

South West Coast Path Association

The Rules of Charity 1163422

Table of Contents

1 Introduction.....	2
1.1 Scope and Power of the Rules.....	2
1.2 The work of the Association.....	2
2 Governance.....	2
2.1 Board of Trustees.....	2
2.2 Appointment of Trustees.....	4
2.3 Officers.....	4
2.4 Resignation of a Trustee.....	5
2.5 Trustee Duties and Responsibilities.....	5
2.6 Officer Duties and Responsibilities.....	5
2.7 Committees.....	6
2.8 Scheme of Delegation.....	6
2.9 Conflict of Interests.....	6
2.10 HMRC “Fit and Proper” Declaration.....	6
3 Conduct of Member General Meetings.....	7
3.1 The role of the Chair.....	7
3.2 Taking votes and appointment of tellers.....	7
3.3 Trustee Nominations for AGM.....	7
3.4 Use of electronic mail for General Meeting communications.....	7
3.5 Proof of Proper Communications to Members.....	7
3.6 Calling of a General Meeting.....	8
3.7 Resolutions to a General Meeting.....	8
3.8 Amendments to Resolutions.....	8
4 Membership.....	8
4.1 Categories.....	8
4.2 Procedures for communications.....	9
4.3 Validating membership at General Meetings.....	9
4.4 Procedures for setting membership fees.....	9
5 Associated Governance Documents.....	9
5.1 Risk Register.....	9

5.2 Business Plan.....	9
5.3 Policies.....	10
6 Appendices.....	11

1 Introduction

1.1 Scope and Power of the Rules

This document sets out the Rules of the South West Coast Path Association (a registered charity in England and Wales Number 1163422). The Rules operate as a result of the power given in clause 26 of the Constitution. They are an adjunct to the Constitution of the Charity and together with the Constitution set out the way the Charity is governed and administered.

Whereas the Constitution cannot be altered without the consent of members, the Rules may be altered at any time by a majority vote of the Board of Trustees.

Where an unintentional conflict arises between the Constitution and the Rules, the Constitution always takes precedence.

Where appropriate, the Rules will refer to additional Policies, Procedures or Guidance notes which are in use within the Association. The current version of these Rules is always available from our web-site www.southwestcoastpath.org.uk and may be requested by post from the Association's office.

1.2 The work of the Association

The vision and work of the Association is described in detail within the Business Plan which can be found on our web-site.

2 Governance

2.1 Board of Trustees

In accordance with the various provisions of the Constitution (primarily clauses 12 to 25), the Board of Trustees (BoT) is the principal Governing Body of the Charity. Unless the Board of Trustees specifically delegates decision making authority to another part of the Charity, it remains solely with the Board.

2.1.1 Calling Board of Trustee Meetings

Board of Trustee meetings will operate as set out in clause 19 of the Constitution. The Board of Trustees will normally meet at least four times a year, either at the Charity offices or at suitable venues. Additional meetings via conference call may be held as needed. A Board of Trustees meeting can be called at any time if agreed by a number of Trustees numerically greater than the quorum which is needed to hold a Trustee meeting set out in clause 19(3)(a) of the Constitution.

Meetings must be held no sooner than 14 days after being called. It is the Secretary's responsibility to call for items of business from Trustees and Charity employees. The Secretary will review the agenda with the Chair. The reasons for items not being placed on the agenda will be given to the individuals who requested them. The decision not to call items for discussion can be raised with the Chair.

The agenda and any associated documents needed for the meeting will be sent to Trustees no less than 7 days before the meeting.

2.1.2 Attendance at Board of Trustee Meetings

Normally Board of Trustee meeting will be attended by the Trustees, Director and the Charity Administrator, plus other invitees as appropriate. For the avoidance of doubt, decisions by the Board of Trustees can only be taken by the Trustees.

2.1.3 Minutes of the Board of Trustees' Meetings

The minutes of each meeting will normally be sent to the Chair and Secretary for confirmation before being circulated to all other Trustees. The minutes will then normally be available to all Trustees no later than 14 days after the meeting. Errors or amendments should be raised with the Chair or Secretary (in that order) as soon as possible.

Once the minutes have been approved, they will be electronically signed, dated and saved in the on-line Document Store with a filename which includes the date in format YYYYMMDD. The minutes will be stored using Adobe's Portable Document Format (PDF).

2.1.4 Conduct of Board Meetings

It will be assumed that all Trustees have read the papers. Items for Board agendas will be divided into:

- Items for decision which require discussion because it is anticipated that further information/explanation is needed or because they are likely to be contentious or have major financial or reputation significance;
- Items for discussion which would include more open-ended discussions, for instance around strategy, review of performance or new approaches to work on the Path;
- Items for information, such as management reports (e.g. recent Coast Path projects) which will only be discussed on a "by exception" basis, if Trustees wish to ask questions.

