

Company No. 03109524 Charity No. 1071234

**STANDING ORDERS, RULES AND PROCEDURES OF
ADDYSG OEDOLION CYMRU | ADULT LEARNING WALES
("THE CHARITY")**

Approved and Adopted on 26 March 2020
(and as amended on 30 March 2021 and 22 February 2023)

[To be read in conjunction with the Charity's Articles of Association (the 'articles')]

DEFINITIONS AND INTERPRETATION

Terms defined in the **articles** shall bear the same meaning in these **Standing Orders**, Rules and Procedures.

MEMBERSHIP AND SUBSCRIPTIONS

- 1) The **Council** may, in its absolute discretion, admit any person or organisation as a **member**.
- 2) A **member** which is a corporate body shall appoint a representative, who shall during the continuation of his or her appointment be entitled to exercise in any **AGM** or **EGM** of the **Charity** all such rights and powers as the body corporate would exercise if it were an individual person. Confirmation of such appointment by the **member organisation** shall be sent to the **Secretary**.
- 3) The **Charity's** subscription **year** will be for 365 days from the day of receipt of payment of, or application for, **membership**.
- 4) The **Council** may fix and apply a different scale of charges for each class of **membership**. The scale of annual charges currently in force is:

Individuals - Waged: £10; Unwaged: £4.
Individuals: Learner **members** - Free for the first year of **membership**; and individual members of **Branches** - Free for the year in which they are first registered as members of their **Branch**, and renewable for as long as they remain members of their **Branch**.
Branches - £20, as a nominal fee.
Affiliated and Partner Organisations - National: £50; Local: £10; or equivalent in-kind payment if agreed as such by the **Governors**.
Learner Forums - no fee.
- 5) The **authorised representative** of a **Branch**, **Affiliated and Partner Organisation** or **Learner Forum** will not be required to pay any personal annual subscription.
- 6) Any **member** or **member organisation** which has not paid the appropriate subscription within three (3) **months** after it has become due shall be considered in arrears.
- 7) Any **member** or **member organisation** in arrears shall automatically cease to be entitled to the benefits of membership including:
 - The right to call for an **EGM**;
 - The right to put forward a resolution for consideration at an **AGM** or **EGM**;
 - The right to attend and/or vote at an **AGM** or **EGM** whether in person or by **electronic means** or by proxy;
 - The right to receive notice of such **general meetings**;

unless the **Council** resolves to allow the **member** such rights.

REMOVAL FROM MEMBERSHIP

8) If **membership** is terminated by resolution of the **Council**, the **Secretary** must inform the **member** in writing of the **Council's** decision to remove them from **membership** within seven (7) **days** of the decision.

9) If the **Council** resolves that a **member** should be removed, the decision shall be final and the **member** shall cease to be a **member** from the date of the **Council's** decision.

PROCEEDINGS AT AGMs AND EGMs

10) **Members** who are also **employees** of the **Charity** are not entitled to vote on any issues relating to their pay or conditions of service. Where there is an issue regarding an individual's right to vote, the **chair of the meeting** will rule on the matter. Any ruling of the **chair of the meeting** will be final.

11) Any individual **member** of the **Charity** nominated to represent a **Branch** or other group established under article 13 shall be entitled to a second or further vote as a **Branch** or other group representative.

12) In conformity with article 17, resolutions relating to amendments to those **articles**, including a change of name of the **Charity**, require a majority of 75% of persons present and entitled to attend and vote at an **AGM** or **EGM**, called and held in accordance with the provisions of the **articles** and with the provisions of the **Companies Acts**.

13) If the vote on any matter is equal, the resolution will be deemed to be lost.

14) Except as expressly permitted under article 9.5, no business shall be conducted at an **AGM** or **EGM** until a quorum is present.

15) All voting at an **AGM** or **EGM** will either be conducted by secret ballot, or by public vote through ballot papers being held aloft. This is except for the appointment of scrutineers or tellers, who shall be elected by a show of hands at the meeting.

16) At the beginning of the meeting, scrutineers or tellers shall be appointed for the purpose of conducting secret ballots or public votes.

17) Any ballot shall be taken forthwith and the result shall be declared as soon as possible.

18) Whilst counting is in progress the meeting may, at the discretion of the **chair of the meeting**, proceed to next business.



