

18 July 2013

STANDING ORDERS OF BRITISH OVERSEAS NGOS FOR DEVELOPMENT (Bond)

Pursuant to the Articles of Association (Article 35) these Standing Orders are subject to review. Article 35.2 states "The Company in General Meeting shall have the power to alter or repeal the Rules and Bye Laws and to make additions to them..."

1. Membership

a) Admission to Bond is a matter within the absolute discretion of the Board. The Board will apply the following criteria, though compliance with them will not automatically guarantee admission.

b) **Full membership:** the organisation should be active in international development, (e.g. through supporting projects overseas, solidarity links, advocacy and campaigning, development education or emergency assistance).

c) **Associate membership:** the organisation should have as an aim the support of British NGOs through funding, research, information provision, training, or other services. Any organisation should apply for full membership if it undertakes any activities which directly support international development work e.g. through supporting projects overseas, solidarity links, advocacy and campaigning, development education or emergency assistance.

d) **Provisional membership:** the organisation should be able to demonstrate that it is working towards being active in international development. (e.g. this may be through preparing to support projects overseas, or become involved in solidarity links, advocacy and campaigning, development education or emergency assistance) or preparing to support British development NGOs through funding, research, information provision, training or other services.

NOTE: During the period of provisional membership an organisation may undertake activities which would mean that it fulfils the criteria for full or associate membership. In such a case an organisation will be required to change to the relevant category of Bond membership when its subscription is due for renewal. The maximum duration of provisional membership will normally be two years.

e) **Organisational Status**

The organisation must be:

- UK based
- non-governmental
- non-profit distributing

and normally a legal entity registered in the UK. While most member organisations will probably be registered charities, membership may also include Trusts, Foundations, Co-operatives, Community Interest Companies, Friendly Societies, Academic Institutions and Companies limited by Guarantee. Organisations must not be primarily intended to serve the interests of a commercial or profit distributing organisation, profits generated must not be distributed to shareholders.

Departments or sub-divisions of larger organisations, where the department operates independently, can apply for membership in their own right, if it is ONLY that particular part of the organisation that works in international development, and the organisation as a whole fulfils the criteria above.

f) Any organisation wishing to become a member of Bond, in any category mentioned above, must agree to the Bond Charter.

g) Where an organisation which applies for membership is rejected by the Board, the organisation has leave to appeal. In such cases the following guidelines and procedures apply:

- An appeal needs to be made in writing by the organisation concerned to the Board.
- Bond undertakes to give specific reasons for rejection. The appeal should explain why the organisation considers the reasons given to be invalid.
- An appeals committee panel will be formed by the Board to consider the appeal.
- The appeals committee panel will be provided with all the relevant documentation and correspondence relating to the membership application.
- The appeals committee panel will report back to the next Board meeting giving feedback and a recommendation that the rejection should be upheld or overturned. Feedback will also be given to the applicant, if again rejected, giving reasons for rejection. There will be no further recourse to appeal the decision taken by the Board.

2. Assemblies

- a) There will be a minimum of one Assembly of members annually, open to all member organisations. An assembly will normally take place on the same date, and at the same venue, as the Annual General Meeting.
- b) Assemblies shall act as advisory and consultative bodies for the Board in carrying out its duties for Bond.

3. The Board

- a) The Board shall for the time being consist of up to 12 members.
- b) The Board will elect its own Chair, Vice-Chair(s), Treasurer and other Honorary Officers.
- c) An elected Trustee shall retain that position for the whole period of office, unless
 - i) they leave their nominating organisation and do not join an organisation which is a Bond member;
 - ii) they leave their nominating organisation and join an organisation which is a Bond member and is already a nominating organisation for another existing Trustee.
- d) In respect of Article 25.1.4 of the Articles of Association, the Board reserves the right to end Board membership if the Board member is absent from more than half the Board Events in any calendar year.

4. Co-options to the Board

- a) **Replacement co-options:** Board members co-opted by the Board as a replacement for a resigned Trustee shall resign or stand for election at the earliest Annual General Meeting after their co-option.

