



### **BYLAWS OF THE RADIO SOCIETY OF GREAT BRITAIN**

Amended 17 December 2014, 17 February 2018, December 2019

#### **1.0 INTERPRETATION**

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the Society” means the Radio Society of Great Britain.

“the Articles” means the Articles of Association of the Society.

“the Bylaws” means the bylaws of the Society for the time being in force.

“Member” means any Member of the Society, as defined in Article 8 below.

“the Board” means the Board of the Society.

“President” is the President of the Society for the time being.

“Board Member” means any Member of the Board of the Society.

“Regional Representative” means a candidate duly elected by the Membership to serve as Regional Representative and on the Volunteer Leadership Team

“Nominated Director” means a Board Member appointed following nomination by the Nominations Committee for approval by the Membership in election

“Elected Director” means a Board Member appointed after being proposed by Members and approved by the Membership in election

“Volunteer Leadership Team” means the Board, Regional Representatives, Committee Chairs, Honorary Officers, General Manager and senior HQ staff as determined from time to time by the Board.

“executed” includes any mode of execution.

“Office” means the registered office of the Society.

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“the Seal” means the common seal of the Society.

“Secretary” means the Company Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain, Northern Ireland the Isle of Man and the Channel Islands.

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“the RSGB Year” means 1 January to 31 December inclusive in each calendar year.



Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations. Unless the context otherwise requires, words or expressions contained in these Bylaws bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Society.

## **2.0 OBJECTIVES OF THE SOCIETY**

The Radio Society of Great Britain is a Company Limited by Guarantee, registered under the Companies Act 2006. The objectives of the Society are given in its Memorandum and Articles of Association.

The objectives include:

- To promote the general advancement of the science and practice of radio communication.
- To facilitate the exchange of information and ideas on these subjects amongst its Members.
- To obtain the maximum liberty of action consistent with safeguarding the interests of all concerned.

Services provided by the Society's Headquarters staff and by volunteer effort from Members include:

Essential links with outside bodies such as Ofcom, IARU, ITU, British Standards Institution, IET and the Radio Communications Foundation.

Organisation of exhibitions, conventions, rallies, round tables, special meetings.

Provision of technical and other information through publication of periodicals, the RSGB website and books.

Organisation of general operating services such as Observation Service and Intruder Watch.

Provision of news and information through such mediums as may be deemed appropriate, which may include GB2RS news broadcasts; diary of events; information sheets; headline news service; film / tape / slide / video library and internet-based services.

Providing direct services to Members as may be determined from time to time.

## **3.0 STRUCTURE OF THE SOCIETY**

### **3.1 Governance of the Society**

The Society is a company limited by guarantee under the Companies Act 2006. Under the Act, the general governance of the Society is the responsibility of the Board acting within the Memorandum and Articles of Association.

#### **Board**

Board Members will be appointed and serve as defined in the Society's Articles of Association.

#### **Regional Representatives**

Members of the Society in each Region shall elect their Regional Representative (the number and composition of the Regions being as determined by the Board and recorded in the Bylaws of the Society). Details of the Regional Representative roles and responsibilities are given at Appendix 1.

#### **Patron**

The President may, from time to time and on the advice of the Board, invite an appropriate person to be a Patron of the Society.

#### **Voluntary Support**

A significant part of the workload of the Society is carried out by the Standing Committees. The Society has Regional Representatives, District Representatives, Committee Chairs, Honorary Managers, Officers or organisers and a number



of representatives on outside bodies. Appropriate terms of reference are given in the later sections of these Bylaws. Volunteer officers of the Society (including Board and Regional Representatives) are expected to have email facilities and be prepared to conduct much of the business of the Society by electronic and virtual working.

The Board, Regional Representatives, Committee Chairs, Honorary Officers, General Manager and senior HQ staff as determined from time to time by the Board, shall comprise the “Volunteer Leadership Team” of the Society.

### **3.2 President**

The President shall be any Member of the Society who, in the view of the Membership, has rendered outstanding service to the Society or who has made acknowledged eminent contribution to radio research, experimentation, communication or a related subject and who can in the opinion of Members fittingly represent the Society in such office.

The Member appointed to fill the office of President will be determined through a ballot of Members.

A President may be removed from office by a unanimous decision of the rest of the Board. The President is an ex-officio member of all committees of the Society. The President will enjoy the privilege of Life Membership after his/her period of office.

### **3.3 Treasurer**

The appointment of the Treasurer is defined in the Articles of Association.

### **3.4 General Manager**

The General Manager shall be appointed by the Board, and administer the Society based on an employment contract for such term, at such remuneration and upon such conditions as the Board may think fit, and any General Manager so appointed may be removed by the Board.

### **3.5 Company Secretary**

The appointment of the Company Secretary is defined in the Articles of Association.

