

**Otter Valley Association**  
**RULES**  
**For Management & Operational Guidance of the Association (2022)**

Governance of the Otter Valley Association (OVA) is covered under the Constitution as approved by the Annual General Meeting on 17th May 2022 (the Constitution).

These Rules are complementary to the Constitution. Should a conflict arise, the Constitution takes precedence.

**1. The Trustees**

- 1.1 The trustees comprise four officers: chair, vice chair, secretary, and treasurer, and such other trustees as are elected by the members at the Annual General Meeting (AGM).
- 1.2 The trustees may appoint further trustees during the period between annual meetings, provided that the number of appointed trustees does not equal or exceed the number of elected trustees. Duly appointed trustees shall rank equally with elected trustees for all purposes, except for the proviso.
- 1.3 The Constitution provides for a minimum of the officers and three other trustees, that is seven trustees, but does not state a maximum number. It is anticipated that for effective management of the OVA that the trustees should aim for between 10 and 15 trustees in total.
- 1.4 The trustees should appoint from among their number a membership secretary to manage the functions under section 8 of the Constitution.
- 1.5 All decisions must be approved by a majority of the trustees acting collectively. A quorum of  $\frac{1}{3}$  of the trustees is provided for in Clause 21-7 of the Constitution but shall be interpreted as four trustees including one officer.
- 1.6 The trustees may appoint by agreement from among their number or other members, co-ordinators for the various activities and interests undertaken by the OVA. These may include, but not exclusively, built environment, natural environment, walks, talks, events, history, website, publications, publicity, liaison with other organisations and parish representatives.
- 1.7 A co-ordinator may recruit other member(s) to assist in the role, either for an on-going purpose or for a specific task or occasion. A co-ordinator is the main link between an activity and the trustees and is expected to communicate regularly both to and from the trustees meeting.
- 1.8 Co-ordinators should mutually agree the extent of their role and the interface with other co-ordinators. Agreed role descriptions should be recorded and minuted.

**2. The Executive Committee**

- 2.1 The Executive Committee (Execom) is the managing body of the OVA.
- 2.2 The Execom consists of all the eligible trustees.
- 2.3 It may also include other members recruited by a co-ordinator, either on an on-going or one-off basis, when the meeting agenda contains items pertinent to their roles.
- 2.4 It may also invite other people to attend a specific meeting or meetings to provide information on a matter of interest or give guidance or advice on a particular topic, but such person(s) shall not be entitled to vote at the meeting.
- 2.5 The frequency of meetings is determined by the trustees to suit circumstances. Normally bookings should be made for ten meetings a year (monthly except July and December), but additional meetings may be required at times; at other times bookings may be cancelled if there is no urgent business.

2.6 Decisions by the committee are by simple majority of those present, including those attending in accordance with 2.3 above on issues pertinent to them. It is recommended that for important matters – OVA policy or major spending commitment – the quorum should be at least half of the eligible trustees.

### **3. Executive Committee Meetings**

3.1 An agenda should be prepared by the chair and secretary in advance of each meeting and circulated in writing by the secretary at least seven days before the date of the meeting.

3.2 The chair is responsible for the conduct of a meeting. If time does not permit adequate attention to all the agenda items, those present may decide:

- a) to adjourn the remainder of the meeting to another time and/or place, or
- b) to defer the remaining agenda item(s) to the next scheduled meeting, or
- c) to abandon all or some of the remaining agenda item(s).

3.3 The agenda should contain sufficient detail to identify any matter for discussion and particularly to include any proposal to commit the OVA to a course of action or expenditure (other than minor). It should also contain references to any written reports for information or decision made by a co-ordinator or proposer.

3.4 Reports and proposals for discussion at the meeting should be sent to the secretary in good time for circulation to all trustees with the agenda for the meeting.

3.5 Additional reports and papers not distributed in advance may only be accepted by approval of the meeting.

3.6 Electronic communication (e-mail) may be used to circulate the agenda and reports, but should be limited when detailed discussion is required, since such matters are better conducted in committee. Information required for a meeting may be circulated by e-mail through the Secretary for distribution in advance of the agenda.

