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|  | Organisational Standing Order 1 In Support of the Articles of Association |
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|  | 1. Full Membership |
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| Drawn from SO 2, Section 1  Drawn from SO 2, Section 2 and SO 3 Section 2 | 1.1 Full Membership (voting) shall be open to any organisation, operating in England, recognised by the Board of Trustees as having an important role to play in the development, promotion or delivery of sport and active recreation for disabled people.  1.2 The Company expects any Full Member to achieve minimum standards of corporate governance and effective operation. |
| Drawn from SO2, Section 2.7  Drawn from SO 5  Drawn from SO5 Section 1  Drawn from SO5 Section 2  Drawn from SO5 Section 3  Drawn from SO5 Section 4  Drawn from SO5 Section 5 | 1.3 The Company will be proactive in helping Full Members meet these expectations. Full Members should have the following:  1.3.1 A functioning committee/Board of management with appropriate elected officials;  1.3.2 Regular meetings (at least two per year) with minuted records of such meetings being available;  1.3.3 A set of objectives by which it judges its levels of success and effectiveness;  1.3.4 Agreed terms of reference and rules – either within its own constitution or through an agreement to adopt the guiding principles of the Company's constitutional documents;  1.3.5 Willingness to share best practice with other Members; and  1.3.6 If a membership body or forum, it is expected that it will have at least five organisations as active members (active in the areas set out in this Standing Order).  2. Regional Members  2.1 The Company will actively seek to have a Full Member body in each  English region. Regional organisations applying for Membership should be  operating in a way which demonstrably improves the position of disabled  people in sport and active recreation and includes:  2.1.1 Exchanging information and sharing learning, particularly on  best practice;  2.1.2 Recognised as providing an important representative and  leadership voice;  2.1.3 Brokering engagement between key partners including CSPs,  NGBs and NDSOs;  2.1.4 Seeking increased resources and stronger infrastructure to  support disabled peoples’ active recreation;  2.1.5 Coordinating training and CPD activity;  2.1.6 Providing information on, and strategic connection with,  national strategies of key agencies such as Sport England and  the Company;  2.1.7 Coordinating performance pathways; and  2.1.8 Advocacy in connecting with disabled people’s  organisations beyond the sports sector.  3. NDSO Members  3.1. The Company will actively seek to have a Full Member body representing  each impairment group and long-term condition. National Disability Sports  Organisations (NDSOs) and similar bodies must evidence that they meet the  following requirements:  3.1.1 National organisation - working on at least England wide basis.  For the avoidance of doubt, this does not preclude organisations  who work on a wider GB or UK wide basis.  3.1.2 Impairment or condition specific - set up primarily to serve a  specific impairment group or health condition or collection of  Impairments/condition groups.    3.1.3 Sport or active recreation focused - working to increase active  recreation or sport by the impairment group(s) they represent.  3.1.4 Reach and influence - significant influence in the context of the  impairment group(s) being presented and is a valid  representative voice.  3.1.5 Source of specialist expertise - recognised as a source of  knowledge and technical expertise about inclusion in sport or  active recreation for the impairment group they represent and  is willing and able to share this with other sports and disabled  organisations. |
| Drawn from SO5 Section 7  Drawn from SO5 Section 8  Drawn from SO 3 Section 1  Drawn from SO 2 Section 3  Drawn from SO2 Section 4  Drawn from SO 1 Section 2 and 4  New Content | 3.1.6 Fit for purpose - has been in existence for at least a year, has a  signed constitution, a clear governance and accountability  structure and effectively manages and delivers its current  objectives within available resources. It will meet an appropriate  level of compliance with prevailing governance requirements.  3.1.7 Unique - There is no other organisation operating in England  that provides the same services to and representation of the  impairment/condition group or that could better act on  behalf of that group.  4. Associate Membership  Associate membership (non-voting) shall be open to leading organisations operating within England with relevant experience and knowledge of sport, active recreation, disability and health issues, or other areas of expertise recognised by the Board of Trustees as assisting in the development and promotion of the Objects. For the avoidance of doubt, National Governing Bodies of Sport (“NGBs”) will be considered for Associate Membership of the Company.  5. Approval and Removal  5.1 Approval of applications for Membership and any decisions for the removal of Membership are the responsibility of the Board.  