

OBJECTS, STANDING ORDERS AND BYE-LAWS

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OBJECTS, STANDING ORDERS AND BYE-LAWS

For the regulation of proceedings and business.

Mission Statement

As an Association for Local Authority Chief Officers with responsibility for Strategic Planning, Transportation, the Environment, Waste Management and Economic Development and associated disciplines:

M1 Leading in professional and technical excellence

M2 Networking for Members

M3 Influencing Others

Objects

To promote the acquisition and exchange of knowledge and experience in the management, science and technology of transportation, strategic planning and the development of sustainable communities, the environment, waste management, economic development and related activities. To consult with, influence and co-operate with kindred bodies concerned with these subjects. To serve and advise the Local Authorities in England, Wales and the Department for Regional Development (NI) Service in all matters pertaining to their duties. To maintain such contact with appropriate departments of government and national and international bodies as may be necessary for the proper pursuit of the said objects. To consult and co-operate with similar bodies and organisations concerned with these functions.

Constitution

1. General Meetings will be held up to five times each year. The dates of these meetings for the year ahead will be settled at the Annual General Meeting which will take place in June. Meetings will be held in London unless decided otherwise by the President
2. A special meeting may be called at the discretion of the President, and he will call such a meeting as soon as may be practicable when requested in writing to do so by not less than six Members.
3. The President will preside as Chairman. In his absence the Vice President or Second Vice President will preside, if present, but otherwise a Chairman will be elected by those present at the meeting.
4. Notice of every meeting with an Agenda of the business to be transacted thereat, the Minutes of the previous meeting (and for this

purpose the AGM is considered to be a General Meeting), and other relevant papers, will be sent to every Member of the Association in advance of the meeting.

5. Ten members will form a quorum for a General Meeting, and if at the expiration of thirty minutes after the time for which the meeting was called a quorum is not present, the meeting may proceed, but any decisions taken shall require ratification at the next Management Board.
6. ADEPT will appoint Boards, which may take the format of traditional Boards with meetings or virtual (web based) Boards or specific task and finish Boards, whose composition, responsibility and terms of reference will be as follows:-

6.1 **The Management Board**

- (a) To manage the Association through the annual revision of the Corporate Plan and to make recommendations concerning matters of policy.
- (b) To appoint the Chairmen of each Board and to consider Recommendations of those Boards.
- (c) To keep the work of the Boards under review and to allocate work to Boards or time-limited Task Groups or Standing Panels.
- (d) Horizon Scanning.
- (e) To handle all public relations matters and determine Communications Policy.
- (f) To handle all communication and engagement in policy issues with Government Departments, the Local Government Association, County Councils' Network and any other public bodies except as provided in paragraph 6.2 below.
- (g) To keep under review local or central government emerging issues in order to establish an ADEPT response to them.

6.1.1 The composition of the Management Board will be as follows:-

- The President
- The Vice President
- The Second Vice President
- The Immediate Past President (subject to their continued ADEPT full membership status)

- The Honorary Secretary and Treasurer
- The Chairman of the Subject Boards
- Up to four Members to be chosen by the President who will serve for a minimum of one year (with full voting rights).
- The Chairman of the Northern Ireland Branch.
- The Chairman of CSS Wales (ex Officio, with voting rights).
- The Chairman of the Society of Chief Officers for Transportation in Scotland (SCOTS) (ex officio with no voting rights).
- The Convenor of any English Sub-National boards of ADEPT as formally established by the Management Board (ex-Officio, with voting rights).

6.1.2 The President will have the power to co-opt Members for special purposes and to invite to the meetings of the Board any person who he/she considers would help with the discussions on a particular item. Notwithstanding the foregoing, formal membership of the Management Board will be confined to ADEPT Members. Co-opted and invited Members under this paragraph will not have the power to vote.

6.1.3 The Board will meet throughout the year as deemed necessary by the President.

6.1.4 When the Chairman of the Specialist Boards are unable to attend a meeting of the Management Board, they must make arrangements as necessary to report on their Board's business including the attendance of a substitute, who will have the power to vote providing he/she is a full Member of ADEPT.

