



## **CONSTITUTION AND RULES OF THE ASSOCIATION OF EX-ROUND TABLERS' CLUBS**

### **1. NAME**

1.1 The Association shall be called "The Association of Ex-Round Tablers' Clubs".

### **2. DEFINITIONS**

2.1 In this Constitution and these Rules and Standing Orders, unless the context otherwise requires, the following definitions apply.

"**The Association**" means The Association of Ex-Round Tablers' Clubs.

"**Constituent clubs**" means

(a) All clubs affiliated at the date of the adoption of this Constitution and these Rules by the Association;

(b) All clubs which subsequently affiliate to the Association in compliance thereof.

"**Overseas clubs**" means constituent clubs situated other than in the British Isles that is, England, Scotland, Northern Ireland, Wales, Ireland, the Isle of Man and the Channel Islands.

"**Full members**" means members or ex-members of Round Table who have reached the age of forty years, along with Invited Members who are not past members of Round Table and are aged 45 or over. **(Amended AGM 2022)**

"**National Officer**" means an Officer of the Association as defined in Rule 6.2.

"**National Council**" means the National Council of the Association as defined in Rule 9.1.

"**National Board**" means the Executive Committee of the National Council as defined in Rule 6.1.

"**Financial year**" means the period as defined in Rule 12.1

"**Associate members**" means:

- a) Existing members of 41 Clubs not ex-members of Round Table who were already admitted to affiliated Clubs before 20th April 1996.
- b) Members of any closed Round Table who do not join another Round Table. Such members cannot hold any office in a constituent club until they become full members.

### **3. PURPOSES**

**3.1** The Purposes and Objects of the Association are:

- (a) To link together the constituent clubs.
- (b) To promote amongst the constituent clubs and those eligible for membership, the following objects:
  - 1) To continue to promote opportunities for fellowship amongst former members of Round Table
  - 2) To encourage active involvement in the community
  - 3) To use our experience in support of the Round Table Family
  - 4) To encourage international relationships
- (c) These objects to be promoted through regular meetings and other activities.

### **4. AFFILIATION AND MEMBERSHIP**

**4.1** Clubs shall only be affiliated where membership is confined to full, associate, honorary or invited members, for whom annual capitation fees shall be payable to the Association save that no capitation fee shall be payable for any member until the financial year in which he attains the age of 46 years.

**4.2** A club may, at its discretion, bestow Club Honorary Membership for one year at a time on such person or persons as it may decide. Club Honorary Membership is of that club and not the Association and accordingly a capitation fee is payable in respect of the Club Honorary Member. The Club Honorary Member shall neither hold office nor have any voting rights in the club or the Association nor at any time formally represent the club. **(Amended SGM 2021)**

**4.3** The Association may bestow Association Honorary Membership to any individual that the National Council feels appropriate for their services to the Association. This Association Honorary membership will not be subject to payment of annual capitation. **(Rule added SGM 2021)**

**4.4** An overseas club may apply for affiliation to the Association and the National Council shall determine the affiliation fee payable. When affiliated, an overseas club shall have all the privileges enjoyed by other constituent clubs except that no member of an overseas club may hold office in the Association unless he is not only a full member of another constituent club but also resides for the major part of the calendar year in the British Isles.

**4.5** Affiliation to the Association shall be limited to clubs which comply with the Constitution and Rules of the Association. Only clubs whose capitation fees are not in arrears, as declared by the National Treasurer, shall be entitled to exercise the powers conferred on constituent clubs by these Rules.

**4.6** A club wishing to affiliate to the Association shall apply in writing to the National Council for affiliation to the Association. An application shall be in such form as the National Council shall determine. If the National Council is satisfied that the necessary conditions for affiliation have been observed, it shall approve the application.

**4.7** In exceptional cases where a past member of Round Table does not reside within the accepted catchment area of any suitable affiliated 41 Club he may apply to the National Council for individual membership. If so approved he will receive the rights and privileges of membership but shall not be eligible to vote at a General meeting of the Association and shall pay a full capitation fee.

## **5. MANAGEMENT**

**5.1** The purposes of the Association shall be carried into effect by the National Council and, save as hereinafter provided to the contrary, all powers, rights and duties vested in or imposed upon the Association shall be exercised or performed by the National Council.

**5.2** Constituent clubs, except for overseas clubs, shall be grouped into Regions of the British Isles. The National Council shall have power to vary the boundaries of the Regions and to transfer a constituent club from one Region to another. The National Council shall arrange for at least three months' notice to be given to every constituent club affected by any such changes and in every case the National Council shall take into consideration such representations as the individual constituent club concerned shall make before making a decision.

**5.3** The National Council shall on affiliation of every new club determine in which Region the said club is situated, taking the views of the club membership into consideration. **(Amended AGM 2023)**

**5.4** Each Region shall be known by a number and descriptive name allocated by the National Council.

## **6. NATIONAL BOARD**

**6.1** There shall be a National Board consisting of the National Officers.

**6.2** The Officers shall be the National President, National Vice-President (who shall be the National President Elect), Immediate Past President, National Secretary, National Treasurer, National Councillors' Liaison Officer, National Communications & IT Officer, National Membership & Round Table Liaison Officer, National Fellowship Officer and the International Relations Officer who shall be full members of constituent clubs and shall hold office until they resign, or until the next ensuing Annual General Meeting, whichever first happens. The International Relationships Officer must be a former Round Table member, in accordance with Resolution 2 of the AGM 2022. **(Amended AGM 2022)**

**6.3** The National Vice-President, being National President Elect, shall be declared elected National President prior to voting for the election of the other Officers. Should the National Vice-Presidency fall vacant during his term, the National Council may elect a replacement from those eligible i.e., from those who have served on National Council for two years in the preceding three years. The person elected as Vice-President by National Council shall become President-Elect. **(Amended AGM 2021)**

**6.4** The National Treasurer shall be a full member who has completed an accounting course as part of his professional qualification.

