# BRAMFORD OPEN SPACES LTD (BOS)

# STANDING ORDERS

Based upon the Articles of Association and to be read in conjunction with them

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# 1. POWERS AND OBLIGATIONS

## 1.1. OBJECTS Art 4

- to promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment of the Parish of Bramford, Suffolk and its surrounding areas
- to advance the education of the public in the conservation, protection and improvement of the physical and natural environment and to enable access through the provision of public facilities

## 1.2. BOS Objectives are to:

- meet legal obligations
- ensure that an effective flood plain is retained
- encourage the natural habitat
- retain as a public amenity

**1.3. POWERS Art 5** BOS has power to do anything permitted by these standing orders which is within its stated objectives.

## 1.4. ACCOUNTS AND RETURNS

Directors must: **Arts 50 – 51**

- keep and prepare accounts as required by the Companies Act.
- complete an annual return and report and send copy of accounts to Charity Commission.
- notify all changes to Charity Commission and Companies House as required
- complete returns to Suffolk County Council on wildlife area
- complete an annual report with accounts for Bramford Parish Council

## 1.5. COMMUNICATION Arts 52 - 56

- Can be sent in any way, but any director can demand a specific means.
- Any notices must be in written or electronic form
- Notices to a member may be given personally, posted, left at member's address, sent in electronic form or posted on the web site and notified to the member
- Proof of sending is conclusive evidence and is deemed to apply 48 hours after posting or transmitting.

**1.6. DISPUTES Art 59** All parties in a dispute must try and settle by mediation before resorting to litigation

# 2. PEOPLE

## 2.1. DIRECTORS

- **Appointment:**
  - A director may be appointed by ordinary resolution Art 34(1)
  - Apart from those leaving through rotation no director may be appointed at a general meeting unless approved by the board or nominated at least 14 days before the meeting in the proper form. Art 34

- The directors may appoint a person who is willing to act as a director. Any director so appointed must retire at the next AGM and is not taken into account in determining the number to retire by rotation. Art 37
- Any appointment must not allow the number of directors to exceed the maximum. Art 38
- The minimum number of directors shall be 3 with a maximum of 5. Art 28
- A maximum number of directors can be set at a general meeting by ordinary resolution.

- **Must:**
  - be over 16 and not be disqualified by article 39 for any reason Art 27
  - declare any direct or indirect interest in any of BOS transactions and arrangements Art 8
- **May:**
  - be reimbursed out of pocket expenses Art 6(2)(a)
  - benefit from indemnity insurance bought by the charity Art 6(2)(b)
  - take part in normal trading activities of BOS on the same terms as members of the public
  - make reasonable and proper rules or bye laws as they deem fit for the proper running of the charity. These may be altered, repealed or added to by a general meeting. Such changes must be brought to the attention of members
- **May not:**
  - receive any other benefit or payment Art 6(2)(d)
  - buy goods or services from BOS at a preferential rate Art 7(1)(a)
  - sell goods or services to BOS Art 7(1)(b)
  - be employed by or remunerated by BOS Art 7(1)(c)
  - appoint someone to act on their behalf Art30
- **Powers:**
  - Directors shall manage the business of BOS Art 31(1)
  - No alteration of articles or special resolution may retrospectively invalidate any prior act by a director Art 31(2)
- **Retirement and cessation of office**

  A director shall cease to hold office for any of these reasons:
  - Disqualified by law Art 39(1)
  - Ceases to be a member of BOS Art 39(3)
  - Incapacity through mental or physical illness Art 39(4)
  - Resignation – only allowed if at least two directors remain in office. Art 39(5)
  - At directors' discretion if absent for all meetings over a six month period. Art 39(6)
  - At the first AGM all directors must retire. Art 32
  - At subsequent meetings one third of directors (2) must retire in rotation. Art 32
  - Longest serving goes first or lots are drawn if two with same service. Art 33(1)
  - Rotation may be decided by ordinary resolution Art 34(2)
  - Retirement is effective at the end of the meeting. Art 33(2)