6.1.5 The Board will have the power to set up Task Groups where it requires advice on special issues and when it would be appropriate for the matter not to be dealt with by a Board.

6.1.6 The President and Honorary Secretary will meet periodically (as business dictates) with the Chairmen of CSS Wales, the Northern Ireland Branch and of SCOTS to discuss strategic items of common interest.

6.2 The President's Team

The President's Team shall consist of the President, the two Vice Presidents, the Honorary Secretary and the immediate Past President. The role of the President's Team shall be:

- To set the strategic agenda for ADEPT.
To represent the Association to all outside bodies and external contacts.
- To be a focal point for communications with the Association and to redirect communication requests appropriately.
- To liaise and communicate with the media on general or crosscutting issues.

6.3 Boards

The following Boards are to be responsible for considering matters within their remit which may from time to time be varied by the Management Board and for taking action or making recommendations thereon to the Association:

Environment

- Waste Panel
- Energy
- Water Management
- Climate Change

Planning, Regeneration, & Housing

- Strategic Planning
- Planning Panel
- Economic Development
- Community Regeneration
- Urban Regeneration
- Rural Issues
- Housing

Engineering Board

- Asset Management
- Bridges
- Soils and Materials
- Highway Management
- Street Lighting
- Service Improvement

Transport

- Local Transport Plan
- Traffic Management
- Road Safety
- Intelligent Transport Systems (Information Management)
- Public Transport
- ATCO Joint Working Group
- Countryside Panel
- Transport and Asset Security

It will be up to each Board, in agreement with Management Board, to determine if it will meet in a traditional manner or as a virtual Board.

Work of Boards

- 6.3.1 Members may state their preference for serving on a Board, but final decisions on the membership of Boards will rest with the Management Board. Board Chairmen will report changes in Board Membership to the Honorary Secretary.
- 6.3.2 The Management Board will appoint the Chairman and the Board will appoint the Vice Chairman and Secretary. The Chairman and Vice Chairman will normally hold office for a period not exceeding three years unless otherwise authorised by the Management Board. The Secretary will normally serve for a period not exceeding four years, unless otherwise authorised by the Management Board.
- 6.3.3 The Role of the Board Chairmen shall include
- Managing the business of their Board in conjunction with Board secretaries
 - Being the principal point of contact for enquiries about issues within the remit of their Board
 - Being the Association's spokesperson for issues within the remit of their Board
 - Ensuring that there is co-ordination of views with other Board Chairs
 - Horizon Scanning – identifying future issues and bringing them to the attention of the Management Board.
- 6.3.4 Five will form a quorum for any meeting of the Boards, and if at the expiration of thirty minutes after the time for which the meeting was called a quorum is not present, the meeting may proceed, but any decisions taken shall require ratification at the next ordinary meeting of the Board

- 6.3.5 For a virtual board meeting, all papers shall be circulated by email to the members of the Board. All members of the Board have two calendar weeks in which to make comment, or suggest alterations to an initial paper/proposal. The final paper must then be circulated for a second time for formal endorsement by the Board. A quorum of five members must vote on the paper, within a period of two calendar weeks from the time of sending the papers, in order to establish a formal decision of the Board.
- 6.3.6 The Boards will have responsibility for:
- Developing professional and technical standards, to be considered by the Management Board as required.
 - Influencing emerging policy and sharing best practice, information and ideas.
- 6.3.7 Boards will meet at the discretion of their Chairman. The number of meetings will normally be not less than three per year, but the actual number will depend upon the urgency and nature of business. Minutes of each Board Meeting will be produced and forwarded to the Honorary Secretary for distribution to Members prior to the next General Meeting of the Association.
- 6.3.8 All technical matters requiring the consideration of ADEPT will be referred to the appropriate Board by the Honorary Secretary.
- 6.3.9 Boards will submit any policy recommendations through the Honorary Secretary for confirmation by the next appropriate General Meeting. In matters not involving policy or of an emergency nature, the Board will have the power to act, but in all cases will report their actions to the next General Meeting.
- 6.3.10 notwithstanding anything set out in 6.3.5 or 6.3.9, the President shall at all times have discretion to give power to act in advance to any Board on any subject.
- 6.3.11 The President and the Honorary Secretary and Treasurer will be ex-officio members of all Boards.
- 6.3.12 An emergency shall be regarded as the necessity for action to be taken which cannot await the next ensuing General meeting for authorisation and/or confirmation.
- 6.3.13 Boards may co-opt persons who are not members of ADEPT. These co-opted members will not have the power to vote.