### **3.6 Responsibilities of Members of the Board and Regional Representatives**

In addition to the responsibilities defined in the Articles of Association all Members of the Board carry a responsibility to the membership for strategy, scrutiny, operations review of all aspects of the Society's operations, including the creation and maintenance of a strategic plan and full overview of its delivery.

Regional Representatives have responsibility for the representation of Members interests to the Board, promotion of the Society and its strategies to members and co-ordination of Society activities in their regions. In partnership with their District Representatives, they arrange and / or attend local gatherings of Members and bring to the notice of the Volunteer Leadership Team as appropriate any matters of general concern in the regions. (See Appendix 1)

**3.6.1** All Directors, whether nationally elected, nominated or co-opted to the Board have an equal responsibility in law to the Members. All Directors will therefore be registered with Companies House upon appointment.

### **4.0 Nomination and Election of Board Members and Regional Representatives**

The procedure for the nomination and election of Members to the Board and of Regional Representatives is as defined in the Articles of Association and below.

**4.1** The President, Board and Regional Representatives' terms of office start immediately after the AGM. Not later than 1 January in each RSGB year the Company Secretary shall send to each Member entitled to vote a list of those Board and Regional Representative who, to the knowledge of the Company Secretary on the preceding 1 December, will retire at the succeeding AGM, indicating those who are willing to accept nomination and eligible for re-election and



whether the vacancies so arising are to be filled by election of a Member to the Board or by the election of a Regional Representative. Similarly, the Company Secretary shall indicate whether a vacancy exists for President for the forthcoming period.

**4.2** Upon receipt of the Company Secretary's notification of vacancies and by not later than the date set out in the notification any qualifying Member may seek election (where a vacancy exists) as President, Elected Director or Regional Representative. He/she should do so in writing (by posted hard copy or a signed document scanned and emailed with a hard copy by post) to the Company Secretary at HQ. To form a complete application, they must enclose the following in writing:

- a) Signed consent to accept office if elected.
- b) Confirmation that the Member believes they meet the published "Requirements for Office", as determined by the Board from time to time.
- c) A statement that they will observe the Society's Code of Conduct and Core Ethos and support the Society's strategies.
- d) A statement as to whether the nomination is for a President, Board Member or Regional Representative. For Regional Representative the Member seeking office must state their address and confirm that their permanent or main residence is in the Region for which they seek nomination.
- e) A statement declaring any commercial interest in the field of amateur radio.
- f) A CV or statement of 100 words maximum describing pertinent experience. Any of the following should be mentioned:
  1. Involvement with decision making in organisations of similar or larger size than the RSGB
  2. Experience of RSGB procedures or committee membership
  3. Writing for RSGB publications
  4. Any duties as an RSGB local representative
- g) A CV in not more than an additional 100 words (250 for Board and President candidates) including what they hope to achieve if elected. Candidates should note:
  1. Extravagant or nonsensical promises will be edited by the Secretary as holders of these Offices are expected to act as part of a team. Otherwise statements will be published verbatim.
  2. The CV and Statements will be circulated with the ballot papers, published in RadCom and on the RSGB website.
  3. The CV must include a recent head-and-shoulders photograph which is suitable for publication.
- h) A list of names of their nominators as described in 4.3 below.

**4.3** Nominations must be made by the method stated in the Secretary's notification of vacancies:

- a) The nominations must be received by the Secretary at HQ no later than the date set out in the notification and will only become effective once the written consent of the nominated Member to accept office if elected is received.
- b) Any ten Members entitled to vote may nominate any qualified Member as candidate for Elected Director by sending to the Secretary their respective nominations.
- c) Any 25 Members entitled to vote (of whom at least five shall be from the Volunteer Leadership Team of the Society), drawn from at least three Regions may nominate any qualified Member as candidate for President by sending to the Secretary their respective nominations.
- d) Any ten Members entitled to vote and resident in the Region for which an election is being held may nominate any qualified Member as candidate for Regional Representative by sending to the Secretary their respective nominations.



**4.4** Each such nominator shall be entitled to nominate only one Member for appointment as President or Director. For the avoidance of doubt, nominators may nominate only one Member as Regional Representative but may also nominate another Member as President or Director.

**4.5** Any candidate nominated to stand for election as President may, if they so wish, stand in the ballot for Elected Director(s), if not elected President.

**4.6** Where a vacancy among the Members elected on a Regional basis occurs other than under Article 4.1 of the Bylaws, the Board shall have power to co-opt any qualified Member until the next available AGM subject to the appointee having their permanent address within the relevant Region.

**4.7** Where the Company Secretary has indicated he/she wishes to stand for election to an elected post he/she must excuse him/herself from the election process and the Board will appoint a suitable person to carry out his/her election duties.