Trustees may propose subjects for Board discussion and the Board will consider on an annual basis the agendas for the year ahead. At every meeting the Board will consider progress against Business Plan objectives and migration of identified risks.

The Chair and Trustees will strive to ensure that clear decisions have been taken at the end of each item. The Director will attend every meeting, with other staff invited along as appropriate. There will be an opportunity for the Trustees to consider staffing issues without any staff present.

Trustees may hold part of their meeting in Closed Session where sensitive matters may be discussed. Minutes from these meetings will be taken and kept securely.

2.1.5 Taking decisions by e-mail

For the avoidance of doubt, the Board of Trustees shall interpret the meaning of the CIO Constitution clause 17(b) as follows; when it is agreed to take a decision by e-mail, all Trustees must respond in order for the decision to be deemed properly considered. The proposition will be lost if any Trustee votes against or abstains.

It is the Chairman's responsibility to put the matter to the Trustees and to collect responses and to report to the following Board the outcome of the decision, where the decision will be minuted. The Chair will provide an end-date/time, normally seven days, for replies in order to provide a definite point of closure for the vote. No response from a Trustee within the allocated time will invalidate the vote. An invalidated vote must be repeated.

It is advisable for Trustees, who are unable to respond to e-mail due to personal circumstances, to set-up an automatic response (sometimes known as an out-of-office or vacation message). The Chair will suspend a vote by e-mail if any member notifies that he/she is unavailable by means of an automatic e-mail reply.

2.2 Appointment of Trustees

Constitution clause 13 covers the appointment of Trustees.

2.2.1 Information to members at AGM on the appointment of Trustees

In accordance with the Constitution, the Charity will provide all members the details of those standing for appointment at AGM. The details will include biographical details of each Trustee.

Where a Trustee nomination is presented to AGM which has not been previously discussed and approved by the Board of Trustees (see below), the Board of Trustees reserves the right to add additional wording to the AGM notice giving members the view of the Board about the nomination. This additional wording may, or may not, include a recommendation to members on whether to appoint the nominee.

2.2.2 Co-option of Trustees

The Board of Trustees will consider co-opting Trustees between AGMs. Prospective Trustees should contact the Charity to register their interest in serving. The first stage of the process will be an interview with the Chair plus other Trustees and the Director as appropriate. Upon a satisfactory interview the prospective Trustee will be asked to complete an application form. The candidate will be asked to attend a subsequent Board of Trustee meeting as an observer in order to meet all the Trustees and gain first-hand insight into the detail of how the Board operates. At this meeting a Closed Session will be included; the prospective Trustee will be asked to withdraw while the full board considers, and votes, on the co-option.

2.3 Officers

The Charity will normally operate with four Officer roles; the holders of these roles will be drawn from the Charity's Board of Trustees:

- Chair
- Vice-Chair
- Honorary Secretary
- Treasurer

Note that the Constitution does not formally recognise these roles. These roles are distinguished from the other Trustees only by the expectation that the role-holders will perform additional duties in order to run the Charity. These additional duties are set out in the Role Descriptions for the Officers.

2.3.1 Appointment of Officers

Members will be told in advance of the formal vote at AGM of the intention of any Trustee wishing to hold one of the named Officer roles, if elected as a Trustee. At the first Board of Trustee meeting following the AGM, the Trustees will elect and minute the names of the Officers.

If there are no individuals willing to stand for election for one or more of the Officer roles, the positions will remain vacant until either the next election, or candidate(s) is/are co-opted. If the Chair position is vacant then normally the Vice-Chair will act as Chair, subject to the approval of the other Trustees. Should the Vice-Chair position also be vacant, then the remaining Trustees will elect a Chair from amongst themselves.

The duties of a vacancy with the Vice-Chair, Honorary Secretary and/or Treasurer will be divided between the elected Trustees as they see appropriate.

2.4 Resignation of a Trustee

The Charity recognises that Trustees give their time as volunteers. However, by accepting becoming a Trustee, either by co-option or by appointment by AGM, the Charity expects a minimum level of commitment.

Trustees are normally appointed by election at AGM each year and serve until the following AGM. Trustees will be asked to confirm whether they wish to stand for election prior to the AGM. A Trustee who does not wish to stand should let the Chair know as soon as possible so that the Charity can look for possible replacement Trustees. A Trustee wishing to step-down with immediate effect (i.e. before the following AGM) should write a formal letter of resignation to the Chair.