**6.5** All members of the National Board (with the exception of the National President, National Vice-President, Immediate Past President and National Councillors' Liaison Officer) shall be elected for an initial three-year term at the Annual General Meeting and the service in that office is limited to that three-year term (whether consecutive or not) unless there is no candidate to replace that Council Member. If there is no candidate for his replacement, then the incumbent Councillor or Officer may stand for re-election for a period of one year, repeatable once if there is still no candidate for his replacement after the one-year extension of his term. The National Vice-President shall serve a period of one year prior to becoming National President. **(Amended AGM 2018, 2021, 2023 and SGM 2021)**

**6.6** Nominations for office (under Rule 6.1) shall be accompanied by the written consent of the nominee. Nominees for National Vice-President shall have served on the National Council for at least two years in the previous three years. Nominees for all National Board posts must have served as a member of the National Council for a minimum of two years. Such nominations may be submitted by any constituent club (subject to Rule 14.1.). Such nominations must reach the National Secretary by 10<sup>th</sup> January. In the event of no nomination for any office being received by the closing date under this Rule, nominations may be received for any such office until immediately prior to voting for that office. **(Amended AGM 2021 and AGM 2022)**

**6.7** Canvassing for support of nominations for office is prohibited save that a candidate may submit to the National Secretary for circulation by him an election address in such format as shall be approved by the National Council. The National Council shall decide if any prohibited canvassing has taken place in which event that candidate shall be disqualified from that election. The National Secretary shall circulate to all constituent clubs prior to the Annual General Meeting such relevant details of the candidates as shall be required by the National Council from time to time.

**6.8** The National Council may appoint from full members of constituent clubs (subject to Rule 14.1) another person to fill a casual Officer vacancy and he shall serve until the next AGM, at which there will be a full election. The co-opted member can then stand for the post if he wishes. **(Amended AGM 2023)**

**6.9** The National Councillors' Liaison Officer shall serve on the National Board for a period of one year, commencing immediately after the AGM. The postholder shall be a current National Councillor, who has served at least two years in the role, and shall be selected by National Councillors immediately after the AGM. The postholder will be expected to serve for the whole year, even if his term as National Councillor is due to finish before the end of the year. If no suitable candidate is forthcoming, the National Board may co-opt as they see fit. **(Rule added SGM 2021)**

## **7. DUTIES OF THE NATIONAL OFFICERS**

7.1 The National Board shall deal with administrative matters that may arise between the holding of National Council meetings and it may delegate specific emergency powers to a Sub-Committee consisting of the National President, National Secretary and National Treasurer subject to ratification at the next National Council meeting of any action taken. The National Board shall submit reports on its proceedings to succeeding meetings of the National Council

7.2 The National Board shall meet at such times as the National President may direct.

7.3 The National Board shall deal with all matters relating to the legal status of the Association.

7.4 The National President shall be the Chairman of the National Council, the National Board, and of every General Meeting of the Association. In his absence the National Vice-President shall take the chair. If neither shall be present a Chairman shall be elected from those present and eligible to vote.

7.5 In the event of a tie in voting, at any of the Meetings referred to in Rule 7.1 (except the Meeting of the National Councillors) the Chairman will additionally have a casting vote.

7.6 The duties and functions of each of the National Officers, together with National Councillors are specifically set out in the Appendix following these Rules.

## **8. NATIONAL COUNCILLORS**

8.1 There shall be one National Councillor representing each Region authorised under Rule 5.2.

8.2 To be eligible for election a candidate shall be a full member of a constituent club within the Region he seeks to represent and, should he reside permanently outside the boundaries of that Region, demonstrate to the satisfaction of the National Council that he is able to carry out the duties of a National Councillor as laid out in the standing orders for General Meetings of the Association **(Amended SGM 2021)**

8.3 Each Councillor shall be elected for three years and shall take office immediately following his election/appointment until the conclusion of the appropriate National Council Meeting following the three-year anniversary of his election/appointment. The appropriate Council Meeting shall be the Council Meeting corresponding to the first Council Meeting he was eligible to attend as a Councillor even if the three year period has not been completed. Service in that office shall be limited to a period of three years unless there is no other candidate to replace that Council member, if there is no candidate for his replacement then the incumbent Councillor may stand for re-election for a period of one year, repeatable once if there is still no candidate for his replacement after the one year extension of his term. A National Councillor standing for re-election shall continue in office and carry on his duties until the result of the election is declared by the National Secretary. Any former National Councillor may seek re-election for a further term of three years, after a minimum of three years has elapsed since the end of the previous term as Councillor. **(Amended AGM 2018 and AGM 2022)**

**8.4** In the event of no nomination for Councillor being received the National Board shall have power to appoint a full member from the Region concerned pro tem pending formal ratification at the first convenient meeting of the National Council.

**8.5** The National Secretary shall give constituent clubs not less than five weeks' notice of an election in their Region. Nominations accompanied by the written consent of the nominee and relevant details in accordance with Rule 6.6 shall be submitted to the National Secretary by the notified closing date. In the event of there being more than one nomination the National Secretary, or such other person appointed by the National Council, shall arrange for a ballot to be conducted, the closing date of which shall be five weeks after the ballot papers and relevant details of the candidates have been circulated. Canvassing for election as a Councillor is prohibited save that a candidate may submit to the National Secretary for circulation by him an election address in such format as shall be approved by the National Council. The National Council shall decide if any prohibited canvassing has taken place in which event that candidate shall be disqualified from that election.

**8.6** The election of a Councillor shall be determined by the single transferable vote system. In the event of a tie, the election shall be determined by the National Secretary's casting vote.