## **5.0 BALLOT FOR ELECTION AS PRESIDENT, REGIONAL REPRESENTATIVE AND THE BOARD**

**5.1** In the event that the number of valid nominations under 4.2 exceeds the number of vacancies arising under Article 4.1 of these Bylaws a ballot shall be held. Voting in the election for President or to the Board or as Regional Representative shall be conducted by way of a manual system involving a paper document and/or by way of an electronic system involving an electronically generated document. Both systems shall be described as a "ballot paper".

**5.2** If a ballot is required then the Board shall send to each Corporate Member (as defined in Article 8.0 of these Bylaws) entitled to vote, not later than 21 days before the date of the election, a ballot paper containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated.

**5.3** The ballot papers shall provide a space in line with the name of each candidate thereon and each Corporate Member voting shall place a cross in the space against the name of each candidate for whom he desires to vote but so that the number of names so marked with a cross shall not in any case exceed the number of names to be elected to the respective offices. The ballot papers, marked as determined by the Board from time to time, shall be returned so as to reach the Company Secretary not later than twenty-four hours before the date fixed for the Election. In the ballot for the Regional Representatives, no Member shall vote for more than one Regional candidate and both voter and the candidate for whom he votes shall be resident in the same Region.

**5.4** In the case of ballot for the President, candidates may also stand for election to the Board (to allow for them being unsuccessful in the ballot for President). In such case, the number of candidates voted for by each Member for Directors may be increased by one, to allow for one of the Director candidates being appointed President.

**5.5** Each Corporate Member may vote for fewer candidates than there are vacancies to be filled. Any ballot paper which does not comply with all the requirements of this and the preceding Bylaw shall be null and void.

**5.6** The Society shall use the service of an external independent organisation (eg Electoral Reform Services (ERS)) to oversee and administer the conduct of the election.

**5.7** In the event of it not being possible to report the election of the prescribed number of persons to fill the vacancies on the Board or Regional Representative owing to an equality of votes, the names of the candidates having the same number of votes shall be submitted to the President who shall determine by his casting vote or votes which candidate or candidates having equality of votes shall be elected.

**5.8** The Society shall announce the results of the ballot within forty-eight hours of completion of the Election. Notices will be posted in RadCom, GB2RS and on the 'Members only' section of the website

## **6.0 GUIDANCE FOR THE CONDUCT OF BOARD MEETINGS**

The Standing Orders are contained in Appendix 2.



## **7.0 RSGB AFFILIATED SOCIETIES AND CLUBS**

**7.1** The Society may admit clubs and societies interested in radio research, experimentation, communication or related subjects to such privileges of affiliation to the Society as shall be laid down by the Board from time to time.

**7.2** The annual subscriptions to be paid by such societies shall be fixed by the Board.

**7.3** After due notification an affiliated society which is two months in arrears with its annual subscription or which does not comply with the Society's requirements of Affiliated Society's may be dis-affiliated by order of the Board. Further details are given in Appendix 3. Prior to making a dis-affiliation order the Board will give the Affiliated Society in question the opportunity to make representations to a Panel of Board Members by whatever means are, in the view of the Board, practical and expedient.

## **8.0 MEMBERSHIP**

The Society shall consist of Individual Members and Honorary Members (hereinafter together called "Corporate Members") and Junior Members. The rights and privileges of every member of any class shall be personal to himself / herself and shall not be transferable or transmissible by his / her own act, or by operation of law.

The Society may admit such persons as may be hereinafter qualified as Individual Members, Honorary Members and Junior Members respectively. The Society shall maintain a proper Register of Members, where details of Members shall be recorded.

### **8.1 Corporate Members**

Corporate Members must be 16 years or over.

### **8.2 Honorary Members**

Honorary Members shall be persons who have rendered outstanding service to the Society or have made acknowledged eminent contributions to radio research, experimentation or communication or a related subject and shall be elected by the Board.

Honorary Members shall have all rights and duties of Members, except that they shall not pay an annual subscription under 9.0 hereof.

### **8.3 Junior Members**

Junior Members are those people under the age of 16 and shall have no vote. On attaining the age of 16 a Junior Member will be deemed to be a Corporate Member.

### **8.4 Life Vice-Presidents and Honorary Vice-Presidents**

Corporate Members who have rendered outstanding services to the Society are eligible to be elected by the Board as Life Vice-Presidents.

Distinguished persons shall be eligible for election by the Board as Honorary Vice-Presidents.

### **8.5 Admission of Members**

1. Honorary Members, Life Vice-Presidents and Honorary Vice-Presidents may be proposed, and a ballot held, at a meeting of the Board. Every such election shall be announced at the next Annual General Meeting of the Society. Not more than two Honorary Members may be elected in any one year.

