

# Rules for Elections to Council

## 1. Timetable

Event	Time
Publication of Notice Election	By 31 December in the year preceding the AGM
Close of Nominations	1 March (or the last working day before this date) before the date of the AGM
Last date for candidate to withdraw	12 noon on the day 10 calendar weeks before the date of the AGM
Publication of list of persons nominated	At least 21 clear days before the date of the AGM
Issue of voting papers	At least 21 clear days before the date of the AGM
Deadline for return of appointment of proxy	12 noon five working days before the date of the AGM
Deadline for return of voting papers	12 noon five working days before the date of the AGM
Declaration of result	At the AGM

## 2. Vacancies

- 2.1 At least three elected Council members must retire from office at each Annual General Meeting (AGM) and the resulting vacancies be filled by election. (Byelaw 6.2)
- 2.2 Additional vacancies to be filled by election may arise following the completion of the term of office of a member appointed to Council to fill a vacancy caused by the death or resignation of an elected member or by a serving member of Council being elected to the office of President or Treasurer. (Byelaw 6.7)

## 3. Notice of Election

- 3.1 Council must provide all members of the RHS with a Notice of Election by 31 December each year. This Notice must contain details of the known vacancies on Council that are to be filled at the Annual General Meeting in the following year, the requirements for nomination and the closing date for nominations. (Byelaw 7.1)
- 3.2 The Notice of Election will be published in the December edition of *The Garden*, the wording having first been agreed by the Nominations, Appointments and Governance Committee.

#### **4. Eligibility of Candidates**

- 4.1 Any individual member of the RHS may seek election provided they are eligible. (Byelaw 6.3)
- 4.2 To be eligible for election, all candidates must
- have been a member of the Society for three years prior to the date of nomination and remain a member at the date of nomination, the date of election and throughout their term of office
  - be aged over 18 on the date of the AGM at which the election will take place
  - be qualified under charity law to serve as a trustee of a charity and in particular -
    - not have been convicted of an offence involving dishonesty or deception, unless the conviction is spent
    - not be an undischarged bankrupt
    - not have been removed from trusteeship of a charity by the court or the Charity Commissioners
    - not be subject to a disqualification order under the Company Directors' Disqualification Act 1986
  - not have already completed 10 years' service as a member of Council (whether as a result of co-option, appointment, election as an ordinary member of Council or as serving as President or Treasurer) unless Council has recommended that an individual be made eligible to serve for one further term of up to five years. (Byelaw 6.3)

#### **5. Nomination Papers**

- 5.1 Any member of the RHS wishing to stand for election to Council is required to deliver a nomination paper signed by a proposer, seconder and six other supporters – all of whom must be members of the RHS. (Byelaw 6.3) Members of the Nominations, Appointments and Governance Committee or the Council Nominations Committee are not permitted to subscribe the nomination paper of a candidate standing for election to Council under any circumstances.
- 5.2 The Secretary will, on request, provide any prospective candidate with a nomination paper for completion. The nomination paper will enable the candidate to submit additional information, including qualifications to serve as a member of Council, which will assist the Council Nominations Committee to ensure the eligibility of the candidate and to make its recommendation on whether the candidate should be supported by Council.
- 5.3 The Nominations, Appointments and Governance Committee will agree the form of the nomination paper each year.

- 5.4 The Nominations, Appointments and Governance Committee may agree that the signatures of a candidate's proposer, seconder and supporters be included on a separate "Supporter Form" in a format determined by the Committee.

## **6. Delivery of Nomination Paper**

- 6.1 Prospective candidates are required to submit their nomination paper by 1 March (or the last working day before this date) prior to the AGM at which the election will take place to The Secretary at 80 Vincent Square, London SW1P 2PE. (Byelaw 6.3) Papers may be submitted by post, email or hand.

## **7. Withdrawal of Candidate**

- 7.1 A candidate may withdraw his / her candidature at any time up until 12 noon on the day 10 calendar weeks before the date of the AGM. Notice of withdrawal should be submitted in writing to The Secretary at 80 Vincent Square, London SW1P 2PE.

