

# THE MORRIS FEDERATION – STANDING ORDERS

## OFFICERS’ RESPONSIBILITIES

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### 1. General

- 1.1 Officers are appointed to represent the interests of the membership in furthering the Aims of The Morris Federation. The Officers may regulate their proceedings as they think fit, subject to the provisions of the Constitution and Standing Orders.
- 1.2 Officers and others exercising delegated powers or responsibilities on behalf of The Morris Federation must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that they have or claim to have ('the duty of care').
- 1.3 No Officer, and no one exercising powers or responsibilities that have been delegated by the Officers, is liable for any act or failure to act unless, in acting or in failing to act, they have failed to discharge the duty of care.

### 2. Members’ Resolutions

Members have passed resolutions at annual general meetings that impose restrictions on what Members can or cannot do but that did not explicitly amend the text of the Constitution. These resolutions are captured here as it is the Officers’ responsibility to ensure that they are put into effect.

- 2.1 Customarily, The Morris Federation holds a day, or weekend, of dance alongside its annual general meeting. At these days of dance:
  - (a) The Morris Federation shall not allow ‘combination’ sets to perform in any public displays that may form part of the annual day(s) of dance. ‘Combination’ sets arise when dancers from different teams, wearing different kit, dance together in the same set.
  - (b) Sides attending the annual day(s) of dance must ensure in advance that they have a musician to play for them in any public display. No musician is to play for a side unless invited to do so by that side.
- 2.2 No Group Member, nor their members, nor any Individual Member shall use any solid full face coloured makeup which could be taken by a reasonable observer as likely to imitate or parody a skin colour different from their own.

### 3. Financial Management

- 3.1 The Morris Federation's financial year runs from the 1<sup>st</sup> of April to the 31<sup>st</sup> of March of the following year. All subscriptions are payable annually, due on or before the date that the Public Liability Insurance takes effect for the 12 months that follows (see clause 3.13).
- 3.2 The Treasurer must keep suitable accounting records for The Morris Federation, such accounts to be independently examined each year.
- 3.3 The Treasurer will prepare an annual budget to be approved by the Officers before or very shortly after the start of each financial year. This budget to include all expected income and proposed costs of the operation of The Morris Federation in the year ahead including a contingency not to exceed 10% of total costs.
- 3.4 The Treasurer must present last year's budget and accounts and Examiner's report to members at each AGM, together with the budget for the current year.
- 3.5 RESERVES. Total Morris Federation funds should always be sufficient to ensure approximately one year's expected expenditure is available to act as a reserve against unexpected costs and/or loss of income.
- 3.6 RESTRICTED FUNDS. A restricted fund is a donation or grant accepted by the Officers, from any source, intended to be spent on a specific purpose (and only that purpose). There is an express duty on the Officers to ensure the funds are spent in the appropriate fashion. Restricted funds may only be re-purposed with the express permission of the donor/grantor. If the purpose is frustrated (cannot be completed) and the donor/grantor is not available to give permission, restricted funds may be re-purposed through a Special Resolution of Members. For the avoidance of doubt, Officers are not obliged to accept a donation or grant that would establish a restricted fund if in their opinion it would not be in the Federation's current or future interests to do so.
- 3.7 DESIGNATED FUNDS. Any un-restricted funds in excess of the reserve, however raised, may be designated by the Officers or by a simple majority of Members for use for a specific project or purpose, the Officers being required to make reasonable efforts to achieve that purpose.
- 3.8 The Officers must report at each AGM on the progress made towards purposes funded through both restricted and designated funds.
- 3.9 Funds 'left-over' at the proper end of a project or specified purpose (whether funded through restricted or designated funding) may be re-designated to some similar project or purpose or re-classified as un-restricted at the Officers' discretion unless otherwise determined by the terms of a donation or grant.
- 3.10 STOCK PURCHASES. The Treasurer may designate funds as needed, in one year or over several years, to ensure funds are available to bulk-buy purchases of stock to be resold (in furtherance of the aims of the Federation). This may be considered a priority in considering proposals for use of funds as per clause 3.11 below.
- 3.11 Where the total of un-restricted funds not otherwise designated exceeds the reserve requirements of clause 3.5, the Officers will propose, at each AGM, activity that would draw down these funds (either in the immediate year or over multiple years) to further the Aims of the Federation.

- 3.12 The Treasurer will recommend Subscription Rates for each class of membership for consideration at each AGM, taking into account the budget for the year and the funds held by The Morris Federation at the time. For the avoidance of doubt, provided that clauses 3.5 through 3.11 are honoured, it is permitted for the Treasurer to recommend a subscription level below that strictly required to cover anticipated costs or to enable the provision of appropriate products or services to members at below cost price.
- 3.13 The Officers will arrange Public Liability Insurance cover for Members resident in the United Kingdom for practices and performances of the Morris and related activities in the United Kingdom unless such insurance is not available to the Member by reason of their class of membership.
- 3.14 The Officers may also facilitate Members' access to Personal Accident and other forms of insurance.
- 3.15 The Officers must take reasonable steps to keep in good repair all the assets of The Morris Federation (including any stock for resale or issue) and are authorised to take out insurance on those assets having taken proper advice on the matter.
- 3.16 The Officers may arrange trustee indemnity insurance and/or legal costs insurance for themselves and/or co-optees having taken proper advice on the matter.