**8.7** If a Councillor fails to attend at least 75 per cent of the National Council Meetings or fails to attend at least 50 per cent of regularly convened meetings of any Standing Committee of the National Council to which he is appointed by the National Board in any period commencing with the date of the Association's Annual General Meeting in the following year unless explanation of such absence shall be made to the satisfaction of the National Board, that Councillor shall be deemed to have resigned. The Councillor resigning shall not be eligible for election as either a National Officer or a National Councillor until at least two years after the date of deemed resignation.

**8.8** In the event of a Councillor resigning his seat a fresh election shall be held and the successful candidate shall take his seat immediately upon his election for a period as specified under Rule 9.3.1. **(Amended AGM 2018)**

**8.9** A National Councillor shall be entitled to make use of an Assistant as and when required during his term of office. Such assistant shall be a full member of a Club in his Region.

## **9. NATIONAL COUNCIL**

**9.1** There shall be a National Council consisting of the National Officers and the National Councillors. No person shall hold more than one position at any one time.

**9.2** The convening of meetings of the National Council shall be the responsibility of the National Board. The National Council shall hold at least two meetings but no more than four per year, one of which shall be immediately prior to the Association's Annual General Meeting, save that in circumstances where the National Board consider an additional meeting or meetings of the National Council may be held but at no cost to the Association (in accordance with Rule 9.10). The purpose of such a meeting must be clearly stated. The Board must give a minimum of seven days' notice of any additional meeting. **(Amended AGM 2023)**

**9.3** The National Council shall have power to make its own Standing Orders for the creation of its Standing Committees and the delegation of any of its powers, rights and duties as provided in Rule 5.1 and for regulating the procedure at its meetings.

**9.4** The National President and the National Vice-President shall be ex-officio members of all Standing Committees of the National Council and shall be entitled to vote. The National Secretary shall be an ex-officio member of all Standing Committees of the National Council without voting rights, except those to which he is appointed by the National Council. The National Treasurer shall be an ex-officio member of the Conference Committee and shall be entitled to vote.

**9.5** The National Council may establish Special Purpose Committees, determine their membership and terms of reference, including power of action, and effect their disbandment.

**9.6** The National Council may invite the attendance in a non-voting capacity of anyone to its meeting for a specific item or items on the agenda.

**9.7** Any full member of a constituent club will be entitled as an observer to attend ordinary meetings of the National Council, subject to any limitation on the safe capacity of the venue.

**9.8** Prior to any discussion being made by the Board and/or Council members of National Council (for the avoidance of doubt this includes National Officers) must declare any interest or personal involvement in the decision and/or the persons or organisations being awarded a contract or receiving any benefit.

**9.9** Should any member of the National Council not perform satisfactorily in his duties, or any member of the Association be found guilty of a serious criminal offence, then they shall be subject to the Association's Disciplinary Policy.

**9.10** If the National Board wish to make a proposal requiring voting by the National Councillors meeting as the National Council, then that full proposal needs to be circulated to all National Councillors at least 7 days prior to that meeting, preferably 14 days, so that National Councillors are given sufficient time to consider and appraise the proposal.

## **10. GENERAL SECRETARY**

**10.1** The National Council may engage a General Secretary and other staff and/or enter into contractual arrangements with an outside organisation to assist in the conduct of the business of the Association. It shall have the powers of dismissal and termination. Recommendations relevant to the employment of a General Secretary and other persons and negotiations with an outside organisation shall be the responsibility of the National Board.

## **11. FUNDS AND PROPERTY**

**11.1** The National Council may for the purposes of the Association and subject to such conditions as it shall think fit, acquire property of any description, and accept gifts of any property or money. The National Council may appoint Trustees of the property of the Association, or any part thereof, as it shall think fit, and may take such steps and incur such expense, as shall be necessary to vest such property in such Trustees in Trust for the Association.

**11.2** The National Board shall direct the policy for the management and investment of the Association's funds.

## **12. FINANCE**

**12.1** The financial year of the Association shall be from 1st January to 31st December following.

**12.2** The annual accounts shall be examined professionally by an Independent Examiner who is a Registered Auditor before the Annual General Meeting next following the end of the relevant financial year.

**12.3** The National Treasurer shall present the annual accounts and balance sheet to the National Council at its first regular meeting after the end of the financial year for approval; such accounts, together with the Independent Examiner's report, shall be presented to the Annual General Meeting.

**12.4** Except for budgeted honoraria for the National Officers, all members of constituent clubs shall serve the Association without any remuneration whatsoever except reimbursement of expenses properly incurred on the Association's business as may be approved by the National Council either specifically or generally from time to time.

**12.5** At its Annual General Meeting the Association shall approve a budget and also determine the capitation fee payable for the financial year commencing on the following 1st January, such fee becoming due on that date.

**12.6** The annual accounts of the Association shall itemise all costs incurred on international affairs including all visits officially undertaken by the National Officers overseas. The total sum of such costs shall not exceed ten per cent of the capitation fees for the same year excluding Value Added Tax.

**12.7** The National Board and Council shall manage the Association's affairs within the budget agreed at each AGM for the financial year following. The National Treasurer shall report to the membership ahead of each Council Meeting, the progress made against the budget. Any additional expenditure, not presented to an AGM or contained within the budget shall not be authorised without prior approval of the membership at a General Meeting. In the event of an emergency, National Council may approve additional expenditure up to an amount not greater than 1% of the overall budget during the financial year with the membership being informed through the email system.

**12.8** No one shall make any agreement or contract binding upon the Association or vary the terms of any existing contract or agreement except with the approval of the National Board which may delegate to a specific member of the National Board or the General Secretary of the Association authority to enter into any agreement or contract usual or normal in the course of the general business of the Association.

**12.9** Provision should be made that the Association's Assets/Reserves in the form of "cash" should be no less than a minimum of six months but preferably twelve months of the annual total expenditure of the Association.