- b) **Other co-options:** The Board may co-opt up to four Board members to ensure that it has the skills and perspectives necessary to govern effectively. The Board shall initially consider such co-options from within the Full Membership of the Company and to the extent that the Board determines that such skills and perspectives cannot be met from within the Full Membership it shall be able to co-opt from outside the membership and subject to the provisions of Article 19.4.
- c) Board members (save as co-opted pursuant to paragraph 4(a) above) appointed by the Board shall stand down at the first Board meeting in the third year following his appointment. He or she shall be eligible for re-election or re-appointment provided that no Board member may continue to serve after two terms in office without a period of at least two years out of office unless on the recommendation of the Board the Board member is elected or appointed for one further consecutive term of a maximum of one year.
- d) Co-opted members of the Board shall not be eligible to hold the positions of Chair or Vice Chair.

5. Proceedings of the Board

- a) The Board has responsibility for ensuring effective representation of the Company at the European level of NGOs.
- b) The Board may wish to seek nominations for such representatives from amongst the membership through the use of assemblies or similar means as appropriate.

6. Working Groups

The Board will encourage the formation of groups of members with common specialist interests. Any such group so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board fully and promptly.

7. Conduct of General Meetings

The Board may appoint a Standing Orders Committee to advise the Chair on the conduct of business at a General Meeting, and on the validity and qualification of votes. The Standing Orders Committee shall, unless the Board determines otherwise, consist of three members of the Board including at least one officer of the Board. Items may be placed on the agenda at the discretion of the Board. The Chair of the meeting may by a resolution of a majority of the members with voting rights present at the meeting rearrange the order of business appearing on the agenda.

(a) Motions

At each Annual General Meeting and at any other general meeting the Company will consider and vote on any notices of motion submitted in accordance with the following provisions:

- (i) notices of motion may only be submitted by the Board of Trustees and by a current member of the Company where such member has secured the supporting signatures of at least one other member of the Company with voting rights;
- (ii) notices of motion accompanied by background notes must be received in Writing at the Office not less than 56 days before the Annual General Meeting or the general meeting;

(iii) such motions shall be circulated by the Company to the members of the Company with voting rights within 48 days of receipt and any amendments to such motions proposed by a member(s) with voting rights must be received in Writing at the Office not less than 42 days before the Annual General Meeting or general meeting; and

(iv) such motions will be included in the notice of the Annual General Meeting or the general meeting given in accordance with Article 13.1 of the Articles of Association subject to the approval of the Board or any committee of the Board and subject to the provisions of paragraph (c) below.

(b) Resolutions

At each Annual General Meeting and at any other general meeting the Company will consider and vote on any resolutions (whether special or ordinary) proposed by the members of the Company in accordance with the following provisions:

(i) notices of proposed resolutions may only be submitted by a member of the Company with voting rights where such member has secured the supporting signatures of not less than 5% of the total number of members of the Company with voting rights;

(ii) notices of proposed resolutions must be received in Writing at the Office not less than 42 days before the Annual General Meeting or the general meeting or such other shorter time as specified in accordance with the Act and such notices will be included in the notice of the Annual General Meeting or the general meeting given in accordance with Article 13.1 of the Articles of Association.

For the purposes of these Standing Orders a motion refers to a non-constitutional matter of business requesting a decision put forward by the members to the Company for consideration in accordance with these Standing Orders. Resolutions are reserved for formal Companies Act business where they will either be “special resolutions” or “ordinary resolutions”. A special resolution is required for constitutional change such as any alteration to the Articles of Association of the Company and some other issues such a change of name of the Company or where required under the Act. A special resolution requires at least a 75% majority of the members who vote on the resolution voting in favour of the resolution whereas an ordinary resolution requires only a simple majority. Unless specified otherwise in the Articles of Association or these Standing Orders or under the Act an ordinary resolution is required for other matters not requiring a special resolution.

