

Rotherham Allotment Alliance Ltd

Standing Orders

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1. Rules Of Debate At Meetings

- a. Motions on the agenda shall be considered in the order that they appear unless the order is changed at the discretion of the Chairperson of the meeting.
- b. A motion (including an amendment) shall not be progressed unless it has been moved and seconded.
- c. A motion on the agenda that is not moved by its proposer may be treated by the Chairperson of the meeting as withdrawn.
- d. If a motion (including an amendment) has been seconded, it may be withdrawn by the proposer only with the consent of the seconder and the meeting.
- e. An amendment is a proposal to remove or add words to a motion. It shall not negate the motion.
- f. If an amendment to the original motion is carried, the original motion (as amended) becomes the substantive motion upon which further amendment(s) may be moved.
- g. An amendment shall not be considered unless early verbal notice of it is given at the meeting and, if requested by the Chairperson of the meeting, is expressed in writing to the Chairperson.
- h. A Director may move an amendment to his own motion if agreed by the meeting. If a motion has already been seconded, the amendment shall be with the consent of the seconder and the meeting.
- i. If there is more than one amendment to an original or substantive motion, the amendments shall be moved in the order directed by the Chairperson of the meeting.
- j. Subject to standing order 1(k), only one amendment shall be moved and debated at a time, the order of which shall be directed by the Chairperson of the meeting.
- k. One or more amendments may be discussed together if the Chairperson of the meeting considers this expedient but each amendment shall be voted upon separately.
- l. A Director may not move more than one amendment to an original or substantive motion.
- m. The mover of an amendment has no right of reply at the end of debate on it.
- n. Where a series of amendments to an original motion are carried, the mover of the original motion shall have a right of reply either at the end of debate on the first amendment or at the very end of debate on the final substantive motion immediately before it is put to the vote.
- o. Unless permitted by the Chairperson of the meeting, a Director may speak once in the debate on a motion except:
 - i. to speak on an amendment moved by another Director;
 - ii. to move or speak on another amendment if the motion has been amended since he last spoke;
 - iii. to make a point of order;
 - iv. to give a personal explanation; or
 - v. to exercise a right of reply.
- p. During the debate on a motion, a Director may interrupt only on a point of order or a personal explanation and the Director who was interrupted shall stop speaking. A Director raising a point of order shall identify the standing order which he considers has been breached or specify the other irregularity in the proceedings of the meeting he is concerned by.
- q. A point of order shall be decided by the Chairperson of the meeting and his decision shall be final.
- r. When a motion is under debate, no other motion shall be moved except:
 - i. to amend the motion;
 - ii. to proceed to the next business;
 - iii. to adjourn the debate;
 - iv. to put the motion to a vote;



- v. to ask a person to be no longer heard or to leave the meeting;
 - vi. to refer a motion to a committee or sub-committee for consideration;
 - vii. to exclude the public and press;
 - viii. to adjourn the meeting; or
 - ix. to suspend particular standing order(s) excepting those which reflect mandatory statutory or legal requirements.
- s. Before an original or substantive motion is put to the vote, the Chairperson of the meeting shall be satisfied that the motion has been sufficiently debated and that the mover of the motion under debate has exercised or waived his right of reply.
- t. Excluding motions moved under standing order 1(r), the contributions or speeches by a Directors shall relate only to the motion under discussion and shall not exceed five minutes without the consent of the Chairperson of the meeting.

2. Disorderly Conduct At Meetings

- a. No person shall obstruct the transaction of business at a meeting or behave offensively or improperly. If this standing order is ignored, the Chairperson of the meeting shall request such person(s) to moderate or improve their conduct.
- b. If person(s) disregard the request of the Chairperson of the meeting to moderate or improve their conduct, any Board Meeting or the Chairperson of the meeting may move that the person be no longer heard or be excluded from the meeting. The motion, if seconded, shall be put to the vote without discussion.
- c. If a resolution made under standing order 2(b) is ignored, the Chairperson of the meeting may take further reasonable steps to restore order or to progress the meeting. This may include temporarily suspending or closing the meeting.