The role of the National Treasurer shall be enhanced to being one of having oversight over expenditure and the authority to veto any expenditure which is not consistent with maintaining expenditure within the above parameters, even if this requires curtailing expenditure already budgeted.

Also maintaining income from Capitation at a level consistent with the expected decline in overall numbers. **(Amended AGM 2022)**



Where the National Treasurer has to employ these new powers, the matter(s) must be reviewed at the next combined meeting of the National Board and the National Council members, even if a special meeting has to be convened.

The National Council members will continue to have the ultimate power in financial decision making on behalf of the National Association.

### **13. 41 INTERNATIONAL**

**13.1** The Association shall be affiliated to 41 International and shall observe its rules. Any changes in those rules shall not be binding on the Association until it has ratified them in the General Meeting.

The Association's two representatives on 41 International shall be the International Relations Officer and the National President. In the event of either not being able to attend a meeting of 41 International the National Vice-President or other nominees as may be appointed by the National President shall deputise. (Amended AGM 2016)

**13.2** In the event of the Association being invited to nominate an official candidate for the post of 41 International Vice-President the selection of the candidate shall take place by ballot at the appropriate Annual General Meeting in accordance with the same procedure as for the election of Officers of the Association under these rules.

### **14. HONORARY SOLICITOR, ARCHIVIST, WEBMASTER and Y.A.P. CONVENOR**

**14.1** The National Council may appoint an Honorary Solicitor, Honorary Archivist, Honorary Webmaster and Honorary Young Ambassador Programme (YAP) Convenor from members of constituent clubs upon such terms as the National Council thinks fit. The National Council may terminate such appointments. **(Amended AGM 2023)**

### **15. GENERAL MEETINGS**

**15.1** The only categories of General Meetings of the Association shall be "Annual" and "Special".

**15.2** The National Council shall prepare and may from time to time amend Standing Orders for regulating the procedure at General Meetings, but any such Standing Orders shall have no force or effect until the same have been approved by a General Meeting of the Association.

**15.3** Every constituent club shall be entitled to send one delegate, appointed from its full members, who shall not be a current member of the National Board, to a General Meeting. Each constituent club shall have one vote on any resolution at a General Meeting (subject to Rule 4.6). The delegate may attend and vote in person or online. Such vote shall be given either by the voting delegate appointed by the constituent Club from its own membership and attending the meeting or by a proxy voting delegate, who shall not be a current member of the National Board. Any constituent Club may appoint a proxy voting delegate from another constituent Club to either attend the General Meeting or register online and vote on its behalf providing that the name of the proxy delegate shall have been registered with the

National Secretary not less than 72 hours before the Meeting. A proxy voter may also vote for his own club but may not be a proxy voter for more than one club. Members of more than one club may carry a single vote for each club of which they are members. **(Amended AGM 2022)**

**15.4** All members of constituent clubs shall be entitled to attend and to speak at a General Meeting but, except as provided in Rule 17.3, shall not be entitled to vote.

**15.5** Every constituent club shall be entitled to send one delegate, appointed from its full members, who shall not be a current member of the National Board, to either attend a General Meeting or vote online. Each constituent Club shall have one vote on the Election of National Officers at a General Meeting (subject to Rule 4.6). Such vote shall only be given by the voting delegate appointed by the constituent Club from its own membership and either attending the meeting or voting online. Those voting by proxy for a club of which they are not a member may not cast a vote on behalf of that club in the election of National Officers. **(Rule added AGM 2021 and amended AGM 2022)**

## **16. ANNUAL GENERAL MEETING**

**16.1** The Annual General Meeting of the Association shall be held during the Annual Conference or, in the event of there being no such Conference, between 1st April and 31st May (both dates inclusive) in each year.

**16.2** Not less than 35 days before the date fixed for the Annual General Meeting the National Secretary shall send to each constituent club notice of the date and place of the meeting together with an agenda of the business to be transacted.

**16.3** Resolutions may be submitted to an Annual General Meeting by a constituent club provided any such resolution is sent in writing to the National Secretary by not later than 10<sup>th</sup> January. **(Amended AGM 2022)**

**16.4** Any resolution moved at an Annual General Meeting (whether adopted or rejected) may not be brought forward for reconsideration at the following Annual General Meeting unless directed by the National Council.

**16.5** All resolutions carried at AGM's must be included in the Association's Constitution and Rules without exception within 30 days of the AGM. Each resolution should be identified by reference to the AGM where it was passed just prior to insertion. Resolutions and changes to standing orders passed in the last five years have to be included and identified in this way.

## **17. SPECIAL GENERAL MEETING**

**17.1** A Special General Meeting may be requested by either the National Council or not less than 5 per cent of the constituent clubs.

**17.2** The constituent clubs requesting a Special General Meeting shall give notice thereof in writing to the National Secretary and such notice shall specify those clubs involved and state exactly the matters (including where necessary resolutions) to be dealt with at such a meeting.

**17.3** Not less than 35 days beforehand the National Secretary shall send to each constituent club notice of the date and place of the Special General Meeting together with an Agenda of the business to be transacted.

**17.4** No other business shall be transacted at any Special General Meeting save that for which the meeting shall have been summoned.

## **18. ANNUAL CONFERENCES AND REGIONAL RALLIES**

**18.1** The Annual Conference of the Association shall be held between 1st April and 30th April (both dates inclusive) each year. The date and venue of each Annual Conference shall be decided at a meeting of the National Council and shall be determined up to three years in advance. **(Amended AGM 2023)**

**18.2** The 41 Club National Council and Tangent Board shall be equally responsible for all arrangements and make the necessary financial provision out of the funds of both Associations in respect of each Annual Conference. The two National Treasurers shall keep an oversight of the Conference budget, liaising with the local Conference appointed Treasurer. **(Amended AGM 2021)**

**18.3** Full accounts of the National Conference shall be submitted to the National Treasurer within five months of the event with the result being included in the Associations Annual Accounts subject to the Independent Examiner's examination conducted pursuant to Rule 12.2 above.