5.2 Once any organisation attains Membership, regular two-way positive contact will be maintained with the Company's management, staff and other Members. Should the organisation know of any change of circumstance which may put its Membership of the Company at risk, immediate contact should be made with the Company's Chief Executive (Company Secretary), for any necessary help and support.  6. Council of Members  6.1 The Council of Members comprises all Full and Associate Members. The Council will meet at least annually to provide guidance and advice to the Board, enabling the Company to benefit from the skill, knowledge and experience of its Membership.  6.2 All General Meetings of the Council of Members will be conducted with transparency and integrity. Minutes of all General Meeting will be published on the Company's website.  7. General  In the event of any conflict between these Organisational Standing Orders and the Articles of Association, the Articles shall take precedence and the Chair's decision in relation to any such conflict shall be final and binding.  Words or expressions that are capitalised in these Organisational Standing Orders shall have the meaning given to them in the Articles of Association, unless the context otherwise requires. |
|  | Description: EFDS logo |
|  | Organisational Standing Order 2 In Support of the Articles of Association |
|  | EFDS Trustees’ Code of Conduct |
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| New Content | 1. It is the responsibility of all Trustees to:  1.1 Act in accordance with the governing documents and the law (company and charity) – being aware of the contents of the organisation’s governing document and the law as it applies to EFDS.  1.2 Apply “The seven principles of public life” (Nolan) covering selflessness, integrity, objectivity, accountability, openness, honesty and leadership. In addition, Trustees will remain aware of better practice principles emerging to guide their work of and those holding “public office”.  1.3 Act, at all times, in the best interest of the EFDS as a whole – considering  what is best for the organisation and its beneficiaries and avoiding bringing the  EFDS into disrepute.  1.4 Manage conflicts of interest effectively – registering, declaring and resolving conflicts of interest. Not gaining materially or financially unless specifically authorised to do so.  1.5 Respect confidentiality – understanding that confidentiality is essential to the successful operation of EFDS and its Board of Trustees, facilitating open discussion on decision making together with collective responsibility.  1.6 Have a sound and up-to-date knowledge of EFDS and its environment – understanding how EFDS works and the environment within which it operates.  1.7 Attend meetings and other appointments or give apologies – considering other ways of engaging with the organisation if unable to attend Trustee meetings.  1.8 Prepare fully for meetings and all work for EFDS – reading papers, querying anything you don’t understand and thinking through issues in good time before meetings.  1.9 Actively engage in discussion, debate and voting in meetings – contributing positively, listening carefully, challenging sensitively and avoiding conflict.  1.10 Act jointly and accept a majority decision – making and accounting for decisions collectively, standing by them and not acting individually unless specifically authorised to do so.  1.11 Work considerately and respectfully with all – respecting diversity, different roles and boundaries, and avoiding giving offence.  Alleged Infringement of the Code |
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| Drawn from SO 7, Section 1  Drawn from SO 7, Section 2 | 2. Articles of Association states that in the event of a suspension of a Trustee following an alleged infringement of the Trustees Code of Conduct, the Board of Trustees will follow a detailed investigation which may lead to a final decision on whether to remove the Trustee from office. In the case of Member Nominated Trustees there will be a final appeal to a General Meeting of the Members.  3. The investigation process is as follows: |
| Drawn from SO 7, Section 2.6.  Drawn from SO 7, Section 2.7.  Drawn from SO 7, Section 2.8.  Drawn from SO 7 Section 2.9.  Drawn from SO 7 Section 2.10  Drawn from SO 7, Section 2.11.  New Content | 3.1 After a decision is made by the Board of Trustees to suspend a Trustee, an investigation process will commence. This will be led by the Company Secretary, who will co-opt appropriately skilled resources from both within and outside the Company to assist in the investigative process that will be followed in accordance with the Articles of Association.  3.2 The Company Secretary will gather all required information and evidence and (after considering the matter in the light of any written or oral representations that the Trustee concerned puts forward in defence of his or her alleged infringement of the Code of Conduct) submit a report to the Chair (or, if the Chair has been suspended, to the Senior Appointed Trustee).  3.3 Upon receipt and review, the Chair/Senior Appointed Trustee will make a decision as how to proceed in the matter.  3.4 Should the investigation report prove that there has been no infringement of the Code of Conduct, the Trustee will be informed and re-instated to the Board of the Trustees. The matter will then be closed.  