3. Meetings Generally

Board meetings

Sub-committee meetings

- a. **Meetings shall take place in premises with access for all members.**
- b. **A minimum of seven clear days notice of any meeting will be given.**
- c. **Subject to standing orders which indicate otherwise, anything authorised or required to be done by, to or before the Chairperson of the Board Meeting may in his absence be done by, to or before the Vice-Chairperson of the Board.**
- d. **The Chairperson of the Board, if present, shall preside at a meeting. If the Chairperson is absent from a meeting, the Vice-Chairperson of the Board if present, shall preside. If both the Chairperson and the Vice-Chairperson are absent from a meeting, a Director as chosen by the Directors present at the meeting shall preside at the meeting.**
- e. **Subject to a meeting being quorate, all questions at a meeting shall be decided by a majority of the Directors and non-directors with voting rights present and voting.**
- f. **The Chairperson of a meeting may give an original vote on any matter put to the vote, and in the case of an equality of votes may exercise his casting vote whether or not he gave an original vote.**
See standing orders 5(h) and (i) for the different rules that apply in the election of the Chairperson of the Board at the annual meeting of the RAA.
- g. **Unless standing orders provide otherwise, voting on a question shall be by a show of hands. At the request of a Director, the voting on any question shall be recorded so as to show whether each director present and voting gave his vote for or against that question.** Such a request shall be made before moving on to the next item of business on the agenda.



- h. The minutes of a meeting shall include an accurate record of the following:
 - i. the time and place of the meeting;
 - ii. the names of Directors who are present and the names of Directors who are absent;
 - iii. interests that have been declared by Directors and non-directors with voting rights;
 - iv. the grant of dispensations (if any) to Directors and non-directors with voting rights;
 - v. whether a Director or non-director with voting rights left the meeting when matters that they held interests in were being considered;
 - vi. the resolutions made.
- i. **A Director or a non-director with voting rights who has a disclosable pecuniary interest or another interest as set out in the RAA's code of conduct in a matter being considered at a meeting is subject to statutory limitations or restrictions under the code on his right to participate and vote on that matter.**
- j. **No business may be transacted at a meeting unless at least one-third of the whole number of members of the Board Meeting are present and in no case shall the quorum of a meeting be less than three.**
See standing order 4d(viii) for the quorum of a committee or sub-committee meeting.
- k. **If a meeting is or becomes inquorate no business shall be transacted** and the meeting shall be closed. The business on the agenda for the meeting shall be adjourned to another meeting.
- l. A meeting shall not exceed a period of three hours.

4. Committees And Sub-Committees

- a. **Unless the Board determines otherwise, a committee may appoint a sub-committee whose terms of reference and members shall be determined by the committee.**
- b. **The members of a committee may include non-directors unless it is a committee which regulates and controls the finances of the RAA.**
- c. **Unless the Board determines otherwise, all the members of an advisory committee and a sub-committee of the advisory committee may be non-directors.**
- d. The Board may appoint standing committees or other committees as may be necessary, and:
 - i. shall determine their terms of reference;
 - ii. shall determine the number and time of the ordinary meetings of a standing committee up until the date of the next annual meeting of the Board;
 - iii. shall permit a committee, other than in respect of the ordinary meetings of a committee, to determine the number and time of its meetings;
 - iv. shall, subject to standing orders 4(b) and (c), appoint and determine the terms of office of members of such a committee;
 - v. may, subject to standing orders 4(b) and (c), appoint and determine the terms of office of the substitute members to a committee whose role is to replace the ordinary members at a meeting of a committee if the ordinary members of the committee confirm to the Proper Officer three days before the meeting that they are unable to attend;
 - vi. shall, after it has appointed the members of a standing committee, appoint the Chairperson of the standing committee;
 - vii. shall permit a committee other than a standing committee, to appoint its own Chairperson at the first meeting of the committee;
 - viii. shall determine the place, notice requirements and quorum for a meeting of a committee and a sub-committee which, in both cases, shall be no less than three;
 - ix. may dissolve a committee or a sub-committee.



