



The National Biodiversity Network Trust

RULES and STANDING ORDERS

Approved by the Trustees on 08 November 2001 and accepted by the membership at the ANNUAL GENERAL MEETING on the 02 July 2002. Revision approved by ANNUAL GENERAL MEETING on the 20 November 2012. Revision approved by AGM on the 25th June 2013. Revision approved by AGM on the 01 July 2015. Revision approved by AGM on 06th July 2016

Contents

- 1) OBJECTIVES..... 2**
- 2) MEMBERS 3**
 - A. CLASSES OF MEMBERS.....3
 - B. APPOINTMENT OF MEMBERS.....3
 - C. RIGHTS AND PRIVILEGES OF VOTING MEMBERS5
 - D. RIGHTS AND PRIVILEGES OF NON-VOTING MEMBERS5
- 3) TRUSTEES 5**
 - A. ELIGIBILITY5
 - B. NOMINATION AND ELECTION OF TRUSTEES5
 - C. TERM OF OFFICE, BENEFITS, LIABILITIES AND DUTIES OF TRUSTEES6
 - D. PROCEDURE FOR APPOINTMENT OF OFFICERS AND REPLACEMENT IN CASE OF LIMITED INCAPACITY6
 - E. MEETINGS.....7
- 4) MEMBERS MEETINGS 8**
 - A. THE ANNUAL GENERAL ELECTION8
 - B. OTHER MEMBERS’ MEETINGS.....8
 - C. VOTING AT MEMBERS’ MEETINGS.....8
- 5) ORGANISATION OF THE TRUST 9**
 - A. REGISTERED ADDRESS AND LOCATION OF GENERAL OFFICE OF THE TRUST.....9
 - B. THE LOGO AND ASSOCIATED WORDING9
 - C. SOLICITORS9
 - D. BANKERS, FINANCIAL YEAR AND ACCOUNTS9
 - E. SECRETARIAT 10
 - F. PROGRAM OF THE TRUST’S WORK..... 10
 - G. COMMITTEES, WORKING PARTIES AND SIMILAR ORGANIZATIONS 10
- 6) ANNEXES TO THE RULES AND STANDING ORDERS OF THE TRUST 14**

1) Objectives

The Objectives and Powers of the National Biodiversity Network Trust, hereafter known as the Trust or NBN Trust, shall be those set out in the Memorandum of Association, Items 3 and 4, approved by the Charity Commissioners on 25 August 2000 as registered with Companies’ House on 3 April 2000.

2) Members

A. *Classes of Members*

- i) Membership shall normally be confined to organisations represented by a nominated person hereafter described as the nominated representative.
- ii) There shall be three classes of voting membership, namely:

Founder Members, being those organisations that have made, either, substantial contributions to the core funding of the National Biodiversity Network (NBN) and its activities, or contributed substantially in kind to the establishment and activities of the of the NBN prior to the inception of the Trust. Founder Members are entitled to attend and vote at general meetings of the Charity through their nominated representatives.

Associate Members, being those organisations that are prepared to contribute to the activities of the Trust and its continued funding, or who either support the work of the Trust, or are users of data made available through it. Associate Members are entitled to attend and vote at general meetings of the Charity, and where the Member is an organisation, through their nominated representatives. The details of the Associate member levels will be held in a separate membership document.

Honorary Members, being individuals proposed by any Member of the Trust, whether or not they belong to the organisations recognised for Founder, Ordinary or Associate membership. Honorary Membership will be awarded to the chair on his or her appointment to the Board of Trustees and to individuals that, in the opinion of their nominator(s), have made an outstanding personal contribution towards the objectives of the Trust. All Honorary Members are entitled to nominate, attend and vote at general meetings of the Charity.

- iii) There shall be two classes of non-voting members, namely:

Trustee Members, being individuals who are Trustees, who shall be deemed to have been admitted as Members upon taking office, and whose membership shall automatically cease on leaving office. Former Trustee Members may, however, be re-admitted as Honorary Members. Trustee Members are entitled to attend at general meetings of the Charity, but do not have a vote at general meetings in that capacity.

Supporter Members, those organisations and individuals that either support the work of the Trust, or are users of data made available through it. Supporter Members are entitled to attend at general meetings of the Charity, but do not have a vote at general meetings in that capacity. Supporter members may also apply for other classes of Membership, in which case the higher class of membership will take precedence.

