

# REAL TIME CLUB LIMITED Standing Orders

v3 12.01.2015

1. Purpose of this document
  - a. These Standing Orders shall provide guidance to the Council and Members on the conduct of business in the Club: they should be read in conjunction with the Club's Constitution.
  - b. Words capitalised in this document shall have the meaning where the context so permits given in the definitions contained in the Constitution.
2. Membership
  - a. Life Membership
    - (1) shall be continued for existing Life Members as at the date of adoption of these Standing Orders by the Club;
    - (2) may be granted to distinguished persons invited from time to time to become Life Members by the Council or Ordinary Members or Guarantor Members who the Council consider have provided outstanding services to the Club.
  - b. Membership
    - i. Members agree to abide by the following rules:
      - (1) Not to be boring – to bring to meetings and the business of the club a lively, provocative, challenging and stimulating approach;
      - (2) To follow the Chatham House Rule concerning what happens at meetings: “participants are free to use the information received, but neither the identity nor the affiliation of the speakers, nor that of any other participant, may be revealed”;
    - ii. Members have the right to:
      - (1) Vote in elections for Council;
      - (2) Make proposals for changes in the Club's constitution;
      - (3) Vote on proposals for changes in the Club's constitution;
      - (4) Propose topics for speakers to address at dinners of the Club;
      - (5) Propose good causes to be supported and promoted by the Club;

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- (6) Propose topics to be pursued by a caucus of the Club, subject to agreement by Council.
  - c. Any person attending a dinner or other event organised by the Club who is not already a Member will become *ipso facto* a temporary member for the duration of that event. Such temporary members will be required to obey the two rules set out in paragraphs 2.b.i.(1) and 2.b.i.(2) above. They will be advised of this requirement on attending the dinner and kept informed of Club events through the website and email.
  - d. Becoming a Member
    - i. Any person shall be deemed to be an Ordinary Member if they attend, or pay for attendance for their own use, at two events in a rolling 12 month period.
    - ii. Ordinary Membership shall continue from the date a person joins the Club by meeting the criteria in 2.d.i above until membership lapses through failing to meet the attendance criteria.
    - iii. Membership shall be terminated for any Member who, having committed a breach of the rules, subsequently failed to reach an accommodation with the Club to repair such breach.
    - iv. Any Ordinary Member or Life Member may request to become a Guarantor Member by e-mail to the Secretary and completing the relevant declaration form undertaking to provide a guarantee.
3. Breaches of club rules
- a. Any Member who is believed to have failed to observe the rules set out in paragraph 2 above shall be approached by a designated representative of the Council, with a view to agreeing a satisfactory resolution of the alleged transgression. If such an agreement cannot be reached, the matter shall be discussed at the next following meeting of Council and a plan of action agreed. Such plan of action may include termination of membership, especially in the case of conduct prejudicial to the good name and reputation of the Club.
  - b. If termination of membership is decided upon, the Chairman will write to the Member to inform them of the decision.

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### 4. Governance

- a. There shall be limits for the number of consecutive years that an elected Officer may hold office: namely, two years in the case of Chairman and vice-Chairman; and five years in the case of the Secretary and Treasurer.
- b. Exceptions to this rule concerning periods of office shall require the consent of a General Meeting of the Club.
- c. There shall be an Annual General Meeting of the Club, usually held at the event immediately prior to the end of the financial year, for which notice of not less than 20 business days shall be given to all Members by e-mail, with the following mandatory business:
  - i. Receipt of a report from the Chairman on the business of the previous year;
  - ii. Receipt of a report from the Treasurer on the finances of the Club;
  - iii. Elections for new incumbents of any positions falling vacant at the time of the meeting;
  - iv. Any other business advised to the Chairman at least 10 business days before the meeting's date;
  - v. Handover as appropriate from the current Chairman to the new Chairman.
- d. General Meetings may be convened for any valid purpose.
  - i. Council may at its instance call such a meeting by giving notice of not less than 20 business days to Members of the date and agenda for the meeting.
  - ii. 20 Members may also call a General Meeting by communicating their wish to do so in writing or via email to the Secretary of the Club for the time being and providing a set of motions to form the basis of the agenda for such General Meeting. The date for such meeting shall be determined by the Secretary, who shall give notice of not less than 20 business days to all Members by e-mail.
  - iii. Such a meeting will be considered quorate if 20 Members attend.
  - iv. Matters included in the meeting agenda requiring a decision shall be decided by a simple majority vote of those attending, to be conducted under the management of the Secretary using a secret ballot.

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- v. If the motions include an expression of a lack of confidence in the current Council, an independent returning officer shall be appointed from outside the membership of the club.
  - e. Matters relating to the Company requiring the consent of members shall be determined at the instance of the Board by written resolution to all Guarantor Members, which will be passed or rejected when the relevant majority as set out in the Articles or by statute or regulation is reached or otherwise as the case may be.
5. Conduct of Elections
- a. The Secretary will announce to Members of the Club in the notice of the Annual General meeting what positions on Council will be falling vacant in the following financial year.
  - b. Members will be invited in that communication to nominate candidates for positions falling vacant at least 5 business days before the date of the meeting by e-mail to the Secretary.
  - c. Elections will be undertaken at the Annual General Meeting using a secret ballot and determined on a simple majority basis.
  - d. The immediate past Chairman will act as returning officer. In the event of a tied vote, he will have a casting vote.
  - e. If only one candidate is available for any position, that candidate shall be deemed to have been elected.
  - f. Where no candidates come forward for any position, the Chairman may seek nominations from the floor of the meeting.
6. Maintenance of these Standing Orders
- a. This document shall be kept up to date according to the needs of the Club by the Council of the day.
  - b. The Council shall be empowered to make non-material changes to these Standing Orders which in their determination are for the purposes of correcting errors, adding clarification or enhancing the effective, efficient or economic operation of the Club.