



RULES

v06/08

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SURF LIFE SAVING GREAT BRITAIN

Company Registration No: 2678080
Charity Registration No: 1015668

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Rules of SLSGB

1. INTRODUCTION

"Rule" means principle to which action conforms or should conform;

"Council of Management" shall be known as the **"Board of Directors"**

"the Board" means the Board of Directors

"Articles" shall mean the Articles of Association

"Memorandum" shall mean the Memorandum of Association

Words imparting one gender shall be construed as imparting any other gender and vice-versa

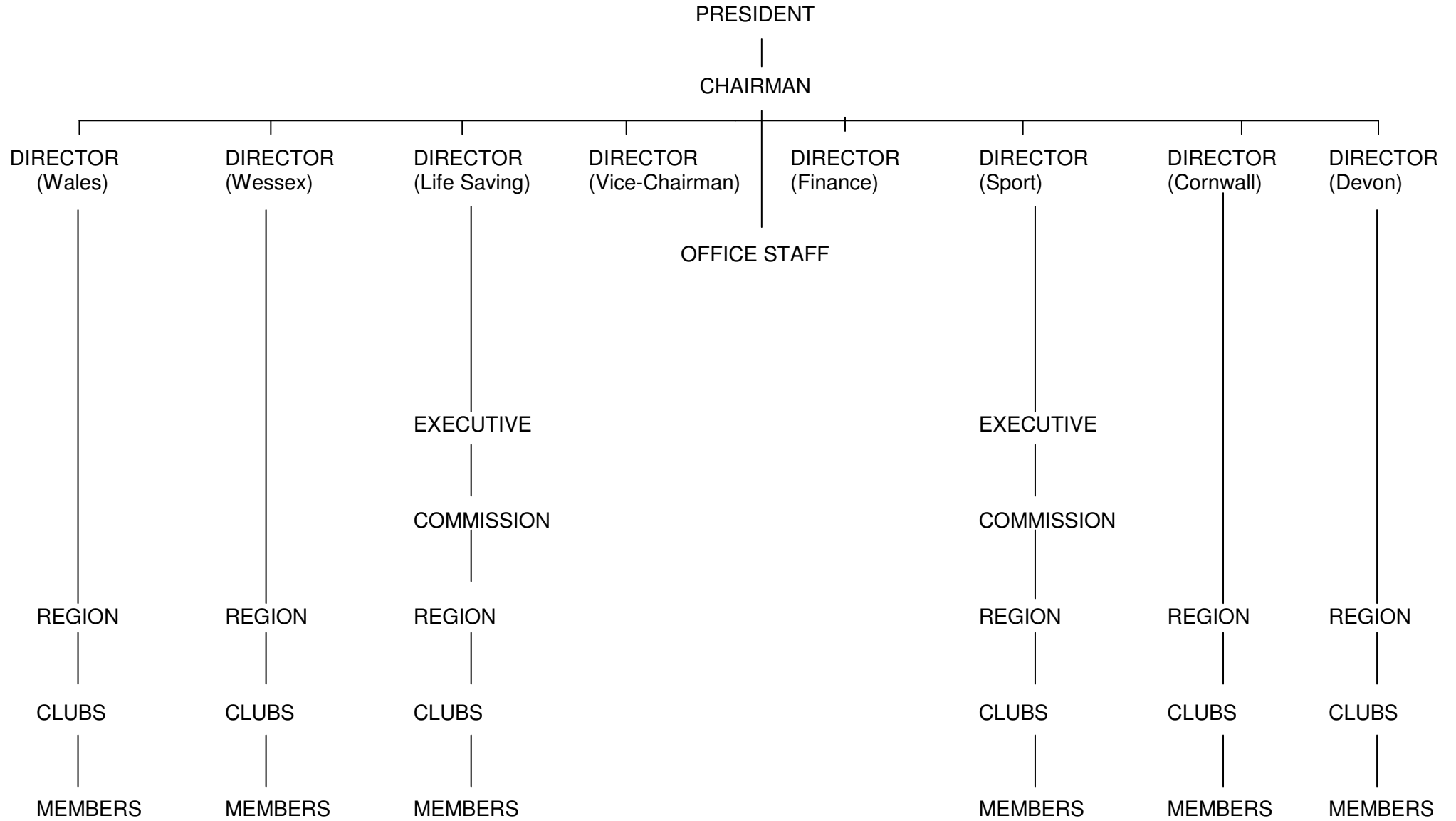
Words imparting the singular shall be construed as imparting the plural and vice-versa

2. OBJECTS

The Association is established for the objects expressed in the Memorandum.

- a) to save lives
- b) to promote, improve and control the work of life saving, resuscitation and first aid on all beaches in Great Britain
- c) to provide facilities for young people to participate in organised life saving as a voluntary, vital public service and in beach and water sports for enjoyment and recreation and also to encourage the high standards of team work and responsibility in both activities
- d) to promote and improve national and international standards of water safety
- e) to develop and improve beach life saving methods and equipment
- f) to establish and monitor nationally and internationally recognised qualifications in beach life saving, resuscitation and first aid
- g) to cooperate with all organisations with similar aims

3. ORGANISATION CHART



4. BOARD OF DIRECTORS

The overall management of SLSGB shall be by the Board in accordance with Section 7.1 of the Articles. The regulations for the management of the Company as per the Companies Act 1985 (hereinafter referred to as the Act) being adhered to at all times.

Under section 18(i) of the Articles, the Board may make such rules as it may deem necessary, in doing so the provisions contained therein shall be observed. The power of alteration or repeal being vested in SLSGB Annual General Meeting in accordance with the provisions of section 18(ii).

- a) The members of the Board shall comprise the Directors elected at the Annual General Meeting of SLSGB and such other persons as the Board shall appoint. - Section 8.2 of the Articles.
- b) The Directors of SLSGB for the time being shall be the President, Chair, Vice Chair, Finance Director and one representative from each Commission and Region.
- c) Where the position of Company Secretary is held in a paid capacity the holder of such a position shall be deemed to be an ex-Officio member of the Board without voting rights.

4.1 Directors/ Trustees

President

The most senior of the elected Officers. The position will not normally require involvement in the day to day running of SLSGB: however the President shall be empowered to intercede if it is expedient to do so, in the best interests of SLSGB. The President will normally be invited by the Chair of SLSGB to Chair the Annual General Meeting at which time SLSGB President's address may be given.

Chair

Shall be responsible for co-ordinating the activities of each member of the Board in the best interests of SLSGB, and also that the employees of SLSGB are treated fairly in all matters and that they perform their duties in an efficient way to promote the Aims & Objectives of SLSGB. The Chair will be responsible for the presentation of an Annual Report together with any recommendations and resolutions from the Board, to the Annual General Meeting. (Job Description – Appendix 9.2.1)

Vice Chair

The Vice-Chair will normally undertake the duties and responsibilities of the Chair in his absence and such other duties as may be determined. (Job Description – Appendix 9.2.4)

Finance Director

The Finance Director will not directly control any budget of SLSGB and is appointed to ensure financial disciplines are observed throughout SLSGB.

The Finance Director (FD) will monitor all budgets and the reconciliation of the bank accounts with all payments into the accounts and all payments out of the accounts.

The FD will present the accounts of SLSGB on a quarterly basis to the Board and agree changes in budgets with Board budget holders at these quarterly meetings.

(These meetings would be one of the normal six weekly meetings of the Board). The FD would be a full voting member of the Board.

Regular printouts will be taken of accounting entries as a record of activity and to ensure that any errors in future can be identified and amended by reference to the original information. The printouts should include details of all entries during the period concerned. The listings will be annotated to show they are correct and kept on file in the main office.

It is proposed that the Finance Director will review monthly the financial situation of SLSGB and check that all financial control procedures are being carried out in the following areas:

- 1 A register of all SLSGB assets to include; Serial No, Purchase Cost, Purchase Date, Invoice Reference, Budget account, Current location.

Items on the register to be reviewed and assessed for obsolescence and/or renewed on an annual basis, prior to the end of the financial year.