- 6.3.14 Boards should nominate Members to whom they delegate specific technical matters. These Members will then take the required initiatives in dealing with these matters.
- 6.3.15 Boards may also set up Standing Panels or Task Groups comprised of suitable persons who need not be ADEPT members. Such Panels or Groups will handle ongoing matters of relevance to the parent Boards, and will be responsible for specified tasks. Task Groups will be of limited life, with disbandment following task completion. Boards will nominate a Convenor for each Standing Panel who should be an ADEPT member. The Board will define the terms of reference for each Standing Panel, monitor their work and arrange the method of reporting back. Standing Panels may not be disbanded without the consent of the Management Board.
- 6.3.16 The regular attendance of Standing Panel Convenors at meetings of the relevant Board is vital to the work of the Boards, but on occasions when attendance is not possible, a substitute should attend.
- 6.3.17 The Chairman of each Board will carry out an annual review of the Standing Panels and report as necessary to Management Board.

6.4 **Standing Panels**

To be convened as set out in Clause 6.3.15.

- 6.4.1 Standing Panels will be given delegated power by the parent Board to report to and represent ADEPT on those matters within their competence.
- 6.4.2 Reports prepared by Standing Panels will be passed to the Chairman of the parent Board. When the Chairman is satisfied with a report, the Standing Panel Secretary will distribute one copy to each member of ADEPT. In the event of the Chairman being unable to agree the contents of the report the matter will be referred to the parent Board.
- 6.4.4 Standing Panels must also consider and make recommendations to the parent Board on the best means of disseminating the work done. This may include the production of technical reports and the promotion of seminars.
- 6.4.5 In some cases Standing Panels may establish regional groupings in pursuance of their task(s). Such regional groups will elect their own Chairman and Secretary in conjunction with the Board Chairmen and will report to the national Working Group.

6.5 Sub National Boards

6.5.1 The Management Board will establish Sub-National Boards with the intention of providing comprehensive coverage across the whole of England.

6.5.2 The Sub-National Boards will have responsibility for:

- Promoting a stronger sub national presence
- Sharing best practice, information and ideas
- Liaising with Subject Boards on matters relating to professional and technical standards.

6.5.3 The Chairman of each Board will be a full Member of ADEPT and will attend Management Board.

6.5.4 Each Sub National Board will seek to meet a minimum of twice a year and extend an invite to all relevant Strategic Directors in their area –including those not members of ADEPT.

6.5.5 The Groups will discuss matters of strategic importance in their area; receive feedback on national issues or developments from the chairman; and feed issues up to Management Board via their chairman.

7. Representation on Outside Bodies

When ADEPT is requested to appoint representatives to external technical organisations they shall be drawn from present Members and senior specialists in Members' departments. ADEPT representatives will be nominated by the Boards. Representatives of ADEPT must endeavour to convey the views of ADEPT and will submit regular reports back to the appropriate Board. Details of nominations should be sent to the Honorary Secretary for record purposes.

8. Standing Orders for the Conduct of General Meetings

8.1 Every member, honorary member or visitor attending a meeting will sign his name in the book provided for that purpose.

