

Standing Orders for the Council and its Committees

(Revised and adopted February 1997 and with subsequent amendments)

A. THE COUNCIL

Meetings

- 1 (a) The Council shall meet not less than three times annually. The first meeting of Council shall take place before the end of July each year. A special meeting of Council may be summoned by the Executive Board or by the Chief Executive upon the requisition, in writing, of not less than ten members of Council upon a date within one month of receipt of such requisition.
- (b) The Agenda for every Council meeting shall be sent to each member at least ten days before the day appointed for the meeting.

Minutes

- 2 (a) A copy of the minutes of every Council meeting shall be sent to each member.
- (b) A resolution may not be moved, nor discussion take place upon the minutes of any Council meeting, save as to question their accuracy. Members wishing to raise matters arising from the minutes shall, if possible, notify the Chairman in advance and they will be part of the agenda submitted for the next Council meeting.
- (c) The minutes of Council meetings may be disseminated.

Chairman and Deputy Chairman

- 3 (a) (i) In accordance with Article 16(5) every third year members of Council shall be invited to make by a specified date nominations for Chairman, having first ascertained the willingness of the nominee to stand. All nominations shall be circulated to all members of Council who shall cast their votes by a specified date by secret ballot. Only those previously nominated are eligible for election. When the election of the Chairman has been announced the same procedure shall be adopted for the election of the Deputy Chairman.
- (ii) The winner shall be the person who receives the highest number of votes. In the event of the same number of votes being cast for two or more candidates for either office, then the President shall have a casting vote. In the absence of a duly appointed President, there will be a new election.
- (iii) The Chairman and Deputy Chairman shall hold office for three years and shall be eligible for re-election.
- (b) At all meetings of Council the chair shall be taken by the Chairman or, in his absence, by the Deputy Chairman. If both of these officers signify their non-attendance, or in their absence after ten minutes, then the meeting shall appoint its own chairman.
- (c) The decision of the chairman upon all points of order and matters of procedure shall be final.
- (d) In the event of any motion appearing on the agenda in his name, the chairman shall vacate the chair during its discussion.

Voting

- 4 (a) Each member (as defined by Article 15a) at a meeting shall have one vote on any resolution or amendment before the meeting and voting shall be by show of hands; except that a ballot may be held if demanded by a majority of those present. The chairman shall have a second, or casting vote, in the event of an equality of votes cast. Majority voting shall carry any resolution or amendment except as stated in Standing Orders 4(b), 4(c) and 31.

Standing Orders

- (b) No motion shall be sent to a General Meeting as a Council proposal unless it has been carried by two-thirds of the votes cast.
- (c) No resolution passed at a meeting can be rescinded at the same meeting unless three-fourths of the votes are in favour of rescission.
- (d) Any member who under Standing Order 6 (d)(ii) has declared a commercial interest in a topic shall not be allowed to vote on that topic.

Duties of Council

- 5 The general powers, duties and proceedings of the Council are as set out in the Articles of Association as supplemented from time to time by the Standing Orders, but in particular:
- (a) At its first meeting each year Council will approve the composition of the Executive Board.
 - (b) It will approve the chairmen of the Divisional Boards appointed by the Executive Board.
 - (c) It will approve the Annual Report and Accounts for submission to the Annual General Meeting.
 - (d) It will approve amendments to the Articles of the Association and Byelaws to be submitted to the Annual General Meeting.
 - (e) It will approve the Standing Orders.
 - (f) It will make nominations for President and Vice Presidents (maximum 6). It will nominate the Auditors each year for submission to the Annual General Meeting.
 - (g) It will appoint a Chairman & Deputy Chairman to serve for a period of three years by the method given in Standing Order 3(a).
 - (h) It will elect from time to time, as may seem suitable, Patrons and Honorary Vice Presidents of the Association. Patrons and Honorary Vice Presidents, by virtue of their election, shall be allowed to attend Council Meetings but without a vote.
 - (i) Each year, it will elect one member to serve on the Executive Board (see Standing Order 7).
 - (j) each year it will co-opt up to four persons to serve on Council for a period of up to three years.