Any assets, which are moved or relocated, should have the new location recorded and the name of the person in control of those assets noted and the date they are moved.

- 2 Income and expenditure reconciled to the bank account.
- 3 Travel and subsistence claims to be scrutinised and authorised by the Cost Centre Manager before payment. A list of members who are entitled to make regular claims for properly incurred expenses will be kept on record at Head Office and regularly updated with any changes.
- 4 Direct Debit cards are issued from time to time to some Officers. Those Officers must ensure that any payment made with the cards should be backed by VAT invoices and the Cost Centre Manager to retrospectively authorise such payments. Limits on spending per card should be £1000 in any one month of account. Cards should only be issued when there is a need i.e. competitions etc
- 5 Petty cash to be reconciled for every week and an Impress Petty Cash system implemented with a maximum of £100 held in the office at any one time.
- 6 Accounting records should be kept in accordance with Company and Charitable law and advice from SLSGB Auditors. The Independent Financial Director will inspect the records once each month to ensure they are being kept in accordance with best practise.
- 7 Management information regarding the monitoring and setting up of budgets will be kept on MS Excel Spreadsheet programmes and this information checked by Cost Centre Managers at each CoM meeting and on demand.
- 8 Post. Incoming cheques and invoices to be processed on the day of arrival. Cheques totalling over £1000 to be banked same day, otherwise banking is done weekly. Invoices will be filed in a locked filing cabinet and will be paid on a monthly payment schedule unless they are expense claims which will be paid ASAP.
- 9 Insurance's will be reviewed annually to reflect changing values and best value premiums by SLSGB Insurance broker.

- 10 All financial procedures will be reviewed by the Finance Director on a monthly basis.

There will be a clear 'chain of audit process' whereby the inputting into SAGE by the Accounts Administrator is independently checked by the Finance Director.

Control of debtor's and creditors will also be facilitated by the Sage system and the Finance Director will monitor all aged debtors and creditors and take action as appropriate to protect the interests of SLSGB.

On a quarterly basis the Finance Director will monitor compliance with all conditions of grant, both standard and specific conditions, to ensure that they are being adhered with. The Finance Director will present to the CoM a report each quarter indicating that the liaison officers of UK Sport and Sport England and any other body from which SLSGB receives grants, are satisfied that all conditions are being adhered to and if they are not satisfied the reasons for non-compliance must be reported to the CoM and immediate action taken to correct the situation. (Job Description – Appendix 9.2.2)

National Life Saving Director

Will normally chair all meetings of the National Life Saving Commission. Responsible to the Board for the work of the National Life Saving Commission and the assessment of lifesaving equipment to ensure that the required standards are upheld and for presenting an annual report in respect of the Commission to SLSGB Annual General Meeting. (Job description – Appendix 9.2.3)

National Sport Director

Will normally chair all meetings of the National Sport Commission. Responsible to the Board for the work of the National Sport Commission and for presenting an annual report in respect of the Commission to SLSGB Annual General Meeting. (Job description – Appendix 9.2.3)

Directors representing the Regions

Nominees are elected at the Region AGM and are responsible for representing and presenting the views of their region at meetings of the Board. Such positions may not be taken by Chairs of the National Commissions. Directors who are ipso facto Trustees of SLSGB must accept that their primary allegiance and responsibility will be as Trustees and Directors of SLSGB. (Job Description – Appendix 9.2.4)

4.2 Election

The Board as defined shall be elected at the Annual General Meeting by a ballot, which shall be conducted in accordance with the following clauses:

a) Nominations for election.

At least two calendar months before the holding of an Annual General Meeting at which it is proposed to appoint any of the members of the Board, the office shall cause to be published to all members entitled to vote, a notice inviting members to send to him up to a maximum of two nominations per nominator. Nominations must be proposed and seconded by full members of SLSGB and include the full name, place of residence and a general description of the nominee(s).

b) Consent for nomination.

A nomination shall not be regarded as valid unless received (together with notice in writing, signed by the person nominated of his/her willingness to serve if elected) by the office, by an appointed date which in any case shall be not less than 28 days before the date of the Annual General Meeting at which the election is to take place. Candidates to serve on the Board shall provide information, to include service to SLSGB and other organisations. It is the responsibility of the nominator(s) to ensure their nomination details have been received by the office within the relevant timescale.

c) When ballot is unnecessary

If the number of nominations for any appointment make the holding of a ballot or ballots unnecessary the election or election(s) of the person(s) nominated as the case may be shall be formally approved by the Annual General Meeting. In the event of only one nomination being received for a position their name shall not be inserted in any ballot paper issued under the next clause.

d) Counting of votes

At the Annual General Meeting scrutineers shall be appointed by the Chair of the meeting to count the number of votes given to each member nominated. The scrutineers shall submit their certificate giving the result of the election to the Chair who shall declare the names of those elected to the Board. In the case of equal numbers of votes given to each member nominated the Chair of the meeting shall decide by lot the member who shall fill that vacancy.

e) Appointment and Retirement of Directors

Shall be in accordance with Table A, paras; 73 - 81 of the Act (Appendix 9.3.1). Subject to the provisions contained within the Act, where it is expedient to do so, the Company may, by a successful general resolution make an appointment for a term, which shall normally not exceed 3 years. Such an appointment being subject to annual review by the Board.

f) Disqualification and Removal of Directors

Should circumstances require it, the office of Director shall be vacated in accordance with the requirements of Table A para; 81 of the Act. However, should the majority of the Board of Directors agree to suspend a member of the Board for any appropriate and legal reason then that member shall not take any further part in the activities of SLSGB until the outcome of disciplinary proceedings are known. Any member who is suspended or expelled from SLSGB will automatically be removed as a Director/ Board member/ Trustee for the duration of such action or longer as may be determined by the Board of Directors.

4.3 Responsibilities

The Board of Directors shall at all times present and conduct themselves in a manner befitting their position and place the needs of SLSGB ahead of any personal recognition or gain. Be scrupulously honest and fair in all dealings with or on behalf of SLSGB and be conversant with and conform at all times to the requirements of the Act Table A paras; 64 - 98 (Appendix 9.3.1) appertaining to Directors, the SLSGB Code of Conduct and CC18 Responsibilities of Charity Trustees. In case of difficulty with interpretation then advice should be sought from other Board of Directors members.

Directors shall not at any time during (except as may reasonably be expected in the course of their duties) or after their term of office disclose or make use of their

knowledge of any Confidential Information of SLSGB, of the Trading Company or of the Client.

Confidential information includes (without limitation and whether or not recorded in writing or on computer disc or tape otherwise) all and any information concerning the management, staff, members and affiliated organisations of SLSGB, the Trading Company or the Client. Information concerning the internal organisation or practices of SLSGB or concerning the decisions and deliberation of its Board or committees, sub committees or other delegated bodies of its Board. Information relating to SLSGB, the Trading Company or the Client concerning business plans, maturing new business opportunities, research and development projects, processes, inventions, designs, discoveries or know how, sales statistics, marketing surveys and plans, costs, profit or loss, prices and discount structures. The names, addresses and contact details of members, customers and potential customers or suppliers of SLSGB, the Trading Company or the Client are protected by the Data Protection Act. Principally that information, in particular personal details, are not given out to a third party without permission.

All Directors and their families must complete a Declaration of Interests Form on an annual basis, to be registered at HQ immediately after SLSGB Annual General Meeting. During meetings any apparent conflict of interest must be declared and will be recorded in the Register of Interests, the Director should withdraw from any further involvement in the discussion until a resolution has been reached.

Where a Director fails to register an interest, which later proves to be of importance in their Board activities they must resign from their Directorship immediately. The Board will ensure that appointments made within SLSGB will avoid conflict of interest arising between various centres of activity within SLSGB.

4.4 Board of Directors Meetings

The Board shall cause to convene meetings of the Board as and when they see fit but approximately every six weeks. Business shall be transacted as directed by the Chair or Vice Chair from an agenda previously circulated to all Board members. Dates, times and venues of future meetings will normally be agreed at the end of each meeting. In an emergency meetings may be called at the discretion of the Chair giving members reasonable notice of such meeting(s).