8.2 No motion or discussion on the Minutes will be allowed except as to their accuracy.

8.3 No discussion shall be allowed on any matter not on the agenda except by permission of the Chairman of the Meeting.

- 8.4 All notices of motions and other items submitted for inclusion on the agenda shall be notified to the Secretary at least seven days before the Meeting at which such matters are to be considered.
- 8.5 Notwithstanding anything in Standing Order 8.6, no resolution or act of ADEPT can be rescinded or altered except by a resolution passed at a subsequent meeting by a majority of two thirds of those present and no motion or recommendation to revoke or alter such resolution or act can be discussed or put to the Meeting unless it has been fully set out in the Agenda.
- 8.6 The following motions may be moved and seconded without notice, but no speech or debate shall be permitted on any of them and the question shall be put forthwith:
- (i) That the Standing Orders be suspended
 - (ii) That the question now be put
 - (iii) That the debate be adjourned
 - (iv) That the matter be referred to a Board
 - (v) That the Meeting now proceeds to the next business.
- 8.7 A motion 'That the Standing Orders be suspended' shall not be carried unless two thirds of those present vote in favour, and it must indicate the items of the Agenda to which it applies.
- 8.8 A motion 'That the question now to put' shall not be carried unless two thirds of those present vote in favour, and in the event the Chairman of the Meeting shall, subject to any right of reply, put the question forthwith. If any amendment is under discussion, the motion shall apply only to such amendment.
- 8.9 If a motion 'That the debate be adjourned' or 'That the matter be referred to a Board' or 'That the Meeting now proceeds to the next business' is carried, the subject under discussion shall not be further considered either then or at any time during the same meeting. If such a motion is defeated it shall not be moved a second time within a quarter of an hour in the course of a debate upon the same subject.
- 8.10 If any motion under Standing Order 8.6 is lost, the debate shall be resumed at the point at which it was interrupted.
- 8.11 In moving an amendment the mover shall state its terms before speaking in its support.
- 8.12 Every amendment shall be relevant to the motion and shall, if required by the Chairman, be put in writing.

8.13 When an amendment has been moved, no other shall be accepted until the first is disposed of. Another amendment may then be moved. If an amendment is accepted it will become a substantive motion and be subject to the same regulations as the motion it has replaced, including the right of reply on the part of the mover of the amendment.

8.14 Except with the permission of the Chairman, no-one may speak more than once upon the same motion, amendment or point of order, unless by way of explanation. The mover of a motion shall, however, have a right of reply to any objection or amendment thereto, but may not otherwise speak on any such amendment. The vote will be taken immediately after the reply.

Each speech shall be limited to five minutes unless otherwise agreed by the Chairman.

The seconder of a motion or amendment will not, for the purpose of this Standing Order, be deemed to have spoken informally seconding the motion or amendment.

8.15 A member may rise to a point of order or in personal explanation, but a personal explanation must be confined to some material part of a former speech at the same meeting which may have been misunderstood. A member so rising will be entitled to be heard forthwith.

8.16 Every motion will be decided by a show of hands unless a poll is demanded. Any three present at a meeting may demand a poll, which shall be taken immediately. The Secretary will record the names and votes of those present and the Chairman will then declare the result.

8.17 The Chairman of the Meeting will be entitled to a second or casting vote.

9. **Form of Agenda**

9.1 The Agenda for General Meetings will take the following form and should be used as the basis for all Board Meetings.

- (a) Membership matters
- (b) Minutes of the previous General Meeting
- (c) Matters arising from the Minutes
- (d) Formal business items
- (e) Media Opportunities/Horizon Scanning
- (f) Date of next meeting

BYE-LAWS

1. **Member**

1.1 Every candidate for election as a Member must hold an appointment with strategic responsibility for strategic planning, transportation, waste management, economic development or related functions of a relevant local authority or related public body in England, Wales, Scotland or Northern Ireland. For clarity these posts are considered to be direct reports to the Chief Executive or the next tier down (i.e. tier 2 and 3 posts)

1.2 **Associate Members**

Associate members will normally be officers who operate at tier 4 or tier 5 levels. Associate membership will also be open to other officers outside of the above criteria who make significant contribution to the work of a Board, or standing panel. This will only be on the recommendation of the relevant Board Chairman. Associate Members will normally only attend their relevant Board and will not normally attend any General Meeting of the Association.

