

ADEPT

Association of Directors of
Environment, Economy, Planning & Transport

OBJECTS, STANDING ORDERS AND BYE-LAWS

October 2017

As approved at the General Meeting
November 2017

SUBJECTS, STANDING ORDERS AND BYE-LAWS

For the regulation of proceedings and business

Mission Statement

ADEPT is an association for chief officers with strategic responsibility for the environment, economic development, planning, transport, housing and the built environment generally. Its members are *shaping places for thriving communities*.

ADEPT's aims for its mission are:

- To be a leader in professional and technical excellence.
- To provide members with opportunities for networking and peer support.
- To influence 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 strategic Local Authorities in England, Wales and the Department for Infrastructure (NI), in all matters pertaining to their duties. To maintain such contact with appropriate departments of government and sub-national, 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 four times each year. 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 s/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 Chair. In his / her absence, the 1st Vice President or either 2nd Vice President will preside if present, but otherwise a Chair will be elected by those present at the meeting.
4. Notice of every meeting with an Agenda of the business to be transacted, 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 Leadership Team meeting.
6. ADEPT will appoint Boards, which may take the format of traditional Boards with meetings or virtual (IT / telecom based) Boards or specific task and finish Boards, whose composition, responsibility and terms of reference will be as follows.

6.1 **The Leadership Team**

6.1.1 The role of the Leadership team is:

- a) To set the strategic agenda for ADEPT. As part of this, to keep under review emerging local, sub-national or central government issues in order to establish an ADEPT response.
- b) To manage the Association through the regular review of the current Strategic Plan and, to make recommendations concerning matters of policy.
- c) To appoint the Chair of each Board and to consider the recommendations of those Boards. To keep the work of the Boards under review and to allocate work to Boards or time-limited Task Groups or Standing Panels.
- d) To liaise and communicate with the media on general or crosscutting issues.
- e) To handle communications and engagement in policy and strategy issues with government departments and agencies and other professional bodies.
- f) To ensure the Association is managed appropriately during unusual / unforeseen situations.

6.1.2 The composition of the Leadership Team will be as follows:-

- The President
- The 1st Vice President
- The 2nd Vice Presidents
- The Immediate Past President (subject to their continued ADEPT full membership status)
- The Chief Operating Officer
- The Chairs of the Subject Boards
- The Chair of the Northern Ireland Branch
- The Chair of CSS Wales (ex Officio, with voting rights)

- The Chair 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 Leadership Team (ex-Officio, with voting rights)

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

6.1.4 The Leadership Team will meet regularly throughout the year as deemed necessary by the President.

6.1.5 When the Chair of a Subject Board is unable to attend a meeting of the Leadership Team, s/he 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 s/he is a full Member of ADEPT.

6.1.6 The Leadership Team 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 Subject Board.

6.1.7 The President and/or Vice Presidents will meet periodically (as business dictates) with the Chairs of CSS Wales, the Northern Ireland Branch and of SCOTS to discuss strategic items of common interest.

6.2 **Subject Boards**

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

Environment Board

- Waste & resource management
- Energy
- Flood & water management
- Climate Change / adaptation issues
- Natural Capital & Heritage
- Air quality

Planning, Housing & Regeneration Board

- Spatial planning
- Economic development
- Community regeneration
- Urban regeneration
- Housing
- Devolution
- Local government finances
- Digital infrastructure

Engineering Board

- Asset management
- Bridges
- Soils and materials design & specification
- Highway management
- Street lighting / charging for electric vehicles
- Service improvement

Transport Board

- Local transport planning
- Traffic management
- Road safety
- Intelligent Transport Systems (Information Management)
- Public transport
- ATCO Joint Working Group
- Transport & asset security
- Rights of Way

6.2.2 It will be up to each Subject Board, in agreement with the Leadership Team, to determine if it will meet in a traditional manner or as a virtual Board.

Work of Subject Boards

6.2.3 Members may state their preference for serving on a Board, but final decisions on the membership of Boards will rest with the Leadership Team. Board Chairs will report changes in Board Membership to the Chief Operating Officer.

6.2.4 The Leadership Team will appoint the Chair, and the Board will appoint the Vice Chair and Secretary. The Chair and Vice Chair will normally hold office for a period not exceeding three years unless otherwise authorised by the Leadership Team. The Secretary will normally serve for a period not exceeding four years, unless otherwise authorised by the Leadership Team.