4.5 Annual General Meeting

The Board shall cause to be convened annually a General Meeting the proceedings and business of which shall be transacted in accordance with Section 5 of the Articles and the provisions of Table A of the Act (Appendix 9.3.2).

The business of an Annual General Meeting shall be to receive and consider the Annual Report, the reports of the Directors, the report of the Auditor. To receive and consider the election of members of the Board in place of those retiring and any additional members of the Board and the appointment of the Auditors. To receive and consider any proposed changes to the constitution or rules of SLSGB.

4.6 Extraordinary General Meeting

The Board shall convene an Extraordinary General Meeting on a member's requisition and in accordance with the provisions of the Companies Act 1985 Section 368 (Appendix 9.3.3).

4.7 Minutes

The Board shall cause minutes to be taken, where possible by HQ Staff, and a record kept of:

- a) All appointments of officers made by the Board.
- b) The names of the Board present at each Board meeting and apologies from those unable to attend.
- c) All resolutions and summary proceedings at all meetings of SLSGB, the Board, Commissions & Committees.

4.8 Representation

The Board shall be responsible for the appointment of suitable delegates to represent SLSGB and provide liaison with other organisations, as deemed necessary and desirable. Officers of SLSGB for the time being shall be:

Paid employees

Normally employed at HQ, responsible to the Board of Directors for duties as outlined in the job description for the position.

Staffing issues, i.e. grievances, disciplinary's etc will be as outlined in the individual staff contract and governed by employment law.

Paid Officials

Where the Board has agreed that a post normally subject of an election at the Annual General Meeting shall be held by a paid official that official shall conform to the rules governing the post were it not a paid post.

Vice Presidents

Ambassadorial role, to be reviewed and nominated by the Board and elected at the Annual General Meeting.

4.9 Commissions & Committees

The Board may delegate its powers and appoint such Commissions or Committees as it sees fit, which are presently:

- Disciplinary Committee
- Honours Committee
- Child Protection Steering Group (appendix 9.3)
- Child Protection Case Management Group (appendix 9.4)
- National Life Saving Commission
- National Sport Commission

Any Commission so formed shall conform to any regulations passed by the Board and shall report all acts and proceedings to the Board as soon, as is reasonably practicable. Members of all Committees and Commissions must be fully paid up members of SLSGB and in good standing with SLSGB.

4.9.1 Disciplinary Procedures

- a) The Board of Directors shall be empowered to deal with any incident involving an affiliated Club, Region and/or an Association Member where it is alleged that SLSGB or any part thereof was or could have been brought into disrepute. This procedure also covers unacceptable behaviour under the general code of conduct and any other incidents that the Board of Directors feel may warrant investigation.
- b) The original complaint(s) and any evidence (documentary or otherwise) must be sent to SLSGB's registered office within 21 days of the incidence, otherwise the investigation will only proceed at the discretion of the Chairman of the Board of Directors, or if this is inappropriate the decision will be passed on to the President of SLSGB, the Child Protection Case Management Group may also refer cases, at any time, to be examined.
- c) A Disciplinary Committee meeting will be organised consisting of a Chairman, who will be a member of the Board of Directors. (This appointee will not hold office as the Chairman or President of SLSGB). The remainder of the Disciplinary Committee shall be made up of one representative of each of SLSGB's Regions who shall be appointed by the Chairman of the Region or in his/her absence the Vice-Chairman or Secretary of the Region. None of the members of the committee will be involved in the disciplinary matter or have a conflict of interest.
- d) It will be the responsibility of the Regional Officers to ensure they appoint a representative and/or one or more substitutes to ensure a representative is immediately available for the meeting. The quorum for such disciplinary meetings shall be a minimum of three people, including the Chairman.
- e) The Disciplinary Committee shall be responsible to the Board of Directors. And shall be empowered to deal with any incident involving an Affiliated Club, Region and/or Association Member where it is alleged that SLSGB, or any part thereof, was, or could have been brought into disrepute or there has been a transgression or disregard for the rules and regulations of SLSGB.
- f) The disciplinary meeting will call upon all evidence and witnesses and/or witness statements as may be reasonably available. Those present at the meeting will decide if further time and/or information is necessary before reaching a decision. A decision will, however, be reached as soon as practicable and all parties informed.
- g) All parties will be bound by the decision of the disciplinary meeting subject to the right of appeal.
- h) The disciplinary meeting shall by the decisions of those present (by majority vote if necessary and with the Chairman having a casting vote), have the powers to impose:
 - A Warning
 - A Reprimand
 - Removal of a qualifying award i.e. coach/instructor/examiner

- Suspension from specified competitors or events
 - Suspension from membership of SLSGB for a specified period of time
 - Expulsion from SLSGB
 - Conditions which the individual, Club or Region concerned must agree to action within a specified time in order to maintain their membership/ affiliation to SLSGB
- i) In incidences involving persons under the age of 18 years old, their parents will be informed and may accompany them to any hearing. In any event, an Association member may bring with them a 'friend' or representative who may speak on their behalf.
- j) Other than sending and presenting official information through the proper channels, nobody should contact, approach or otherwise attempt to influence or intimidate any member of the disciplinary committee, appeals committee, witness or staff. Any breach of this rule may itself result in disciplinary action against the person(s) concerned.
- k) The Disciplinary Committee and any Appeals Committee will ensure that all matters are regarded as highly confidential and not for disclosure outside the group unless so agreed, on a strictly need to know basis in line with the Data Protection Act and Human Rights Act.

Appeals Procedure

- l) Any appeals must be made and received at the registered offices of SLSGB within 14 days of receipt of the decision made by the disciplinary meeting. (For clarification it will be assumed that receipt of notice of the decisions will be two working days after they have been posted by first class recorded delivery post from SLSGB's offices). A deposit of £50, which will only be returned in the event of a successful appeal, must accompany the appeal. It shall be the responsibility of the appellant to ensure such an appeal is received at SLSGB's office in good time.
- m) Either the Chairman or President of SLSGB will Chair any Appeal(s) Committee, the timing of which shall be at their reasonable discretion. The Appeals Committee will be made up of members of the Board of Directors who have not been involved in the original hearing. Should it be necessary the Chairman of the Appeals Committee shall have the casting vote.
- n) An appeal or appeals may only be made if:
- Procedures have not been followed correctly
 - New evidence is available that could be not heard
 - There is clear evidence of bias or involvement in the complaint/ matter by an appointed member of the original disciplinary meeting
 - A £50 deposit is paid before the appeal(s) is heard which will only be refunded if the appeal(s) is successful
- o) A person appointed by the Chairman and/ or the President will act as the administrator/ minute secretary to the disciplinary meeting and also to any subsequent appeals hearing. This person will not have voting rights.
- p) Appeals decisions will be notified to those concerned by recorded delivery mail and as soon as practicable after the meeting.

4.9.2 Honours Committee

- a) The Honours Committee shall consist of SLSGB President, Association Vice Chair and one representative from each Region. The term of office, for members shall normally be for a period of 12 months following SLSGB Annual General Meeting.
- b) The Committee will meet to consider and administer the awarding of the following:
 - Life Membership
 - Long Service (21 years service to SLSGB)
 - Distinguished Service
 - Meritorious Awards
 - Life Saver of the Year
 - Volunteer of the Year
 - Heroes of the Surf
 - Junior Life Saver of the Year

Nominations for National Honours (i.e. those announced in the Monarch's Birthday or New Years Honour Lists) for activities in connection with service to SLSGB and Lifeguarding are to be submitted to the Honours Committee.