- iv) A Founder and Associate Member must nominate a representative to receive all communications from the Trust and, unless the Trust is advised otherwise, to represent the Member at general meetings. Nominations must be made in writing signed by an authorised person. No organisation may send more than one representative to any meeting (but a person who holds the office of Trustee is entitled to attend general meetings in his or her own right).
- v) Founder Members and Associate Members shall be required to pay an annual subvention to the Trust at a level to be agreed annually by the Trustees. Honorary Members, Supporter Members and Trustee Members will not be liable for an annual subvention.

B. *Appointment of Members*

- vi) Any organisation interested in becoming a member can apply at any time on the appropriate application form available via post or online . Applications shall be

submitted to the NBN Secretariat. Provided that the Secretariat are satisfied that each organisation meets the criteria for membership, they will inform the organisation of their acceptance and invite them to transmit in writing the name of their nominated representative. An up-to-date Register of Members shall be kept by the NBN Secretariat and presented to the members at the Annual Elections for scrutiny.

With the exception of the Chair, nominations for Honorary Members may be made only by existing Members. Nominations for Honorary Membership should be made in writing to the NBN Secretariat by the first Friday in June for presentation to the Chairperson of the Board of Trustees. Honorary members will usually be presented with a commemorative certificate and a specially designed NBN Trust badge at the NBN Conference. Honorary Members shall be required to consent in writing to become members of the Trust.

- vii) A person shall be deemed to have become a Trustee Member upon taking the office of Trustee, and the form of consent given to Companies House shall be deemed to be an application for membership.

C. Rights and Privileges of Voting Members

- i) **Each** duly elected Voting Member shall have the same additional Rights, Privileges and Benefits to those set out in the Memorandum and Articles of the Trust (save for the exception set out in clause 3) B.i) below) and shall share the same liability set out therein. They shall adhere to all relevant matters prescribed in the Articles of the Trust.
- ii) **Each voting** Member shall be entitled to attend the Members' Meetings and the Annual Elections when each Member shall have the right to vote on any item on the Agenda of such meetings, or on any item brought up under Any Other Competent Business (AOCB). They shall be entitled to attend any other **public** meeting the Trust may arrange either free, or at reduced cost, subject to the discretion of the Trustees.
- iii) **Each Voting** Member shall be entitled to receive the Agenda and Minutes of Members' Meetings and the Annual Elections and, on request, the minutes of the meetings of the Trustees or such other committees as they may, from time to time appoint, provided that any personal or confidential matters shall be expunged from such copies, at the discretion of the Trustees.
- iv) **Each Voting** Member shall receive the Annual Report and Financial Statement as part of their membership.
- v) **Each** Voting Member shall be entitled to receive such other benefits as the Trustees may determine, provided that they do not contravene the Memorandum and Articles of the Trust, or any other approved Rule or Standing Order.

D. Rights and Privileges of Non-Voting Members

- i) **Each Non-Voting** Member shall be entitled to attend the Members' Meetings and the Annual Elections. They shall be entitled to attend any other **public** meeting the Trust may arrange either free, or at reduced cost, subject to the discretion of the Trustees.
- ii) **Each Non-Voting** Member shall be entitled to receive the Agenda and Minutes of Members' Meetings and the Annual Elections and, on request, the minutes of the meetings of the Trustees or such other committees as they may, from time to time appoint, provided that any personal or confidential matters shall be expunged from such copies, at the discretion of the Trustees.
- iii) **Each Non-Voting** Member shall be entitled to receive the Annual Report and Financial Statement as part of their membership.
- iv) **Each Non-Voting** Member shall be entitled to receive such other benefits as the Trustees may determine, provided that they do not contravene the Memorandum and Articles of the Trust, or any other approved Rule or Standing Order.

3) Trustees

A. Eligibility

- i) Any individual shall be eligible for nomination as a Trustee; provided that he or she meets the provisions laid down by the Charity Commissioners as to general eligibility, abide by the duties and responsibilities of Company and Charity law (See Annexe 1) and has indicated that he or she is willing to serve, if elected

B. Nomination and Election of Trustees

- i) **Exceptionally**, in the first 5 full years of the Trust, nominations for appointment as a Trustee of the Trust, may be made **only** by one or more of the Founder Members or Ordinary Members, **thereafter**, nominations may be made by **any** Founder, Honorary or eligible Associate Member. Save for joint nominations, no Founder or Associate Member may make more than **one** nomination in a full Trust financial year, save only to fill a vacancy that arises through the resignation, removal, or death of an existing Trustee.