2. Any person wishing to become a Member of the Society shall apply to the Society on a form which shall be provided for that purpose.

3. An applicant whose application is rejected will not be considered again for Membership within twelve calendar months of the rejection.

4. An applicant for Membership of the Society shall not become a Member until such time as his subscription payment shall have been received by the Society.

## **8.6 CALLING A MEETING**

Any Member or Members wishing to call a special meeting of the Society shall deposit at the Registered Office of the



Society a requisition containing the signed declaration of not less than 300 paid up Members of the Society, on one or more similar documents and which also states the terms of the resolution which is to be proposed as a special resolution or extraordinary resolution of which constitutes a resolution requiring special notice and shall indicate the general nature of the business to be transacted at the meeting.

## **9.0 SUBSCRIPTIONS AND RESIGNATION OF MEMBERS**

**9.1** The annual subscription for Corporate Members and Junior Members shall be such as the Board may from time to time decide.

**9.2** Where two or more Corporate Members live at the same address, they shall be entitled to a Joint Family Membership. One “core Membership” will attract the full fee for the grade of Membership whilst the other Members of the joint family Membership will not be charged an annual fee. If the “core Member” lapses all others within the joint family Membership will also lapse. All Members of the joint family Membership will enjoy full Membership privileges with the exception of RadCom where one copy of each issue will be provided to the household. The fee for this Membership will be equivalent to two full Membership fees less 40%.

**9.3** Upon the conditions of the preceding paragraph ceasing to apply such Members shall forthwith be required to pay the full subscription appropriate to their category of membership.

**9.4** Subscriptions shall be payable in advance and may be paid in one or more instalments as shall be determined by the Board from time to time. The first subscription shall be due (subject to any instalment arrangements) on joining and subsequent annual subscriptions shall be due (subject to any instalment arrangements) either on the first day of the month in which the Member joined in each year or on such common renewal date as shall be determined by the Board from time to time.

**9.5** Every Member desiring to resign from Membership shall give notice thereof in writing to the Society addressed to the Secretary and shall be liable for all subscriptions due up to the receipt of such notice by the Society.

**9.6** No Member whose subscription is in arrears shall be entitled to receive notice of or to attend or take part in the meetings or other activities of the Society, neither shall he be entitled to nominate any person to serve on the Board, as Regional Representative or in any other capacity, or to propose any candidate for Membership, or to vote at any meeting of the Society or upon any ballot.

**9.7** Any Member who is two months or more in arrears with his subscription shall be deemed to forfeit his claim to membership and to all the privileges thereof, and it may be recorded in the Register of Members that his membership has been terminated but he shall nevertheless remain liable to pay the arrears of subscription due at the time of such termination. The Board shall have power to reinstate any person whose membership has been terminated. Notwithstanding anything in these Bylaws, the Board shall have the power to specify from time to time any individual Members or classes of Members, or applicants for membership for whom payment of the full subscription would be in the opinion of the Board be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Board may prescribe to pay only a reduced or no subscription, and from time to time to vary the amount of the reduction in the case of any Member or classes of Members as the Board may think fit.

## **10.0 EXPULSION**

**10.1** At a meeting specially convened for the purpose, the Board may expel any Corporate Member or Junior Member who shall have acted wilfully in contravention of these Bylaws, or who shall in the opinion of the Board have been guilty of such conduct as shall have rendered it undesirable in the interests of the Society that he should continue a Corporate Member or Junior Member thereof, and the Board may remove from the Register of Members the name of any person who is expelled and any person so expelled shall not be entitled to have returned to him any moneys paid by him as entrance fee, subscriptions or otherwise.

**10.2** No motion of expulsion shall be put to a meeting of the Board unless two thirds of the Board Members are present and unless two thirds of such Board Members present vote in favour of expulsion the motion shall be lost. No person shall be expelled unless and until he has been given reasonable notice of the meeting at which his expulsion is



to be proposed and is afforded a proper opportunity of being heard at such meeting in his own defence. No motion for expulsion shall be for more than one person but there is no limit to the number of motions for expulsion which can be proposed at any such meeting of the Board.