**18.4** If the Association holds a Regional Rally or any National Fellowship event, the provisions of Rules 18.2, 18.3 and 18.4 shall only apply in respect of 41 Club. Tangent has no financial responsibility in respect of any other National Event except for National Conference and AGM. **(Amended AGM 2021)**

**18.5** All profits or losses accruing or resulting from the Annual Conferences shall jointly belong to or be borne by both 41 and Tangent Clubs. **(Amended AGM 2021)**.

**18.6** In the event that two areas decide to bid to host the National AGM and Conference in the same year, a committee comprising of the National Fellowship Officer, Tangent Vice President, Tangent Secretary and two members of the 41 Club National Council (one being a member of the Fellowship Committee) shall decide following a presentation by both parties which area will host the AGM and Conference. In the interests of objectivity, no member of this Committee should be from an area wishing to bid. The National Fellowship Officer will chair the meeting and carry the casting vote in case of the possibility that there is a split view as to who should host the Conference. **(Added AGM 2021)**

## **19. GENERAL**

**19.1** Legal proceedings involving the Association in any matter shall only be instituted or defended with leave of the National Council whose discretion shall be absolute. The National Secretary is empowered to act on behalf of the Association in any legal proceedings.

**19.2** If legal proceedings are commenced for or against a constituent club or a member of a constituent club, the club shall immediately inform the National Secretary, and thereafter the club shall be guided by the National Council in the conduct of the proceedings.

**19.3** The National Board shall ensure that adequate Public Liability Cover for the activities of the Association is arranged through the National Treasurer.

## **20. CONSTITUTION, RULES AND STANDING ORDERS**

**20.1** This Constitution and these Rules and Standing Orders shall not be altered save by a two-thirds majority of those delegates voting at a General meeting of the Association, either present in the room or online, provided that details of any proposed changes shall be circulated with the Notice convening any such General Meeting. Any change shall take effect immediately following the completion of the General Meeting at which it was made. **(Amended AGM 2022)**

**20.2** The National Council shall have the power to determine any point not provided for in this Constitution, Rules and Standing Orders. Any such decision shall be submitted to the next following General Meeting for confirmation.

## **21. DISAFFILIATION AND EXPULSION**

**21.1** The National Council shall have power to expel from the Association any constituent club (a) which does not comply with Rule 4.1 or (b) whose capitation fees remain unpaid for one or more financial years or (c) whose conduct is deemed detrimental to the good of the Association. An expelled club shall have the right of appeal against expulsion, to the next Annual General Meeting of the Association. Any expelled club may re-apply for affiliation.

**21.2** Any Club wishing to disaffiliate from the Association will be required to hold a secret ballot of all full members of the Club. Should this ballot result in two or more members wishing to continue to be affiliated, then the Club should remain open and affiliated to the Association. Those members who do not wish to continue may leave but they would be deemed to have resigned from the Club.

**21.3** If a National Officer fails to attend at least 75% of the National Council Meetings in any period of twelve months commencing with the date of the Association's Annual General Meeting, unless explanation of such absence shall be made to the satisfaction of the National Board, that Officer shall be deemed to have resigned. The Officer resigning shall not be eligible for election as either a National Officer or a National Councillor until at least two years after the date of deemed resignation.

## **22. WINDING UP**

**22.1** A resolution to wind up the Association shall only be effective if it is passed at a General Meeting of the Association by a majority of three quarters of those delegates present and voting.

**22.2** In the event of the Association being wound up its property and assets shall be distributed to an organisation or organisations with objects of a like nature to those of the Association as decided at a General Meeting of the Association or, failing any such decision, to any other organisations recognised by law as charities which the National Council in its absolute discretion may direct.

**Rules updated April 2023 following AGM**

## **STANDING ORDERS for GENERAL MEETINGS OF THE ASSOCIATION**

1. Annual General Meetings and Special General Meetings (hereinafter referred to as Meetings unless the context otherwise requires) shall be convened in accordance with the provisions of the Association's Rules.

### **2. NOTICES**

- 2.1 Notices of the time and place of such Meetings and of business to be transacted shall be given in accordance with the provisions of the Association's Rules.

### **3. RECORDS**

- 3.1 The National Secretary shall keep or cause to be kept a record until after the next succeeding Meeting of those National Officers, National Councillors and delegates from constituent clubs attending a meeting, either in person or online.

### **4. PROCEDURE FOR CLUB DELEGATES**

- 4.1 Each fully constituted Club who is not in arrears of its capitation at the time of the meeting, may either send one voting delegate to a General Meeting **or** register that delegate to attend and vote online. They must be in possession of the relevant paperwork.
- 4.2 Every delegate entitled to vote at a Meeting shall be a full member and shall sign the Register unless they have already registered to attend online. **(Amended AGM 2023)**
- 4.3 No member of a constituent club may represent any other constituent club of which he is not a member unless appointed as a proxy voting delegate under Rule 17.3
- 4.4 Voting papers shall be issued only to delegates who have signed the Register immediately prior to the Meeting. Those voting online will have been issued with the necessary login credentials prior to the meeting.

### **5. TELLERS AND SCRUTINEERS**

- 5.1 The National Council shall appoint five tellers and, in the case of an Annual General Meeting, five scrutineers who shall not be delegates or nominees for office.
- 5.2 Tellers and scrutineers may be the same persons.
- 5.3 The tellers shall be responsible for reporting to the Chairman the result of a vote and the figures so reported other than those for an election shall be recorded in the minutes of the Meeting.
- 5.4 The scrutineers shall be responsible for checking the ballot papers for the election of National Officers.
- 5.5 All voting for the election of National Officers shall be confidential and all voting papers shall be destroyed immediately following the Annual General Meeting.