5. Annual General Meeting

In line with RAA Cooperative Rules:-

- a. The RAA shall, within six months of the end of the financial year, hold a general meeting of the shareholders as its annual general meeting and shall specify the meeting as such in the notice calling it.
- b. The business of an annual general meeting shall comprise, where appropriate:
 - i. The receipt of the accounts and balance sheet and of the reports of the Board and Auditor;
 - ii. The appointment of an Auditor, if required;
 - iii. The election of the Board or the results of the election if held previously by ballot;
 - iv. The application of profits;
 - v. The transaction of any other business included in the notice convening the meeting.
 - vi. The Annual Report
 - vii. Policy changes

Calling a General Meeting

- a. The Secretary, at the request of the Board of Directors, may convene a general meeting of the Society. The purpose of the general meeting shall be stated in the notice of the meeting.
- b. The Board of Directors upon an application signed by one-tenth of the total number of shareholders or 100 shareholders, whichever is the lesser, delivered to the registered office of the RAA, shall convene a general meeting. The purpose of the general meeting shall be stated in the application for and notice of the meeting. No business other than that stated in the notice of the meeting shall be conducted at the meeting.
- c. If within one month from the date of the receipt of the application the Board has not convened a general meeting to be held within six weeks of the application, any three shareholders of the RAA acting on behalf of the signatories to the application may convene a general meeting, and shall be reimbursed by the RAA for any costs incurred in convening such a meeting.

Notices

- a. The Directors shall call the annual general meeting giving 14 Clear Days' notice to all shareholders. All other general meetings shall be convened with at least 14 Clear Days' notice but may be held at shorter notice if so agreed in writing by 90% of the shareholders.
- b. Notices of meetings shall either be given to shareholders personally or sent to them at their Address or alternatively, if so agreed by the RAA in general meeting, notices of general meetings may be displayed conspicuously at the registered office and in all other places of business of the RAA to which shareholders have access. Notices shall specify the date, time and place at which the meeting is to be held, and the business which is to be transacted at that meeting. A general meeting shall not transact any business other than that specified in the notices calling the meeting.
- c. A notice sent to a Shareholders Address shall be deemed to have been duly served 48 hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any Person entitled to receive notice shall not invalidate the proceedings at the meeting.
- d. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions.



General

Sections 1 'Rules of Debate and 2 'Disorderly Conduct at Meetings' of these Standing Orders will also be applicable in relation to the AGM.

5. (A) Board Meetings

- a. In addition to the annual general meeting of the RAA, at least six other ordinary board meetings shall be held in each year on such dates and times as the RAA decides.
- b. The first business conducted at the FIRST Board meeting following the AGM of the RAA will be the election of the Chairperson, Vice-Chairperson, Secretary, Treasurer and any other Officer positions as deemed necessary by the Board.
- c. The Chairperson of the Board, unless they has resigned, becomes disqualified or not re-elected will continue in office and preside at the AGM until a successor is elected at the Board meeting of the RAA as detailed in point b above.
- d. Following the election of the Chairperson of the Board and officers at the above Board meeting, the business at this Board meeting will also include the following items on the agenda:
 - i. Review of delegation arrangements to committees, sub-committees, staff and other relevant bodies;
 - ii. Review of the terms of reference for committees;
 - iii. Appointment of members to existing committees;
 - iv. Appointment of any new committees in accordance with standing order 4;
 - v. Review of arrangements (including legal agreements) with any other relevant bodies, not-for-profit organisations and businesses.
 - vi. Review of representation on or work with external bodies and arrangements for reporting back;
 - vii. Review of inventory of land and other assets including buildings and office equipment, the asset register;
 - viii. Confirmation of arrangements for insurance cover in respect of all insurable risks;
 - ix. Review of the RAA's and/or staff subscriptions to other bodies;
 - x. Review of the RAA's complaints procedure;
 - xi. Review of the RAA's policies, procedures and practices in respect of its obligations under freedom of information and data protection legislation (*See also standing orders 11, 20 and 21*);
 - xii. Review of the RAA's policy for dealing with the press/media;
 - xiii. Review of the RAA's employment policies and procedures;
 - xiv. Determining the time and place of ordinary meetings of the Board up to and including the next annual general meeting of the RAA.

6. Extraordinary Meetings Of The Raa Board, Committees And Sub-Committees

- a. The Chairperson of the Board may convene an extraordinary meeting of the Board at any time.
- b. If the Chairperson of the Board does not call an extraordinary meeting of the Board Meeting within seven days of having been requested in writing to do so by two Directors, any two Directors may convene an extraordinary meeting of the board.
- c. The Chairperson of a Board [or a sub-committee] may convene an extraordinary meeting of the committee [or the sub-committee] at any time.