2. **Honorary Members**

2.1 Members will be eligible on retirement from relevant remunerated employment for transfer to the class of Honorary Member.

2.2 Special Honorary Members retiring from relevant remunerated employment within the private sector will be eligible for transfer to the class of Honorary Member.

3. **Special Honorary Member**

Members or Honorary Members who take up relevant remunerated employment within the private sector or outside of local government in the public sector will be eligible for transfer to the class of Special Honorary Member as from the date of commencement of their new employment.

4. **Membership**

The Management Board will be responsible for deciding whether the eligibility described above has been complied with for the purposes of these Bye-Laws and their decision will be final.

5. Privileges of Members, Honorary Members and Special Honorary Members

5.1 Members, Honorary Members and Special Honorary Members who are not in relevant remunerated employment will be entitled to attend all general meetings of ADEPT, to take part in the proceedings thereof and to receive a copy of the Agendas and Minutes by electronic distribution.

Honorary and Special Honorary Members will not be entitled to vote.

5.2 Special Honorary Members in relevant remunerated employment will be entitled to attend social functions of ADEPT and may attend business meetings of ADEPT, its Boards and Standing Panels at the specific invitation of the relevant Chairmen. Special Honorary Members may receive copies of minutes of General Meetings in electronic format on payment of an annual fee.

5.3 A Member ceasing to hold a permanent appointment or position of the nature described in Bye-Laws No 1 will cease to be a Member of ADEPT but may apply for transfer to the class of Honorary or Special Honorary Membership.

6. Fees and Subscriptions

6.1 An annual contribution will be made by the relevant Council/body on behalf of the Members or Associate Members who work for that Council/body.

6.2 An individual annual subscription can be paid by any Member or Associate Member if their authority decides not to make a corporate contribution.

6.3 A one-off subscription will be paid for each Special Honorary Member.

6.4 No subscription will be levied from Honorary Members.

6.5 All fees and subscriptions will be determined by the autumn General Meeting, are payable in advance and shall become due on 1 January each year.

6.6 Where the date of election or transfer falls after 30 September, no subscription will become due until 01 January following.

6.7 Members transferring to the class of Honorary Member or Special Honorary Member shall not be entitled to any refund of the balance of their subscription for that year.

7. Election of Officers

- 7.1 The Management Board will nominate candidates for election to the office of Second Vice President for the ensuing year at its Management Board Meeting in January. Each nominee will be a Member and able to progress to the office of President in due course. Members will be made aware of the nominations by e-mail. If any Member so desires, he or she may submit another nomination in writing, signed by the nominee in token of his or her acceptance, to the Honorary Secretary not later than the date of the Management Board Meeting in March.
- 7.2 If required, an Election to the office of Second Vice President will be undertaken by e-mail and open to all Members after the Management Board in March
- 7.3 If there is no tie The Honorary Secretary and Treasurer will issue the Election Results in sufficient time for the successful candidate to be announced and accepted at the next AGM Meeting.
- 7.4 In the event of a tie a ballot will be held at the President's Meeting.
- 7.5 The President, Vice President and Second Vice President will be installed in office at the following Annual General Meeting.
- 7.6 The Honorary Secretary and Treasurer for the ensuing year will be elected at the Annual General Meeting.
- 7.7 Independent auditing arrangements will be agreed by the Management Board each year in time for audited accounts to be presented at the following General Meeting.
- 7.8 The Chairman of CSS Wales will be the Welsh representative on the ADEPT Management Board.
- 7.9 The Chairman for Northern Ireland will be appointed by the Northern Ireland Branch.
- 7.10 The Chairman of the SCOTS Board will be the Scottish representative on the ADEPT Management Board.

Miscellaneous

8. No alteration can be made to the Constitution, Standing Orders or Bye-Laws unless fourteen days notice in writing has been given to the Honorary Secretary prior to a General Meeting and such

alterations can only be made if agreed by a majority of those present at that meeting.

