

## **Regulations for the Conduct of Meetings of Council and Committees**

### **1. Preamble**

- 1.1 These Regulations are made under Bye-law 20.1.
- 1.2 The Director General may nominate any member of staff to act in her stead for the taking of decisions or the issue or receipt of notices referred to in these Regulations.
- 1.3 These Regulations apply to all committees exercising powers or functions delegated by Council. Reference to a decision making committee includes a decision making sub-committee unless otherwise stated.

### **COUNCIL**

### **2. Date and Time of Meetings**

- 2.1 Council shall annually determine the dates, times and places of its ordinary meetings for the year ahead, but shall meet at least twice each calendar year.
- 2.2 The Director General, after consultation with the Chairman or in his absence the Vice Chairman of Council, may re-arrange the date, time and place of any ordinary meeting or cancel any ordinary meeting where there are no matters for decision.
- 2.3 The Chairman and the Vice Chairman of Council may request the Director General to call an additional meeting of Council at any time.
- 2.4 Any three members of Council may also request the Director General to call an additional meeting of Council at any time by providing written notice. Any such request must specify the business to be dealt with and no other business may be considered at such a meeting. An additional meeting of Council requested by three members of Council must be convened within 28 days of the request being received by the Director General.
- 2.5 At least one meeting of Council shall be held each year in person.

### **3. Notice of Meeting and Agenda**

- 3.1 The Secretary shall send or deliver a notice of the meeting and any agenda to every member of Council at least five clear working days before the date of the meeting or, in the event of urgency, at the earliest possible opportunity.
- 3.2 The notice of meeting and agenda shall be sent to the usual place of residence of the member of Council or to such other address, including an email address, notified to The Secretary.
- 3.3 The accidental omission to send or deliver notice of a meeting to any member of Council shall not invalidate the proceedings.

### **4. Business to be transacted**

- 4.1 The Chairman, or in his absence the Vice Chairman of Council, shall be consulted by The Secretary on the business to be transacted at each meeting prior to the issue of the agenda.
- 4.2 Only the business specified in the agenda for the meeting may be transacted save that business of an urgent nature that is not included on the agenda may also be discussed and determined at any meeting (other than a meeting convened under Regulation 2.4)

where at least two-thirds of those present agree to its consideration.

- 4.3 Any member of Council may request that an item be included on the agenda for the meeting provided he or she has provided notice at least ten clear working days before the meeting to the Chairman or The Secretary. Requests made less than ten clear working days before the meeting may be included on the agenda at the discretion of the Chairman.

5. **Order of Business**

- 5.1 The order of business at a meeting of Council (other than one convened under Regulation 2.4) shall usually be:

1. to choose a Chairman if both the Chairman and Vice Chairman of Council are absent;
2. to receive apologies for absence;
3. to agree the minutes of the last meeting and to sign them;
4. to deal with any matters arising from the minutes;
5. to consider any business requiring the decision of Council;
6. to consider any business that is for the information of Council;
7. to receive the report of the President;
8. to consider the minutes of reporting Committees;
9. to agree the date of future meetings or note the date of the next meeting;
10. to deal with any other business not already specified on the agenda.

- 5.2 The order of business in paragraph 5.1 may be changed at the discretion of the Chairman.

- 5.3 The order of business at a meeting of Council convened under regulation 2.4 shall usually be:

1. to choose a temporary Chairman for the meeting if both the Chairman and Vice Chairman of Council are absent;
2. to receive apologies for absence;
3. to consider the business specified on the agenda.

6. **Chairing of Meetings**

- 6.1 The President, so long as he or she is eligible to serve on Council, shall be the Chairman of Council.

- 6.2 Council may appoint one of its members to act as Vice Chairman of Council for the year ending at the close of the Society's AGM.

- 6.3 In the event that neither the Chairman nor the Vice Chairman of Council is present at a meeting of Council, Council shall appoint another member of Council present at the meeting as Chairman for that meeting.

- 6.4 Subject to the provisions of the Society's Charter, Bye-laws and these Regulations, the decision of the Chairman on any question of procedure raised at a meeting shall be final.

7. **Attendance at meetings of Council**

- 7.1 Other than members of Council, the Director General and The Secretary, or such other person taking the minutes of the meeting, non-Council members and staff may be invited to attend Council meetings to advise or observe.

- 7.2 Members of Council unable to attend a meeting shall send an apology for absence to The Secretary and may ask The Secretary to speak on their behalf or read a short statement on any issue where they wish their views to be known.