Nominations shall be made on the appropriate form and submitted to the Business Administrator who shall cause a list of nominees to be included in the Agenda of the Annual Elections. Election at the Annual Elections shall be by single non-transferable vote of the Voting Members in accordance with the Articles.

C. Term of office, benefits, liabilities and duties of Trustees

- i) Each duly elected Trustee shall enjoy the benefits set out in the Memorandum of Association of the Trust and share the same liability set out therein. Every Trustee shall adhere to the relevant Articles of the Trust and to the duties and responsibilities enforced by Charity and Company Law (see annexe 1)
- ii) Trustees are appointed in accordance with the provisions of Article 5 of the Articles of Association. Trustees shall serve in accordance with the provisions of Articles 5 and 6 of the Articles of Association. They shall at all times promote the work of the Trust as defined in Items 4 and 5 of the Memorandum of Association of the Trust and in accordance with the general rules and requirements set out in the Annexe 1 to the Rules and Standing Orders.
- iii) Each Trustee shall be liable for service on any of the committees or other bodies that the Trust may establish to further its activities, the appointments to be determined annually and reported at the Annual Elections

D. Procedure for Appointment of Officers and replacement in case of limited incapacity

- i) The Trustees shall, appoint a Chairman, a Vice-Chairman and a Treasurer from amongst their number.
- ii) The appointment, termination and term of office of the Chairman, Vice Chairman and Treasurer (the appointed officers) shall be in accordance with section 5 of Articles of Association save in the case of the resignation or death of any of the appointed officers when the procedures set out in iii), iv) and v) below shall be adopted.
- iii) In the case of the Chairman it shall be the responsibility of the Vice-Chairman at that time, in consultation with the remaining Trustees and such others as the Trustees may approve to bring forward not more than three names for consideration for appointment by the Trustees to the office.
- iv) In the case of the Vice-Chairman it shall be the responsibility of the Chairman at that time to consult the Trustees and nominate a Trustee to hold the office.
- v) In the case of the Treasurer it shall be the responsibility of the Chairman to consult with members of the Finance and Management Committee and nominate a Trustee to hold the office.
- vi) In the event of the incapacity, from whatever cause, of any of these officers the following procedure shall be adopted:
 - (1) In the case of the Chairman, the Vice-Chairman at the time shall assume such powers and duties as are normally held by the Chairman until either the Chairman shall return to his duties or the next Annual Elections or Members' Meeting, whichever is the sooner. In the latter case the procedure set out in ii) above shall be adopted.
 - (2) In the case of the Vice-Chairman, the Chairman shall, after consultation with the remaining Trustees, recommend a Trustee as Acting Vice-Chairman until the Vice-Chairman shall return to his duties or the next Annual Elections or Members' Meeting, whichever is the sooner. In the latter case the procedure set out in iii) above shall be adopted. For his/her term of office, the Acting Vice-Chairman shall assume such powers and duties as are normally held by the Vice-Chairman
 - (3) In the case of the Treasurer, the Chairman shall, after consultation with the members of the Finance and Management Committee, recommend a Trustee as Acting Treasurer until the Treasurer shall return to his/her duties or the next Annual Elections or Members' Meeting, whichever is the sooner. In the latter case the procedure set out in iv) above shall be adopted. For his or her term office, the

Acting Treasurer shall assume such powers and duties as are normally held by the Treasurer as set out in **Annex 2 Financial Memorandum**.

E. Meetings

- i) The Trustees shall hold at least 3 meetings each financial year to transact the business of the Trust, in June/July, November and in February. A quorum at a meeting of the Trustees is 4 Trustees.
 - ii) The Chair or a minimum of four Trustees may call an extraordinary meeting of the Board of Trustees to discuss matters of urgency that cannot be deferred until the next scheduled meeting.
 - iii) The dates of the meetings, the appointments of the Chairperson, Vice-Chairman and Treasurer and allocation of service on other committees and bodies established by the Trust shall be decided at the June/July meeting of the Trustees.
 - iv) The Agenda for each meeting shall be prepared under the direction of the Chairman and Treasurer of the Trust. It will be circulated to reach each Trustee at least five working days before each meeting.
 - v) The NBN Trust trustees (deciding as a group) may wish to invite non-trustees to some of their Board meetings. No one, apart from the NBN Trust trustees, can vote at Board meetings. NBN Trust trustees cannot delegate their responsibilities in this area and cannot ask someone else to vote on their behalf. Non-trustees may be invited to a Board meeting on the following occasions:
 - (1) A trustee with a disability is accompanied by a carer
 - (2) Professional advisers assisting in the understanding of technical matters such as: accounts; surveys or valuations of property; investment policy
 - (3) Representatives from a funding body or partnership agency
 - (4) Staff members who are required to report on activities to the charity trustees.
 - (5) Non-trustees will only be present for the relevant agenda items
 - vi) The following sequence shall be followed for the Order of Business:
 1. Apologies for Absence
 2. Minutes
 3. Matters arising
 4. Position statement by the Chief Executive concerning ongoing activities of the Trust
 5. Matters arising from the Statement
 6. Other Items of business
 7. Date of next meeting
 8. Any other competent Business.
- (Note.** The decision to include an item under 'Any other competent Business' shall be determined by the Chairman, in consultation, if necessary, with the other Trustees).
- vii) Voting on any item shall be in accordance with the procedure laid down in the Memorandum and Articles.