9. All communications to the meeting will become the property of and will be published only by or with the consent of ADEPT.
10. The funds of ADEPT will be deposited in accounts as determined by the Honorary Secretary and Treasurer. The Honorary Secretary and Treasurer may delegate the day to day financial management of ADEPT accounts to appropriate members of his/her staff. All payments will be made by cheque requiring two signatures from the Honorary Secretary and the nominated financial managers.
11. The funds of ADEPT's social activities will be deposited in a separate account in the name of the President, and a record of all transactions will be maintained by the Honorary Social Secretary and a report of these accounts will be forwarded to the Honorary Secretary and Treasurer within three months of the event. No permanent deficit shall be incurred by the President on a social activity without the prior approval of the Management Board.
12. The Honorary Secretary and Treasurer will present the Balance Sheet and Accounts to the Annual General meeting after they have been duly audited by the appointed Honorary Auditors.
13. The Branch Constitution of the Northern Ireland Branch is embodied within the Association's Bye-Laws by this reference and forms the basis upon which the business of the Branch will be conducted.

ADEPT

NORTHERN IRELAND BRANCH

BRANCH CONSTITUTION

1. The title of the Branch shall be 'The Northern Ireland Branch of ADEPT'.
2. Members of the Branch shall be those Members of ADEPT who are employed within Northern Ireland.
3. The Branch has been established by ADEPT to whom it is responsible. ADEPT has drawn up the Branch Constitution.
4. The aim of the Branch shall be, in conjunction with ADEPT, to promote the Objects of ADEPT within Northern Ireland.
5. The Branch Bye-laws are based upon ADEPT's By-laws and shall not be at variance with those or with any other rule within the Objects of ADEPT, its Standing Orders and Bye-laws.
6. The affairs of the Branch shall be managed by all the Members meeting in Board. The Members of Board shall elect or appoint from their membership a Chairman and an Honorary Secretary/Treasurer.

No Chairman or Honorary Secretary/Treasurer shall serve for a continuous period longer than two years.
7. At any meeting of the Branch, the presence of five Members shall form a quorum.
8. The Honorary Branch Secretary and Treasurer shall submit to the Honorary Secretary and Treasurer of ADEPT, not later than 1 January each year, an estimate of expenditure by the Branch during the ensuing year, and shall be responsible for managing the finances of the Branch within that Budget.
9. The Branch Secretary will maintain an account of income received and expenditure incurred by the Branch, forwarding a statement relating to the preceding calendar year to the Honorary Secretary and Treasurer by 31 January. Income received should include the proceedings of all seminars, etc arranged by the Branch on a local basis.
10. Any request for additional finance to support activities in the forthcoming year should be forwarded to the Honorary Secretary and Treasurer at the time of submitting the Branch accounts.

11. The Honorary Branch Secretary and Treasurer shall keep the minutes of the Branch meetings.
12. The Branch Secretary and Treasurer shall maintain an attendance register in which to record the names of Members and any visitors present at any meetings of the Branch.
13. The funds of the Branch shall be deposited in a suitable account in the joint names of the Branch Chairman and the Branch Honorary Secretary and Treasurer. All payments shall be made over their joint signatures.
14. The roll of Members of the Branch, including their addresses, shall be kept and reviewed annually by the Branch Honorary Secretary and Treasurer. A copy of the roll will be forwarded after each review to the Honorary Secretary and Treasurer of ADEPT.
15. Only Members on the current roll will be entitled to attend meetings of the Branch, subject to the discretion of the Chairman in respect of recently retired Members.
16. In general, retired Members of the Branch and of ADEPT who are or have become resident in Northern Ireland will not be entitled to attend Branch Meetings.
17. An annual report on the proceedings and activities of the Northern Ireland Branch will be prepared by the Branch Honorary Secretary and Treasurer of ADEPT for consideration at the Annual General Meeting of ADEPT held in June each year. The annual report of the Branch should relate to the previous calendar year.