19) The result of a ballot will be announced even if the meeting has ceased to be quorate since the ballot was taken.

MEMBERSHIP OF THE COUNCIL

20) Any vacancy arising on the **Council**, whether amongst the **Elected** places or those **Appointed**, may be filled by someone appointed by the **Council** (from the appropriate category of **membership**, if relevant) to hold office until the following **AGM**. In such appointments, reference will be made to the Nolan Principles of Good Governance and to the Diversity categories and Skills matrix for **Governors** found as an Addendum to these **Standing Orders**.

21) The **Council** on the date of approval of these revised **Standing Orders**, Rules and Procedures agrees the following procedures which will see the election of up to twelve (12) people and the appointment of up to eight (8) people, as detailed in article 10.2. The **Elected** and **Appointed Governors** shall hold office for three (3) year terms and, if re-elected or re-appointed, such **Governor** shall sit for one further term of three (3) years. However, the **Council** may appoint **Appointed Governors** for a period of less than three (3) years, and may prolong the maximum period of service of **Elected** or **Appointed Governors** by up to two (2) years, should it resolve to do so in the best interests of the **Charity**.

22) The **Elected Governors** shall be made up as follows:

- up to six (6) **Governors Elected** through the **Regional Forums**, one from each currently constituted Forum, by postal or electronic ballot or by show of hands at a duly convened **Regional Forum**. There shall be flexibility to allow for change in geographical boundaries but not in the overall number of **Governors** thus elected should the number of regions decrease;
- up to three (3) shall be **Learner Governors, Elected** by and from **Learners, Branches** and **Learner Forums** by postal or electronic ballot. Any **Learner** registered on the database for the academic year in which the election takes place shall be eligible to take part in the elections as candidate and elector. Each **Learner Governor** if he or she ceases to be a **Learner** should resign with effect from the following **AGM**;
- up to two (2) shall be **Staff Governors, Elected** by and from the **Staff** by postal or electronic ballot. One (1) shall be from among academic **employees**, and one (1) shall be from among business support **employees**. If no academic **employee** is nominated then it is acceptable to elect an **eligible candidate** from among the business support **employees** only for that **Governor** instead. A **Staff Governor** shall resign immediately on ceasing to be employed by the **Charity**. No member of **Staff** shall be eligible to stand for any of the other categories of **Elected** or **Appointed Governors**;
- up to one (1) shall be a **Governor Elected** by and from Individual **members** by postal or electronic ballot.

The **Appointed Governors** shall be made up as follows:

- up to six (6) appointed following an open advertisement of the **Governor** role by the **Council** and due application of the Nolan Principles of Good Governance and of the Diversity categories and Skills matrix found as an Addendum to these **Standing Orders**;
- up to two (2) **Governors** appointed from among the **Charity's Affiliated and Partner Organisations** by the **Council**, having regard to the Nolan Principles of Good Governance and to the Diversity categories and Skills matrix found as an Addendum to these **Standing Orders**.

23) A **Governor** shall automatically cease to hold office forthwith:

- (a) if he or she takes or holds any office of profit under the **Charity**, which involves employment by the **Charity** for more than four (4) hours per week (except for the **Staff Governors**);
- (b) if he or she is the **authorised representative** of any **Affiliated and Partner Organisation** entitled to nominate persons onto the **Council** and her or his period of office expires or is ended by the **member organisation**.

ELECTED OFFICERS

24) The **Council** elects the officers, who shall be the **Chair** and the **Vice-Chair**, from amongst their number at the first **Council** meeting after the **AGM** or **EGM** at which the **articles** come into force and thereafter upon the **Chair** and **Vice-Chair** ceasing to hold such office from time to time. The **Council** may suspend any officer or officers from office with immediate effect provided that at any meeting at which a resolution to suspend any officer from office is passed the **Council** shall also resolve to call an **EGM** to consider whether the officer or officers concerned should be removed from office.

25) The **Council** may appoint any **Council** member to fill any office whenever an officer is suspended.

HONORARY APPOINTMENTS

26) The **Charity** may from time to time elect an Honorary President and up to five (5) Vice-Presidents, nominated by the **Council** to serve for a term of three (3) years. A President or Vice-Presidents may be re-elected for further terms.



