



Registered Charity No. 701555

Standing Orders for Meetings

1. Status and Purpose

1.1 These Standing Orders are rules for conducting:

- meetings of the Management Committee (“Committee Meetings”); and
- general meetings of the members, including Annual General Meetings and Business Meetings (“General Meetings”).

1.2 These Standing Orders are made under the authority of the Constitution and must be read alongside it. In the event of any conflict, the Constitution shall prevail.

1.3 Their purpose is to:

- ensure meetings are conducted fairly and efficiently;
 - provide clarity where the Constitution is silent or ambiguous; and
 - support good governance in line with charity best practice.
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2. General Principles

2.1 All meetings shall be conducted in good faith and in the best interests of the Company.

2.2 The chair shall:

- act impartially;
- ensure orderly conduct;
- enable appropriate participation;
- ensure decisions are properly taken.

2.3 Meetings shall aim to be:

- efficient;
 - inclusive;
 - focused on decision-making.
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3. Notice, Agenda and Papers

3.1 Notice of meetings shall be given in accordance with the Constitution.

3.2 The Secretary shall:

- prepare and circulate an agenda;
- circulate relevant papers in advance where reasonably practicable.

3.3 The agenda shall normally include:

- apologies for absence;
- declarations of interest;

- approval of previous minutes;
- matters arising;
- officers' reports;
- items for decision;
- items for discussion
- updates on future productions
- next meeting date(s)

3.4 Urgent items may be considered at the discretion of the chair.

3.5 Where possible, officers' reports should be circulated to the Committee in advance and be 'taken as read' before inviting questions and discussion.

4. Chairing of Meetings

4.1 Meetings shall be chaired in accordance with the Constitution.

4.2 The chair shall:

- maintain order;
- ensure fair participation;
- summarise proposals;
- put matters to a vote where required.

4.3 The chair's ruling on procedural matters shall be final.

5. Quorum

5.1 The quorum for meetings shall be as set out in the Constitution.

5.2 No business may be transacted unless a quorum is present at the start of the meeting.

5.3 If a quorum is not present within a reasonable time the meeting shall be adjourned or closed.

5.4 A quorum must be maintained throughout the meeting for decisions to be valid.

5.5 If at any time a meeting becomes inquorate:

- no further decisions may be taken;
- any votes taken after that point shall be invalid.

5.6 The chair shall:

- declare the meeting inquorate as soon as this becomes apparent;
- ensure this is recorded in the minutes.

5.7 The meeting may continue for discussion; and the formulation of recommendations, but not for decision-making.

5.8 Any outstanding business requiring a decision shall be deferred to a future meeting; or dealt with by the Committee in accordance with its powers.

6. Conflicts of Interest

6.1 Charity Trustees shall declare any relevant interests at the start of each meeting or as soon as it becomes apparent.

6.2 A member of the Committee with a real or perceived conflict of interest should withdraw from discussion where appropriate.

6.3 All declarations shall be recorded in the minutes.

6.4 Any Trustee withdrawing from the discussion in accordance with this clause must not vote or be counted as part of the quorum in any decision on the matter.

7. Conduct of Business

7.1 Business shall be taken in agenda order unless the chair decides otherwise.

7.2 The chair may:

- set reasonable time limits;
- require contributions to be relevant and concise.

7.3 Any attendee entitled to vote may propose a motion.

7.4 Motions should be:

- clearly stated and recorded in the minutes;
- proposed and seconded.

7.5 Amendments must be relevant to the original motion and not negate the motion entirely.

7.6 Amendments shall be dealt with one at a time in the order determined by the chair.

7.7 The meeting shall vote on each amendment before returning to vote on the main motion. If an amendment is carried, it becomes part of the main motion.

8. Decision-Making and Voting

8.1 General Principles

Decisions shall normally be made by consensus where possible.

8.2 Voting Rights

Only charity trustees shall vote at Committee meetings; other members may attend if invited, but not vote.

8.3 Method of Voting

- Voting shall normally be by show of hands, unless a poll is requested.
- A poll may be requested by any two individuals present and entitled to vote.