Business of Council

- 6
- (a) It will receive a report of the business of the Executive Board by the Chairman or Deputy Chairman and reports from the chairmen of the Divisional Boards.
 - (b) Any member of Council, with the written support of not less than three other members, may present a resolution in writing to the Chief Executive to be brought before the next meeting of Council.
 - (c) A resolution passed at any previous meeting shall not be rescinded unless due notice so to do has been given in writing to the Chief Executive, and such notice of intention to move the rescission shall have appeared on the agenda together with the name of the proposer.
 - (d) (i) On all occasions members shall stand and address the chair. Except by special permission of the chairman, no member may speak more than once on any subject under debate. The proposer shall have the right to explain any matters of doubt and to reply to any debate. A debate may be closed at any time by the chairman.
 - (ii) A member must declare any commercial interest in the matter under discussion before commencing to speak on the subject.

Standing Orders

- (e) The Council is entitled to appoint Committees and Working Parties in accordance with Article 24(1) of the Articles of Association and is hereby entitled, in its absolute discretion, to disband, change the composition of and revoke the powers of any such Committee or Working Parties.

Election of Council Representatives on the Executive Board

- 7 After the election of Chairman and Deputy Chairman, if required, Council will be invited each year to nominate persons for election to the Executive Board, who shall hold office for three years. It will also be invited to nominate persons to fill any vacancy which may occur in its representation on the Executive Board. Voting will be as in Standing Order 3 (a)(i) and the decision shall be determined as in Standing Order 3 (a)(ii) except that the Chairman shall have the casting vote. In the case of there being two or more vacancies, the person receiving the most votes will serve for three years, the persons finishing second and third will fill any other vacancies. The person finishing second shall fill the vacancy with the greater term to run.

Rejection, Suspension or Expulsion of Council Members

- 8 The following procedures shall be adopted in the event of a proposal being made to reject, suspend or expel a member under Articles 16(4) or 18(5).
- (a) A proposal that a member's nomination or co-option be rejected, or that a member be expelled or suspended, must be made to Council as a recommendation from the Executive Board, or proposed in writing to the Chief Executive by one County Association and seconded by another, setting out the general grounds for the proposal.
- (b) Within one week of such recommendation being made, or a proposal being received, the nominee or member, and the County Association or other organisation nominating that person, shall be informed that an objection to that person's Council membership has been made together with the general grounds of the objection and, if known, the date, time and venue of the Council meeting at which the matter will be considered.
- (c) Notice of the recommendation or proposal must have been included in the notice convening the meeting which shall be sent to the parties concerned. However, the absence of such notice does not prevent Council from suspending a nominee or member until, but no longer than, the following meeting of Council.
- (d) The nominee or member, and the County Association or other organisation nominating that person, shall have the right to attend the Council consideration of that item on the agenda and to state their case to the Council.
- (e) A resolution appealing against any rejection, expulsion or suspension may be submitted in writing by the rejected, expelled or suspended nominee or member, or by any member of Council with the written support of not less than five other members, in accordance with Standing Order 6(b), setting out the grounds for such appeal, and shall be dealt with in accordance with Standing Orders 6(c) and 6(d).

B. THE EXECUTIVE BOARD

Composition

- 9 (a) The Board shall consist of the Chairman and Deputy Chairman of Council, the Honorary Treasurer, the chairmen of the Divisional Boards (see Standing Order 9(b)), three Council electees and the Chief Executive. With the approval of Council, the Board shall have the power to appoint additional members to have special responsibilities.
- (b) The Executive Board shall appoint a chairmen for each Divisional Board to serve for a period determined by the Executive Board, but in any event for not more than three years. Each appointee may be re-elected. In the case of the Schools and Youth Board the Executive Board shall seek the views of the ESBA General Meeting in appointing the Chairman of the Schools and Youth Board.

Standing Orders

(c) The quorum for meetings shall be six.

Responsibilities and Duties

10 The Executive Board, on behalf of Council, will guarantee the accountability of the Association by assuring that it will:

(a) achieve appropriate results for each group within the Badminton continuum at an appropriate cost;

(b) avoid unacceptable activities, conditions and decisions.