## 11.0 COMMITTEES

- a) The Chair of each Committee shall be appointed by the Board and may be removed from office at any time following an opportunity to address the Board, by a vote exceeding two-thirds of the Board Members present.
- b) Where a change of Committee Chair is involved, the Board will normally advertise the post in the RadCom. A Panel led by the relevant Board Liaison Member will be arranged to interview suitable candidates. The Panel will recommend a suitable candidate to the Board for endorsement
- c) Each Committee Chair will be responsible for the appointment of Committee Members other than ex-officio Members, and for terminating their Membership. The size of the Committee must not exceed any number specified by its terms of reference without the permission of the Board.
- d) All Full Members of the Committee must be Members of the Society unless a specific waiver has been approved by the Board. The President or a Board Member designated by the President to represent him may attend meetings of all Committees and working groups. They may not be part of its quorum, nor vote.
- e) With the agreement of the Committee Chair, Members of the Society's staff may attend Committee meetings. They may not vote, hold office or form part of the quorum.
- f) Wherever practicable, Committees are encouraged to meet by "virtual" means.
- g) A Board Member will be appointed as a Liaison Member of each committee. The role of the Liaison Member is to provide Board-level oversight of the work of the Committee. They will ensure that issues raised by the Committee are considered by the Board, and that relevant Board policies and decisions are communicated to the Committee Chair. In the event of a complaint about a Committee, the Liaison Member will investigate on behalf of the Board.
- h) A Committee Chair may, at his / her discretion, appoint a category of Corresponding Members who are Committee Members who do not attend meetings except at the specific invitation of the Committee Chair.
- i) Visitors may attend meetings at the specific invitation of a Committee Chair at their own expense. Corresponding Members, Liaison Members and visitors have no vote nor form part of the quorum.
- j) In appointing new Committee Members, the Committee Chair may adopt any reasonable procedure in cooperation with the President or the Board Liaison member, including advertising the vacancy in RadCom, giving details of the qualifications required and the conditions under which the Committee meets and holds. The Committee Chair is responsible for notifying the General Manager of any change in Committee composition.
- k) The Committee shall serve on an open-ended basis subject to determination by the Board.
- l) The Committee shall elect a Vice-Chairman and appoint a Minutes Secretary. Minutes should be prepared and accepted by the Committee and published on the Committee's web pages within three weeks of the Committee meeting concerned, along with any relevant input papers. The exceptions to this rule concern matters that are of a personal or commercial nature, or sensitive operational matters, where a confidential annex to minutes along with input papers may remain confidential to the Committee, General Manager and other Committee Chairs and Hon. Officers. Where such confidential minutes exist, the General Manager shall be sent a copy. In preparing Committee minutes, the progress on the agreed programme for the year should be clearly distinguished from routine Committee work.
- m) Meetings shall be called by the Committee Chair, the Board, General Manager, or by a quorum of the Committee.





- n) The quorum for a Committee meeting shall be that specified by the terms of reference of the Committee. If a quorum is not reached, the Committee Chair at his discretion may conduct the meeting as though a quorum were present with the proviso that any decisions recorded have to be ratified by the next meeting at which a quorum is present.
- o) Committee procedures shall generally follow the principles laid down in the Articles of Association and Appendix 2 to these Bylaws.
- p) It is the responsibility of the Committee Chairman to deal with all matters within the competence of the Committee and to decide which matters are sufficiently important to require and seek the prior authority of the Board. In conducting its work, the committee shall be mindful of the need to provide a responsive and customer-oriented service to members. At the initiative of the Board or General Manager, a committee may be asked to agree service level targets for its work.
- q) Each Committee Chair shall be responsible for ensuring adequate liaison with other Committees and relevant outside bodies.
- r) A Committee Chair shall attend a Board meeting on request in order to answer any questions concerning the work of his Committee or may ask to attend the Board personally when decisions affecting the work of his Committee are likely to be made. Requests by the Board or Committee Chair must be made in writing to the Company Secretary at least 14 days prior to a Board meeting, accompanied by sufficient information to enable an adequate response to be made.
- s) Towards the end of each Committee year, each Committee Chair shall produce and present to the Board a written report concerning the work of the Committee, with particular emphasis on the objectives agreed by the Board at the beginning of that year. The report will include the proposed programme and new objectives for the following year, for approval by the Board. The report will form the basis of the Annual Report to Members.
- t) Every three years of their tenure, each Committee Chair will be invited to attend the Board to discuss the work of their Committee
- u) No later than at the end of the first year in office the Committee Chair shall prepare a succession plan for the Chairmanship and any other key roles within the Committee
- v) In September each year each Committee Chairman will prepare an annual budget for submission to the General Manager. The budget will include travelling, subsistence and out-of-pocket expenses for Full Members, Liaison Members and Corresponding Members, and for any project work envisaged in the year.
- w) All claims for reasonable out-of-pocket expenses incurred by volunteers or invited visitors shall be submitted in accordance with the Society's expense reimbursement procedures.
- x) Committee Chair will be Members of the Volunteer Leadership Team of the Society and will meet in that forum from time to time.
- y) Wherever possible, the Board shall arrange regular meetings of the Volunteer Leadership Team as an aid to communication and effective interworking.
- z) As volunteers for the Society, every Committee Chair and Member will be required to sign up to the RSGB Code of Conduct and observe the RSGB Core ethos