## 4. Minutes

The Officers must keep minutes of all:

- 4.1 Proceedings at meetings of The Morris Federation.
- 4.2 Committee meetings including:
  - (a) the names of the Officers present at the meeting;
  - (b) the decisions made at the meetings, and where appropriate the reasons for the decisions;
  - (c) appointments by the Committee of persons to act on behalf of The Morris Federation;
  - (d) gifts made to Officers or persons acting on behalf of The Morris Federation.

## 5. Committee Meetings

- 5.1 An Officer may not appoint anyone to act on their behalf at meetings of the Officers.
- 5.2 The quorum for any meeting or decision within a meeting is half of the number of elected Officers, to include at least two of the Officers named in clause 5.3 of the Constitution unless all such Officers are conflicted.
- 5.3 Officers must declare conflicts of interest. Any officer subject to a conflict of interest must not be counted towards the quorum for, and must not vote or set policy on, the matter.
- 5.4 A simple majority only is required to exercise any of the Officers' powers.
- 5.5 In the case of an equality of votes, the President has a second or casting vote.
- 5.6 Committee meetings are normally held four times a year, but the Secretary must call a meeting at other times if requested to do so by as many Officers as would constitute a quorum.
- 5.7 Meetings may not be called unless at least seven days' notice has been provided to all Officers.
- 5.8 Meetings may be held in-person or electronically provided those participating are able to vote in real time at the meeting, hear the proceedings of the meeting, speak, and be heard at the meeting.

- 5.9 An electronic resolution will be as valid and effectual as if it had been passed at a meeting of Officers duly convened and held, provided that it conforms to the Standing Orders on Electronic Resolutions appropriately amended to replace 'Member' by 'Officer'.

## 6. Co-optees

The Officers may co-opt persons to act on the Morris Federation's behalf in certain matters.

- 6.1 Accountability and authority remain with the Officers and the nature and the terms of any such delegation must be recorded in the minutes.
- 6.2 Co-optees are not Officers and do not have a vote in committee meetings.
- 6.3 Co-option is not subject to ratification by members but may be terminated upon a resolution passed by a majority of members.
- 6.4 No expenditure may be incurred by co-optees on behalf of the Morris Federation except as previously agreed with the Officers.
- 6.5 All acts and proceedings of co-optees must be fully and promptly reported to the Officers.
- 6.6 The Officers may revoke or alter co-option arrangements at any time.

## 7. Notices

- 7.1 The Morris Federation, through its Officers, may give notice to a Member either:
- (a) in writing, personally or by post or by leaving it at the address of the Member or their Named Contact; or
  - (b) using electronic communications individually or by 'broadcast' to the address provided by the Member for that purpose; or
  - (c) by publication on the Morris Federation website, provided that:
    - (i) reasonable steps are taken to ensure members are notified; and
    - (ii) written notice is given to members who have not provided an electronic address.
- 7.2 A notice is deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent or published.
- 7.3 A Member who does not register an address (either postal or electronic) with the Morris Federation or who registers only a postal address that is not within the United Kingdom is not entitled to receive any notice from the Morris Federation.
- 7.4 Any Notice properly given to the address provided by a Member that does not reach the Member shall nonetheless be considered as properly served.
- 7.5 A Member present in person or online at any meeting of the Morris Federation is deemed to have received notice of the meeting and of the aims for which it was called.
- 7.6 Notice of annual general meetings:
- (a) The date of the next AGM is provisionally agreed at the previous AGM. This may be changed if it proves necessary to do so.
  - (b) An invitation to attend the AGM and the accompanying Day of Dance is usually issued by the host team(s) in early spring, often setting a mid-summer deadline for teams to reply so as to allow the hosts to be able to plan for the numbers expressing interest.

(c) A first Notice confirming the date, time and venue will be sent to all members 12 weeks before the AGM. This Notice will include an invitation for members to submit:

- (i) details of any items of business to be discussed;
- (ii) the text of any motion members may wish to propose;
- (iii) details of any person wishing to stand for election;
- (iv) nominations for Honorary Life Membership and/or Friendship of the Federation.

All responses must be received no later than 8 weeks before the AGM.

(d) A second Notice will be issued 4 weeks before the AGM containing the full details of the business to be transacted including the full text of any motions proposed.

7.7 General meetings other than the annual general meeting may be called with 4 weeks' notice provided that the Notice contains not only the date, time and venue of the meeting but the full details of the business to be transacted including the full text of any motions proposed.

7.8 Notice may be given to the Officers or to The Morris Federation by post or by email to the Secretary at the addresses published for that purpose.

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