1. appealing against a preliminary objection by the Board to a proposed amendment to the Rules or Motion
  2. questioning or challenging the minutes of a previous General Meeting
  3. raising a point of order
  4. having spoken on any subject, with the permission of the Chair, addressing the meeting a second time on the ground that his speech has been misunderstood or misrepresented by another speaker

1. not otherwise address the meeting more than once on any subject save that prior to the conclusion of debate on any proposed change to the rules or notice of motion the proposer may respond directly to any points made by other speakers on that proposal for a period not exceeding 5 minutes.
2. EC members shall not speak to oppose motions proposed by the EC but shall be free to speak in support of or in opposition to proposals from other members.
3. The Chair shall make rulings on all points of order and the admissibility and lengths of speeches and his or her rulings shall be final.
4. Any proposed change to the rules, and any amendment thereto, or a proposed notice of motion or proposal to appoint a new trustee may be withdrawn by the mover with the consent of the meeting, whereupon there shall be no debate on that proposal. If the meeting does not consent to the withdrawal, debate shall proceed.
5. CONDUCT OF SPECIAL GENERAL MEETING OF MEMBERS

An SGM shall be conducted in accordance with Clause 11 of the Constitution of the CIO.

Calling an SGM

1. An SGM for the discussion only of specific business may be called at any time:

* by the EC of the CIO
* if the EC receives a request to do so from at least 10% of the paid-up members of the CIO, and
* the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

1. The charity trustees must give 21 days’ notice to all members of the date and venue of a proposed SGM with a provisional agenda.

Proposals to change the rules, hear notices of motion and appoint new trustees

1. Any member proposing changes to rules and notices of motion must supply a full text of same together with reasons must submit such proposals to the Secretary of the CIO with the request for a meeting. Such proposals must be seconded by another member and will then be considered by the EC.
2. Proposals to appoint new trustees must state the grounds for supporting the appointment of a new trustee and give a full explanation of what skills and experience such a trustee would contribute to the running of the CIO. Proposals must be seconded by another member and will then be considered by the EC.
3. If the EC considers that debate on any proposal from a member(s) is unnecessary or inappropriate it shall, within 7 days, advise the relevant member(s) in writing, with reasons. Debate on the proposed Rule Change or Motion will not then take place at the SGM unless the member(s) concerned appeal to the EC within a further 7 days and the EC withdraws its preliminary objection. Otherwise the SGM must debate such a proposed rule change(s) or notice(s) of motion at the SGM by considering appeal(s) against any preliminary objections by the EC to proposed changes to the rules or notices of motions or the appointment of new trustees.

Substantive agenda

1. The charity trustees must give at least 7 clear days’ notice of the substantive agenda of the SGM to all of the members to include:

* the time and date of the meeting
* the address at which the meeting is to take place;
* details of any appeal(s) to be heard on objections by the EC to:

1. any member’s proposal(s) to change the rules of the CIO, include the text of the proposed alteration
2. any notice(s) of motion
3. the appointment of new trustees.

* details of other persons standing for election as trustees
* other proposed changes to the rules and notices of motion with the reasons for the proposals, together with any further amendments thereto, including any proposals subject to appeal, as above, against a preliminary objection from the EC under sub-clause (e) above

Chairing of an SGM

1. The person nominated as chair by the charity trustees under Clause 20 (2) (Chairing of meetings) of the constitution of the CIO, shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

Quorum at an SGM

1. No business may be transacted at any SGM of the members of the CIO unless a quorum is present when the meeting starts.
2. Subject to the following provisions, the quorum for the AGM shall be the greater of 5% of the total number of members or three members. An organisation represented by a person present at the meeting is counted as being present in person.
3. Additionally at least three trustees and two officers must be present. A trustee who is also an officer may be counted under each category.
4. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

Attendance at an SGM

1. Every member attending an SGM shall before the commencement of the meeting record his or her presence by means provided by the trustees.
2. Friends and observers who are not members may attend an SGM with the consent of a majority of members at the meeting but may not cast votes or participate in debate.

Voting at an SGM

1. Any decision other than one falling within Clause 10(4) of the Constitution of the CIO (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
2. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
3. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
4. A poll may be taken :

i. at the meeting at which it was demanded; or

ii. at some other time and place specified by the chair; or

iii. through the use of postal or electronic communications.

1. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
2. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

Representation of organisations and corporate members

1. An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise one person to act as its representative at any general meeting of the CIO. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

Adjournment of meetings

1. The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Minutes of the SGM

1. Draft minutes shall be made available to members on request 35 days after the conclusion of the meeting.

CONDUCT OF DEBATE

1. Members wishing to speak shall:
2. speak only upon invitation from the Chair
3. respect the authority of the Chair
4. address the Chair first, then announce their name
5. show courtesy to members
6. speak directly on the subject under debate, or on a point of order relating to that subject
7. stop speaking when the Chair rises during debate
8. not exceed:

* 10 minutes when proposing a rule change or notice of motion or proposal to appoint a new trustee
* 5 minutes when speaking in all other cases except as follows:
* 2 minutes when:

1. appealing against a preliminary objection by the Board to a proposed amendment to the Rules or Motion
2. questioning or challenging the minutes of a previous General Meeting
3. raising a point of order
4. having spoken on any subject, with the permission of the Chair, addressing the meeting a second time on the ground that his speech has been misunderstood or misrepresented by another speaker
5. not otherwise address the meeting more than once on any subject save that prior to the conclusion of debate on any proposed change to the rules or notice of motion the proposer may respond directly to any points made by other speakers on that proposal for a period not exceeding 5 minutes.
6. EC members shall not speak to oppose motions proposed by the EC but shall be free to speak in support of or in opposition to proposals from other members.
7. The Chair shall make rulings on all points of order and the admissibility and lengths of speeches and his or her rulings shall be final.
8. Any proposed change to the rules, and any amendment thereto, or a proposed notice of motion or proposal to appoint a new trustee may be withdrawn by the mover with the consent of the meeting, whereupon there shall be no debate on that proposal. If the meeting does not consent to the withdrawal, debate shall proceed.
9. Data Protection – The General Data Protection Regulation
10. Any information related to a natural person or ‘Data Subject’, which can be used to directly or indirectly identify the person, is covered by this EU Regulation [GDPR]. It can be, for instance, a name, a photo, an email address, bank details, posts on social networking websites, medical information or a computer IP address.
11. It applies to all companies and organisations such as FoCT that process and hold the personal data of data subjects residing in the European Union, regardless of the data-holder’s location. However, it is being applied with a ‘light touch’ in the case of small organisations such as ours.
12. The GDPR comes into effect on 28 May 2018 however the full and detailed official guidance from the Information Commissioner’s Office [ICO] is still not complete. The best available guidance so far published has been reviewed and is laid out in these paragraphs.
13. Specifically, a Data Protection Officer (DPO) must be appointed in the case of:

* public authorities
* organisations that engage in ‘large scale’ systematic monitoring, or
* organisations that engage in ‘large scale’ processing of sensitive personal data (Art. 37).

1. If an organisation doesn’t fall into one of these categories, then there is no need to appoint a DPO. Our view would be that we are a ‘small’ organisation and do not engage in ‘large scale’ data processing. We will not appoint a DPO but rather leave in up to the Executive Committee [EC] and, in particular, the officers to ensure that we comply with Clause 24 of our Constitution and the GDPR.
2. We must never externally publish any personal details we hold on our ‘data-subjects’ without their express consent. We must obtain a personal ‘opt-in’ from each of them to even hold the data that is kept by FoCT for its private use.
3. A general notice should be circulated via an edition of the FoCT Update as fair notice of FoCT’s understanding of and compliance with the new Regulation.
4. Every one of our ‘data subjects’, now and in the future, must be corresponded with and informed that their personal data is held on the FoCT EC’s files and will not to be disclosed outside the EC without the subject’s express consent and to seek their individual ‘opt-ins’ to having FoCT holding information on them. This should be completed before May 2018.
5. We need to be sure that any information we hold on members etc is actually necessary for the administration and efficient running of FoCT e.g. their names, addresses, telephone numbers email addresses, payment records etc.
6. Data holding must be restricted to those officers who actually need/use it. All EC members need, for instance, to have a list of members but not all need to know those members’ payment and donation records.
7. Data should not be held beyond the time for which it has any useful historical or administrational purpose. Remember though that there are other statutory requirements that may govern such data e.g. Gift Aid records have to be kept for six years.
8. Some personal data such as lists of visitors to an exhibition, people making spasmodic donations or registering an interest in the work of FoCT is subject to the GDPR and must be safeguarded and such ‘data-subjects’ need to be told such e.g. by a printed notice on a visitors’ book.
9. The FoCT’s officers are charged with ensuring our compliance with the GDPR.
10. All ‘data-subjects’ have the right to request from the officers access to what data FoCT holds on them.
11. All decisions on data gathering and protection must be taken at an EC meeting or, if thought necessary, a general meeting and be minuted.
12. All FoCT data held centrally or by individuals must be effectively backed up by electronic storage on independent, ideally encrypted, memory media held at remote and separate geographical locations.