11 The Board will be responsible to Council for:

(a) setting the long term policies of the Association;

(b) direction of the Association's affairs;

(c) allocation of funds and overall financial control, and the monitoring of operational and financial performances;

(d) allocation and control of capital expenditure;

(e) suggesting to Council nominations for Patrons, President, Vice Presidents, Honorary Vice Presidents, Honorary Treasurer and the Auditors;

(f) recommending each year to Council up to three co-optees to serve on Council for a period of up to three years

(g) making appointments to outside organisations such as the International Badminton Federation, European Badminton Union, Badminton Umpires Association of England, Central Council of Physical Recreation, British Badminton Olympic Committee, Commonwealth Games Council for England, Schools and Youth Management Board and English Schools Badminton Association;

(h) setting the terms of the appointment of the Chief Executive and approving the appointment of senior executive staff by the Chief Executive

(i) supervising the observance, up dating and proposal of amendments to the Association's Articles and Byelaws and to Standing Orders;

(j) maintaining discipline at all levels of the game.

(k) delegating its powers to Divisional Boards and Committees in accordance with Article 12(4) of the Articles of Association and with the consent of the Council, disbanding, changing the composition of and revoking the powers of any such Divisional Boards or Committees.

12 The Board shall meet at least six times each year.

C. DIVISIONAL BOARDS

Principles and Policies

13 The purposes of the Boards set up by the Executive Board are to assist the Executive Board by preparing policy alternatives for the Executive Board's consideration. They will not normally be involved in staff implementation strategies but may request from the Chief Executive the attendance of staff members to advise them about strategy and policy implications.

Standing Orders

Responsibilities and Duties

- 14 The **DEVELOPMENT BOARD** shall represent the needs and interests of Beginners, Juniors & Youth, Leisure & Social Players and the Disabled and recommend policies concerning the involvement of these groups in the Association.
- 15 The **COMPETITIVE PLAY BOARD** shall represent the needs and interests of members of Clubs, Leagues and Counties of all age groups
- 16 The **ELITE PLAY BOARD** shall represent the needs and interests of international players and other elite groups of all age groups.
- 17 The Schools and Youth Board shall represent the needs and interests of the English Schools Badminton Association and work towards this body's integration into the BAofE structure.
- 18 Each Divisional Board shall meet as many times as it considers appropriate in each year.
- 19 Each **DIVISIONAL BOARD** will be responsible for:
 - (a) recommending the policy of the Division, within the overall policy of the Association;
 - (b) the creation, development and achievement of a forward plan consistent with the long term policy of Council as directed by the Executive Board.

Composition

- 20 (a) Each Divisional Board will consist of a chairman, appointed by the Executive Board and approved by Council, and not more than six other members. The six other members will be nominated by the chairman of the Board to the Executive Board. In the case of the Schools and Youth Board the Executive Board shall permit such number of nominated and co-opted members such that all members nominated at the ESBA General Meeting, together with other persons proposed by the BAofE as offering support on Under 19 matters, may be included.
 - (b) With the exception of the chairman, members of a Divisional Board will serve for one year. Members will be eligible for re-appointment.
 - (c) With the approval of the Executive Board, each Board may co-opt additional members for specific purposes.
 - (d) The Chairman or Deputy Chairman of Council, and the Chief Executive will be ex officio members of each Board, but without a vote.
- 21 At each meeting half the number of voting members plus one will form a quorum.

The Role of the Chairman

- 22 The role of the chairman is to:
 - (a) ensure that the Board behaves in a consistent way within its own rules and those legitimately imposed on it by the Executive Board;
 - (b) ensure that the Board discusses only those issues which, according to the Board's terms of reference, clearly belong to it and not to the Executive Board, the Council or the Chief Executive;
 - (c) ensure that the Board's discussions are fair, open and thorough but also efficient, timely, orderly and keep to the point.
- 23 Standing Orders 3(b) - (d) shall apply.
- 24 Standing Order 4(a) shall apply.

Standing Orders

Code of Conduct for Board Members

- 25 (a) The Boards commit themselves and their members to ethical business conduct. The members must represent unconflicting loyalty to the interests of the Association. Their accountability must supersede any conflicting loyalty to other interest groups and membership of other interest groups and membership of other committees or staffs. It also supersedes the personal interests of any Board member acting as a source of Association services.
- (b) Members must avoid conflict of interest with respect to their responsibilities to the Association in that there must be no self-dealing or conduct of private business or personal services between any Board member and the Association except as controlled to assure openness, competitive opportunity and equal access to inside information.
- (c) When a Board has to decide upon an issue, about which a member has an unavoidable conflict of interest, that member must give prior notice of interest, must be excluded from the Board's deliberations and voting on the issue and the member must leave the meeting while the particular business is transacted.
- (d) Board members must not use their position to obtain employment for themselves, their family or close associates. Should a member intend to seek employment with the Association, they must first resign from any Board position. Members must annually declare their involvement with other organisations, vendors or other Associations which might produce a conflict of interest.
- (e) Board members may not attempt to represent their individual interests over Association matters except as set forth in the Board's terms of reference.
- (f) Board members must not publicly criticise individual judgements of the Chief Executive or staff performance.
- (g) Members must respect the confidentiality appropriate to issues of a sensitive nature.