## 2.2. COMMITTEE

- **Purpose:** The committee will have total responsibility for all aspects of BOS business management.
- **Membership:**
  - is limited to 15 voting members (individuals or corporate) plus the BOS trustees
  - any member of the charity with voting rights may serve on the committee
  - trustees of BOS will have a vote

- all members of the committee must stand for election by November 2013 and annually thereafter. All voting members of the charity may vote at such elections
- **Officers:**
  - A chairman and secretary will be appointed annually by and from within the committee, including trustees.
  - A vice chairman may also be appointed.
  - Board officers may also hold any of these roles in the committee.
- **Responsibilities:**
  - Setting its own agenda
  - Electing a chairman, vice chairman and secretary. May be the same as those holding these positions as trustees.
  - Preparing and maintaining a management plan with a timetable and costs of regular work to be undertaken.
  - Using the knowledge and experience of its members to devise measures for improving any site within its control.
  - Managing the day to day affairs of BOS within a budget agreed with the Board. All invoices to be passed to the BOS treasurer for payment

## 2.3. MEMBERS – types, rights and responsibilities:

- **Full members:**
  - must be aged 16 or over
  - must register with the charity as individuals
  - will be liable for the sum of £1 in the event of the company being wound up with outstanding debts Art 3
  - will be required to agree to abide by the articles of association and to support the objectives of the charity.
  - will be involved in the decision making of the charity
  - may influence its policies
  - have a vote
  - may seek nomination and election to the committee or board of directors.
  - will be expected to exercise their voting right on resolutions at any general or annual general meeting of BOS Ltd.
  - may vote for members of the Board or the committee

- **Honorary members**
  - the Board may appoint people as honorary members at its discretion.
  - such persons would have a vote as normal members

- **Corporate members:**

  - any company or organisation may become corporate members
  - each corporate member has a single vote on the same basis as full members
  - all the rights and responsibilities of a full member apply except that a corporate member may not become a Board member or committee chairman.

- **President:**

- The Board has the right to appoint a president if it considers it would further the objectives of the company
- A president would have the right to attend any meeting and influence that meeting
- A president would have no vote
- A president would chair the AGM

- **Fees**
  - full membership is free of charge to Bramford Parish residents.
  - full membership for other individuals is £5 a year payable on 1 April annually.
  - full membership for corporate members is £20 a year payable on 1 April annually

## 2.4. MEMBERS – management:

- Directors must ensure that a register of members is kept Art 10(5)
- The first members of BOS are the original 3 directors Art 10(1)
- Any other individual or organisation may apply to be a member on the form prescribed by the trustees Art 10(2)
- Membership is not transferable Art 10(4)
- Directors may refuse membership only if they consider it in the best interests of BOS and must give written notice of this. Rejection of any appeal is final Art10(3)
- Directors may establish classes of membership with different rights and obligations. These may not be varied unless 75% of the members of that class consent in writing or a special resolution is passed at a general meeting called for that purpose. Art 11
- Death or resignation are the only normal forms of ending membership. Directors may instigate other proceedings. Art 12

## 2.5. FRIENDS:

- must register with the charity
- would be interested in the general work of the charity. This can be either a particular interest in one project or a willingness to be involved with occasional or on-going work parties.
- are not entitled to vote on any BOS issue
- are not expected to attend formal meetings
- may include the whole family living at the same address
- will pay no fee, even if not living in the parish of Bramford

# 3. MEETINGS

## 3.1. BOARD

- **Meetings and proceedings**
  - May be regulated as deemed fit within the articles Art 41(1)
  - Any director may call a meeting and the secretary must call such a meeting Arts 41(1) & (2)
  - Questions arising at a meeting shall be decided by a majority vote Art 41(4)
  - Meetings and related correspondence may be by electronic means Art 41(6)
  - No decision may be made without a quorum of 2. This does not include any director disqualified from voting but can include voting by electronic means. A director has to be entitled to vote to count towards the quorum. Art 42
  - If less than a quorum directors may only use meeting to fill vacancies or call a General Meeting. Art 43
  - Directors may appoint a chairman and a vice-chairman. If those persons are not present or unwilling to chair a meeting then any of their number may be appointed. Anyone so appointed shall have no extra powers. Art 44(1) Those appointed may also be appointed for the same role in the Committee
  - Directors should appoint a treasurer and secretary. Those appointed will also be appointed for the same role in the Committee
  - Written resolutions shall be valid. Art 45(1)
  - As long as the other directors present agree, a director with a conflict of interest may continue in post, but must be absent from any part of the meeting where the conflicted matter is discussed and will not be allowed a vote. Art 9