4) Members Meetings

A. The Annual General Election

- i) Meetings shall be held in accordance with Article 2 of the Articles of Association.
- ii) The Elections shall be held as part of the annual NBN Conference which is usually held in November. The Agenda will be circulated to all Members at least **14** clear days before the date of the meeting.
- iii) The quorum for each members meeting shall be in accordance with the procedure laid down in the Articles and Memorandum and applied to Voting classes of membership only.
- iv) Following the latest released guidance from SORP, it is no longer necessary for small charities to hold a full AGM, however the Trust may convene a meeting to deal with the matters set out at paragraph (v) below, or seek to pass resolutions by written resolution.
- v) At the Elections, the following sequence shall be followed for the order of business:
 1. Elections of new trustees
 2. Appointment of Accountants and Auditors
 3. Any other ordinary resolutions
 4. Any other special resolutions
 5. Any other competent business.

(Note. The decision to include an item under ‘Any other ordinary or special resolutions’ shall be determined by the Chairman, in consultation, if necessary, with the other Trustees)

B. Other Members’ Meetings

- i) A members’ meeting, to consider matters of urgency, may be called at any time **either** by the Trustees, **or**, in response to a written request, including any agenda items with supporting papers, from at least **one quarter** of the Members. In the former case, the meeting must be held within **14** days of the Trustees intimation of such a meeting (unless the Companies Act requires a longer period) and, in the latter case within **28** days of a legitimate request being received by the Secretariat.
- ii) At a members’ meeting, the following sequence shall be followed for the order of business:
 1. Apologies for absence
 2. Items duly submitted
 3. Any other competent business

C. Voting at Members’ meetings

- i) Voting at on any item at any Members’ meetings shall be in accordance with the procedure laid down in the Articles and Memorandum and the restrictions placed on certain classes of membership in sections 2) C & D above.

5) Organisation of the Trust

A. Registered address and Location of General Office of the Trust

- i) The registered address of the Trust is:

32a Broadway Business Centre
Stoney Street
Lace Market
Nottingham
NG1 1LL

- ii) The general Office of the Trust is:

32a Broadway Business Centre
Stoney Street
Lace Market
Nottingham
NG1 1LL

B. The Logo and associated wording

- i) The Trustees shall approve and register a Trust logo and associated wording with the appropriate Trademark organization(s). The original shall be held at the general Office of the Trust
- ii) The copyright to the Trust's logo and any associated matter is held by the Trustees and may not be used save with the express permission of the Trustees under terms that they will devise and publish. (See also 5.F.ii (b))

C. Solicitors

The Trust's Solicitors are:

Solicitors to be selected based on requirements.

D. Bankers, Financial year and Accounts

- i) The Trust's bankers are:
NatWest
51 Market Place
Nottingham
NG10 1JL
England
- ii) The Trust's financial year shall run from the 1st April and end on the 31st March of the following calendar year.
- iii) The Treasurer will prepare a Financial Memorandum that must be agreed by the Trustees and set out in Annexe 2 of the Rules and Standing Orders, in accordance with the Memorandum and Articles that shall ensure;
- (a) the Trust's Accounts are kept in accordance with the requirements of the Charity Commissioners and Company Law and
- (b) establish one or more Trust accounts indicating, in each case, their purpose and how they shall be controlled, provided that any cheques must be signed by either the Treasurer, Chief Executive or the Finance Officer and countersigned within the limits specified in annexe 2 section 3.3 and 3.4 of the Financial Memorandum.

- (c) The Treasurer, with the approval of the Trustees, may delegate authority to any other named person (to be recorded in the minutes of a Trustee meeting).
- iv) The Treasurer, assisted by the Finance Officer, shall be responsible for preparing both the estimates and the Annual Accounts.