- 5.6 All votes cast by online voting will be added to the votes of those present at the meeting as soon as is practicable.

## **6. QUORUM**

- 6.1 The quorum at a Meeting shall be 5 per cent of the constituent clubs, whether in person or online.
- 6.2 The business of a Meeting shall not commence until a quorum is present and if at any time during the Meeting there is not a quorum present the Chairman shall adjourn the Meeting.
- 6.3 If there shall not be a quorum present thirty minutes after the time appointed for the commencement of the Meeting the Meeting shall not take place.

## **7. ATTENDANCE**

- 7.1 Except with the consent of the Meeting only full members of constituent clubs, honorary members of constituent clubs and of the association and persons specifically invited by the National Board shall be admitted to a Meeting. **(Amended AGM 2023)**

## **8. BUSINESS**

- 8.1 The business to be transacted at Meetings shall be conducted in accordance with the provisions of the Association's Rules. The Chairman shall determine the order of the Agenda.
- 8.2 The Chairman shall have absolute discretion as to what business he will admit under the item "any other business" except that such business shall be for discussion only and no resolution may be moved or adopted under this item.
- 8.3 No business shall be transacted at an adjourned Meeting except as set out in the notice concerning the Meeting of which it is an adjournment.

## **9. RESOLUTIONS (which shall include Motions)**

- 9.1 A resolution submitted by a constituent club shall be moved by a delegate representing that club unless the Club's Secretary has given the written consent of that club for the resolution to be moved by a delegate from another constituent club.
- 9.2 No resolution or amendment thereto shall be put to the vote unless it has been proposed by a constituent club and seconded by a different constituent club except that a resolution or amendment may be proposed without a seconder on behalf of the National Council by a member of the National Board. Clubs who are in arrears of their capitation at the time of the meeting may not propose or second a resolution or amendment.
- 9.3 No resolution or amendment shall be withdrawn without the consent of the Meeting.
- 9.4 The following resolutions may be made without prior notice but must be duly proposed and seconded in accordance with these Standing Orders and, with the exception of (c), put to the Meeting without debate:

- (a) That any of these Standing Orders should be suspended.
- (b) That any subject on the Agenda should be given precedence.
- (c) That any business should be adjourned.
- (d) That the Meeting should be adjourned.
- (e) That the Meeting should proceed to the next business on the Agenda.
- (f) That the question be now put, provided that the Chairman shall have discretion not to accept such resolution if he considers that the question has been insufficiently discussed.

## **10. AMENDMENTS**

- 10.1 Any amendment to a resolution on the Agenda which seeks to amend the Association's Constitution, Rules or Standing Orders must be put in writing and submitted to the National Secretary at least seven days prior to the Meeting. Amendments must be proposed and seconded by a fully constitutional Club who is not in arrears of its capitation at the time of the meeting.
- 10.2 The Chairman may at his discretion require any amendment to a resolution on the Agenda (not covered by 10.1 of these Standing Orders) to be put in writing and handed to him.
- 10.3 An amendment may be moved by any delegate notwithstanding that he has already spoken in debate.
- 10.4 An amendment must require either the deletion of part of the original resolution or the addition of certain words to the original motion or the substitution of certain new wording for certain words in the original motion.
- 10.5 When an amendment has been moved and seconded in accordance with these Standing Orders, it shall forthwith be discussed exclusively and, until it has been put to the Meeting, no other amendment shall be accepted by the Chairman.
- 10.6 If an amendment is carried it shall replace the original motion and itself become the substantive motion for consideration and may be further amended.
- 10.7 If an amendment is lost a further amendment to the original resolution may be moved but no delegate may move or second more than one amendment to a resolution.

## **11. RIGHT OF AUDIENCE**

- 11.1 All participants shall be expected to stand at the podium when speaking and address the Chairman and the meeting. The proposer and seconder of a resolution may speak for a maximum of five minutes. Subsequent speakers to a resolution will be permitted a maximum of three minutes. Contestants for the position of Vice President will be permitted to address the meeting for a maximum of five minutes. Contestants for all other positions will be permitted to address the meeting for a maximum of three minutes. Any request to exceed these times must be approved by the meeting. At the discretion of the Chairman, online participants may submit questions and observations to be read out to the meeting. **(Amended AGM 2023)**
- 11.2 When the Chairman rises any speaker shall resume his seat and remain seated until called upon by the Chairman.
- 11.3 No participant shall speak more than once on each resolution proposed except in the following cases:

- (a) The proposer of a resolution or amendment shall have the right of reply:
  - (b) A participant may speak to a point of order.
  - (c) A participant may give an explanation if asked by the Chairman to do so.
- 11.4 Participants shall confine their remarks to the question before the Meeting unless explaining any matter at the request of the Chairman. No participant shall speak before another speaker has finished speaking except with the permission of the Chairman.
- 11.5 The seconder of a resolution or amendment may reserve his right to speak until later in the debate.
- 11.6 (a) The proposer of an original resolution shall, if no amendment be moved, have a right of reply at the close of the debate on such motion.
- (b) If there shall be an amendment, the proposer of the original resolution shall be entitled to speak upon such amendment or any subsequent amendments before the proposers of those amendments exercise their right of reply.
  - (c) The proposer of an original resolution shall be entitled to reply after an amendment has been carried before the substantive resolution is put.
  - (d) After the proposer of a resolution or amendment has exercised his right of reply to the resolution or amendment shall be put from the chair without further debate.

## **12. DUTIES AND POWERS OF THE CHAIRMAN**

- 12.1 Subject to these Standing Orders the ruling of the Chairman on a point of order or on the admissibility of a personal explanation or on any matter or question before the Meeting shall be final and shall not be open to discussion.
- 12.2 The Chairman may call the attention of the Meeting to continual irrelevance, tedious repetition, unbecoming language or any breach of these Standing Orders on the part of a participant and may direct such participant to discontinue his speech.
- 12.3 If the votes cast on any question or election be equal the Chairman may have a casting vote.