## APPENDIX 1 - REGIONAL MANAGEMENT

### Regional and District Representatives: Terms of Reference

#### Roles and Responsibilities

**Job Title:** RSGB Regional Representative (RR)

**Reporting to:** General Manager

#### Responsible for:

- representing the position of the Society to all radio amateurs in the Region.
- representing the views of members to the Board.
- contributing to the Society's strategy and policy development and implementation through membership of the Volunteer Leadership Team.
- liaising with Committee Chairmen and Honorary Officers in connection with regional activity.
- undertaking recruitment and retention campaigns in the Region.
- undertaking inspections of new examination centres at the request of RSGB HQ.
- undertake inspections of examinations at the request of the RCF Quality Assurance Manager.
- managing, supporting and advising the District Representatives located within the Region.
- visiting clubs to maintain contact, present the RSGB position and to recruit new members.
- providing a presence at nominated rallies in the Region, acting as the RSGB representative.
- attending RSGB meetings as required.
- submitting a quarterly activity and financial report to the General Manager.
- confirming and organising District Representatives appointments.
- controlling District Representatives and personal expenditure within the Region including timely authorisation and submission of expenses.

The post holder accepts and follows the RSGB's core Ethos values and Nolan's 7 principles of governance (see Annex A), and does this in part by application of the Code of Conduct detailed in Annex B. The post holder agrees to conform with the RSGB's policies and procedure as set out in the Policy and Procedure Manual.

#### Competencies

- the time, energy, interest and willingness to serve.
- experience of managing people.
- the ability to communicate effectively, both verbally and in writing.
- the ability to comment on and comprehend the main drivers of amateur radio.
- IT literate and have access to computer facilities.
- able to travel throughout the Region and to meetings in other parts of the country.

#### Term of Office:

Initially 3 years, or as defined in the Bylaws. RR's may be removed at any time by the Board through the process of the Performance Counselling procedure for volunteers.



## **Appointment to office as a RR**

RR's are elected by the members in the Region. Candidates must be

- A Corporate Member of at least 2 year's standing
- A resident within the region he/she wishes to represent

The candidate must submit the following:

- Written application to represent the area.
- A declaration of any commercial interest in Amateur Radio.
- That he / she agrees to his/her e-mail address, address and telephone number being published if he/she is elected.

Elections to vacancies are held annually. RR's may stand for re-election and details of the election process are given in the Society's Policy and Procedure Manual.



**Job Title:** District Representatives (DR)

**Reporting to:** RSGB Regional Representative

**Responsible for:**

- representing the position of the Society to all radio amateurs in the sub-Region.
- representing the views of members to the RR.
- taking part in recruitment and retention campaigns in the Region.
- undertaking inspections of new examination centres at the request of RSGB HQ.
- undertake inspections of examinations at the request of the RCF Quality Assurance Manager.
- visiting clubs to maintain contact, present the RSGB position, recruit new members and identify issues for consideration by the RR.
- providing a presence at nominated rallies in the Region, acting as the RSGB representative.
- deputising for the RR as required.

The post holder accepts and follows the RSGB's core Ethos values and Nolan's 7 principles of governance (see Annex A), and does this in part by application of the Code of Conduct detailed in Annex B. The post holder agrees to conform with the RSGB's policies and procedure as set out in the Policy and Procedure Manual.

**Competencies**

- the time, energy, interest and willingness to serve.
- the ability to communicate effectively, both verbally and in writing.
- the ability to comment on and comprehend the main drivers of amateur radio.
- IT literate and have access to computer facilities.
- able to travel throughout the Region and to meetings in other parts of the country.

**Term of Office:**

One year, from 1 October to 30 September or if newly appointed after 1 October until 30 September following. A DR may be appointed for subsequent terms as required by the RR. They may be removed from office at any time by the relevant Regional Representative but only after the Regional Representative has complied with the policies and procedures relevant to this action as set out by the Society from time to time

**Appointment to office as a DR**

Suitable candidates who are Corporate Members can be nominated by members within their area or invited to apply to represent Members resident in their area.

**Candidate's Qualifications:**

The candidate must normally be:

- A Corporate Member of at least 2 year's standing
- A resident within the area he/she wishes to represent.

However, these qualifications may be waived by the agreement of the Board if it decides it is in the interests of the Society to do so.



The candidate must submit the following:

- Written application to represent the area where he/she resides.
- A declaration of any commercial interest in Amateur Radio.
- Consent to accept office, if appointed.
- A declaration that he /she is a Member.
- That he / she agrees to his/her e-mail address, address and telephone number being published if he/she is elected.
- These declarations, together with nominations, may conveniently be made using the Candidate's Form for the Nomination of a District Representative available on request from the candidate's RSGB Regional Representative or: The General Manager, RSGB Headquarters, 3 Abbey Court, Fraser Road, Priory Business Park, Bedford, MK44 3WH.