2.4.1 Resignation of an Officer

Trustees occupying Officer roles should expect to serve their full term of appointment, i.e. up to the following AGM, even if they wish not to continue in the role. However in exceptional circumstances it may be necessary for an Officer to leave the Charity immediately, by mutual agreement.

As the Constitution does not recognise the Officer roles, it is not unconstitutional for the Charity to operate for extended periods without one or more Officer positions. If an Officer leaves mid-term the Board of the Trustees will consider what temporary changes to the roles of staff and/or Trustees may be needed. However, it may be unavoidable for the Charity to operate without a full compliment of Officers until either a new Trustee is co-opted or appointed at AGM.

2.5 Trustee Duties and Responsibilities

Trustees have duties and responsibilities towards the running of the Charity. These are set out in detail in in Appendices A and B.

2.6 Officer Duties and Responsibilities

2.6.1 Chair

The primary purposes of the role are to lead the organisation to enable it to fulfil its purpose and charitable objectives, to ensure an effective working relationship exists between the Board of Trustees, staff, volunteers and the external stakeholders/community enabling delivery of its Business Plan. Acting as a spokesperson and figurehead as appropriate. The detailed duties and responsibilities are set out in the Chair's Role Description in Appendix B.

2.6.2 Vice Chair

The primary purposes of the role are to provide assistance to the Chair and to deputise for the Chair at meetings and official functions. The role is seen as the natural successor the Chair. The detailed duties and responsibilities are set out in the Vice Chair's Role Description in Appendix B.

2.6.3 Honorary Secretary

The primary purpose of the Honorary Secretary is to oversee the effective operation of the Board of Trustees as well as the wider Charity. The detailed duties and responsibilities are set out in the Honorary Secretary's Role Description in Appendix B.

2.6.4 Treasurer

The primary purpose of the role is to oversee the financial affairs of the organisation and ensure they are legal, constitutional and within accepted accounting practice. The detailed duties and responsibilities are set out in the Treasurer's Role Description in Appendix B.

2.7 Committees

While primary decision making powers lie with the Board of Trustees, certain defined powers may be delegated to specially constituted working groups approved by the Board. These groups are referred to as "Committees". Each Committee will have its purpose and scope of delegated powers defined in a Terms of Reference document. The act of approving the Terms of Reference is the mechanism by which Trustees approve the establishment (creation) of the Committee.

The operation of all Committees should be reviewed annually by the Board of Trustees.

Committees may establish "working groups" either for specific one-off purposes, or as standing groups to provide specialised advice.

2.7.1 Path

The Terms of Reference of this Committee were approved by the Board of Trustees on 25th January 2017.

2.7.2 Membership & Fundraising

The Terms of Reference for the Committee were approved by the Board of Trustees of the CIO Charity on 25th April 2018.

2.7.3 Finance Committee

This was established by the Trustees of the CIO on 14th November 2015.

2.8 Scheme of Delegation

A Scheme of Delegation (Approved by the Board of Trustees) sets down the authority delegated by the Trustees to its Director. It supplements the job description of the Director and addresses a number of operational areas to facilitate fully accountable, effective and efficient day to day management of the Charity.

The Scheme of Delegation must be approved by a Board of Trustees meeting. The Board will then regularly monitor its effectiveness, adding or revoking authority when appropriate.

The Scheme of Delegation from the Trustees to the Director is set out in Appendix C.

2.9 Conflict of Interests

The Association has approved a Conflict of Interest policy, see Appendix A. All Trustees and the Director are required to complete a Declaration of Interests once a year. These are held by the Charity and are available upon request by members.

2.10 HMRC "Fit and Proper" Declaration

All Trustees and staff involved with the Finance of the Charity are required to sign an HMRC "Fit and Proper" declaration. These will be held by the Charity for a period of seven years after the Trustee, Director or other staff have ceased working or volunteering for the organisation.

3 Conduct of Member General Meetings

3.1 The role of the Chair

The meeting shall recognise the duty of the Chair to exercise authority in the interest of orderly assembly.

In the event of the Chair wishing to speak for or against a controversial issue he or she shall be required to vacate the Office temporarily until the issue is resolved and the members of the Board of Trustees or the General Meeting as the case may be present shall elect an Acting-Chair to temporarily fill the office during the vacation of the Chair in the event the Vice-Chair is unwilling to act as Chair.

3.2 Taking votes and appointment of tellers

In the event of an amendment being made to a proposition or resolution, the amendment or succeeding amendments shall be voted upon before the proposition is put to the meeting.