3.5 Should the investigation report prove that there has been a minor infringement of the Code of Conduct, the Trustee will be informed and may be given a verbal and/or written warning as to their future conduct and re-instated to the Board of Trustees. The matter will then be closed.  3.6 Should the investigation report prove that there has been a serious infringement of the Code of Conduct, the Trustee will be informed and will remain suspended. The Board of Trustees will then consider the matter further and make a final decision. This may take the form of a written warning as to their future conduct and the Trustee will be re-instated to the Board of Trustees. The matter will then be closed. Should however the Board of Trustees feel that a warning is insufficient sanction, it may decide that the Trustee be dismissed.  Member Nominated Trustees  3.7 Should the investigation report prove that there has been a serious infringement of the Code of Conduct, the Trustee will be informed and will remain suspended. The Board of Trustees will then consider the matter further and make a final decision. This may take the form of a written warning as to their future conduct and the Trustee will be re-instated to Board. The matter will be closed. Should however the Board of Trustees feel that a warning is insufficient sanction, it may recommend that the Trustee be dismissed, and if so the Trustee will remain suspended.    3.8 If the Board of Trustees recommends dismissal of a Member Nominated Trustee, this must be formally submitted to a General Meeting as soon as practically possible for consideration. All relevant information/evidence must be given to both the suspended Trustee and the Members of the Company to enable due consideration of the issues at least 14 days before the date of the General Meeting.  3.9 Any suspended Member Nominated Trustee will be given the opportunity to address the Company in writing; this must be provided no less than 3 days before the General Meeting and also to give a verbal address at the General Meeting.  3.10 Following presentation of the relevant evidence/information to the General Meeting, the Members will be asked to vote on the Board of Trustees recommendation to dismiss the Trustee.  3.11 Should the Company approve the motion to dismiss the Trustee; the suspended individual will be dismissed from the Board of Trustees, with no right of appeal. The matter will then be closed.  3.12 Should the Company reject the motion to dismiss the Trustee; the suspended individual will be re-instated to Board of Trustees. The matter will then be closed.  General  4. In the event of any conflict between these Organisational Standing Orders and the Articles of Association, the Articles shall take precedence and the Chair's decision in relation to any such conflict shall be final and binding.  Words or expressions that are capitalised in these Organisational Standing Orders shall have the meaning given to them in the Articles of Association, unless the context otherwise requires. |
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|  | Organisational Standing Order 3 In Support of the Articles of Association |
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|  | Composition of the Board of Trustees – Equality and Diversity |
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| Drawn from SO 4  New Content | 1. The Board of Trustees will aim to be fully reflective of the wider community the Company serves by being appropriately representative of disabled people and applying the equality principles as set out in the Equality Act 2010.  2. The Company is committed to ensuring it is both fully supportive of, and compliant with, all relevant regional, national and international laws, rules, regulations and standards including those imposed by any governmental or regulatory authority and all applicable industry standards and standards determined by any self-regulatory body which apply from time to time relating to both equality and diversity. This applies to not only the Board of Trustees but throughout the Company and will be monitored by the Board of Trustees.  3. The Board of Trustees will demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity generally on its Board of Trustees, including, but not limited to Black Asian and Minority Ethnic (BAME) diversity, sexuality and gender. The Board of Trustees will develop and report on progress towards achieving its objectives and report on these openly. As an organisation focused on sport and active recreation for disabled people the Company will, in particular, aim to ensure full representation, engagement and influence of disabled people at all levels of the organisation.    4. In line with its diversity policy and a proactive approach to succession planning, the Company is committed to the adoption of appropriate standards such as the Equality Standard for Sport and to progressing to an appropriate level of achievement. Executive leadership of that process sits with the Chief Executive along with a named Trustee champion to oversee progress. This work will be underpinned by a clear plan and progress will be reported regularly to Members.  