## **8. Role of the Council Nominations Committee**

- 8.1 Council will appoint a Council Nominations Committee: to encourage applications for election to Council by individuals whose skills and experience are particularly needed by Council; to review all the applications that are submitted; and to report to Council with their recommendations.
- 8.2 The Council Nominations Committee will develop its own views about what skills and experience Council needs to recruit now and into the future. The Committee's judgements will be informed by the opinions of the Nominations, Appointments and Governance Committee, but it operates separately from that Committee and does not report to it. The Council Nominations Committee may seek the opinions of others, and make confidential enquiries; it is open to suggestions from elsewhere. It reports direct to Council and does not publish minutes.
- 8.3 The Council Nominations Committee will request a meeting with every candidate for election to Council; it may also contact Proposers and Seconders. Candidates are not required to agree to a meeting with the Council Nominations Committee. The Committee uses these meetings and discussions to help it make its judgement about how well each candidate's skills and experience fit the needs of Council.
- 8.4 On completion of its investigations, the Council Nominations Committee will submit a confidential recommendation to Council about which of the candidates should be proposed for inclusion this year in the President's proxy vote. Council will consider the recommendation and make its own to the President. The President will take Council's views into account in

deciding which candidates will receive any Proxy Votes that members assign to the President at the Election but these views are not binding.

## **9. List of Persons Nominated**

- 9.1 The Secretary will arrange for a list of all candidates validly nominated, together with details of their qualifications and the names of their proposer, seconder and supporters, to be issued to all members of the RHS not less than 21 clear days before the date of the AGM with the Notice for that meeting. (Byelaw 7.1) [See also rule 14.4 below]
- 9.2 Names of candidates included on the list will be in alphabetical order by last name. Where two or more candidates share the same last name, these candidates will be listed alphabetically by first, or where necessary second, name.
- 9.3 In the event that a Nomination Paper includes the names of more than six supporters, The Secretary will include the first six valid signatures on the list of persons nominated.

## **10. Uncontested Election**

- 10.1 In the event that the number of candidates does not exceed the number of vacancies, these candidates will be declared elected unopposed at the AGM. (Byelaw 6.5) If the vacancies are for differing lengths of office, it will be for Council to determine which candidates fill which vacancies after taking advice from the Nominations, Appointments and Governance Committee or the Council Nominations Committee.

## **11. Unfilled Vacancies**

- 11.1 In the event that there are insufficient candidates to fill the vacancies, Council will make appointments to fill the vacancies until the date of the Annual General Meeting in the following year. A member appointed to serve on Council must have been a member of the Society for at least three years prior to the date of appointment, remain a member throughout their period of office, be aged over 18 and not be disqualified as acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (Byelaws 6.7 and 6.8). The names of any appointed members of Council will be announced by the President at the AGM or as soon after any appointments are made where this occurs after the date of the AGM.

## **12. Contested Election**

- 12.1 In the event that there are more candidates than the number of vacancies, there will be a contested election. (Byelaw 6.5)

## **13. Method of Election**

13.1 A contested election will be conducted by postal ballot of the RHS membership. (Byelaw 7.1)

#### **14. Election Address**

14.1 Council requires each candidate to submit an address to the membership of the RHS to support his or her candidature. This address may be up to 250 words in length and will be provided by the candidate with his or her nomination paper.

14.2 Council also requires that a photograph of the candidate accompany the election address together with the names of the candidate's proposer, seconder and other supporters. The Nominations, Appointments and Governance Committee may provide such further guidance for the content and length of the address as it considers appropriate.

14.3 Each candidate will be given an opportunity to approve and/or make further amendment to his or her address before its publication.

14.4 The election address of each candidate will be issued to RHS members at the same time as the list of candidates nominated irrespective of whether the election is contested. [See Rule 9.1 above]

#### **15. Form of Voting Papers**

15.1 Voting papers for the election will be prepared in a form similar to that shown in the appendix.

15.2 The names of the validly nominated candidates will be listed alphabetically by last name. In the event of two or more candidates having the same last name, those candidates will be listed alphabetically by first, and if necessary second, name.

15.3 The voting paper will be accompanied by instructions to RHS members on how the paper should be completed and returned.

#### **16. Appointment of Proxy**

16.1 The voting paper will include provision for an RHS member to appoint the President of the Society to vote on their behalf as Proxy. (Byelaw 7.1)

16.2 An RHS member appointing the President as Proxy must sign the appropriate instruction on the voting paper, as directed, to confirm this fact. If someone other than the RHS member signs the appointment, a power of attorney or letter of authority must be delivered to The Secretary at 80 Vincent Square, London SW1P 2PE five working days prior to the date of the AGM at which the election will take place.

- 16.3 Once an RHS member has appointed the President to act as proxy, this authority cannot be withdrawn. A vote given by a proxy shall be valid notwithstanding the death of the individual member or a member organisation ceasing to exist before the date of the close of poll.