4.9.3 National Life Saving Commission

- a) The Commission shall consist of 3 representatives from each administrative region of SLSGB elected at the Region Annual General Meeting, a maximum of 3 members co-opted by the Commission and individuals may be directly appointed to that Commission by the Board.
- b) Commissions shall provide all members with a written statement (annual plan) of their aims and objectives once the Board of Directors has approved them
- c) The Commission will appoint at its autumn meeting an Executive Committee to supervise the day-to-day running on behalf of the commission. The Executive Committee will enable:
 - In consultation with the Administrator, to agree an annual calendar of meetings of the Commission and its Executive Committee and major events for the Commission
 - Produce for submission to the autumn Board of Directors meeting, a rolling 3-year plan and budget
 - Minutes should be recorded and circulated to the Board of Directors
 - To monitor that expenditure is controlled in line with the annual budget as approved by the Board
 - To comply with current legislation and good practice e.g. Equal Opportunities, Child protection, Health and Safety etc
 - To review and develop Surf Life Saving Awards and Training; wherever possible to integrate with Beach Lifeguard Training; to be recognised as the highest standard in water safety and where appropriate, to be recognised as vocational qualifications
 - The promotion through education of water safety and lifesaving skills
 - Develop a training strategy, in conjunction with Beach lifeguard Training, to provide a consistent standard for all Instructor/ Examiners; and supporting moderation
 - To identify areas and make resources available for the development of new and existing Clubs
 - Encourage incident reporting and the collation of statistics
 - To be responsible for the Rescue Boat Committee and the Youth Development Committee
 - In conjunction with the Administrator ensure the smooth administration of the award procedures
 - To promote the organisation to a wider audience of potential donors and beneficiaries

Please note: It must be borne in mind that Beach Lifeguard Training is a company specifically set up to develop training to the standards requested by the client (RNLI).

4.9.4 National Sport Commission

- a) The Commission shall consist of 3 representatives from each administrative region of SLSGB elected at the Region Annual General Meeting, a maximum of 3 members co-opted by the Commission and individuals may be directly appointed to that Commission by the Board.
- d) Commissions shall provide all members with a written statement (annual plan) of their aims and objectives once the Board of Directors has approved them
- e) The Commission will appoint at its autumn meeting an Executive Committee to supervise the day-to-day running on behalf of the commission. The Executive Committee will enable:
 - In consultation with the Administrator, to agree an annual calendar of meetings of the Commission and its Executive Committee and major events for the Commission
 - Produce for submission to the autumn Board of Directors meeting, a rolling 3-year plan
 - Minutes should be recorded and circulated to the Board of Directors
 - To monitor that expenditure is controlled in line with the annual budget as approved by the Board
 - To comply with current legislation and good practice e.g. Equal Opportunities, Child protection, Health and Safety etc
 - To be responsible for the co-ordination and efficient management of events
 - In conjunction with the Life Saving Commission, agree the standard of qualification for entry to events
 - Develop Officials training
 - Develop coaching programme
 - Work closely with the Royal Life Saving Society and/or other external bodies in the development and success of the GB Team
 - Responsible for the custody, repair and maintenance of all gear, equipment and trophies, which is the property of SLSGB. Annually present an inventory
 - To promote the organisation to a wider audience of potential donors and beneficiaries

5 FINANCE

The financial year for SLSGB affairs will be from the 1st January to 31st December.

All accounting and financial matters will be the responsibility of the Finance Director on behalf of the Board as outlined at **4.1**.

5.1 Budgets & Reports

Budgets

All planned income and expenditure budgets shall be submitted (by electronic means or on disk) before the 1st November of each year preceding the financial year, in the following format:-

- a) Microsoft Excel Budget 'Workbook' with individual 'Worksheets' corresponding to each separate programme within each cost centre. These are to show planned income and expenditure for each programme on each worksheet. The information contained within these budget programmes can only be changed by the budget holders/ cost centre managers and must be protected by password.

On receipt of all 'budgets' an overall budget summary spreadsheet shall be compiled for SLSGB and a report to the Board of Directors.

Proposed or subsequent changes to Programme budgets must be submitted in good time so that the Cost Centre Manager and FD can be consulted, *before* any expenditure is authorised. Reasons for variations should be shown in order to be taken into account when future budgets are constructed.

The Board shall meet to discuss the projected outflow and the FD will make any necessary changes to the cash flow forecast in accordance with the financial strategy in force at the time.

Failure to adhere to these Budgetary Procedures may result in disciplinary action being taken.

Cost Centre: an independent budgetary unit overseen by a Director.

Programme – individual activities or 'programmes' within a designated Cost Centre controlled by appointed individuals (Programme Managers) overseen by the Cost Centre Manager.

Reports

It will be the responsibility of Budget Holders and cost centre/ programme managers to provide timely and accurate information in order that monitoring reports may be prepared.

The FD will be responsible for preparing monitoring reports, reconciliations and a printout of accounting entries will be undertaken on a monthly basis, annotated and kept on file.

Sponsorship, donations, grants and all other income will be annotated to show actual source of income and sponsorship received in kind will be included in the accounts. The accounts will be presented on a quarterly basis, to the Board.

5.2 Purchase Orders & Tenders

Purchase Orders will be submitted for all expenditure and signed by the Cost Centre Manager (contract payments will be signed retrospectively).

All regular services are subject to competition on an appropriate basis to ensure value for money.

For items costing under £500 verbal quotations should be sought. For items costing over £500 written quotations should be sought and where appropriate tenders from at least 3 suppliers taken into consideration.

The records of such will be held at HQ and will contain the specification of services tendered, quotes received and the documented authorisation of the successful supplier.

The decision making process for assessing tenders and quotes will rest with the Cost Centre Manager and may be reviewed by the FD.

5.3 Payment of Expenses

Overseas tours and National teams are excluded, as special arrangements are applicable, although the basic rules regarding authorisation and submission are applicable.

The Association reserves the right to refuse to pay any expense claim for any reason.

Entitlement to Claim

The following are entitled to claim out of pocket expenses:-

The Principal Officers, Examiners, Competition Officials, Instructors, or any other person(s) not covered by the above who, on the instructions of SLSGB, or an Officer of same empowered to give sanction, are engaged on bona fide Association business.

Submission of Claims

All claims for the reimbursement of bona fide expenses should be submitted within 1 month of being incurred (unless extenuating circumstances preclude this). The Authorising Officer and/or Budget holder prior to submission, unless otherwise agreed, shall countersign claim forms. Budget holders must not sign their own claims. All claims shall be accompanied by a receipt and failure to provide the same may result in non-payment, or delayed payment, of the relevant items or claim.

Payment

The Association shall normally within 14 days of the receipt of a properly completed and authorised Claim Form make payment of claims.

Reimbursement

Mileage

Mileage will be paid at the rate currently in force. Where a person's duties involves a very high mileage, the Board will give consideration to an increased allowance. The current rate of payment will be decided by the Board from time to time and will be available from HQ.

Telephone Calls

Shall be supported by a copy of the telephone account highlighting calls made on Association business, with the name of the person called inserted against each item.

Postage

Shall be supported by dates, names and cost of the letter, package etc.

Public Transport

Rail Fare - (Apex, Cheap Day or Standard Class), Air Fare - (Apex or next cheapest fare).

Accommodation

The Association will reimburse the cost of accommodation. This figure shall, by prior arrangement, be re-viewable for each venue and event, according to availability of accommodation and prices prevailing at the time. It is expected that suitable accommodation will be sought at the most competitive price. The Board of Directors will set the level of reimbursement and this figure will be available from HQ.

5.4 Overseas Travel

All persons, representing SLSGB overseas in any capacity shall pay a personal contribution to the overall costs.

- a) For delegates to ILS, ILSE or other approved international meetings or conferences World-wide including the UK, members shall contribute 15% of the total costs involved to include any UK travel.
- b) For members who manage or represent SLSGB Team at competitions World-wide, members shall contribute 15% of the accommodation and foreign travel costs including flights.
- c) All contributions must be paid in advance of departure from the UK direct to SLSGB office.
- d) Where financial difficulties could be experienced, the member shall write to the Chairman in good time to ask that the amount of contribution be reviewed.
- e) All expense claims relating to the journey shall be submitted for approval on the approved expense claim forms within 2 weeks of return to the UK. Claims submitted after this 2 week period may be refused or delayed.
- f) Members shall at all times attempt to achieve the most competitive price available for any travel and accommodation arrangements that they arrange.
- g) Where SLSGB makes arrangements, a similar attempt shall be made to achieve the most competitive price possible.