## **13. VOTING**

- 13.1 Business shall be determined as follows:

(a) Confirmation and Adoption of the Minutes of the last Annual General Meeting and any subsequent General Meeting.

(b) Receipt of the Report of the National Council for the year ending the previous 31st December.

(c) Adoption of the Association's annual accounts and balance sheet together with the Independent Examiner's report thereon and the National Treasurer's Report.



- (d) Consideration of Resolutions submitted by constituent clubs or the National Council.
- (e) Presentation and agreement of the capitation fee and budget for the ensuing year, which will include honoraria for National Officers, mileage rates and weekend allowance for members of the National Council and any approved costs properly incurred on the Association's business.
- (f) Election of the National Officers.
- (g) Appointment of Independent Examiners.
- (h) Any other business.

All questions (other than elections) shall be determined by a show of voting cards, along with online votes. The tellers shall be instructed to count voting cards if directed by the Chairman or if requested forthwith by a simple majority of voting delegates on a motion duly proposed and seconded. The result of the vote as counted by the tellers shall be reported to the Meeting by the Chairman and added to the votes cast online. If in the opinion of the Chairman the difference in the votes For and Against is marginal an immediate ballot shall take place. The total balloted votes For and Against shall be reported to the Meeting by the Chairman.

- 13.2 Whenever there is more than one nominee for any National Office the vote shall be taken by ballot. A simple majority will suffice for two candidates. This will include online votes.
- 13.3 Whenever there are more than two nominees for any National Office the ballot conducted shall be on the single transferable vote system whereby delegates shall cast votes for the candidates in order of preference. If no candidate has an overall majority of votes cast those votes cast for the candidates with the least number of votes are re-allocated to the remaining candidates in accordance with the indicated preference. This process shall continue until a candidate with an overall majority emerges and such candidate shall be declared elected. This will include online votes.
- 13.4 Whenever a ballot is required the National Secretary shall provide voting slips which shall be issued to each delegate registering immediately prior to the Meeting.
- 13.5 Except as otherwise provided in these Standing Orders or in the Constitution and Rules of the Association a resolution shall be carried by a simple majority of votes cast in its favour.

#### **14. SUSPENSION OF STANDING ORDERS**

- 14.1 No suspension of these Standing Orders shall be effective unless carried by the votes of not less than two-thirds of the delegates present and voting at any Meeting.

#### **15. PURPOSES AND OBJECTS**

- 15.1 The Association's Purposes and Objects shall be read at the commencement of the meeting. This should if possible be by the newest member of a local Club.

#### **APPENDIX UNDER RULE 7.3**

The following notes define in broad terms the commitments undertaken by the National Officers and Members of Council to interested members of all affiliated Clubs.

**The objectives are:-**

- i) To remove some of the "mystique" that prevails regarding these appointments
- ii) To encourage rank and file members to offer their services and seek nomination
- iii) To ensure, as far as is practicable, that a potential applicant is able to become aware of the commitment he would incur if successful.

**Eligibility for National Office**

Any member of an Affiliated Club may seek nomination provided his Club's capitation fees are not in arrears.

It should be noted that in accordance with Rule 6.5 nominations for National Vice President must be from a member who has been on National Council during the preceding three years.

**Election for National Officers**

These elections are held annually, balloting taking place at the A.G.M. Nomination forms are circulated to all affiliated Clubs with the statutory notice convening the A.G.M.

Video presentations or similar as whole or part of an election address shall not be allowed, any deviation of this rule can only be approved by a majority vote of the National Council. Presentations must be given from the Podium.

**Election for National Councillors**

These are for a three-year term and balloting is confined to Clubs of the appropriate Region. Nomination forms are circulated to all clubs in the appropriate Region with subsequent postal balloting being supervised by the National Secretary.

**Pre-amble**

All National Officers and Members of Council are required to act within the rules, byelaws or standing orders as applicable of the Association in the execution of their duties. Individually they are responsible to Council, reporting to four meetings per year with The National President presiding as "Chief Executive".

It is vital to the continued success of the Association that the National Council actively encourages candidates for National Office to come forward. Fresh enthusiasm and new ideas are vital to the wellbeing of our organisation.

**NATIONAL COUNCIL OF THE ASSOCIATION CONSISTS OF: -**

National President

National Vice President

Immediate Past National President

National Secretary

National Treasurer

National Communications & IT Officer

National Membership and Round Table Liaison Officer

National Fellowship Officer

International Relationships Officer

National Councillors' Liaison Officer

All National Councillors

## **JOB DESCRIPTIONS AND LISTS OF DUTIES.**

### **National President**

- Shall: 1) Be Chairman of the National Council, The Executive Committee and of every General Meeting of the Association.  
2) Be an ex-officio member of all Committees of the National Council.

### **National Vice President**

- Shall: 1) In the absence of the National President preside at meetings of the National Council, the Executive Committee and at General Meetings of the Association.  
2) Be an ex-officio member of all Committees of the National Council.

### **National Secretary**

- Shall 1) Give notice of all meetings of the National Council and General Meeting of the Association.  
2) Make all arrangements for the elections of National Officers and National Councillors.  
3) Be responsible for interpretation of the Rules and Standing Orders of the Association in consultation with the Honorary Solicitor.  
4) Supervise all activities of the General Secretariat and manage the Administration Contract.  
5) Cause to be prepared and kept all Minute Books and records of the Association, except financial records.  
6) Provide Minutes of all meetings in a timely manner, posting them on the Association website, SharePoint and providing copies to the Honorary Archivist for safe keeping.  
7) In consultation with the National Board, have power to act in all matters regarding legal proceedings by or on behalf of the Association.

