

Community Foundation serving Tyne & Wear and Northumberland

STANDING ORDERS

Purpose

1. The Community Foundation's Articles of Association give the Board power to make certain rules for the proper conduct and management of the company and for the purposes of prescribing conditions of membership, so long as they are consistent with the governing document and allow Members the power to alter or repeal such rules at a General Meeting.
2. The purpose of these standing orders is to set out, for operational purposes, the rules adopted by the Board which cover:
 - admission of members;
 - eligibility for election, nomination and co-option of trustee directors;
 - the process for elections; and
 - the conditions of Board membership.
3. Unless the context requires otherwise, the definitions and rules of interpretation set out in the Memorandum and Articles shall apply to these rules.

Admission of members

4. Articles 5 to 12 govern the admission of members. In particular, under Article 8, the Board may approve or reject an application for membership for good and sufficient reason and the Board may decide into which membership group a member is admitted. For operational purposes members will be admitted into the four groups set out at Article 7 as follows:
5. **Group A:** will be any not-for-private-profit body with charitable purposes or which exists for community benefit including:
 - registered charities, voluntary and community groups
 - mutuals, co-operatives, industrial & provident/friendly societies and credit unions
 - universities
 - further education, sixth form and technical colleges
 - independent, academy, free and studio schools
 - churches
 - Community Interest Companies
6. **Group B:** will be individuals who must be over 18 years of age.
7. **Group C:** will be bodies with statutory duties and powers including:
 - Local authorities and parish/town councils
 - Government agencies, non-departmental public bodies and 'quangos'
 - Publicly controlled corporations and arms-length management organisations
 - NHS trusts and clinical commissioning groups
 - Office of the Police & Crime Commissioner and the Police Force
 - Fire and Rescue Authorities
8. **Group D:** will be for-profit, privately-owned companies and partnerships.

9. In line with the Articles, subscriptions payable by each group will be set by members at a General Meeting on a motion from the Board.
10. The Board will offer membership in the relevant group to those individuals/families and organisations who set up named funds. We will also offer annual or lifetime membership to donors who make other gifts at a level at least commensurate to the respective membership subscriptions rates at the time.
11. Individual lifetime membership will be offered to each person in a couple or group that sets up a fund, subject to the fund size being equal to the respective membership subscription at the time. Each person will need to accept membership in their own right.
12. We will offer lifetime individual membership to the first-generation successor advisors to fund but the successor will need to accept membership in their own right.

Eligibility for nomination for election/appointment/co-option to the Board

13. The size and composition of the Board is governed by Article 41, which sets out a minimum number of Directors from each group of members. This circumscribes who may be eligible for nomination as a Director. A person must also be at least 16 years old and not be disqualified (if appointed) under Article 65.
14. For **groups A, B and D**, where the nomination is from an organisation the nominee should be an individual with seniority who may be paid or voluntary (including trustees and non-executive directors).
15. In **group C**, the Board would expect the nominee to be a senior paid official (chief executive or director). Normally, the chief executives of the Tyne & Wear local authorities will be asked to nominate to one of the three places, Northumberland Council another, with the third to be from a regional body in this group by invitation from the Board.
16. The Articles allow the Board to **co-opt** up to five additional members. For the avoidance of doubt, co-optees do not have to be from among Community Foundation members or fit into one of the membership groups. When exercising its power of co-option, the Board will pay due regard to ensuring that, so far as possible, the Board reflects the Foundation's area of benefit.
17. The Board is able to encourage nominations of individuals with particular knowledge, skills and expertise. The Board may also encourage nominations in line with its equality and diversity policy especially to ensure gender balance.

Process for nominations and elections

18. The appointment and election of Directors is governed by Articles 42 to 46. The nomination process is set out below.
19. Members are notified of vacancies in their respective group with their notice of the Annual General Meeting.

20. In group B, individual members may nominate themselves; in all other cases nomination should be by the person's member organisation. Individuals and organisations may also be nominated by other members in their group, but the person nominated must be willing and able to stand. Nominations must be seconded by another member in the same category – this can be on the nomination form itself or sent separately in writing or by email by the nomination closing date. Lists of members in each group are made available to nominators. The nomination form also requires a 100-word supporting statement which must be fair and accurate.
21. Nominations close in advance of the Annual General Meeting to allow a postal ballot to take place if necessary. When an election is required (i.e. when the number of valid nominations exceeds the number of vacancies in group A, B or D), the election process is as follows:
- The Chief Executive or in their absence, their Deputy, is the returning officer.
 - Ballot papers are sent to members in the respective group showing the number of vacancies to be filled and the names of candidates in alphabetical order by last name. With the ballot paper members are sent the candidates' personal statements, and the details of the nominator and seconder.
 - Each member may vote for as many candidates as there are vacancies by marking a cross on the ballot paper i.e. if there are two vacancies each member may vote for up to two candidates. Those with the highest numbers of votes are duly elected until all vacancies are filled. In the event of a tie there is a run-off election.
22. The nomination process need not apply to appointments to fill casual vacancies under Article 46.

Conditions of Board membership

23. The retirement of Directors and terms of office are governed by Articles 43 to 45.
24. Whilst the Articles allow for Board members to serve for a consecutive period of nine years, the Board's policy is that members should normally retire after six years' service unless they have been appointed as Officers or chairs of sub-committee, in which case they normally serve the full nine years.
25. If a Board member is representing a member organisation and they leave that organisation, they may continue as a Board member until the AGM at which their current term of office expires. The same rule applies if an organisation with a representative on the Board ceases to exist or changes its status so it is no longer eligible for membership in its group.

Communication and review

26. Communications by the company are governed by the Companies Act 2006.
27. The Board will ensure that a copy of these standing orders is provided to every member of the Community Foundation.

28. The Board will review the standing orders from time to time. If they are amended, members will be notified of any changes.
29. The Board will make provision at the Annual General Meeting for discussion and if necessary alteration or repeal of the standing orders if requested to do so by a member following notice of the meeting.