E. Secretariat

- i) The Trust shall establish a paid Secretariat to promote the business of the Trust. Its members shall be, initially:
 - (a) The Chief Executive
 - (b) The Business Administrator
 - (c) The Communications Officer
- ii) The Chief Executive shall be responsible for delivering the Program of Work of the Trust. The duties and terms of appointment of the Secretariat are set out in Annexe 6
- iii) The number and composition of the Secretariat and their duties and terms of appointment shall be determined from time to time by the Trustees who shall appoint the Secretariat's members after public advertisement of the post(s)

F. Program of the Trust's work

- i) It shall be the duty of the Trustees to prepare a Program of Work for the Trust and to review the Program annually or at such other times as they deem necessary. The Program shall be published. It shall be available both to all Members of the Trust and publicly, especially to such other organizations as are associated with, or concerned for, the progress of the Trust's program.
- ii) The program shall consist of:
 - (a) A series of Projects initiated by the Trust,
 - (b) Projects initiated by any one of the organizations entitled to membership, or in association with any other organization, not being entitled to membership.
 - (c) Projects initiated by the Trust and those initiated by other members or non-members may be designated 'NBN Projects', provided that such projects contribute materially to and are an integral part of, the Trust's program recognized by the Trustees. Such recognized Projects shall be entitled to bear the Logo of the Trust ('badged') and, if appropriate that of the partner organization on any publications, publicity material or other materials related to the Project.
- iii) The Trustees shall ensure that each NBN Project is effectively supervised and shall establish such other advisory groups as are necessary to ensure effective progress with the Trust's program

G. Committees, working parties and similar organizations

- i) **General policy**
 - (a) The Trustees shall establish such Committees, *ad hoc* groups and other bodies that they consider necessary to assist them in conducting the work of the Trust effectively, efficiently and prudently in accordance with the Memorandum and Articles of the Trust and the Rules and Standing Orders of the Trust.
 - (b) Any Committee reporting directly to the Trustees shall include at least **two** Trustees amongst its membership. In addition, it shall be for the Trustees to determine whether one or more Trustees shall serve on any other body they may establish that reports to a Committee.

- (c) Notwithstanding the requirements set out in para.G.i (b), every Trustee shall have the right to attend any Committee or other body *ex officio* if he/she shall so wish and may participate in any discussion but **may not** participate in any decisions or recommendations to be passed to the Trustees or a Committee of the Trust.
- (d) The number of permanent Committees shall be kept to as small a number consistent with providing advice or information required by the Trustees to operate the Trust effectively. No limit is set to the numbers of *ad hoc* groups that shall be established from time to time for limited periods as required.
- (e) All Committees and *ad hoc* groups shall be required to report to the Trustees, or parent Committee, respectively, as required by the Trustees and it shall be the duty of the Chief Executive and Secretariat both to ensure that an accurate record is kept of meetings and an accurate report forwarded to the appropriate parent body.

ii) Committees

- (a) There shall be a Finance and Management Committee and a NBN Implementation Group or another such sub groups of the Board of Trustees to take forward the various actions.
- (b) The Chairman and Vice-Chairman of the Trustees shall be *ex officio* members of any Committee established by the Trustees and may participate fully in their work.

iii) The Finance and Management Committee

- (a) The Finance and Management Committee shall be responsible to the Trustees through the Treasurer, who shall be the Convenor of the Finance and Management Committee, for the proper conduct of all financial matters affecting the Trust. These include, *inter alia*.
 - (i) Overseeing all accounts and ensuring that they are kept in accordance with the appropriate regulations;
 - (ii) Overseeing all audit reports and ensuring that they are conducted in accordance with the appropriate regulations;
 - (iii) Overseeing all staffing issues and ensuring that all decisions made are in accordance with employment law;
 - (iv) Advising on financial policy generally and, in particular, assessing proposals made for funding any aspect of the Trust's work;
 - (v) Preparing the annual budget of the Trust for presentation to the Trustees;
 - (vi) Liaising as necessary with the Trust's Accountant and scrutinizing the annual accounts prior to their submission to the Trustees for approval and eventual onward transmission to the Charity Commissioners and Companies' House.
- (b) The Trustees shall appoint **three** of their number annually to serve on the Finance and Management Committee, other than the Chairman, and the Treasurer who shall normally be, *ex officio* Convenor of the Committee. In his/her unavoidable absence, the Treasurer shall nominate another member of the Finance and Management Committee to act in his stead, the name of the Acting Chairman to be conveyed to the members prior to any meeting.
- (c) The Chief Executive and Finance Officer shall be in attendance at all meetings of the Finance and Management Committee and may participate in the discussion of any item and the Trust's Auditor may attend by invitation.
- (d) The records of each meeting shall to be scrutinized for accuracy by the Treasurer, or substitute chairman, before submission to the succeeding meeting or to the Trustees.