- 7.3 Members of Council are not entitled to send an alternative or proxy to meetings in their place.
8. **Quorum**
- 8.1 The quorum at a meeting of Council is six or one third of the members serving on Council at the relevant time, whichever is the greater.
- 8.2 If there is no quorum within 30 minutes of the scheduled start of the meeting, or if the meeting becomes inquorate during the course of the meeting, the meeting shall be adjourned and the business postponed either to:
1. a date, time and place fixed by the Chairman at the adjournment; or
  2. the next ordinary meeting
- 8.3 In exceptional circumstances agreed by the Chairman, the meeting may continue with any decisions taken being ratified after the meeting by written resolution.
9. **Record of Attendances**
- 9.1 The Secretary or such other person present to take the minutes of the meeting shall keep a record of those members of Council attending each meeting and shall include the names of those present in the minutes of the meeting.
10. **Interests to be declared at meetings**
- 10.1 As soon as an item on the agenda is reached in which a member of Council or member of staff has an interest, the individuals concerned must declare their interest in the matters to be discussed. They must also leave the meeting while the matter is being discussed unless:
1. the matter is presented for information and is not the subject of decision; or
  2. the interest concerns a benefit enjoyed by all members of the Society or, in the case of staff, all other staff present; or
  3. the Chairman gives consent for the individual to remain in the room.
- 10.2 The Secretary or such other person present to take the minutes of the meeting shall record the declaration of interest and whether the individual left the room in the minutes of the meeting.
11. **Confirmation of Minutes**
- 11.1 The minutes of a meeting of Council shall be confirmed as a correct record and signed at the next following Council meeting. When the next meeting is an additional meeting, the minutes may be signed at the next ordinary meeting of Council.
- 11.2 Once confirmed, the minutes are conclusive evidence of the decisions of Council.
12. **Decisions and voting**
- 12.1 Decisions of Council shall be taken by show of hands or by such other method as the Chairman chooses to ascertain the views of those present at the meeting.
- 12.2 Any member of Council present may request that a vote by show of hands be taken on any matter. Only where the Chairman or a majority of those present request that voting be by means of ballot shall such method of voting be used.
- 12.3 Where any matter is voted upon, it shall be decided by a majority of those present and voting unless a larger majority is required by law or by the Society's Bye-Laws.

- 12.4 In the event that a vote is tied, the Chairman shall have a second or casting vote.
- 12.5 Any member may request that his or her vote or abstention is recorded in the minutes.
- 12.5 The Secretary or such other person present to take the minutes of the meeting shall record all decisions of Council in the minutes of the meeting.
13. **Adjournments**
- 13.1 Any meeting of Council may be adjourned to another day, time or place at the discretion of the Chairman. Reasonable notice shall be provided to all members of Council, where practical, of the date and time that the adjourned meeting is to be reconvened.
14. **Recording of Meetings**
- 14.1 No part of a Council meeting may be recorded in any way by tape, film or video equipment without the consent of the members present at the meeting.
15. **Access to agenda, reports and minutes**
- 15.1 Copies of and access to agenda, reports and minutes of Council shall not generally be made available to members of the Society or the general public without the approval of Council. Copies and access shall be provided to the Society's internal and external auditors and to such named individuals as may be determined from time to time by the Director General.
16. **Written Resolutions**
- 16.1 A written resolution signed by at least three quarters of the members of Council shall be as valid as if it had been agreed at a meeting of Council. Such a resolution may consist of several documents in the same form each signed by one or more members including signatures evidenced by means of facsimile transmission or electronic signature.
- 16.2 A member of Council who is prohibited by the Society's Bye-laws or these Regulations from voting on the matter to be determined shall not be counted when calculating three quarters of the members of Council required to sign the written resolution for it to be effective.
- 16.3 In the event that one or more members of Council are not present in the United Kingdom when a matter is to be determined by written resolution, they shall not be counted for the purpose of calculating three quarters of the members of Council required to sign the written resolution for it to be effective.
- 16.4 A written resolution shall not be effective in relation to any resolution required by law, the Society's Bye-laws or these Regulations to be taken at a meeting in person.
17. **Meetings held by electronic means**
- 17.1 Except where required otherwise by law, the Society's Bye-laws or these Regulations, any meeting of Council may be conducted wholly or in part by electronic means including by video conference, an internet video facility or telephone conference.
- 17.2 A member of Council participating in a meeting by electronic means will be counted for the purposes of calculating a quorum.
- 17.3 The provisions of Regulations 12.1 and 12.2 relating to voting by show of hands and by ballot shall be amended in the case of meetings conducted by electronic means. Voting by show of hands shall not be permitted where a meeting is held in part or entirely by telephone conference or any other audio link. For the purposes of voting by ballot, a vote transmitted by fax or electronic means to The Secretary or other person present to take

- the minutes of the meeting by a member present by video or audio link shall be deemed a vote by ballot.
- 17.4 The location of a meeting held by electronic means shall be deemed to take place where the largest group of those members participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting then is.
18. **Chairman's Action**
- 18.1 The Chairman of Council, or in his absence the Vice Chairman of Council, may, where it is not practical to refer a routine matter of business requiring urgent decision to a meeting of Council, determine alone such matters on behalf of Council subject to Council being invited to confirm the action taken at its first next ordinary or additional meeting (other than at an additional meeting convened under Regulation 2.4). The Chairman or Vice Chairman shall take such measures to consult with other members of Council as he deems necessary before taking such a decision.
19. **Rescinding Decisions**
- 19.1 At any meeting Council may, by a majority of least two thirds of those present and voting, agree to rescind a decision taken at a prior meeting of Council or any committee or sub-committee to which decision making power has been granted.
20. **Variation or Suspension of these Regulations**
- 20.1 Council shall review these Regulations from time to time to ensure their continued effectiveness.
- 20.2 These Regulations shall not be varied or suspended unless a majority of those present at the meeting where the matter is considered so agree.