(c) Consideration and Appeal

The Board of Trustees or a committee of the Board including the Standing Orders Committee shall consider the motions and any proposed amendments received in accordance with these Standing Orders and shall:

- (i) Redraft similar motions as composite motions;
- (ii) Redraft unclear, ambiguous or poorly drafted motions in accordance with the committee's or the Board's perceptions of the intentions of the proposer;
- (iii) Exclude any motions which have previously been debated in a similar format at either of the two preceding Annual General Meetings, if in the opinion of the Board or of the committee, its subject is not current;
- (iv) Consider any proposed amendments brought by any member(s) with voting rights within the relevant timeline and redraft similar amendments and redraft

unclear, ambiguous or poorly drafted amendments in accordance with the committee's or the Board's perceptions of the intentions of the proposer of the amendments;

- (v) Advise the originator of the motion and the proposer of any amendments of the final proposed motion or if the motion is not going to be put on the agenda of the Annual General Meeting or the general meeting;
- (vi) Advise the proposer of any motion and the proposer of any amendments that if either or both wish to appeal against any decision resulting from any exercise of the above powers by the Board or by a committee of the Board affecting that motion, notice of the appeal and an explanation of the nature of the grievance must be received in Writing at the Office not less than 25 days before the Annual General Meeting or the general meeting.

If the originator of the motion and/or the proposer(s) of any amendments wishes to appeal against any decision resulting from the exercise of the above powers by the Board or a committee of the Board such request for an appeal shall be decided by an Appeals Committee established by the Board which shall make their recommendations to the Board and their decision shall be final. The Appeals Committee shall, unless determined otherwise by the Board, consist of three members of the Board including at least one officer of the Board but none of the persons on the Appeals Committee shall be on the Standing Orders Committee. The Appeals Committee shall inform the Board giving their feedback and a recommendation that the rejection, amendment or other change to the proposed motion as the case may be should be upheld or overturned. Feedback will also be given to the originator of the motion and/or the proposer(s) of any amendments and if the appeal is rejected the reasons for such rejection.

(d) Addressing the Chair

Company members shall in all cases address their remarks to the Chair, and no Company member shall interrupt or intervene (otherwise than to a point of order, to make a personal explanation, or to ask a question of fact) while the Company member in possession of the meeting is speaking. When the Chair arises he/she shall have the sole right of audience.

(e) Speaking to the Motion [or Resolution]

No Company member shall speak more than once to the same motion [or resolution] (save on a point of order) except at the discretion of the Chair. The mover of a motion [or resolution] shall have the right of reply.

(f) Speaking to Amendment

For the avoidance of doubt, no amendment can be made to the wording of a motion, an ordinary or special resolution compared to that which has been circulated in the notice prior to the meeting unless it is typographical in nature or does not affect the meaning of the motion or the resolution.

(g) Time Limit

The Chair shall have discretion to limit the length of discussion on any particular subject and to impose a time limit on individual speakers.

(h) **Recurrence of Motions**

A motion that has been defeated at either of the two preceding Annual General Meetings shall not be considered at the Annual General Meeting next following.

(i) **Visitors**

Visitors may attend a general meeting at the discretion of the Chair. Such invited persons shall not speak to a motion or a resolution (except by invitation of the Chair) or vote.

(j) **Compliance with a Members' Motion**

In exercising their powers, the Board of Trustees shall comply with the terms of a members' motion which is passed at an Annual General Meeting or a general meeting except to the extent that such compliance, in the reasonable opinion of the Board of the Trustees after full and diligent consideration, would not be in the best interests of the Company or in keeping with strategic direction of the Company, or would be likely to result in a breach of statute or other law, contract, trust or duty of care by the Company or any members of the Board of Trustees, or in damage to the reputation of the Company, or in a legal claim against the Company. At the next Annual General Meeting the Board of Trustees shall explain what action has been taken on such members' motion.

(k) **Alterations to Standing Orders**

Any of the Standing Orders may be altered, repealed or added to at any time by an ordinary resolution of the members provided that requisite notice in accordance with Article 13.1 has been given.