REGIONAL FORUM STANDING ORDERS

27) The **Regional Forums** shall:

- provide an opportunity for **members** to meet together on a regional basis thereby strengthening the voluntary movement, and providing for the sharing of good ideas and experience;
- discuss issues of common concern and consider resolutions for submission to the **Charity's** annual conference, if any, and for submission to the **AGM** or an **EGM**;
- encourage **members** to stand for the **Council**; and
- receive reports from the **Council**, with the purpose of scrutinising strategic direction and raising matters of concern.

Membership of **Regional Forums** shall consist of:

- individual **members** based within the **Region**;
- representatives from **Branches** based within the **Region** according to the number of **Branch** members in the academic year under consideration - two (2) representatives for the first twenty-five (25) **members**, and one (1) for every additional twenty-five (25) **members** or part thereof;
- two (2) representatives of any **Affiliated and Partner Organisation** based within the **Region**; and
- two (2) representatives from each **Learner Forum** based within the **Region**.

Regional Forums shall meet at least three (3) times per year and will be facilitated by **Staff**.

FINANCE AND ANNUAL RETURNS

28) The **financial year** of the **Charity** shall run from the first **day** of August in one year to the thirty-first **day** of July in the next year.

29) The external auditor shall be entitled to attend every **AGM** or **EGM** and to receive all notices of such meetings that **members** are entitled to receive and is entitled to speak and to be heard at any such meetings on business which concerns him or her as auditor.



30) The income and expenditure accounts, balance sheet, auditor's report and **Chair's** report of the **Charity** shall be approved by the Council before being sent to **members** by post or, where members have consented to receive communications by **electronic means**, after posting on the **Charity's** website.

31) The **Chair** shall prepare and present a report to the **AGM** on the state of the **Charity's** affairs which complies with the requirements of the **Companies Acts**.

32) The chair of the **Resources Committee** shall present the audited accounts and the chair of the **Audit Committee** any auditors' statements of note to the **AGM** on behalf of the **Council**.

MAINTENANCE OF REGISTERS AND INSPECTION OF BOOKS

33) The draft minutes of **AGMs** and **EGMs** and the draft minutes of the **Council** and all Committee meetings of the **Charity** shall be kept at the registered office and shall be open to inspection by **members** of the **Charity** during normal office hours upon demand and free of charge from a period twenty-one (21) **clear days** after the meeting to which they refer (unless the **Council** resolves otherwise in respect of any particular item of business). The signed audited balance sheet and income and expenditure account and auditor's report and report of the **Council** for each financial year shall similarly be kept. Alternatively, any **member** shall be entitled upon request to obtain within seven (7) **days** of the date of his or her request, subject to the passing of the stipulated period above, a copy of any of the above upon payment of a reasonable sum to cover the cost of materials and labour.

RULES FOR THE NOMINATION AND ELECTION OF GOVERNORS

34) Not less than fifty-six (56) **clear days** before the date of the **AGM** the **Secretary** shall send notice of the date of such meeting to Individual **members**, **Branches**, **Affiliated and Partner Organisations** and **Learner Forums** and shall invite nominations for election to any **Council** places to be filled at the meeting.

35) Only **members** in a particular category may nominate **eligible candidates** for election to the places representing that category on the **Council**, if applicable.

36) The notice sent out inviting nominations must make clear the category or categories to which the person receiving the notice is entitled to nominate **eligible candidates**. Any nomination to the **Council** must be proposed by a **member** eligible to attend and vote on such appointment at the **general meeting**.

37) The notice must specify the final date for receipt by the **Charity** of valid nominations of **eligible candidates** for election.

38) The final date for valid nominations of **eligible candidates** for election shall be twenty-eight (28) **days** before the date of the meeting at which the elections are to be held.

39) The nomination form must be signed by the proposer, either in hard copy or via electronic signature if the nomination form has been sent to the **Charity** by **electronic means**.

40) To be an **eligible candidate**, a person must be properly and validly nominated by at least one person but a person may nominate him or herself for election if he or she is a person entitled to make the nomination.

41) Notice of the **AGM** shall be given personally or sent by 1st or 2nd class post or delivered to the last known address of or sent in **electronic form** or, where **members** have consented to receive communications by **electronic means**, after posting on the **Charity's** website to those entitled to attend and shall include:

- (a) a notification of the persons who are **eligible candidates** for election specifying the offices or posts for which they are **eligible candidates**;
- (b) an explanation of the voting procedure; and
- (c) a list(s) of the names of the **eligible candidates** and the appropriate number of ballot papers to correspond with the categories for which the **member** is entitled to vote.