## **DECISION TAKING COMMITTEES**

21. **Application to Committees - General**
- 21.1 Regulations 3, 6.3, 6.4, 7, 8.2, 8.3, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18 and 19 shall apply to decision taking committees with any necessary modifications and subject to the provisions of Regulations 22 to 27 below.
22. **Appointment of Committees**
- 22.1 Council may, subject to applicable laws, delegate any of its powers and functions to a committee of three or more individuals, including a power for that committee to further delegate to a sub-committee. A committee taking decisions on behalf of Council may include members who are not members of Council, but the quorum for the committee or sub-committee shall require a majority of those present to be members of Council. Such a committee or sub-committee must act within the policies, budget or any other guidance set by Council and report to Council on its decisions and activities.
- 22.2 When establishing a committee, Council shall provide terms of reference that regulate the membership of the committee and the extent of its decision making powers. The terms of reference for each committee shall be kept under regular review and the membership of committees shall be reviewed annually by Council or a committee appointed for the task.
- 22.3 When establishing a sub-committee, Council or the parent committee shall provide terms of reference that regulate the membership of the sub-committee and the extent of its decision making powers. The terms of reference for each sub-committee shall be kept under regular review and the membership of sub-committees shall be reviewed annually by Council or another committee or sub-committee appointed for the task.

23. **Meetings**

- 23.1 Each committee shall annually determine the dates, times and places of its ordinary meetings for the year ahead, but shall meet at least once each calendar year.
- 23.2 The Director General, after consultation with the Chairman or in his absence the Vice Chairman of the Committee, may re-arrange the date, time and place of any ordinary meeting or cancel any ordinary meeting where there are no matters for decision.
- 23.3 The Chairman and the Vice Chairman of the committee may request the Director General to call an additional meeting of the committee at any time.
- 23.4 At least one meeting of a committee shall be held each year in person.

24. **Chairing of Meetings**

- 24.1 The Chairman of any committee or sub-committee shall be appointed annually by Council or a committee appointed to perform the task in accordance with any provisions contained in the terms of reference.
- 24.2 Any Vice Chairman shall be appointed annually by Council or a committee appointed to perform the task in accordance with any provisions contained in the terms of reference.

25. **Order of Business at Meetings**

- 25.1 The Director General, after consultation with the Chairman of the committee, will determine the order of all business included on the agenda.
- 25.2 The Director General will, at the request of any member of Council, include an item of business on the agenda for a meeting of a committee provided that notice is given at least ten clear working days before the meeting. A member of Council making such a request who is not a member of the committee may attend the meeting to speak, but not vote, on the item.

26. **Attendance at Meetings**

- 26.1 Any member of Council who is not a member of a committee shall be entitled to attend and speak at any meeting.

27. **Quorum**

- 27.1 A quorum shall be one third of the membership of the Committee or three, whichever is the greater, and subject to the provisions of Regulation 22.1.

**Definitions**

**Address** - in relation to electronic communications includes any number or address provided by a member for such communications

**Charter** – means the Royal Charter and Supplemental Charter of the RHS

**Clear working days** – excludes Saturdays, Sundays, Bank and Public holidays, the day of the meeting and the day of despatch

**Council** – the body in which the governance of the Society is vested in accordance with the Charter and Bye-laws

**Decision taking committee or sub-committee** – includes any committee to which Council has delegated decision making powers or sub-committee to which the committee has further delegated those powers.

**Director General** – the person appointed by Council to perform the duties of the Director General of the Society whether temporary or otherwise and by whatever name called from time to time

**Electronic communication** – a communication transmitted by means of a telecommunications system within the meaning of the Telecommunications Act 1984 or by other means while in an electronic form

**Member of Council** – a member of the RHS Council.

**Parent Committee** – the committee responsible for appointing a decision making sub-committee

**President** – the person elected or appointed to the office of President of the Society in accordance with Bye-law 5

**Quorum** – the minimum number of persons entitled to be at a meeting that must be present for the meeting to take place

**The Secretary** – the person appointed by the Council to perform the duties of The Secretary of the Society whether temporary or otherwise and by whatever name called from time to time

**Written notice** – includes notices served by post or electronic means