- 8) Update SharePoint with all relevant records.

**National Treasurer**

- Shall
- 1) Be responsible for the maintenance of the financial records of the Association, the collection of capitation fees and other income, and the control and disbursement of all expenditure.
  - 2) Present Annual Audited Accounts and a Budget Statement for the following year to the National Council and to the Association at the Annual General Meeting.
  - 3) Recommend to the Association the annual capitation fee.

**National Communications & IT Officer**

- Shall
- 1) Be responsible on behalf of the Association for the production of any regular publication of the Association.
  - 2) Be the Press Officer of the Association.
  - 3) Be responsible for publishing the activities of the Association.
  - 4) Manage the IT requirements of the Association.
  - 5) Maintain the Office 365 system to ensure all information is correct.

**National Membership & Round Table Liaison Officer**

Shall provide the development of the Association by:

- 1) Assisting bona-fide groups of ex-Tablers to form new 41/Ex-Tablers' Clubs in affiliation with the Association.
- 2) Encourage existing unaffiliated Clubs to affiliate to the Association.
- 3) Liaise with Round Table with regard to membership matters.
- 4) Attend and participate in Round Table Family Meetings and Round Table national events.
- 5) Help to manage the accuracy of CAS II using National Councillors to ensure data is accurate.

**National Fellowship Officer**

- Shall:
- 1) Be responsible for the Regalia policy of the Association, and in particular the range of products and the pricing and policy.
  - 2) Direct and supervise the duties of the General Secretariat relating to Regalia and involve himself in those duties when necessary.
  - 3) Control the use of the insignia of the Association.
  - 4) Manage all aspects of National events including National Conference and specialist group events.
  - 5) Select for the approval of the National Council the venues for all National Conferences and such other functions as the National Council may direct.

- 6) Attend all Conference local committee meetings to advise and direct.
- 7) Manage the Association's Affinity Schemes.

**International Relationships Officer**

- Shall:
- 1) Be responsible for directing the international policy of the Association, and for representing the Association at International meetings as the Council may from time to time approve.
  - 2) Represent the interests on the Council of those Overseas Clubs which are members of the Association.
  - 3) Be responsible for the position of (YAP) Young Ambassador Program convenor to liaise with his international counterparts. As from 2020 UK& Ire will host these events.

**National Councillors' Liaison Officer**

- Shall
- 1) Manage the day-to-day activities and objectives of the National Councillors.
  - 2) Motivate the National Councillors to provide a supportive culture to the Clubs.
  - 3) Ensure the welfare of the National Councillors.
  - 4) Represent the National Councillors on the National Board.
  - 5) Liaise regularly with the National Councillors encouraging feedback of issues raised at Club and Regional level.
  - 6) Manage the implementation of the Operational Objectives of the Association.
  - 7) Determine the 'focus' for the three months following a Council Meeting.
  - 8) Work closely with the Membership Officer in supporting membership initiatives in the Clubs and Regions.
  - 9) Encourage close liaison between the Round Table Family at Club and Regional level.
  - 10) Provide regular articles and notices for the National Communications Officer for inclusion in the Association Website, Newsletter and Magazine.
  - 11) Update CAS with data in the Directory Section
  - 12) Work through the Councillors to ensure prompt payment of Capitation.
  - 13) Collate the Councillors Report for each National Council Meeting and National Board Meeting.

- 14) Encourage the formation of local committees within each Region to assist the Councillors in their activities.
- 15) Chairman of the Operations Committee.
- 16) Carry out regular meetings with the National Councillors ensuring good communications within Clubs. Promote a pro-active approach to Regional activities.
- 17) Consider manpower planning for future Councillor vacancies.
- 18) Attend Regional Forums to encourage good communication between National level and Club level
- 19) Participate in and attend all National Council & Board Meetings providing a written report to the National Secretary of activities prior to each meeting.
- 20) Carry out all reasonable requests as determined by the National Board

### **National Councillors**

- Shall:
- 1) Seek to establish and maintain contact with Clubs in the Region for which he has been elected.
  - 2) Encourage Clubs to arrange inter-club visits and joint functions.
  - 3) Seek to identify and encourage the establishment of new Clubs in his Region and the affiliation of established Clubs presently outside the Association in liaison with the National Membership & Extension Officer.
  - 4) Represent the interests on the National Council of the affiliated Clubs in his Region.
  - 5) Submit a brief written factual report to the National Council for discussion at National Council Meetings.
  - 6) Carry out all reasonable requests as determined by the National Board

### **Applicable to all National Officers and Members of Council**

- 1) To act within the rules, bylaws or standing orders, as applicable of the Association in the execution of individual duties.
- 2) To make best endeavours to attend all Council Meetings per year.
- 3) To consult with the appropriate National Officers on any contentious issues which may arise, when the subject matter is not clearly defined by the Rules.

### **Applicable to all National Officers**

- 1) To submit articles to the National Communications & IT Officer for inclusion in the National magazine, Newsletter and Website from time to time on issues pertinent to the individual office held in furtherance of the objectives of that office.
- 2) To be responsible for all activities in his office to the National Council.
- 3) To submit a brief written factual report to the National Secretary prior to each Council Meeting.

### **CONFIDENTIALITY - Collective Responsibility**

All National Council Meetings are conducted in accordance with established democratic procedures.

Open discussion is encouraged and robust debate ensues.

Opportunity is always given for minority opinion to be expressed and receive due consideration.

Sensitive issues do arise and following debate voting takes place and National Council policy decisions are made.

The debate leading to these policy discussions is sometimes held to be strictly confidential and limited to members of National Council.

All members of National Council are expected to give their full support to all National Council decisions: as is normal with the "simple majority" system. Only by strict observance of these common courtesies can the credibility of National Council be maintained.

**April 2023**