The voting procedures shall be in accordance with the Constitution clause 11(6). In the event of a dispute regarding the counting of hands the proposer of a proposition or an amendment may ask the Chair for a recount and the Chair shall then appoint three tellers to take the recount before proceeding to a consideration of taking a poll.

3.3 Trustee Nominations for AGM

Members will be invited to make nominations for Trustees to stand for election at the next AGM as specified in the Constitution clause 13(1)(c). The notification will be sent by the Charity to each member using their chosen communications method and will include how to make the submission. Nominations may be returned to the Charity either by e-mail to secretary@southwestcoastpath.org.uk or by post to the Charity's office.

The full name and address of the Proposer and Seconder must accompany each nomination in order for the Charity to validate that they are current members. The Proposer and Seconder must be different persons. Nominations received without a valid Proposer and Seconder will be deemed invalid. The Charity will notify the nominee that his/her nomination is invalid, together with the reasons. The nominee will be permitted to re-submit his/her nomination again provided it is received by the date set by the Charity.

3.4 Use of electronic mail for General Meeting communications

The Charity is permitted under Constitution clause 22(3) to use electronic mail (e-mail) to communicate with members. Following the introduction of revised Data Protection legislation in 2018, members may now select the way they wish the Charity to communicate with them. The Charity will always use the members' communications preferences, no matter what type the communication is.

The Charity will use the web-site to distribute the minutes of AGM, Annual Report and Accounts to members. When the Charity chooses to distribute documents in this way it will always offer members the option to request a paper copy via post.

3.5 Proof of Proper Communications to Members

The Charity will deem a Proper Communication to Members has been fulfilled if at least 90% of the combined Board of Trustees and Path Area Representatives have received the communication.

3.6 Calling of a General Meeting

Clauses 11(2)(b) and 11(2)(c) of the Constitution provide a mechanism for members to call General Meetings. On receipt of a request from at least 20 members that such a Meeting be called, accompanied by the reason for calling such a meeting, the Association will facilitate a communication from these members to the membership at large via its e-mail lists so that the members' request to call a General Meeting may be promoted in an attempt to reach the 10% or 5% level, as appropriate, required by the Constitution. The Trustees will not unreasonably refuse such a request for facilitation although they retain the right to do so if they consider the proposed communication contains material which is not lawful, or which is defamatory, frivolous or vexatious.

3.7 Resolutions to a General Meeting

Members are permitted to table resolutions for discussion at a General Meeting. In advance of a General Meeting the Association will set a deadline date for the receipt of member resolutions, in sufficient time for resolutions to be notified to members in accordance with the Constitution clause 11(3). The Trustees reserve the right not to permit resolutions to be presented if they are considered not to be lawful, or to be defamatory, frivolous or vexatious. Before discussion on a member resolution at a General Meeting, there must be support for its presentation by at least 25% of members attending the General Meeting. The voting on the agreement to present the resolution and the substantive resolution will be taken in accordance with the Association's Constitution and Rules.

3.8 Amendments to Resolutions

No amendments will be permitted to resolutions on matters covered by the Constitution's Clause 10(3). Additionally, to conform to the Regulations of the Charity Commission in respect of Charitable Incorporated Organisations, no amendments will be permitted on resolutions to amend the CIO's constitution or those covering an application for amalgamation of the CIO or those covering the transfer of the Charity's undertaking to another CIO.

For all other resolutions presented at General Meetings, amendments will be considered if they are minor and do not substantively change the meaning of the resolution. The decision on whether amendments meet this test will be the sole responsibility of the Trustees present at the General Meeting.

4 Membership

Constitution clause 9(2)(a) set out who is eligible to be a member of the Charity. The term of the membership will always be one year unless for a specific agreed term.

4.1 Categories

The categories of membership available to new members are as follows:

4.1.1 Individual Membership

This shall be open to all eligible individuals as specified in clause 9(2)(a) of the Constitution.

4.1.2 Joint Membership

This shall be open to couples residing at the same address upon payment. The rights and privileges of full membership shall be open to each of the parties to joint membership, except that in respect of all

publications, notices and letters issued to members by the Association only one copy of such literature shall be sent to the address of the joint members.

4.1.3 Life and Joint Life Membership

The Association will honour its obligations to all Life Members transferred from the predecessor Association. No new Life Members will be admitted to the Association under the terms offered by the predecessor Association.

A new Life Membership category may be created by the Trustees if thought beneficial to the achieving the Association's objectives provided that the terms and conditions do not create unfunded future liabilities that require cross subsidy from the subscriptions of other categories of membership or from reserves.