- d. If the Chairperson of a committee or a sub-committee does not call an extraordinary meeting within seven days of having been requested to do so by two members of the committee or the sub-committee, any two members of the committee or the sub-committee may convene an extraordinary meeting of the committee or a sub-committee.

7. Previous Resolutions

- a. A resolution shall not be reversed within six months except either by a special motion, which requires written notice by at least three directors to be given to the Proper Officer in accordance with standing order 9, or by a motion moved in pursuance of the recommendation of a committee or a sub-committee.
- b. When a motion moved pursuant to standing order 7(a) has been disposed of, no similar motion may be moved for a further six months.

8. Election Of Directors

- a. In line with the RAA Cooperative Rules :-
 - Rule 65 - Director retirement cycle** - At the first annual general meeting all elected Directors shall stand down. At every subsequent annual general meeting one-third of the elected Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Directors to retire shall be decided by lot. A retiring Director shall be eligible for re-election.
 - Rule 62** – Only persons who are aged 18 years or more may serve on the Board of Directors.
 - Rule 95 – Concerning reasons persons cannot become a Director. -**
 - That person is prohibited from being a Director by law;
 - That person is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - That person fails to meet the fit and proper person test under the Finance Act 2010 and/or refuses to sign a declaration, as required by the Society confirming that they are fit and proper person;
 - A bankruptcy order is made against that person;

The following procedure will be adopted with relation to shareholders wishing to stand for election as a Director of the RAA at its AGM.

- i. At the turn of each year the election procedure should be advertised to all shareholders.
- ii. This will be included in the rental letters to all individual tenants and Allotment Societies, normally dispatched in mid-December. Societies need to pass on the information to their individual shareholders. Notices to also be placed on website and 'Facebook'.
- iii. All shareholders will be advised of the number of Director positions that are due for re-election and how many, if any, Director vacancies exist.
- iv. Shareholders will be advised that if they wish to stand for election as a Director they should obtain a nomination form from the ASA, and return to the ASA when completed. Closing date for receipt of nomination forms being the last day of January preceding the AGM.



- v. A copy of the Directors Code of Conduct will also be supplied to prospective Directors. They should also be advised that as a Director they would be expected to abide by this Code of Conduct and support the aims and objectives of the RAA.
 - vi. The Board of Directors of the RAA will ensure that representation to the Board will be diverse to cover all aspects of the RAA responsibilities in terms of direct and society managed sites, appropriate geographical allocation and provide the skill base to effectively maintain the ongoing operation of the Rotherham Allotment Alliance Ltd.
 - vii. The nomination form will require the nominee to obtain a proposer and seconder and provide brief details of their background in allotments and the reasons for wishing to become a Director along with skills, knowledge they can bring to the Board if elected.
 - viii. Existing Directors seeking re-election must notify the ASA (in writing) of their desire to stand for re-election by the last day of January preceding the AGM.
 - ix. Nominees will be expected to attend an informal meeting with representatives of Board prior to the election process.
 - x. If more nominations are received than vacancies an election will be held.
 - xi. The election can either be a ballot of every shareholder.
 - xii. Otherwise the ballot should be held at the AGM. The list of nominations and their background information being distributed with the AGM papers to those shareholders who advise that they are to attend. Ballot papers can be handed in or completed at the AGM. The AGM will appoint tellers to count the vote and announce the vote during the AGM.
- b. If a Director vacancy arises during year between AGM's the vacancy can be advertised and the Board can appoint a re-placement Director based on the above criteria. The appointment will be ratified at the following AGM.

Where more than two persons have been nominated for a position to be filled by the Board and none of those persons has received an absolute majority of votes in their favour, the name of the person having the least number of votes shall be struck off the list and a fresh vote taken. This process shall continue until a majority of votes is given in favour of one person. A tie in votes may be settled by the casting vote exercisable by the Chairperson of the meeting.