42) Where there are insufficient advance nominations to fill any vacancies on the **Council**, nominations may be taken at the **AGM**. Where the number of nominations precisely equals the number of vacancies, the **eligible candidates** nominated shall be deemed to be elected without a ballot.

43) Separate ballot papers for separate election categories will be utilised for the purposes of these procedures.

44) All postal or electronic ballot papers (as the case may be) shall be numbered.

45) The **Council** shall appoint at least two (2) scrutineers who shall not be **eligible candidates** for election or officers and who shall be responsible for the safekeeping of postal or electronic ballot papers (as the case may be) and for the counting of votes.

46) For elections to positions on the **Council** only the **members** within the relevant category of **membership** shall have a vote for the representatives of that category of **membership** on the **Council**.

47) Any postal or electronic ballot paper where no vote is recorded or on which the number of votes exceeds the number to which the person is entitled shall be deemed to have been spoilt.

48) After the final time for the receipt of valid postal or electronic ballot papers the scrutineers shall count the number of votes for each **eligible candidate** and the number of spoilt ballot papers in respect of each election.

49) The **eligible candidate** with the highest number of votes shall be elected, utilising the first past the post system.

50) The result of any election held shall be announced at the **AGM** and the **chair of the meeting** or a scrutineer shall declare the number of votes cast for each **eligible candidate** and the number of spoilt postal or electronic ballot papers in respect of each election.

51) In the event of a tie of votes for any position on the **Council** in a particular category, the **eligible candidates** for the other place or places on the **Council** shall be declared elected. A further postal ballot or secret ballot or electronic ballot at the **AGM** shall take place between those tied for the vacant position.

52) The further ballot under the previous Rule shall be between the **eligible candidates** whose votes tied.

INTERPRETATION AND SCHEDULE

'Affiliated and Partner Organisations'	means any national or local organisation (incorporated or unincorporated) which complies with all of the following: a) shares the aims and objectives of the Charity ; b) is admitted to membership by the Governors and appears on the Charity's web-site page listing its Affiliates and Partners; c) subscribes by payment of an annual affiliation fee to the Charity , or by making an equivalent in-kind payment agreed as such by the Governors ;
'Audit Committee'	means the Audit Committee of the Charity , as constituted pursuant to article 12.5;
'eligible candidate(s)'	means any person who is eligible to stand for election as an Elected Governor of the Charity from time to time, whether or not such person is a member at the time of his or her proposed nomination;

'Resources Committee'	means the Resources Committee of the Charity , as constituted pursuant to article 12.5.
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SCHEDULE OF MEMBERSHIP CATEGORIES AND VOTING RIGHTS AT AGMs, EGMs AND AT REGIONAL FORUMS

Individual	one (1) vote in person or by proxy
Branch	two (2) votes by authorised representative or proxy for the first twenty-five (25) members and one further vote by authorised representative or proxy for every additional twenty-five (25) members or part thereof
Affiliated and Partner Organisation	one (1) vote by authorised representative or proxy
Learner Forum	two (2) votes by authorised representative or proxy

ADDENDUM

Diversity categories and Skills matrix for Governors

Diversity categories:

- * Gender
- * Ethnicity
- * Disability
- * Regionality in Wales
- * Experience of social/economic disadvantage
- * Language
- * Age
- * Sexual orientation
- * Educational background

We aim to reflect a diversity of educational backgrounds (including second chance and mature learners) and to include experience from disadvantaged communities.

We recommend that attaching quotas to the above categories (except, perhaps, regionality) would be too prescriptive. However we will need to monitor carefully and, if necessary, introduce proactive measures such as positive action. Regionality is a key issue and the **Council** must ensure that there is a regional balance between members.

Skills matrix:

- Governance
- Curriculum
- Accounting
- Legal
- Education
- Finance
- Personnel/human resources
- Quality & performance standards
- Voluntary sector
- Business

- Marketing/public relations
- Trades Unions
- Information Technology

All **Governors** must be able to demonstrate and evidence commitment to the aims, values and ethos of the **Charity**.

An annual audit of Diversity categories and of the Skills matrix for **Governors** will be undertaken. Commitment to a high level of attendance will be needed and rigorous review of it will be carried out.