6 REGION & CLUB STRUCTURE

For the purposes of administration, Regions are established by and responsible to the Board. They will normally be established in accordance with geographical boundaries, clubs and other affiliated organisations falling within such boundaries will be deemed to be part of that Region.

Each region shall provide SLSGB with a copy of its Constitution including the Registered Charity Number (where applicable). There shall at all times be compliance with this Constitution and an entitlement to raise finance and open bank accounts which must include the words "Surf Life Saving".

(Note - It is inadvisable to seek or obtain monies other than as a Registered Charity. Registration is recommended as Charitable Status can have substantial benefits)

Notice of the Region's Annual General Meeting together with an invitation to be represented shall be sent to SLSGB.

It is recommended that the Regions/Clubs shall hold an Annual General Meeting for the purpose of electing the Officers of the Region and representatives to serve on Committees and Commissions at National level.

It is recommended that each Region/ Club shall form a Committee comprised of the elected Officers, the representatives from constituent Clubs (Region) and the representatives to Association. Recommended role descriptions can be found in SLSGB Club Handbook.

- President
- Chair
- Secretary
- Treasurer
- Life Saving
- Sport

Clubs

Regional Representatives are expected to keep their Clubs informed on the business of and activities within the Region; to acquaint the Committee with Club activities and present the views and wishes of those whom they represent. Agenda items should be considered at Club level prior to a Region Committee meeting to enable proper representation to be achieved.

SLSGB Representatives

Regional Representatives who are elected by their regions to serve on SLSGB Board of Directors at the Region AGM will be put forward to SLSGB Annual General Meeting for ratification. Their primary allegiance and responsibility will be as Trustees and Directors to SLSGB. They will attend Regional meetings to communicate the activities of SLSGB to the Region and Clubs, communicate Regional and Club activities to the Board of Directors and feedback Regional and Club opinion where requested.

7 AFFILIATION & MEMBERSHIP

For Affiliation and Membership purposes the year shall be 1st January to 31st December. Association Affiliation and Membership fees and other dues and levies fall due for payment on the 1st January. The Board shall review annually the fees, in line with inflation, if appropriate.

7.1 Affiliation

Any Club, Region or Organisation with similar aims and objectives within the United Kingdom may apply for affiliation to SLSGB upon payment of the appropriate annual fee. A request for affiliation to SLSGB will only be considered when made on the official application form, together with the appropriate fee.

Clubs and other Organisations applying for affiliation in one class may be offered affiliation to SLSGB in another class if in the view of the Board such is more appropriate.

- Club Affiliation
 - Corporate Affiliation
 - Educational Affiliation
- a) An application for affiliation may be approved or rejected by the Board. The Board shall have the right for good and sufficient reason to terminate the affiliation of any Club, Region or Organisation provided that the Club, Region or Organisation concerned shall have a right to be heard before a final decision is made.
 - b) Affiliated Clubs, Regions and Organisations will be expected to be conversant with the Rules of SLSGB and work towards their own Clubs, Regions or Organisations Aims & Objectives in a manner that complements the Surf Life Saving Association's Aims & Objectives.
 - c) All affiliated Clubs will deposit with SLSGB a copy of their Constitution and Rules (including where applicable; their Registered Charity number). SLSGB to be notified of any changes without delay.
 - d) Clubs will ensure that Association Affiliation fees are paid without delay; including Public Liability Insurance premiums (unless alternative Insurance cover as approved by SLSGB has been arranged).
 - e) Clubs will be expected to comply without undue delay to all requests for statistical and other information made by SLSGB direct or through the Region Secretaries.
 - f) Clubs and other Organisations will register with SLSGB their Club Colours (with supporting cap colour design) and any alterations thereto and in the case of a newly affiliated Club shall not duplicate the "Colours" of any Club already affiliated.
 - g) Affiliation of any Club or Organisation does not attract voting rights at the Annual General Meeting.

7.2 Dis-affiliation

On receipt of a written report from the appropriate Committee that a Club, Region or other Organisation has ceased to comply with the conditions for affiliation the Board may recommend to SLSGB Annual General Meeting that such Club, Region or Organisation be dis-affiliated. Such action may not be taken without due notification by the Chairman to the last notified or known Secretary of the said Club, Region or Organisation at least 21 days before SLSGB AGM.

Clubs and other Organisations who fail to pay the due affiliation fees shall be considered to have failed to comply with the conditions for affiliation.

7.3 Accreditation of a recognised Lifeguard Training Centre

Establishments not under the direct control of SLSGB seeking recognition as a Surf Life Saving training facility shall be subject to the terms and conditions below:

Accreditation of a recognised Lifeguard Training Centre

- a) The Centre shall be, if a Limited Company, properly registered at Companies House and, structured in accordance with the provisions of the Companies Act 1985.
- b) If Charitable status has been granted that it is properly structured in accordance with the requirements of the Act and the Charity Commission. (If either of the above is applicable then appropriate documentation should be available for scrutiny and verification.)
- c) The premises should provide adequate and acceptable facilities for both Centre staff and students with regard to; administration, equipment storage, changing, toilets and security of personal property.
- d) All Health & Safety legislation currently in force appertaining to premises and employees (whether full time or casual) shall at all times be complied with.

All legislation currently in force appertaining to students or persons (other than staff) together with the policies of SLSGB, on matters of safety, shall be adhered to at all times. Copies of relevant documents and or notices appertaining to same to be displayed in a prominent position.

- e) The Centre shall carry insurance in respect of Public Liability of not less than £2 Million, together with Employers Liability insurance.
- f) All staff whether full time, casual or voluntary, employed or engaged in the role of Coach, Instructor or Assistant thereto, shall hold appropriate and current qualifications, applicable to the skills required. Unqualified persons shall not at any time be in charge.
- g) All persons as defined in Section (f) above, shall be in possession of the relevant Association approved qualifications or equivalent. Equivalence shall be at the discretion of the National Life Saving Commission.
- h) All equipment used in and necessary for, the teaching of lifesaving skills, shall at all times be of a recognised pattern as approved by SLSGB. It shall at all times be properly and correctly maintained to retain serviceable condition. Any item of equipment developing a defect shall be removed from service. Suitable safety

provision shall be provided at all times by qualified personnel, when water skills are being taught or examined.

- i) The premises, equipment and operation of the establishment shall be open to inspection at any time during business hours (as notified to SLSGB). Such inspections shall be at random and not necessarily subject to advance notice. Failure to comply with any statutory requirement or breach of conditions may result in the suspension or the withdrawal of accreditation. Such inspections shall be separate from any inspections by Government Departments and shall be for the purpose of ensuring compliance with the requirements for accreditation only.
- j) The use of the insignia of SLSGB or it's name by the Centre or on any materials associated with the Centre, for the purposes of promotion or publicity, shall only be permissible whilst the Centre is accredited.

Such usage shall be strictly in accordance with the rules of SLSGB appertaining to same and shall be subject to payment of the fee for such usage as shall be applicable at the time. Infringement of the rules or loss of accreditation shall require immediate cessation of such usage and the withdrawal of all materials carrying same. Failure to do so could result in legal proceedings being instituted.

- k) The Association will issue to all accredited establishments a Certificate confirming Accreditation. Accreditation will be valid for a period of twelve calendar months. Renewal will be subject to approval by SLSGB following an inspection of and a satisfactory report on the facility
- l) Whilst SLSGB will make every endeavour to ensure compliance with its requirements for accreditation of the establishment, it does not accept any liability for the management, staffing or operation of same, nor the conduct of personnel; or any matters over which it may be deemed not to have direct control. Neither will it accept any liability for any proceedings, whether criminal or civil that may be instituted against the establishment's management or staff or, arising from any cause.

7.4 Membership

- a) The number of members with which SLSGB proposes to be registered shall not be limited by reference to a maximum figure.
- b) The members of SLSGB shall be all those persons whom the Board shall admit as members, who have satisfied the criteria for membership and whose names and addresses are recorded in SLSGB's register of members.
- c) An application for membership may be approved or rejected by the Board. The Board shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
- d) Members will be expected to be conversant with the Rules of SLSGB.
- e) All individuals, members of affiliated clubs and others duly registered with SLSGB, having paid the required membership fee will be deemed to be paid up members of SLSGB.