5. The Company will undertake an annual equality audit of the Board of Trustees, employees of the Company and its Membership and will proactively seek to ensure that the voice of disabled people is well represented by the Board of Trustees. By maintaining a clear focus on the wider skills mix agreed in order to deliver a balance of expertise across the Board of Trustees, it will be able to test how both disabled and non-disabled Trustees bring the range of required skills to the Board of Trustees.  General  6. In the event of any conflict between these Organisational Standing Orders and the Articles of Association, the Articles shall take precedence and the Chair's decision in relation to any such conflict shall be final and binding.  Words or expressions that are capitalised in these Organisational Standing Orders shall have the meaning given to them in the Articles of Association, unless the context otherwise requires. |
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|  | Description: EFDS logoOrganisational Standing Order 4  In Support of the Articles of Association |
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|  | Appointment Process for Member Nominated Trustees |
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| Drawn from SO 6  New Content | 1. Member Nominated Trustees are nominated by the Members and will comprise a maximum of one third of the Board of Trustees.  2. The Articles of Association state that there will be an election process to fill Member Nominated Trustee vacancies at any General Meeting of the Company. There will be no distinction between new candidates seeking election for the first time and those retiring at the end of their term of office and (if applicable) seeking re-election.  3. The election process will be formal, rigorous and transparent.  4. No individual shall be elected as a Member Nominated Trustee until (s)he has provided the Company with a declaration of a good character.  5. On election each Member Nominated Trustee shall be given a written statement of their responsibilities.  6. All new Member Nominated Trustees will receive a full, formal and tailored induction on joining the Board of Trustees.  7. Member Nominated Trustees may be paid all reasonable out of pocket expenses properly incurred by them in attending meetings of the Board of the Trustees or in connection with the business of the Company or in the exercise of their powers and discharge of their responsibilities in relation to the Company.  Application and Shortlisting Candidates  8. The election process for Member Nominated Trustees is as follows:  8.1 All candidates wishing to become a Member Nominated Trustee must  submit to the Company Secretary an appropriately detailed CV  together with a covering letter and statement. This must include why  they wish to join, or remain on the Board of Trustees and what skills,  competencies and experience they would bring that would benefit  the Company;  8.2 An interview panel convened by the Chair of the nominations  committee, comprising a Trustee, an Authorised Representative of  a Full Member and an Authorised Representative of an Associate  Member, will review all ‘new applicant candidates' and select an  initial long-list of suitable candidates;  8.3 If more than one interview panel is required, the Chair will after the  completion of the actions in 8.2 above, convene a joint review  meeting of all panel long lists to give a short list for invitation to  interview;  8.4 A further analysis of candidates will be carried out and a short-list  produced by the panel(s);  8.5 The short-listed candidates (new applicants) will be interviewed by  the panel;  8.6 The panel will produce a summary of the skill sets, competencies  and experience of each interviewee.  8.7 A summary of the skills, competencies and experience of any existing  Trustee seeking re-election will also be prepared by the chair of the  nominations committee.  8.8 The panel will present the summary to the Company with clear  recommendations of those deemed to best fulfil the required  skills, competencies and experience required by the Board of  Trustees.  8.9 There will be no distinction in the election process between  existing Member Nominated Trustees, retiring at the end of their  term of office and (if applicable) seeking re-election and new  candidates seeking election to the Board of Trustees.  8.10 At a General Meeting of the Company, Members will be invited  to indicate their preference for voting to fill the relevant  vacancies, by either a show of hands or a poll.  8.11 If a poll is called for, this will be by secret ballot.  8.12 The method by which votes are cast in either a show of hands or a  poll is the traditional ‘first past the post’ system, where a  resolution to the meeting is for each named candidate and a yes  or no vote is taken, with those with most yes votes are elected.  8.13 The voting process and distribution of any necessary voting  papers and instructions for completion will be overseen by a  senior employee of the Company, who is neither the Company  Secretary nor a former member of the Board of Trustees. This  individual, who will act as the returning officer will be nominated and  made known to the Company before the voting process takes place.  Compilation of the votes cast will be undertaken by the returning    officer and one other independent person, whose identity will also  be disclosed to the Company before votes are cast.    8.14 The result of the voting process will be announced by the Chair of  the General Meeting, during the General Meeting.  General  9. In the event of any conflict between these Organisational Standing Orders and the Articles of Association, the Articles shall take precedence and the Chair's decision in relation to any such conflict shall be final and binding.  Words or expressions that are capitalised in these Organisational Standing  Orders shall have the meaning given to them in the Articles of Association,  unless the context otherwise requires. |