#### **Confirmation of District Representative Appointments**

- Where vacancies occur due to resignations or other circumstances new DR's will be appointed by the RR. On appointment the RR will inform the General Manager RSGB HQ who will issue a letter of appointment and amend the RSGB HQ database accordingly.
- Regional Representatives have the authority to initiate procedures to remove DR's from office where they no longer serve the best interests of the areas they represent.



## Annex A to Appendix 1

The RSGB core ethos revolves around the following values and characteristics:

5. Ethical, professional and high integrity
6. Financially sound
7. Innovative, creative
8. Respected
9. Good value
10. A “Can do” organization
11. Credible (delivers on its promises) and authoritative
12. Transparent
13. Responsive

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996

### **SELFLESSNESS**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **INTEGRITY**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

### **OBJECTIVITY**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### **ACCOUNTABILITY**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **OPENNESS**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **HONESTY**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### **LEADERSHIP**

Holders of public office should promote and support these principles by leadership and example.



## Annex B to Appendix 1

### RSGB Code of Conduct

**The Society comes first** – Do not make decisions with any improper purpose or personal motive; Loyalty to the Society comes above personal ambition or ego.

**Equality** – Everyone involved in Amateur Radio should be treated equally, except for those RSGB membership benefits that are only available to members.

**Respect** – Respect others by never acting in a way that lessens the pleasure of others; live the values of openness, honesty and integrity at all times in order to earn the respect of others.

**Respect race, religion, gender, sexual orientation, culture and custom**

**Accountability** – Hold yourself accountable to our members.

**Majority Decision-making prevails** - Make your points as robustly as you like, but work shoulder-to-shoulder once the decision has been taken.

**No Conflicts of Interest** – Declare all and any, however tenuous they may seem. Work through personal networks, but in a transparent fashion.

**Confidentiality** – Transparency and confidentiality are not mutually exclusive, see note 1 below. Use the Chatham House Rule (note 2). Do not be tempted to promote one's ego by communicating through use of social media, e-mail, etc. during or after meetings.

### Notes

1. Meeting input papers, discussion, actions and outcomes shall remain confidential until released to members by publication of the meeting minutes or summary on the RSGB website or otherwise as determined by the meeting. The use of social media and e-mail to provide real-time account is prohibited unless authorised by the meeting chair. Eventual publication of the details of the meeting, including the treatment of input papers, is a matter for the chair of the meeting to determine. Until such determination by the chair of the meeting their distribution shall remain confidential.
2. Chatham House rule "When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed". May be applied at the discretion of the meeting.



## APPENDIX 2 - STANDING ORDERS FOR BOARD MEETINGS

Note: these standing orders are also intended to apply wherever practicable to meetings of committees of the Board.

1. The place and time of routine Board meetings shall be fixed by the Board in session. Non-routine meetings may be called by the Company Secretary under the direction of the President or not less than three Board members. At least 21 days' notice must be given.

2. The chair shall be taken by the Chairman or, in his / her absence, by the President or another Board member nominated by the members present at the meeting.

3. The quorum for the Board shall be five.

4. The routine business of the Board may consist of:

- a) Apologies for absence.
- b) Declaration of any conflicts of interest.
- c) Approval of the minutes of the previous meeting.
- d) Matters arising not covered by agenda items: information only.
- e) General Manager's Report including Health and Safety report.
- f) Financial Report.
- g) Commercial Report.
- h) Agenda items for decision.
- j) Other business as defined in (5).

Items 4c, 4e, 4f, 4g, and 4h require documentation to be circulated 7 days in advance of the scheduled date of the meeting. The remaining items may be omitted from the agenda when appropriate. Suggested amendments to the previous meeting's minutes must be notified in writing to the Minutes Secretary, at least 7 days prior to the following meeting.

5. The item "Other Business" should be taken as item 4j. It covers urgent matters of which it has not been possible to give formal notice, as defined in 6, but which has received the Chairman's permission to be raised at some point during the meeting.

6. Proposed agenda items apart from "Other Business" as defined in 4 and 5 above, shall be submitted to the Secretary as formal proposals which he must receive at least 7 days before the Board meeting, for circulation to the Board. The documentation should be self-contained, provide a complete briefing and include details of any financial implications. The Chairman will decide whether such items will be placed on the agenda of the following or subsequent meetings - or referred directly to appropriate bodies for comment.

7. Any Board Member who is personally concerned in any matter under consideration shall declare his interest and retire during the discussion, not voting thereon.

8. At the request of any Board Member, voting shall be by ballot.

9. Questions normally shall be determined by a simple majority of the votes of those present. In the case of an equality of votes, the Chairman shall have a second or casting vote.