## **17. Issue of Voting Papers**

- 17.1 The voting paper together with the election address of each candidate will be posted to each RHS member and affiliated society at the address shown in the Society's records not less than 21 clear days before the date of the AGM (i.e. 21 calendar days excluding the day of the meeting and the day of issue) at which the election will take place. This posting will usually be done in conjunction with the posting of *The Garden*. Final day of posting will be regarded as the day of issue.
- 17.2 The accidental failure to issue any document relating to the election or the non-receipt of a voting paper will not invalidate the election. (Byelaw 7.2)

## **18. Issue of a Duplicate Voting Paper**

- 18.1 In the event of The Secretary being advised to his / her satisfaction that a voting paper has been spoilt or not received, he / she will arrange for the issue of a duplicate voting paper.

## **19. Return of Voting Papers**

- 19.1 RHS members wishing to vote at the election must complete the voting paper and return it by post or by hand to The Secretary at 80 Vincent Square, London SW1P 2PE, or to such other address advised on the voting paper, by 12 noon on the Friday prior to the date of the AGM.
- 19.2 The Society may, at its discretion, make arrangements to pay the postage costs that would otherwise be incurred by the RHS member returning a completed voting paper. This may be done by the provision of a postage paid return envelope, a freepost address or such other method as the Society determines.

## **20. Voting by Member Organisations**

- 20.1 An appointed representative of a member organisation may vote at the election, provided that the representative signs the voting paper as directed in the accompanying instructions.

## **21. Use of Proxy Votes by the President**

- 21.1 The President may cast her proxy votes as she thinks fit but must vote for the maximum number of candidates that a member is eligible to vote for.

- 21.2 When considering how to exercise her proxy votes, the President may seek the views of Council. However, the President is not obliged to vote for any of the candidates suggested and/or supported by Council.
- 21.3 Details of the candidates for whom the President intends to use her proxy votes will be included in the papers issued to RHS members with the voting paper.

## **22. Arrangements for Counting the Votes Cast**

- 22.1 Council has agreed that the Society should make use of an independent scrutineer to count the votes cast in the postal ballot.

## **23. Spoilt Voting Papers**

- 23.1 A voting paper may be treated as spoilt and therefore not counted if
- the voter has voted for more candidates than he / she is entitled
  - a voting paper contains no votes
  - the intentions of the voter are unclear
  - the voter includes names on the voting paper other than his /her own or the names of the candidates.

## **24. Determining the Result of the Ballot**

- 24.1 The independent scrutineer will deliver the result of the postal ballot to The Secretary to the RHS by 9am on the day of the AGM at the latest. The independent scrutineer will also provide The Secretary with details of the number of RHS members that have appointed the President as their proxy.
- 24.2 The Secretary will inform the President of the number of proxy votes awarded to her and request the President to confirm in writing how she wishes to cast those votes.
- 24.3 On receipt of the President's written instructions, The Secretary will add the total number of proxy votes cast for each candidate to the number of votes that each candidate received in the postal ballot in order to calculate the result of the election. The Secretary will then pass details of the result of the election to the President in readiness for the declaration of the result.
- 24.4 The result of the election will not be disclosed to any individual or organisation prior to its formal declaration at the AGM other than to Members of Council, the Director General and to the candidates standing at the election.

## **25. Equality of Votes**

25.1 In the event that there is an equality of votes between candidates for any vacancy, the President will determine the successful candidate by the drawing of lots.

**26. Objections as to the right of an RHS member to vote**

26.1 Any objection to the right of a member to vote in the ballot must be made at the AGM and prior to the declaration of the result of the election. The President or Chairman of the AGM will decide whether any disputed vote should be included or excluded from the ballot. The decision of the President or Chairman will be final.

**27. Death of a Candidate**

27.1 Council will decide what action should be taken in the event that a candidate should die between the closing date for nominations and the date of election. Such action may, if necessary, include the abandonment of the ballot.

**28. Declaration of Result**

28.1 Whether contested or not, the President or Chairman will declare the result of the election at the Annual General Meeting. (Byelaw 7.1)

28.2 The number of votes cast by RHS members and proxy votes cast by the President may be disclosed separately.

**29. Term of Office**

29.1 Candidates elected to Council will usually serve for a period of 5 years. However, any member elected to fill a casual vacancy will serve until the year the originally elected office holder would have retired. (Byelaw 6.9)

29.2 Where an election includes vacancies with differing terms of office, the candidate(s) with the highest number of votes will be elected to fill the vacancy(ies) with the longest term of office. The candidate(s) with the next highest number of votes will fill the vacancy(ies) with the next longest term of office.

**30. Commencement of Office**

30.1 A newly elected member of Council takes office from the end of the AGM at which his / her election is announced. (Byelaw 6.9)

**31. Disposal of documents**

31.1 The Secretary will arrange for all documents relating to an election, including voting papers, to be retained for a period of at least six months after the declaration of the result.