9. Motions For A Meeting That Require Written Notice To Be Given To The Proper Officer

- a. A motion shall relate to the responsibilities of the meeting for which it is tabled and in any event shall relate to the performance of the Boards's statutory functions, powers and obligations or an issue which specifically affects the RAA's area of responsibility.
- b. No motion may be moved at a meeting unless it is on the agenda and the mover has given written notice of its wording to the Proper Officer at least seven clear days before the meeting. Clear days do not include the day of the notice or the day of the meeting.
- c. The Proper Officer may, before including a motion on the agenda received in accordance with standing order 9(b), correct obvious grammatical or typographical errors in the wording of the motion.
- d. If the Proper Officer considers the wording of a motion received in accordance with standing order 9(b) is not clear in meaning, the motion shall be rejected until the



mover of the motion resubmits it, so that it can be understood, in writing, to the Proper Officer at least seven clear days before the meeting.

- e. If the wording or subject of a proposed motion is considered improper, the Proper Officer shall consult with the Chairperson of the forthcoming meeting or, as the case may be, Directors who have convened the meeting, to consider whether the motion shall be included in the agenda or rejected.
- f. The decision of the Proper Officer as to whether or not to include the motion on the agenda shall be final.
- g. Motions received shall be recorded and numbered in the order that they are received.
- h. Motions rejected shall be recorded with an explanation by the Proper Officer of the reason for rejection.

10. Motions At A Meeting That Do Not Require Written Notice

- a. The following motions may be moved at a meeting without written notice to the Proper Officer:
 - i. to correct an inaccuracy in the draft minutes of a meeting;
 - ii. to move to a vote;
 - iii. to defer consideration of a motion;
 - iv. to refer a motion to a particular committee or sub-committee;
 - v. to appoint a person to preside at a meeting;
 - vi. to change the order of business on the agenda;
 - vii. to proceed to the next business on the agenda;
 - viii. to require a written report;
 - ix. to appoint a committee or sub-committee and their members;
 - x. to extend the time limits for speaking;
 - xi. to exclude a Director for disorderly conduct;
 - xii. to temporarily suspend the meeting;
 - xiii. to suspend a particular standing order (unless it reflects mandatory statutory or legal requirements);
 - xiv. to adjourn the meeting; or
 - xv. to close the meeting.

11. Management Of Information

See also standing order 20.

- a. **The RAA shall have in place and keep under review, technical and organisational measures to keep secure information (including personal data) which it holds in paper and electronic form. Such arrangements shall include deciding who has access to personal data and encryption of personal data.**
- b. **The RAA shall have in place, and keep under review, policies for the retention and safe destruction of all information (including personal data) which it holds in paper and electronic form. The RAA's retention policy shall confirm the period for which information (including personal data) shall be retained or if this is not possible the criteria used to determine that period (e.g. the Limitation Act 1980).**
- c. **The agenda, papers that support the agenda and the minutes of a meeting shall not disclose or otherwise undermine confidential information or personal data without legal justification.**
- d. **Directors, staff, the RAA's contractors and agents shall not disclose confidential information or personal data without legal justification.**



12. Draft Minutes

Full Board Meeting meetings
Committee meetings
Sub-committee meetings

- a. If the minutes of a preceding meeting have been served on Directors with the agenda to attend the meeting at which they are due to be approved for accuracy, they shall be taken as read.
- b. There shall be no discussion about the minutes of a preceding meeting except in relation to their accuracy. A motion to correct an inaccuracy in the draft minutes shall be moved in accordance with standing order 10(a)(i).
- c. The accuracy of minutes, including any amendment(s) made to them, shall be confirmed by resolution and shall be signed by the Chairperson of the meeting and stand as an accurate record of the meeting to which the minutes relate.
- d. If the Chairperson of the meeting does not consider the minutes to be an accurate record of the meeting to which they relate, he shall sign the minutes and include a paragraph in the following terms or to the same effect:
“The Chairperson of this meeting does not believe that the minutes of the meeting of the () held on [date] in respect of () were a correct record but his view was not upheld by the meeting and the minutes are confirmed as an accurate record of the proceedings.”
- e. **It shall publish minutes on a website which is publicly accessible and free of charge after approval of the minutes by the Board.**
- f. Subject to the publication of minutes in accordance with standing order 12(e) and standing order 20(a) and following a resolution which confirms the accuracy of the minutes of a meeting, the draft minutes or recordings of the meeting for which approved minutes exist shall be destroyed.

13. Code Of Conduct And Dispensations

See also standing order 3(u).