Life Membership

Such class of membership is awarded in recognition of exceptional or outstanding service to SLSGB as a whole. Nominations for Life Membership should be forwarded to the Honours Committee via HQ.

7.5 Votes of Members

Every member having attained the age of 18 years shall have one vote.

Members will not be entitled to vote unless all subscriptions and other sums (if any) presently payable by him or her to SLSGB in respect of membership have been paid.

- a) Save as herein expressly provided no person other than a member duly registered shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any General Meeting - Section 6.2 of the Articles.
- b) Votes may be given on a poll either personally or by proxy. On a show of hands a member present by proxy only, shall have no vote. Any instrument appointing a proxy shall be in writing under the hand of the appointee or his attorney duly authorised in writing as per the specimen Appendix 9.1.
- c) The Chair of any meeting to have in addition to an ordinary vote a casting vote.

7.6 Disqualification/ Grievances

Any Club or Member against whom a complaint of breaching the Rules of Association; including the Fair Play Code; or conduct prejudicial to SLSGB and its members shall be required to appear before the Disciplinary Committee.

Any Club or Member having a grievance concerning SLSGB, providing that it is directly related to the working of SLSGB and its membership, shall first be directed to write to the Vice-Chairman who will investigate and seek to resolve same. If the grievance cannot be resolved, then it will be placed before the Disciplinary Committee.

8 CODE OF CONDUCT

The Code of Conduct is an expression of the spirit in which it is expected Association members will conduct themselves on a personal and professional basis. It is not meant to suppress individuality but should reflect the ethos of our Association through the actions of its members.

However, as with any Code of Conduct, serious and flagrant breaches will result in action being taken against offenders.

The Code of Conduct prescribes the standards, which the Disciplinary Committee may take into account when considering the conduct of a member of SLSGB; but so that the committee shall not be prevented from considering other matters. Any member contravening any section of the Code of Conduct may be liable to disciplinary action, which could result in expulsion from SLSGB.

At all times a member shall uphold the good standing and reputation of SLSGB and shall:

- a) Comply with the law.
- b) Not misuse their authority or office for personal or other gain.
- c) Fully uphold SLSGB Equal Opportunities Policy.
- d) Observe the standards prescribed in the guides to good practice approved by the Board.
- e) Have a duty to provide information if requested by the Disciplinary Committee investigating any breach of this code.
- f) Respect a person's rights and treat everyone accordingly.
- g) If teaching life saving or working as a lifeguard or equivalent, hold a qualification to do so, approved by SLSGB.

8.1 Equal Opportunities

The Association is committed to incorporating equal opportunities into all aspects of its work. Members and employees are expected to ensure that no one suffers discrimination, abuse or harassment on the grounds of race, sex, disability, marital status, religious beliefs, sexual orientation or class.

The aim of the Equal Opportunities Policy is:

- a) To promote respect for both individuals and groups in all aspects of SLSGB.
- b) An expectation that the membership and its associates will actively promote equality of access to SLSGB, which should be welcoming and indicate an understanding and response to a variety of needs and requirements.
- c) That members shall be afforded an equal opportunity to:
 - Be consulted on Association needs.
 - Know about SLSGB.
 - Comment on the experiences of SLSGB.
 - Receive full consideration and be fairly treated.
 - Know about positions whether voluntary or paid that arise within SLSGB and to meet the requirements of the same.
- d) The Association will endeavour to give fair access to everyone taking into account any special provisions that may be required; for recruitment to training and surf

sports of disadvantaged people. Training and education in relevant skills being provided without bias at all levels.

8.2 Child Protection

The SLSGB has a duty of care to safeguard all children involved in its activities from harm. All children have a right to protection and the needs of disabled children / adults and others who may be particularly vulnerable must be taken into account. The SLSGB is committed to the safety and protection of all children involved in all its activities through adherence to child protection guidelines adopted by SLSGB and its clubs.

We are committed to ensuring that:

- The welfare of the child is paramount
- All children, whatever their age, culture, disability, gender, language, racial origin religious beliefs and/or sexual identity have the right to protection from abuse
- All suspicions and allegations of abuse will be taken seriously and responded to swiftly and appropriately
- All SLSGB representatives who work with children will be recruited with regard to their suitability for that responsibility and will be provided with guidance and/or training in good practice and child protection procedures
- Working in partnership with children, their parents/carers and other agencies is key to promoting young people's welfare

Child Abuse is a criminal offence and SLSGB upon guidance from the Police and Social Services will suspend any member against whom a complaint is made pending further investigation. A member found guilty will be excluded from membership of SLSGB. Members of SLSGB should be aware of the possibility of unfounded accusations being made against them; they should follow SLSGB Child Protection Guidelines. Members of SLSGB should be fully aware of the procedures should they suspect, or are informed, that there may be an incident within their area of control or influence.

8.3 Fair Play Code

Fair play is defined as much more than playing within the rules. It incorporates the concepts of friendships, respecting others and always playing within the right spirit. Fair play is defined as a way of thinking, not just a way of behaving. It incorporates issues concerned with the elimination of cheating, gamesmanship, doping, violence (both physical and verbal), exploitation, unequal opportunities, excessive commercialisation and corruption.

Fair play is an essential and central part of successful promotion, development and involvement in sport. Through fair play, the individual, the sports organisations and society as a whole all win. We all have responsibility to promote: Fair play - The winning way. Further guidelines are published within the Competition Rulebook.

8.4 Policy on doping and a drug free sport

Surf Life Saving Great Britain condemns the practice of doping in sport. Doping is cheating and against the rules and ethics of sport. It is harmful to the image of sport and may be harmful to competitors. Surf Life Saving Great Britain is committed to contribute towards and support the UK Sports Council policies and procedures aimed at the prevention of doping in sport and the achievement of drug free sport, and as a member federation of the International Lifesaving Federation (ILS), is committed to observing the requirements of the World Anti-Doping Agency (WADA) as laid down in ILS Policies and procedures, a copy of which is available at http://www.ilsf.org/word_pdf/rules_anti-doping_2004.doc. A policy of drug free competition with possible drug testing has therefore been adopted and endorsed by SLSA of GB at all events, and all competitors and clubs are required to abide by these rules.

8.5 Meetings Procedure

It is recommended that the following procedure be adopted at Association meetings and can also be used as a guideline for regional and club meetings.

The Chair

Is a figure of importance and as such is vested with the authority in the conduct of meetings. By law he or she must accept responsibility for all that happens in the period between the opening and closing declarations. For any offence against the law committed at a meeting - such as violence or infringements of Blasphemy and Seditious Acts the Chair is responsible.

Chair's must at all times remain scrupulously impartial and must see that the meeting proceeds to transact the business on the Agenda and nothing for which there is not provision in the Agenda and transacts it in the interests of the organisation as a whole.

In addition to their ordinary vote Chair's shall have a casting vote.

Quorum

Unless otherwise specified in the Articles of Association or within a Constitution a quorum for all meetings shall be 40%. Such a quorum shall be present throughout the meeting. If a quorum is not present within a reasonable time or is not maintained during the meeting the meeting should be abandoned.

The Mover and the Seconder

Persons under the age of 18 years may not move or second a motion or proposition nor may they vote.

The Motion (Resolution after being voted upon and carried)

Is a proposal that a meeting should express a particular opinion or make a certain order or act.

The Proposer "Moves" a motion - e.g. "I move that the boat house should be extended by 10 metres."

If a Seconder cannot be found, the Motion fails and the discussion does not take place.

A proposed and seconded motion to be debated may only concern matters within the scope of the meeting's powers. The Chair decides whether or not a motion is in order.

If the motion is carried it becomes a Resolution of the meeting and *all members are obligated to support the Resolution* and see that it is acted upon.

Amendment

Is a proposed alteration in the terms of a motion (the rules are the same as for a Motion). The re-wording of a motion may alter it's line of approach but should not alter it's objective.