D. COMMITTEES, SUBCOMMITTEES and WORKING PARTIES

- 26 Council, the Executive Board, and Divisional Boards may appoint committees, subcommittees or working parties as deemed desirable.
- 27 (a) The chairman of a committee or subcommittee must be a member of the appointing Board or committee. Any person may be appointed as chairman of a working party.
- (b) With the exception in Standing Order 26(a), the composition of a committee, subcommittee or working party is entirely at the discretion of the appointing committee.
- (c) The chairman of the appointing committee shall be an ex officio member of each committee.
- (d) The committee's, sub-committee's or working party's terms of reference and method of reporting shall be determined on appointment and shall be noted by the appointing committee.
- (e) Committees may make decisions if its terms of reference so state but subcommittees and working parties can only make recommendations.

E. EXPENSES

- 28 (a) Members of Boards, committees, subcommittees or working parties shall be eligible to claim travel expenses for attendance at meetings, on a scale as set down by the Executive Board.
- (b) Members of Council, Boards, committees and/or subcommittees elected to specified positions and/or appointed to specified duties on behalf of the Association, shall be eligible to claim travel, subsistence and out-of-pocket administrative expenses on terms, on a scale, and in circumstances as approved from time to time by the Executive Board.

Standing Orders

- (c) The Schools and Youth Board shall meet its own operating expenses until such time as the ESBA ceases to maintain separate fund-raising and accounting procedures.

F. ASSOCIATE MEMBERSHIP

- 29 The following shall be associate members of the Association, but for the avoidance of doubt shall not be on the Register of Members and shall not be entitled to receive notices of General Meetings of the Association or be entitled to attend such meetings:

(a) Associates

- (i) Societies: Not affiliated to an appropriate County Association.
- (ii) District Associations and Leagues: In an area in which no County Association is recognised.
- (iii) School and Junior Associations: In an area in which no County Association is recognised.
- (iv) Clubs: In an area in which no County Association is recognised.
- (v) Sports Centres or similar organisations.
- (vi) Individuals.

- (b) Affiliates, which are members of or affiliated to a County Association within whose boundaries its activities are situated and which is itself a Member of the Association, except that where the activities of such organisations are spread over the area under the jurisdiction of two or more County Associations such organisations shall affiliate to the County Association to which the majority of its members or members clubs are affiliated. Affiliates shall not be on the Register of Members or be entitled to receive notices of General Meetings of the Association or be entitled to attend such General Meetings.

- 30 (a) The membership or affiliation of a District Association or League shall not of itself effect the affiliation either directly or indirectly of any of its clubs or their members. District Associations or Leagues shall, before becoming an Associate or Affiliate, undertake in writing that all clubs or committees comprised in such District Association or League are, or will be not later than the end of the current season, affiliated to the appropriate County Association. Clubs joining a District Association or League after the affiliation of such District Association or League shall themselves affiliate to the appropriate County Association forthwith.

- (b) Schools Associations and Junior Associations shall be regarded as identical to District Associations except that it shall not be obligatory for such Schools or Junior Associations or their constituent parts to affiliate to the County Association unless the full privileges of such affiliation are desired.

- (c) In exceptional circumstances clubs, schools or other organisations entitled to be an Affiliate may apply to the Association to affiliate to a different County Association from that determined by the situation of their courts, or their members' courts.

- 31 As a condition of being an Associate Member of the Association, the Associate Members shall agree to be bound by all Standing Orders and Byelaws of the Association, together with any other rules and regulations as may be passed by the Executive Board or the Council from time to time.

G. ALTERATIONS TO STANDING ORDERS

- 32 These Standing Orders can be altered only by Council and provided that notice of such alteration has been included in the notice convening the meeting and provided that two-thirds of the votes cast are in favour.