### **4. Urgent Matters**

4.1 External circumstances may preclude bringing a matter to the scheduled Execom meeting before a response or decision is required. For example, planning consultation decision deadlines or response to natural disasters. In such cases, the following actions may be required:

- a) A single-topic meeting is held using online conferencing (zoom or similar). Notice must be given to all trustees, preferably at least three days in advance, and with as much information support as is possible, including any proposals for action. The meeting should be minuted and the minutes presented to the next Execom meeting.
- b) Where no discussion is required, a proposal may be circulated by email to all trustees, together with a date and time by which a responding email vote must be made. The secretary should record such a vote, which must be confirmed at the next Execom meeting. If any three trustees challenge the need for discussion before the closing vote, then the process in (a) above should be followed.
- c) Where extremely urgent response is needed, the chair may act on behalf of the trustees. The chair should attempt to consult as many trustees as possible by telephone or e-mail, if time permits prior to the response. Actions and decisions taken out of committee should be reported to the Execom at the earliest opportunity and minuted at the next Execom meeting.

### **5. External Communications**

5.1 No-one, except the chair or secretary of the OVA shall represent the OVA by making a policy or decision statement, either to individuals or to the press or media unless specifically authorised to do so by the trustees.

- 5.2 Notwithstanding the above, the trustees may take opportunities to promote the OVA and its activities in general, provided they avoid any potentially controversial statements and report back to the Execom at the earliest opportunity.

## **6. Individual Roles**

- 6.1 The chair has responsibilities under the constitution and under these Rules to chair any general meetings of members, to chair the Execom meetings and ensure the proper conduct of the meetings in line with the provisions of the constitution and rules. The chair may also act on behalf of the OVA, subject to 4.1(c) and 5.1 above. The chair may also assume co-ordinator roles, as in 1.6 above, provided there is no conflict of interest with the role of chair.
- 6.2 Except as referred to in 6.1 above any trustee may assume other co-ordinator role(s) which may be associated by person rather than position.
- 6.3 The vice-chair should deputise when the chair is unavailable.
- 6.4 The secretary is the communication hub for the Execom and has specific duties required by the constitution and these Rules for calling and recording all meetings and actions of the committee.
- 6.5 The treasurer should keep the accounts and prepare reports and statements on behalf of the trustees as set out in clause 27 of the constitution. The treasurer should give brief reports to the Execom meetings of the current state of the finances and of expenses incurred. The treasurer should co-operate with the membership secretary for members payment records.
- 6.6 The membership secretary should keep the membership records as set out in clauses 8 and 9 of the constitution. The membership secretary should co-operate with the treasurer concerning members payment records. The membership secretary should manage the database of membership such that lists may easily be produced for communication with the membership, including by email if the member has provided the address.
- 6.7 Co-ordinators for roles as agreed by the trustees should determine the extent and details of the role they are undertaking and make a written record which is approved by the Execom and lodged with the secretary for the record. The role may change from time to time, as determined by the people involved and circumstances. Any revision to the role description should be similarly approved and lodged.
- 6.8 Any of the trustees or co-ordinators may produce further detailed operational guidance notes for the role they are undertaking. These would be helpful for the any successor to the role and assist the Execom to ensure that all obligations are covered. The guidance notes should be lodged with the secretary for the record.
- 6.9 Any role descriptions or guidance notes do not form part of these Rules for the purposes of clause 32 of the constitution requiring the rules to be made available to members.
- 6.10 None of the above shall absolve the trustees from their obligations, jointly and severally, to properly manage the OVA in accordance with the laws of the land and the constitution.

## **7. Expenses of Administration**

- 7.1 The treasurer will refund any disbursements made by members of the OVA in executing events and projects agreed by the Execom provided the treasurer is satisfied that they fall within the agreed budget and are supported by receipts.

## **8. Independent Examination of accounts**

- 8.1 The trustees shall recommend to each annual general meeting the independent examiner for the current financial year.

## **9. Distribution of the Constitution and Rules**

- 9.1 Those seeking nomination as a trustee are to be made aware by the secretary of the Constitution and Rules availability on the OVA website.
- 9.2 Co-ordinators should also draw potential activity members' attention to any aspects of the Constitution and Rules affecting them.

## **10. Changing the Rules**

- 10.1 The Rules may be changed in accordance with clause 32 of the Constitution.