- a. All Directors and non-directors with voting rights shall observe the code of conduct adopted by the RAA.
- b. Unless they has been granted a dispensation, a Director or non-director with voting rights shall withdraw from a meeting when it is considering a matter in which they has a disclosable pecuniary interest. They may return to the meeting after it has considered the matter in which he had the interest.
- c. Unless they has been granted a dispensation, a Director or non-director with voting rights shall withdraw from a meeting when it is considering a matter in which he has another interest if so required by the RAA’s code of conduct. They may return to the meeting after it has considered the matter in which he had the interest.
- d. **Dispensation requests shall be in writing and submitted to the Proper Officer** as soon as possible before the meeting, or failing that, at the start of the meeting for which the dispensation is required.
- e. A decision as to whether to grant a dispensation shall be made [by the Proper Officer] OR [by a meeting of the board, or committee or sub-committee for which the dispensation is required] and that decision is final.
- f. A dispensation request shall confirm:
 - i. the description and the nature of the disclosable pecuniary interest or other interest to which the request for the dispensation relates;



- ii. whether the dispensation is required to participate at a meeting in a discussion only or a discussion and a vote;
 - iii. the date of the meeting or the period (not exceeding four years) for which the dispensation is sought; and
 - iv. an explanation as to why the dispensation is sought.
- g. Subject to standing orders 13(d) and (f), a dispensation request shall be considered [by the Proper Officer before the meeting or, if this is not possible, at the start of the meeting for which the dispensation is required] OR [at the beginning of the meeting of the Board, or committee or sub-committee for which the dispensation is required].
- h. **A dispensation may be granted in accordance with standing order 13(e) if having regard to all relevant circumstances any of the following apply:**
- i. **without the dispensation the number of persons prohibited from participating in the particular business would be so great a proportion of the meeting transacting the business as to impede the transaction of the business;**
 - ii. **it is otherwise appropriate to grant a dispensation.**

14. Code Of Conduct Complaints

- a. Upon notification that it is dealing with a complaint that a director or non-director with voting rights has breached the RAA's code of conduct, the Proper Officer shall, subject to standing order 11, report this to the Board.
- b. Where the notification in standing order 14(a) relates to a complaint made by the Proper Officer, the Proper Officer shall notify the Chairperson of Board of this fact, and the Chairperson shall nominate another staff member to assume the duties of the Proper Officer in relation to the complaint until it has been determined and the Board has agreed what action, if any, to take in accordance with standing order 14(d).
- c. The Board may:
 - i. provide information or evidence where such disclosure is necessary to investigate the complaint or is a legal requirement;
 - ii. seek information relevant to the complaint from the person or body with statutory responsibility for investigation of the matter;
- d. **Upon notification that a Director or non-director with voting rights has breached the RAA's code of conduct, the RAA shall consider what, if any, action to take against him. Such action excludes disqualification or suspension from office.**

15. Proper Officer

- a. The Allotment Support Assistant will be deemed the Proper Officer or other director or staff member nominated by the RAA's Board to undertake the work of the Proper Officer when the Proper Officer is absent.
- b. The Proper Officer shall:
 - i. **at least seven clear days before a meeting of the Board Meeting, a committee or a sub-committee,**
 - **serve on Directors by email authenticated in such manner as the Proper Officer thinks fit, a signed summons confirming the time, place and the agenda (provided the director has consented to service by email), and**
 - ii. subject to standing order 9, include on the agenda all motions in the order received unless a Board Meeting or has given written notice at least seven days before the meeting confirming his withdrawal of it;



- iii. **convene a meeting of the Board for the election of a new Chairperson of the Board Meeting, occasioned by a casual vacancy in his office;**
- iv. **facilitate inspection of the minute book by share holder electors;**
 - v. hold acceptance of office forms from Directors;
 - vi. hold a copy of every Director's register of interests;
 - vii. assist with responding to requests made under freedom of information legislation and rights exercisable under data protection legislation, in accordance with the RAA's relevant policies and procedures;
 - viii. liaise, as appropriate, with the RAA's Data Protection Officer (if there is one);
 - ix. receive and send general correspondence and notices on behalf of the RAA except where there is a resolution to the contrary;
 - x. assist in the organisation of, storage of, access to, security of and destruction of information held by the RAA in paper and electronic form subject to the requirements of data protection and freedom of information legislation and other legitimate requirements (e.g. the Limitation Act 1980);
 - xi. arrange for legal deeds to be executed;
(see also standing order 23);
 - xii. arrange or manage the prompt authorisation, approval, and instruction regarding any payments to be made by the RAA in accordance with its financial regulations;
 - xiii. manage access to information about the RAA via the publication scheme;
and
 - xiv. retain custody of the seal of the RAA (if there is one) which shall not be used without a resolution to that effect.
(see also standing order 23).