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|  | Organisational Standing Order 5  In Support of the Articles of Association |
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|  | Appointment Process for the Chair and Appointed Trustees |
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| Drawn from SO 6  New Content | 1. Up to seven Appointed Trustees will be appointed by the Board following the procedures set out in this Standing Order. At least 25% of the Board of Trustees shall be 'Independent Directors', as that term is defined by Sport England and UK Sport in the document entitled 'Code for Sports Governance' as amended from time to time.  2. The Articles of Association states that there will be an appointment process to fill Appointed Trustee vacancies at any meeting of the Board of Trustees. There will be no distinction between new candidates seeking appointment for the first time and those retiring at the end of their term of office, and (if applicable) seeking re-appointment.  3. The appointment process will be formal, rigorous and transparent and all appointments shall be made on merit and in line with the skills required of the Board of Trustees.  4. No individual shall be appointed as an Appointed Trustee until (s)he has provided the Company with a declaration of a good character.  5. On appointment each Appointed Trustee shall be given a written statement of their responsibilities.  6. All new Appointed Trustees will receive a full, formal and tailored induction on joining the Board of Trustees.  7. Trustees may be paid all reasonable out of pocket expenses properly incurred by them in attending meeting of the Board of Trustees, or in connection with the business of the Company or in the exercise of their powers and discharge of their responsibilities in relation to the Company.  8. The appointment of the Appointed Trustees shall be via an open, publicly advertised recruitment process.  Application and Shortlisting Candidates  9. The appointment process for the Appointed Trustees is as follows:  9.1 All candidates wishing to become Appointed Trustees must submit to  the Company Secretary an appropriately detailed CV together with a  covering letter and statement. This must include why they wish to join,  or remain on the Board of Trustees and what skills, competencies and  experience they would bring that would benefit the Company;  9.2 An interview panel convened by the Chair of the nominations  committee will review all ‘new applicant candidates ‘and select an  initial long-list process of suitable candidates;  9.3 If more than one interview panel is required, the Chair will after the  completion of the actions in 9.2, convene a joint review meeting of  all panel long lists to give a short list for invitation to interview;  9.4 A further analysis of candidates will be carried out and a short-list  produced by the panel(s);  9.5 The short-listed candidates (new applicants) will be interviewed by  the panel;  9.6 The panel will produce a summary of the skill sets, competencies  and experience of each interviewee.  9.7 A summary of the skills, competencies and experience of an existing  Trustee seeking re-appointment will also be prepared by the chair of  the nominations committee.  9.8 The panel will present the summary to the Board of Trustees with  clear recommendations of those deemed to best fulfil the required  skills, competencies and experience required by the Board of  Trustees.  9.9 There will be no distinction in the appointment process between  existing Appointed Trustees, retiring at the end of their term of office,  and (if applicable) seeking re-appointment and new candidates  seeking appointment to the Board of Trustees.  10. The appointment process for the Chair will be the same process outlined in 10.1-10.9 above in respect of Appointed Trustees, apart from:  10.1 All suitable candidates for the office of Chair, whether a new short-  listed applicant or an existing Trustee will be invited for interview by  a panel agreed by the chair of the nominations committee.  General  11. In the event of any conflict between these Organisational Standing Orders and the Articles of Association, the Articles shall take precedence and the Chair's decision in relation to any such conflict shall be final and binding.  Words or expressions that are capitalised in these Organisational Standing Orders shall have the meaning given to them in the Articles of Association, unless the context otherwise requires. |
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