4.1.4 Business Membership

Business membership is open to all businesses, organisations or groups who may benefit from the opportunity to advertise with the Charity. All benefits and the requirements on the business are detailed on the website and confirmed in writing with the Business Member.

4.2 Procedures for communications

We normally communicate with members using a twice-yearly newsletter sent by post. We will also communicate with members at other times using the member's preference.

4.3 Validating membership at General Meetings

In accordance with the Constitution all members are entitled to one vote each at General Meetings. Business members are entitled to one vote per business, to be delegated to a formally agreed representative. All members will be asked to confirm their eligibility to attend the General Meeting on arrival. This will normally be done by reference to the current membership list. Members may be asked for identification.

4.4 Procedures for setting membership fees

Membership rates will be reviewed by the Membership and Fundraising Committee and approved by the full board of Trustees. All rates will be advertised on the Charity's website. Any increase to membership fees will be notified in advance to members. All members may cancel their membership at any time.

5 Associated Governance Documents

This section documents all the associated Governance Documents for the Charity that are not otherwise referenced elsewhere in these Rules.

5.1 Risk Register

This was last approved by Trustees on 25th April 2018 and last reviewed on 7-November-2018.

5.2 Business Plan

This was last approved by Trustees on 7-November-2018.

5.3 Policies

The Board of Trustees will from time to time create and approve policies covering aspects of the Charity's operation. These Policies will be documented in this section. Trustees should aim to review all policies annually. Policies may be allocated to Committees for the purpose of review, however approval of any changes will be the responsibility of the full Board.

Policies may require the creation of a procedure for their implementation. Procedures are the responsibility of the Director and staff to create, maintain and review. Trustees should be informed when procedures relating to Policies are changed.

5.3.1 Staff Handbook

The Charity's Staff Handbook outlines all human resources policy and is reviewed at least annually or during the year as policy or practice change. More information can be found in the Handbook including Pay, Hours of Work, Expenses, Recruitment, Absence, Health & Safety and Equal Opportunities.

The Handbook was last updated on 26-July-2017. The Staff Handbook is allocated to the Finance Committee.

Pay reviews

All pay reviews, awards and other benefits will be recommended by the Finance Committee and approved by the Trustees. However, in certain circumstances staff pay may be delegated to the Director. Such delegation is defined in the Scheme of Delegation (see Appendix C).

5.3.2 Disputes and Complaints Policy

Disputes involving employees

If one or both parties in a dispute is an employee, this will be handled under the Procedures for Employees (contained in the Staff Handbook) which includes both Disciplinary and Grievance procedures.

Disputes involving volunteers

If the above does not apply (i.e. neither party is an employee) and one or both parties in a dispute involves a Volunteer, this section of the dispute procedure will apply.

In the first instance the matter will be referred to the Chair unless he is one of the parties involved, in which case the matter will be referred to the Vice-Chair unless he/she is the other party in which case the matter will be referred to another uninvolved Trustee agreeable to both parties.

If the dispute cannot be resolved by the Chair, Vice-Chair or other Trustee, the matter will be referred to an external mediation body such as the National Mediation Helpline or Law Works.

Disputes involving members

If a circumstance should arise whereby a complaint is made about a member, either by a member of staff or a volunteer, the matter may need to be referred to the Chair or Vice Chair so he/she can consider whether the Charity should follow Constitution clause 9(5)(b) in order to remove the member.

5.3.3 Complaints Policy

The Charity will create, agree, maintain and review a Complaints Procedure which members and/or others using the Charity's services will be able to use. The Procedure will be available on the Charity's web-site and can be requested in writing by contacting the office.

5.3.4 Finance Policy

This policy was last approved by Trustees on 7-November-2018. This policy is allocated to the Finance Committee.

5.3.5 Expenses Policy

This was last approved by Trustees on 7-November-2018. This policy is allocated to the Finance Committee.

5.3.6 Procurement Policy

This was last approved by Trustees on 7-November-2018. This policy is allocated to the Finance Committee.

5.3.7 Sick Pay Policy

This was last approved by Trustees on 7-November-2018. This policy is allocated to the Finance Committee.

5.3.8 Safeguarding Policy

This was last approved by Trustees on 1-November-2017. This Policy is allocated to the Membership & Fundraising Committee.

5.3.9 Ethical Fundraising Policy

This was last approved by Trustees on 25-April-2018. This Policy is allocated to the Membership & Fundraising Committee.

6 Appendices

The following lists the appendices which apply to this version of the Rules:

- A. Trustee Code of Conduct including Conflict of Interest Policy
- B. Trustee & Officer Roles Profiles
- C. Scheme of Delegation

DOCUMENT ENDS