8.4 Majority

Decisions shall be taken by a simple majority unless otherwise required by the Constitution.

8.5 Casting Vote

In the event of a tie, the chair shall have a casting vote.

9. Proxy Voting

9.1 Proxy voting shall not be permitted. Only those present and entitled to vote may vote.

9.2 Nominees for election at the AGM must be present, entitled to vote, and confirm their willingness to stand, unless otherwise agreed by a clear majority of those present and voting.

10. Written or Electronic Decisions

10.1 The Committee may take decisions outside a meeting in accordance with its Electronic Decisions Policy.

11. Minutes

11.1 Minutes shall be taken for all meetings.

11.2 The Secretary, or another person appointed for the purpose, shall be responsible for:

- recording the minutes;
- maintaining the official record;
- ensuring secure storage.

11.3 Minutes shall record:

- date, time and place;
- those present and apologies;
- declarations of interest;
- decisions taken;
- key reasons where appropriate;
- actions agreed.

11.4 Draft minutes shall be circulated as soon as reasonably practicable.

11.5 Minutes shall be considered for approval at the beginning of the next meeting.

11.6 Once approved, the chair shall sign the minutes and ensure they are securely stored (in hard copy or electronic form).

11.7 If a member considers the minutes inaccurate:

- they must raise this with the chair;
- the matter shall be considered at the meeting.

11.8 If agreed, the minutes shall be amended.

11.9 If agreement cannot be reached:

- the objection shall be recorded in the minutes;
 - the minutes may then be approved and signed with that objection noted.
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12. Adjournment

12.1 A meeting may be adjourned:

- by resolution of the meeting; or
- by the chair where necessary.

12.2 Only business that could have been conducted at the original meeting may be transacted at an adjourned meeting.

13. Behaviour and Order

13.1 All attendees shall behave respectfully.

13.2 The chair may require a person to leave if their behaviour prevents the proper conduct of business.

14. Casual Vacancies, Co-option and Appointment of Delegated Roles

14.1 The Management Committee is empowered to co-opt up to three additional Charity Trustees during any given year, and to co-opt members to fill any vacancies that may arise within the year.

14.2 The committee may also appoint volunteers to non-Trustee roles as needed (e.g., membership secretary, MD, webmaster, production co-ordinator, librarian, etc.). Appointed roles may be created or dispensed with at any time by the Committee.

14.3 When a vacancy arises for a Charity Trustee or Officer, the Management Committee will vote on whether to leave the vacancy open until the next AGM; to attempt to fill it through co-option; or to fill it by vote at the next available business meeting.

14.4 If a vacancy pertains to an Officer role, any existing Charity Trustee may volunteer to take on the position, subject to Committee approval by majority vote.

14.5. When an Officer vacancy cannot be filled by an existing Charity Trustee, if additional Charity Trustees are sought, or if an appointed role becomes vacant, expressions of interest should be actively sought from among the current membership using all available communication channels.

14.6. Committee members may also nominate any member in good standing to fill committee vacancies or appointed roles, provided the nominee has given their prior consent.

14.7. When filling an officer role or appointed position, the nominee or volunteer may be given the opportunity to present a brief statement to the committee (or, at a business meeting, the membership).

14.8 Co-opted Charity Trustees and Officers have full voting and speaking rights in committee meetings. They will hold their position for the remainder of the current term, until the next AGM, or until their resignation.

14.9 Individuals in appointed positions serve until they resign, are asked to stand down, or until death. Appointed positions do not confer voting rights at committee meetings and individuals may attend and speak only with the Chair's agreement or invitation, as with the membership at large.

15. Suspension of Standing Orders

15.1 Standing Orders may be suspended for a specific item by agreement of the meeting, provided this does not conflict with the Constitution or the law.

16. Review

16.1 These Standing Orders may be amended by the Management Committee.

16.2 Any amendments shall:

- remain consistent with the Constitution;
- be reported to members.

Date adopted: 17th April 2026