A proposed and seconded amendment must be debated and voted upon before the original motion. If it is carried, it becomes the Substantive Motion.

The Substantive Motion should be put immediately after the amendment is carried unless another amendment is moved: in which case the debate continues on the new amendment. After having allowed reasonable time for debate it should be closed and the "Mover" is restricted to answering points raised in discussion. As with a motion, once carried it becomes a Resolution of the meeting, which *all members whether they agree or not are obliged to support*.

Withdrawal of a Motion

A properly proposed and seconded motion cannot be withdrawn without the agreement of the Proposer and the Secunder and the *unanimous* consent of the meeting.

Recission

A resolution *cannot* be rescinded at the meeting at which it is passed. It can only be rescinded at a subsequent meeting *after* notice of motion has been given.

Reports

Should be brief and factual. They should be neither interrupted nor challenged and any questions on them should be the subject of a motion in "Other Business".

Minutes

Are concise but precise account of business transacted at the previous meeting. The only objections that can be considered are challenges to accuracy. A person or persons not present at the meeting may not raise objections to; or approve the signing of the Minutes.

Matters arising from the Minutes

Only matters left open for "Action" at the previous meeting can be dealt with under this heading. Committee members *may not* attempt to re-open discussion on matters already decided and if attempting to do so shall immediately be called "to order".

Other Business

Matters of importance raised under this heading (unless previously notified or urgent) should be left for discussion as Agenda items at the next meeting. It is in everyone's best interest for members to be afforded the opportunity to consider important matters at their leisure rather than make hasty decisions. Hence this does not appear on the Agenda for an Annual General Meeting.

9 APPENDICES

9.1 Specimen Proxy Form

To: **Surf Life Saving Great Britain**

I/We.....of.....being a member of the above named Company, here by appoint.....of..... or failing him.....of.....as my/our proxy to vote in/my name(s) and on my/our behalf at the.....meeting of Surf Life Saving Great Britain to be held on.....and at any adjournment thereof.

Signed..... date.....

If it is wished to be specific with regard to voting then it may have such wording as is appropriate added, after 'thereof' and before signing, e.g.

"I do not support or I am against....." (specify the item on the Agenda)

or

"I am in favour of....."(specify the item)

If the above is not inserted then the proxy may vote as he/she thinks fit or even abstain from voting. It is preferable that the proxy should be told by the person being represented what their views and wishes are and be instructed to act accordingly.

The instrument appointing the proxy must be lodged with SLSGB's office **NOT LESS** than 48 hours prior to the meeting. **KEEP COPY OR COPIES**, one of which it is advisable for the proxy to be in possession of when attending the meeting.

REMEMBER only fully paid up members are entitled to vote and they must be registered with SLSGB. If the voting delegate's name is not registered the instrument of proxy is invalid.

9.2 Job Descriptions

9.2.1 JOB DESCRIPTION for the CHAIR

Main Tasks:

1. To lead the Board of Directors in ensuring that it fulfils its responsibilities for the governance of the organisation.
2. To supervise the Admin Officer and staff and helping them achieve the efficient running of the organisation.
3. To optimise the relationship between the Board of Directors, its commissions and their Exec Committees and its staff/volunteers.

Main Duties relating to:

1. Ensuring trustee body fulfils its responsibilities

- To chair meetings of the Board of Directors body; see that it functions effectively and carries out its duties.
- To ensure that the Directors set overall strategy and policy objectives
- To ensure that the organisation's financial dealings are prudently and systematically accounted for, audited and publicly available.
- To ensure that the organisation has a satisfactory system for holding in trust for the beneficiaries of the charity any monies or property to ensure that where appropriate monies are invested to the greatest benefit of the organisation within the constraints of the law and ethical investment practices.
- To monitor that decisions taken at meetings are implemented
- With the admin officer to develop appropriate and relevant agendas for meetings.
- To make recommendations to the CoM on the composition of the Board of Directors, and future chairs of the Board of Directors (with a view to succession).
- Supervise the recruitment of Directors and co-optees with specific/relevant expertise.
- To ensure that the Board of Directors annually reviews its structure, role, relationship to the Commissions and staff and implements agreed changes as necessary.
- To define and keep under review selection and performance criteria for Directors.
- To ensure that all Directors receive appropriate advice, training and information relating to their role.
- To serve as a spokesperson for or promoter of the charity.

2. Helping the Commissions and administration staff achieve the organisation's mission

- To ensure that the Directors develop a long-term strategy for the organisation with objectives which can be monitored.
- To monitor progress of the Commissions annual plans and overall strategic plan.
- To ensure that appropriate resources (personnel, financial, material) are secured with which to achieve agreed goals.
- To ensure that the Commissions and the administrator and staff deliver the annual plan and budget.
- Define and apply assessment criteria for the administrator and office staff.
- To support, monitor and review the work of the administration and office.
- To promote the organisation to a wider audience of potential donors and beneficiaries.

3. *Optimising the relationship between Trustee body and staff/volunteers*

- To ensure that the organisation has appropriate procedures, e.g:
 - to comply with current employment and equal opportunities legislation and good practice
 - to advertise, interview and select senior staff
 - to receive regular informal progress reports of the organisation's work through the administrator
 - to reflect to the Board of any concerns staff have in regard to the role of the Board of Directors body, its sub-committees or members; to relate the concerns of the trustee body and other constituencies to the administrator and staff
 - in consultation with the administrator, to agree an annual calendar of meetings of the Board of Directors and major promotional events for the organisation.
- Through the administrator to ensure regular written communications between the Board of Directors and the staff group.

NOTE Some of the duties listed above may be delegated to other Directors.

9.2.2 JOB DESCRIPTION for a FINANCE DIRECTOR

Main Tasks:

1. On behalf of the Board of Directors body to ensure that the organisation's financial obligations are met.
2. In conjunction with the Chair/Vice Chair to lead the Board of Directors in ensuring that it fulfils its responsibilities for the governance of the organisation.
3. In conjunction with the Chair/Vice Chair to optimise the relationship between the Board of Directors and its staff/volunteers.

Main Duties relating to:

1. Ensuring that the organisation's financial obligations are met

- To make sure that it operates within the legal and financial guide-lines set out in current legislation and its own standing orders.
- To ensure that adequate financial controls are in place and that the organisation operates within a sound financial framework.
- To ensure all financial dealings are accounted for.
- To ensure that grants and other funds received for specific purposes are appropriately spent.
- To be satisfied that the financial information presented is comprehensive and accurate.
- To identify any additional financial risks facing the organisation and recommend appropriate action.
- To advise the trustee body on the financial implications of its strategy and policy objectives.
- To chair an annual meeting with external auditors (and any other delegated members of the Board of Directors) to discuss the Auditor's report and accounts: to report formally on this to the Board of Directors.
- To manage the process of appointment of Auditors to the organisation.

2. Ensuring trustee body fulfils its responsibilities

- To help the Chair and Vice Chair to ensure that the Directors set overall strategy and policy objectives.
- To ensure that the organisation has a satisfactory system for holding in trust for the beneficiaries of the charity any monies or property to ensure that where appropriate monies are invested to the greatest benefit of the organisation within the constraints of the law and ethical investment practices.

- In close consultation with the Chair and Vice Chair to make recommendations on the composition of the Board of Directors, and future chairs of the Board of Directors (with a view to succession).
- To work in consultation with the Chair and Vice Chair to recruit Directors and co-optees with specific/relevant expertise.
- To help the Chair and Vice Chair ensure that the Board of Directors annually reviews its structure, role, relationship to staff and implements agreed changes as necessary.
- To assist the Chair and Vice Chair define and keep under review selection and performance criteria for Directors.
- With the Chair and Vice Chair to ensure that all Directors receive appropriate advice, training and information relating to their role.

3. *Optimising the relationship between trustee body and staff/volunteers*

- To work with the Chair/Vice Chair to ensure that the organisation has appropriate procedures, e.g:
 - to comply with current employment and equal opportunities legislation and good practice
 - to advertise, interview and select senior staff
 - to receive regular informal progress reports of the organisation's work
 - to reflect to the trustee body any concerns staff have in regard to the role of the Board of Directors, its sub-committees or members; to relate the concerns of the Board of Directors body and other constituencies to the staff
- To agree an annual calendar of meetings of the Board of Directors and major events for the organisation.