16. Responsible Financial Officer

- a. The Allotment Support Assistant will be deemed the Responsible Financial Officer who along with the RAA Treasurer will ensure all financial matters are dealt with in a proper manner in accordance with the Standing Orders and Financial Regulations.
- b. The Board Meeting shall appoint appropriate staff member(s) to undertake the work of the Responsible Financial Officer when the Responsible Financial Officer is absent.
- c. The RAA Financial Regulations should also be considered in relation to the financial controls and management of the RAA.

17. Accounts And Accounting Statements

- a. All payments by the RAA shall be authorised, approved and paid in accordance with the law, proper practices and the RAA's financial regulations.
- b. The Responsible Financial Officer shall supply to each director before any board an UpToDate accurate financial statement. At the annual general meeting the audited accounts will be presented for approval.
 - i. the RAA's receipts and payments (or income and expenditure) for each quarter;
 - ii. the RAA's aggregate receipts and payments (or income and expenditure) for the year to date;
 - iii. the balances held at the end of the quarter being reported and which includes a comparison with the budget for the financial year and highlights any actual or potential overspends.



- c. As soon as possible after the financial year end at 31st December, the Responsible Financial Officer shall provide:
 - i. each director with a statement summarising the RAA's receipts and payments (or income and expenditure) for the last quarter and the year to date for information; and
 - ii. to the RAA the accounting statements for the year in the form of Section 2 of the annual governance and accountability return, as required by proper practices, for consideration and approval.
- d. The year-end accounting statements shall be prepared in accordance with proper practices and apply the form of accounts determined by the RAA (receipts and payments, or income and expenditure) for the year to 31 December. A completed draft annual governance and accountability return shall be presented to all directors at least 14 days prior to anticipated approval by the RAA. The annual governance and accountability return of the RAA, which is subject to external audit, including the annual governance statement, shall be presented to the RAA Board for consideration and formal approval before 30 March.

18. Financial Controls And Procurement

- a. The RAA shall consider and approve financial regulations drawn up by the Responsible Financial Officer, which shall include detailed arrangements in respect of the following:
 - i. the keeping of accounting records and systems of internal controls;
 - ii. the assessment and management of financial risks faced by the RAA;
 - iii. the work of the independent internal auditor in accordance with proper practices and the receipt of regular reports from the internal auditor, which shall be required at least annually;
 - iv. the inspection and copying by directors and share holders of the RAA's accounts and/or orders of payments; and
 - v. whether contracts with an estimated value below **£25,000** due to special circumstances are exempt from a tendering process or procurement exercise.
- b. Financial regulations shall be reviewed regularly and at least annually for fitness of purpose.
- c. **A public contract regulated by the Public Contracts Regulations 2015 with an estimated value in excess of £25,000 but less than the relevant thresholds in standing order 18(f) is subject to Regulations 109-114 of the Public Contracts Regulations 2015 which include a requirement on the RAA to advertise the contract opportunity on the Contracts Finder website regardless of what other means it uses to advertise the opportunity unless it proposes to use an existing list of approved suppliers (framework agreement).**
- d. Subject to additional requirements in the financial regulations of the RAA, the tender process for contracts for the supply of goods, materials, services or the execution of works shall include, as a minimum, the following steps:
 - i. a specification for the goods, materials, services or the execution of works shall be drawn up;
 - ii. an invitation to tender shall be drawn up to confirm (i) the RAA's specification (ii) the time, date and address for the submission of tenders (iii) the date of the RAA's written response to the tender and (iv) the prohibition on prospective contractors contacting directors or staff to encourage or support their tender outside the prescribed process;



