



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 25 June 2013. Revision approved by AGM on the 01 July 2015. Revision approved by AGM on 06 July 2016.

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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 or individuals 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.

- 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.

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 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, 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 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, 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 to apply to be 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 selected

B. Recruitment of Trustees

- i) Vacancies for Trustees will be advertised via appropriate channels detailing the skills experience and knowledge required for that post. Individuals from within and outside the Network will be eligible to apply for a position as Trustee.
- ii) Short-listing and interviews will take place against agreed criteria. Interviews will be carried out by a small panel of Trustees, including the NBN Trust Chairperson and Chief Executive.
- iii) Suitable, preferred, candidates will be appointed to the board subject to references, formal vetting and approval by the full trustee board.
- iv) On acceptance of the role, new trustees will be provided with a written description of their duties and the charity's expectation of them, which they are asked to sign and return.
- v) The new trustee(s) will undergo a full induction process.

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 6 of the Articles of Association. Trustees shall serve in accordance with the provisions of Articles 6 and 8 of the Articles of Association. They shall at all times promote the work of the Trust as defined in Items 5 and 6 of the Articles 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 Chair, a Vice-Chair and a Treasurer from amongst their number.
- ii) The appointment, termination and term of office of the Chair, Vice Chair and Treasurer (the appointed officers) shall be in accordance with **section 6** 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 Chair it shall be the responsibility of the Vice-Chair 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-Chair it shall be the responsibility of the Chair 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 Chair 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 Chair, the Vice-Chair at the time shall assume such powers and duties as are normally held by the Chair until either the Chair 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-Chair, the Chair shall, after consultation with the remaining Trustees, recommend a Trustee as Acting Vice-Chair until the Vice-Chair 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-Chair shall assume such powers and duties as are normally held by the Vice-Chair
- (3) In the case of the Treasurer, the Chair 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 shall be four or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the 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 Chair, Vice-Chair and Treasurer and allocation of service on other committees and bodies established by the Trust shall be decided as required and meeting dates to be arranged one year prior to falling due.
- iv) The Agenda for each meeting shall be prepared under the direction of the Chair 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 Chair, 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 Meeting

- i) Meetings shall be held in accordance with Article 2 of the Articles of Association.

- ii) 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.
- iii) 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.
- iv) At the Meeting, the following sequence shall be followed for the order of business:
 - 1. Appointment of Accountants and Auditors
 - 2. Presentation of the annual accounts for the last financial year
 - 3. Approval of any changes to the organisation's constitution if needed
 - 4. Any other ordinary resolutions
 - 5. Any other special resolutions
 - 6. Any other competent business.

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

- v) *An Extraordinary General Meeting may be convened to deal with any matters which cannot be addressed at the AGM*

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:

Unit F 14-18 St Mary's Gate
Lace Market
Nottingham
NG1 1PF

- ii) The general Office of the Trust is:

Unit F 14-18 St Mary's Gate
Lace Market
Nottingham
NG1 1PF

B. The Logo and associated wording

- i) The Trustees shall approve and register a Trust logo and associated wording with the appropriate Trademark organisation(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 Finance and Business Officer
 - (c) The Communications Officer
- ii) The Chief Executive shall be responsible for delivering the Trust's business plan. 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. Trustees appoint the Chief Executive Officer who then has the delegated authority to appoint other staff members.

F. Program of the Trust's work

- i) It shall be the duty of the CEO to prepare a Business Plan for the Trust for approval by the Trustees. The Business Plan shall be reviewed annually or at such other times as they deem necessary. The Business Plan 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 Business Plan shall consist of:
 - (a) the current staffing and financial situation of the Trust
 - (b) The priority actions/projects for the coming financial year, their key milestones and risks
- 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
- iv) The NBN Trustees will provide long term strategic direction for the CEO and the NBN Stakeholder. A rolling 5 year strategy will be developed by the CEO in partnership with the Stakeholder group and other working groups. A draft will be shared for consultation across the wider NBN membership.

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 Articles 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 Stakeholder Advisory Group or another such sub groups of the Board of Trustees to take forward the various actions.
- (b) The Chair and Vice-Chair 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 Chair, 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 Chair to be conveyed to the members prior to any meeting.
- (c) The Chief Executive and Finance & Business 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 Chair, 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 Chair 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 Stakeholder Advisory Group or another such sub group

- (a) Shall be responsible to the Trustees through the Chief Executive, who shall be the Convenor of the Stakeholder Advisory Group, for the proper conduct of all implementation of matters affecting the Trust. These include, *inter alia*.
 - (i) Representing the views of their organisations or sectors in relation to the direction and decisions of the NBN Trust
 - (ii) Raise awareness of the NBN Trust's aims, objectives and priorities across the membership and others involved with the Network
 - (iii) Help identify, outline and develop work areas
 - (iv)
- (b) The records of each meeting shall to be scrutinized for accuracy by the Chief Executive, or substitute Chair, before submission to the succeeding meeting or to the Trustees.
- (c) The Stakeholder Advisory 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 Chair.
- (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