- (e) The necessary quorum to validate any business transacted by the Finance and Management Committee shall be *the Chairman and one other*, although it is desirable that all members should be present when either the recommended budget is agreed or the annual financial report recommended to the Trustees.

iv) **The NBN Implementation Group or another such sub group**

- (a) Shall be responsible to the Trustees through the Chief Executive, who shall be the Convenor of the Strategy Implementation Group, for the proper conduct of all implementation of strategy matters affecting the Trust. These include, *inter alia*.
 - (i) Raise awareness of the NBN Trust's strategic priorities across the membership and others involved with the Network
 - (ii) Help develop strategic statements
 - (iii) Identify, outline scope and prioritise work areas
 - (iv) Oversee progress and report back to the Board of Trustees
- (b) The records of each meeting shall to be scrutinized for accuracy by the Chief Executive, or substitute chairman, before submission to the succeeding meeting or to the Trustees.
- (c) The Strategy Implementation group shall meet as required throughout the year.

v) **Project steering groups**

- (a) The steering groups shall be responsible for the planning and co-ordination of its theme within the NBN Trust Business Priorities.
- (b) The Trustees shall approve the term of reference of each steering group.
- (c) The membership of each steering group shall consist of active contributors or funders. Each working group shall determine its own modus operandi and quorum, which shall be reported to and approval sought from the Trustees through the Trust Chairman.
- (d) The duties of each steering group shall be to plan, promote and participate in the projects proposed by the group, approved by the reviewing meeting of SIG within its relevant theme, and the Trustees.
- (e) Annually they shall submit at the review meeting of Strategy Implementation Group
 - (i) A report on the progress of the projects carried out during the year together with an indication of how far they have met the approved plan
 - (ii) A proposed work schedule for future work to include projects with milestones and details of funding available as required to the relevant annual review group for comment, discussion and forwarding to the Trustees for their consideration.

vi) **Communications**

It shall be the duty of the Trustees to ensure that Members are kept informed of all public activities of the Trust and, also, so far as is expedient, that the general public is kept informed of the Trust's activities in so far as they are affected or likely to be affected by them.

- (a) The Trustees shall use such means as are available to them to ensure that all such communications are rapid, effective and accurate. A list of the various means and modes of communication adopted by the Trustees is given in Annexe 4, together with an indication of responsibilities for their maintenance.
- (b) The Trustees shall establish an *ad hoc* Communications group that will advise the Trustees through the Secretariat of what measures should be adopted to

promote communications both within the Trust and with the public, and of the efficacy of the measures.

vii) Assets

- (a) Such assets as the Trust may acquire shall be the sole property of the Trust and shall be held or utilized in accordance with a memorandum to be drawn up for each asset by the Trustees, provided always that its use is in accordance with the objectives of the Trust.
- (b) A list of assets is available by request through the NBN Secretariat.

viii) Intellectual Property Rights

- (a) The Trustees shall ensure that proper attention is paid at all times in the activities of every kind, or products of, the Trust, to the laws and procedures of English, Scottish and Northern Irish Law, save only when amended by decision of the European Union, and adopted by the Law of the countries of the United Kingdom, so long as they, severally, remain members of the European Union.
- (b) The Trustees shall prepare a document that they will make publicly available (Annexe 6), setting out these requirements based on the principles, so far as legally possible of:
 - (i) The encouragement of open dissemination and access to biodiversity data.
 - (ii) A common framework of conditions of access to such data.The Trustees shall seek to ensure that any co-operating organization recognized and in any way accredited by the Trust shall meet these requirements

ix) Changes to the Rules and Standing Orders of the Trust

- (a) Proposals for any change in the Rules and Standing Orders of the Trust must be made by at least **four** members of the Trust or by the Trustees at least **28 days** before the next meeting of Trustees. Such proposals must be considered at the **next** meeting of the Trustees **after** the proposal has been received. The default position **is that member approval will not be sought** unless the board considers it would be in the best interests of the charity to do so [to note that the Rules and Regulations must always be consistent with the charity's Articles of Association].

6) Annexes to the Rules and Standing Orders of the Trust

Annexe 1 Rules for the conduct of Trustees