- **Minutes: Must be kept of all: Art 49**
  - appointments of officers
  - proceedings at meetings of the charity
  - meetings of directors or committees of directors with names, decisions made and reasons for decisions if appropriate.
- **Delegation: Art 46**
  - Directors may delegate any of their powers or functions to a committee of directors, but this must be minuted.
  - Such delegation may have conditions imposed on power or budget.
- **Decisions: Art 47**

  All decisions shall be valid even if a director was disqualified to vote as long as the remaining votes would have carried the decision.

## 3.2. COMMITTEE

- **Frequency:**
  - As the committee sees fit, but with a minimum of four each year.
  - An open annual meeting to be held to allow membership to vote for committee members. This will be held with the BOS AGM.
  - The first meeting after the annual meeting should allocate committee roles and responsibilities.

- **Voting:**
  - All members, including trustees, have one vote.

- The chairman has no casting vote.
- All matters to be decided by a simple majority by show of hands
- All proceedings and decisions must be in accordance with these standing orders
- Meetings to be run to an agenda circulated to participants before the meeting
- Minutes of all meetings to be kept showing attendance, items discussed and result of that discussion

## 3.3. GENERAL MEETINGS

- **Frequency and notification:**
  - First AGM must be within 18 months of the date of incorporation (1 June 2012) Art 13(1)
  - Following AGMs must be held every year and not more than 15 months apart. Art 13(2)
  - May be called by the directors at any time Art 14
  - Notice of general meetings is 21 clear days for an AGM or meeting with a special resolution. Otherwise 14 clear days Art 15(1)
  - Notice must be given to all members, directors and auditors and must state the type of meeting and the rights of members to appoint a proxy Art 15(3)
  - Accidental failure to notify a member does not invalidate the meeting. Art 16
- **Proceedings:**
  - A quorum of the greater of 3 members or 10% of the total membership must be present (30 minutes from the start of the meeting). Failing this the meeting is adjourned to be reconvened by the directors giving 7 clear days notice Arts 17-18
  - At a reconvened meeting if no quorum is present after 15 minutes the members present shall be considered a quorum Art 18(3)
  - Meetings to be chaired by the person appointed to be chair by the directors. Where not present directors to appoint another director as chair. If no director present after 15 minutes the meeting may chooses a chair. Art 19
  - Any meeting may be adjourned by ordinary resolution. The reconvened meeting may only discuss matters from the adjourned meeting. Art 20
  - Any vote shall be decided by a show of hands unless a prior call for a poll in the meeting is made by the chair or at least two members or by 10% of the total members Art 21
  - The chair shall determine conclusively the result of a show of hands Art 21(2)(a)
  - Voting results must be minuted, but not the numbers voting. Art 21(2)(b)
- **Proxy voting:**
  - BOS may require proxy votes to be in a particular form and delivered in a particular way. They must contain the name and address of the member voting as well as identifying the person appointed and the meeting to which the proxy relates. Art 22(2)
  - Proxy forms may specify how the appointed may vote or abstain for all or each resolution. Unless specified the appointed person may vote as they wish. Art 22(3)
- **Written resolutions:**

  If a resolution is sent to all members a simple majority of responses signifies agreement. In the case of a special resolution a 75% agreement is needed. Art 23
- **Voting:**
  - Every member, including the chair, shall have one vote. Art 24
  - Organisations must nominate the person entitled to cast their vote. Art 26
  - Chair's decision on eligibility is final. Art 25