9.2.3 JOB DESCRIPTION for the Director of Lifesaving / Sport

Main Tasks:

1. To lead the Commission and its Executive in ensuring that it fulfils its responsibilities for the governance of Lifesaving / Sport.
2. To supervise with the executive committee the day-to-day running of the commission's activities.
3. To optimise the relationship between other Commissions, the Board of Directors and its staff/volunteers.

Main Duties relating to:

1. Ensuring the commission fulfils its responsibilities

- To chair meetings of the Commission and its Executive Committee; see that it functions effectively and carries out its duties.
- To ensure that the organisation's financial dealings are prudently and systematically accounted for, and administered in line with the budgets and systems agreed with the Board of Directors
- To monitor that decisions taken at meetings are implemented
- With the administrator to develop appropriate and relevant agendas for meetings.
- To work in consultation with the Commission to recruit Exec Board members and co-optees with specific/relevant expertise.
- To ensure that the Commission annually reviews its structure, role, relationship to staff and implements agreed changes as necessary.
- To define and keep under review selection and performance criteria for Exec Board members.
- With the administrator to ensure that all Exec Board members receive appropriate advice, training and information relating to their role.
- To serve, together with their executive and commission, as spokespersons for or promoters of the charity.

2. The day to day running of the commissions activities

- To ensure that the Commission and its Exec Committee develop with the Board of Directors an annual plan with objectives which can be monitored.
- To monitor progress of the annual plan and budgets
- To ensure that appropriate resources (personnel, financial, material) are secured with which to achieve agreed goals.
- To ensure that the Executive Committee delivers the annual plan and to budget.

- To promote the organisation to a wider audience of potential donors and beneficiaries.

3. *Optimising the relationship between Trustee body, other Commissions and staff/volunteers*

- To ensure that the organisation has appropriate procedures, e.g:

to comply with current legislation and good practice e.g. Equal Opportunities, Child protection, Health and Safety etc

In consultation with the administrator, to agree an annual calendar of meetings of the Commission and its Exec Committee and major events for the Commission

Through attendance at Board of Trustee meetings to ensure regular communications between the Board of Directors and the Commission and its Exec Committee

9.2.4 JOB DESCRIPTION for a TRUSTEE

Job Purpose: To further the organisation, keeping within its charitable objectives.

Main Tasks

1. To take part in formulating and regularly reviewing the strategic aims of the organisation.
2. With other Directors to ensure that the policy and practices of the organisation are in keeping with its aims.
3. With other Directors to ensure that the organisation functions within the legal and financial requirements of a charitable organisation and strives to achieve best practice.

Main Duties

1. *Formulating strategic aims*

- Consider the organisation as a whole and its beneficiaries, whether as a member of the Directors or any of its committees, sub-committees, groups etc.
- Reflect the organisation's vision and principles, strategy and major policies at all times.
- Contribute specific skills, interests and contacts and support the organisation in fundraising activities.

2. *Ensuring policies and practices are in keeping with aims*

- Follow the Code of Conduct at all times, particularly when exercising the functions of the Directors, or any of its committees, sub-committees, groups.
- Attend meetings of the Directors.
- Reflect the Directors' policies and concerns on all its committees, sub-committees, groups.

3. *Ensuring best practice*

- Be an active member of the trustee body in exercising its responsibilities and functions.
- Maintain good relations with senior managerial staff.
- Take part in training sessions provided for the benefit of the Directors.
- Fulfil such other duties and assignments as may be required from time to time by the trustee body.

9.3 Child Protection Steering Group

Purpose:

To develop, monitor & review the organisation's approach and plans for safeguarding children and young people.

The Child Protection Steering Group shall consist of:

- Lead Child Protection Officer
- Club Child Protection Officer
- Official
- Coach
- Instructor/Examiner
- Parent
- Young person (with appropriate support)
- External 'child protection' advisor/practitioner

The Child Protection Steering Group will:

- Meet once/twice per year
- Develop, monitor & review the organisation's implementation plan for children and young people in line with the 'Standards for Safeguarding and Protecting Children in Sport' CPSU 2003.
- Ensure that the organisation's Child Protection Policy and Procedures are regularly reviewed and revised as necessary.
- Ensure all necessary related policies are in line with safeguarding standards and implemented throughout the organisation i.e.

Disciplinary, Complaints & Grievance
Health & Safety
Data storage
Recruitment
Codes of conduct
Photography
Whistle blowing

- Advise/act on the child welfare/protection implications of any organisational projects/development

9.4 Child Protection Case Management Group

Purpose:

To action, monitor and advise on all reported cases related to the welfare and protection of children.

The Child Protection Case Management Group shall consist of:

- Lead Child Protection Officer
- Support Member(s)
- 1 x Disciplinary Member
- External 'child protection' advisor/practitioner

The Child Protection Case Management Group will:

- Be available at short notice to meet and discuss cases (by telephone or in person).
- Ensure that all matters are regarded as highly confidential and not for disclosure outside the group unless so agreed, on a strictly need to know basis in line with the Data Protection Act and Human Rights Act.
- Ensure that decisions are fair, open and transparent. The group will be guided by the organisation's equity policy and codes of conduct.
- Ensure that in any decision taken by the group, the welfare of the child is the paramount concern and takes precedence over those of any adult where there is a perceived conflict of interest.
- Be empowered to make decisions on the initial approach (route) to all reported cases i.e. internal, referral, suspension, disciplinary, without influence or prejudice by others in the organisation.
- Will advise others within the organisation about actions they may need to take, such as initiating disciplinary proceedings.
- Will monitor and review progress on all cases and identify any trends emerging, which may require a revision of existing policies.

9.5 Company Law

9.5.1 Table A paras 64 – 98

Number of Directors

64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

Alternate Directors

65. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
66. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
67. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
68. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.
69. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

Powers of Directors

70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of Director's Powers

72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Appointment and retirement of Director's

73. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
74. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
75. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
76. No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless –
- a) he is recommended by the directors; or
 - b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.
77. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the company's register of directors.
78. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

79. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
80. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Director's

81. The office of a director shall be vacated if –
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either –
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice to the company; or
 - (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

Remuneration of Directors

82. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

Director's Expenses

83. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

Director's appointments and interests

84. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
85. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office –
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
86. For the purposes of regulation 85 –
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Director's gratuities and pensions

87. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

Proceedings of Directors

88. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
91. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
92. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
94. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs –
 - (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security or

indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 95. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 96. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 98. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

9.5.2 Table A paras 40 - 53

Proceedings at General Meetings

40. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
41. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or [to] such time and place as the directors may determine.
42. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
43. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
44. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.
45. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
46. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded –
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

47. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
48. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
49. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
50. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
51. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
52. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
53. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

NOTES

Reg41: amended by inserting work "to" by SI 1985/1052

9.5.3 Companies Law 1985 Section 368

368 Extraordinary general meeting on members' requisition

- (1) The directors of a company shall, on a members' requisition, forthwith proceed duly to convene an extraordinary general meeting of the company. This applies notwithstanding anything in the company's articles.
- (2) A members' requisition is a requisition of –
 - (a) members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at that date carries the right of voting at general meetings of the company; or
 - (b) in the case of a company not having a share capital, members of it representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings.
- (3) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.
- (4) If the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from that date.
- (5) A meeting convened under this section by requisitionists shall be convened in the same Manner, as nearly as possible, as that in which meetings are to be convened by directors.
- (6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such of the directors as were in default.
- (7) In the case of a meeting at which a resolution is to be proposed as a special resolution, the directors are deemed not to have duly convened the meeting if they do not give the notice required for special resolutions by section 378(2).
- [(8) The directors are deemed not to have duly convened a meeting if they convene a meeting for a date more than 28 days after the date of the notice convening the meeting.]

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NOTES: Sub-s(8): added by CA 1989, s 145, Sch 19, para 9, as from 1 March 1990.