10. If at any meeting business be introduced of which notice has not been given as a formal resolution at either the previous meeting or in the notice calling the meeting, any Board Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Board meeting. When necessary for reasons of timing or expediency an electronic vote may be substituted for a show of hands at a Board Meeting.

11. The ruling of the Chairman on any question under the Standing Orders, or on points of order or explanation, shall be final unless challenged by not less than five Members, or a majority of the Members present vote to the contrary.

12. Notwithstanding the above, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.





13. With the agreement of a majority of the Members present, observers may be invited to attend all or any part of a Board meeting.

14. Proper minutes shall be taken of all business transacted at each meeting. Minutes are prepared by the Company Secretary and circulated on the understanding that they are strictly confidential to recipients, and may not be disclosed to any other party. The approved Minutes of the Board will be made public through the RSGB Members only Web site, as well as to Committee Chairmen and Honorary Officers via suitable electronic means.

15. The Board operates on the principle of collective responsibility. Board Members and former Board Members are expected to support the views and decisions of the Board on which they serve or have served, whether or not they personally agree with them.

16. Board Members likely to incur abnormal expenditure on Society business (i.e. anything other than normal out-of-pocket and travel) are required to obtain prior authorisation from the Chairman of the Board.

17. Board procedures shall be based on the Bylaws, Memorandum and Articles of Association and the relevant parts of the Companies Acts.

18. Whilst acknowledging that Board Members are Directors of the Company with every legal right to visit RSGB HQ, it is not only courteous, but also assists in practical arrangements, that this should only take place after prior liaison / notification with the General Manager or his nominated deputy to whom the purpose of the visit should be indicated. Board Members visiting HQ for any purpose are required to sign the visitors' book, observe any security measures in force, observe all Health and Safety regulations and comply with all current rules relating to conduct whilst in the building.

19. A Board member can be disqualified from service under Article 38.

Note 1: A resolution in writing signed by all Members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board.



### APPENDIX 3 - RSGB AFFILIATED SOCIETIES, GROUPS AND CLUBS

Note: In this Appendix, the term “Society” refers to the Affiliated Society or Club, and not to the Radio Society of Great Britain, which is referred to as the RSGB.

#### RSGB Groups

RSGB Groups consist of ten or more RSGB Members organised to hold regular meetings and other events to promote the interests of the RSGB in a community. Appropriate officers should be properly elected. RSGB Groups are afforded the same facilities as Affiliated Societies, provided that:

(a) Appropriate officers are properly elected.

(b) All Members are fully paid-up Members of the RSGB, a full list of Members to be provided on application. Registration forms are available from RSGB Headquarters and on completion should be sent to the appropriate Regional Council Member for approval, as listed in the RSGB’s Journal.

#### Affiliated Societies and Clubs

Many local societies or clubs interested in amateur radio and related subjects become affiliated to the RSGB. This does not imply any accountability on the part of RSGB for management of the society or club, but simply affords certain benefits to societies so affiliated, as follows:

1. Publicity for club activities through “Club News” each month in the RSGB’s Journal.
2. Full facilities of the RSGB QSL Bureau for cards bearing the club station call sign.
3. Book purchases at a discount via RSGB.
4. Freedom to borrow RSGB films, tapes and display materials. (This facility is also available to certain non-affiliated groups such as schools.)
5. Freedom to participate in the RSGB Affiliated Societies Contests.
6. Receipt of the RSGB Yearbook.

#### Application Procedure

Clubs and Societies which wish to become affiliated to the Radio Society of Great Britain (RSGB) should make a formal application to the Society’s General Manager, using the standard membership application form, signed by the club Chairman or Honorary Secretary. The application form should be accompanied by:

- (a) A copy of the constitution of the club or society.
- (b) A list of officers.
- (c) A statement of the number of members and the proportion who are members of the RSGB.

All societies, clubs or groups seeking affiliation with the RSGB are required to have a constitution that either adopts the RSGB model constitution, or observes the principles enshrined in the model constitution in relation to the exclusion of members, resolution of disputes and the principles on natural justice in such matters. Affiliated societies are expected to act in the interests of Amateur Radio in the UK and not to take any actions that might damage the reputation of the Amateur Radio Service.

The RSGB will not normally become involved in club affairs. Exceptionally the RSGB may seek involvement where it appears a member has been excluded, or otherwise disadvantaged in violation of the club constitution.

A society shall not be eligible for affiliation if it includes the word RAYNET and it is not affiliated to RAYNET-UK. On application for affiliated status a society which does this shall supply evidence that it is affiliated to RAYNET-UK and again annually.

#### Model Constitution for RSGB Affiliated Societies.

A model constitution for an Affiliated Society is available on the RSGB website [www.rsgb.org](http://www.rsgb.org) or on application to the Society’s headquarters.