- iii. the invitation to tender shall be advertised in a local newspaper and in any other manner that is appropriate;
 - iv. tenders are to be submitted in writing in a sealed marked envelope addressed to the Proper Officer;
 - v. tenders shall be opened by the Proper Officer in the presence of at least one director after the deadline for submission of tenders has passed;
 - vi. tenders are to be reported to and considered by the appropriate meeting of the Board or a committee or sub-committee with delegated responsibility.
- e. Neither the Board, nor a committee or a sub-committee with delegated responsibility for considering tenders, is bound to accept the lowest value tender.
- f. **A public contract regulated by the Public Contracts Regulations 2015 with an estimated value in excess of £181,302 for a public service or supply contract or in excess of £4,551,413 for a public works contract (or other thresholds determined by the European Commission every two years and published in the Official Journal of the European Union (OJEU)) shall comply with the relevant procurement procedures and other requirements in the Public Contracts Regulations 2015 which include advertising the contract opportunity on the Contracts Finder website and in OJEU.**
- g. **A public contract in connection with the supply of gas, heat, electricity, drinking water, transport services, or postal services to the public; or the provision of a port or airport; or the exploration for or extraction of gas, oil or solid fuel with an estimated value in excess of £363,424 for a supply, services or design contract; or in excess of £4,551,413 for a works contract; or £820,370 for a social and other specific services contract (or other thresholds determined by the European Commission every two years and published in OJEU) shall comply with the relevant procurement procedures and other requirements in the Utilities Contracts Regulations 2016.**

19. Handling Staff Matters

- a. The ASA will be employed via RMBC or directly by the RAA.
- b. The line manager will be the Chair of the RAA Board of Directors.
- c. Whilst employed via RMBC their conditions of employment will be utilised for all employment issues. At such time as the RAA employs directly it will adopt a set of terms of condition applicable.
- d. Under these terms and conditions an annual review will be carried out giving both sides the giving the opportunity to consider any pertinent issues relating to the post in question.

20. Responsibilities To Provide Information

See also standing order 21.

- a. **In accordance with freedom of information legislation, the RAA shall publish information in accordance with its publication scheme and respond to requests for information held by the RAA.**
- b. **The RAA, shall publish information in accordance with the requirements of the Local Government (Transparency Requirements) (England) Regulations 2015.**

21. Responsibilities Under Data Protection Legislation

See also standing order 11.

- a. The RAA may appoint a Data Protection Officer.



- b. The RAA shall have policies and procedures in place to respond to an individual exercising statutory rights concerning his personal data.
- c. The RAA shall have a written policy in place for responding to and managing a personal data breach.
- d. The RAA shall keep a record of all personal data breaches comprising the facts relating to the personal data breach, its effects and the remedial action taken.
- e. The RAA shall ensure that information communicated in its privacy notice(s) is in an easily accessible and available form and kept up to date.
- f. The RAA shall maintain a written record of its processing activities.

22. Relations With The Press/Media

- a. Requests from the press or other media for an oral or written comment or statement from the RAA, its Directors or staff shall be handled in accordance with the RAA's policy in respect of dealing with the press and/or other media.

23. Execution And Sealing Of Legal Deeds

See also standing orders 15(b)(xii) and (xvii).

- a. A legal deed shall not be executed on behalf of the RAA unless authorised by a resolution.
Subject to standing order 23(a), any two Directors may sign, on behalf of the RAA, any deed required by law and the Proper Officer shall witness their signatures.

24. Restrictions On Director Activities

- a. **Unless duly authorised no director shall:**
 - i. inspect any land and/or premises which the RAA has a right or duty to inspect; or
 - ii. issue orders, instructions or directions.

25. Standing Orders Generally

- a. All or part of a standing order, except one that incorporates mandatory statutory or legal requirements, may be suspended by resolution in relation to the consideration of an item on the agenda for a meeting.
- b. A motion to add to or vary or revoke one or more of the RAA's standing orders, except one that incorporates mandatory statutory or legal requirements, shall be proposed by a special motion, the written notice by at least two Directors to be given to the Proper Officer in accordance with standing order 9.
- c. The Proper Officer shall provide a copy of the RAA's standing orders to each director as soon as possible.
- d. The decision of the Chairperson of a meeting as to the application of standing orders at the meeting shall be final.

These Standing Orders were approved by RAA Board –

Minute No.