6.2.5 The Role of the Board Chairs 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
- Ensuring there are links with associated Standing Panels, with the chairs of those Panels invited to attend Board meetings
- Horizon Scanning – identifying future issues and bringing them to the attention of the Leadership Team.

6.2.6 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.

6.2.7 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.

6.2.8 The Boards will have responsibility for:

- Developing professional and technical standards, to be considered by the Leadership Team as required
- Influencing emerging policy and sharing best practice, information and ideas
- Providing peer support, shared expertise, networking opportunities, liaison with other professional bodies

6.2.9 Boards will meet at the discretion of their Chair. 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 saved on the ADEPT website and forwarded to the Chief Operating Officer.

6.2.10 All technical matters requiring the consideration of ADEPT will be referred to the appropriate Board by the Chief Operating Officer.

- 6.2.11 Boards will submit any policy recommendations through the Chief Operating Officer 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.
- 6.2.12 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.
- 6.2.13 The President and the Chief Operating Officer will be ex-officio members of all Boards.
- 6.2.14 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.
- 6.2.15 Boards may co-opt persons who are not members of ADEPT. These co-opted members will not have the power to vote. Those individuals will be encouraged to join the Association.
- 6.2.16 Boards should nominate Members to whom they delegate specific technical matters. These Members will then take the required initiatives in dealing with these matters.
- 6.2.17 Boards may also set up Standing Panels (also known as Working Groups), or on occasion Task & Finish 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 & Finish 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 Leadership Team.
- 6.2.18 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.
- 6.2.19 The Chair of each Board will carry out an annual review of the Standing Panels and report as necessary to the Leadership Team.

6.3 **Standing Panels (also known as Working Groups)**

- 6.3.1 To be convened as set out in Clause 6.2.17.

- 6.3.2 Standing Panels will be given delegated power by the parent Board to report to and represent ADEPT on those matters within their competence.
- 6.3.3 Reports prepared by Standing Panels will be passed to the Chair of the parent Board. When the Chair is satisfied with a report, the report will be circulated by the Board Secretary to each member of Board. In the event of the Chair being unable to agree the contents of the report, the matter will be referred to the Leadership Team.
- 6.3.4 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.
- 6.3.5 In some cases Standing Panels may establish regional groupings in pursuance of their task(s). Such regional groups will elect their own Chair and Secretary, and will report after each meeting to the national Standing Panel.

6.4 Sub-National Boards

- 6.4.1 The Leadership Team will establish Sub-National Boards with the intention of providing comprehensive coverage across the whole of England. The Chief Operating Officer will maintain a list of the Boards that have been established, their geographical coverage and the membership.
- 6.4.2 The Sub-National Boards will have responsibility for:
- Promoting a stronger sub-national presence;
 - Sharing best practice, information and ideas, peer support and networking opportunities;
 - Liaising with Subject Boards on matters relating to professional and technical standards;
 - Bringing together non-ADEPT members, government bodies and other professional organisations that may advance the objectives of ADEPT.
- 6.4.3 The Chair of each Board will be a full Member of ADEPT and will attend the Leadership Team.
- 6.4.4 Each Sub-National Board will seek to meet a minimum of twice a year. It will extend an invitation to all relevant Strategic Directors in their area. Where the Strategic Director is not a member of ADEPT, s/he will be encouraged to join.
- 6.4.5 Substitutes nominated by Strategic Directors will be allowed to attend meetings and participate fully.

6.4.6 The Groups will discuss matters of strategic importance in their area; receive feedback on sub-national or national issues or developments from the Chair; and feed issues up to the Leadership Team via the Chair.

7. **Representation on Outside Bodies**

7.1 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 Chief Operating Officer for record purposes.

8. **Standing Orders for the Conduct of General Meetings**

8.1 Every member, associate member, honorary member, special honorary member, corporate partner or visitor attending a meeting will sign his/her 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 Chair of the Meeting.

8.4 All notices of motions and other items submitted for inclusion on the agenda shall be notified to the Chief Operating Officer 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 be put' shall not be carried unless two thirds of those present vote in favour, and in the event the Chair 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 Chair, 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 Chair, 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.
- 8.15 Each speech shall be limited to five minutes unless otherwise agreed by the Chair.
- 8.16 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.

- 8.17 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.
- 8.18 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 Chief Operating Officer will record the names and votes of those present and the Chair will then declare the result.
- 8.19 The Chair 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) Any other business
- (f) Date of next meeting

BYE-LAWS

1. **Members**

1.1 The members of the Association will be drawn from subscribing authorities who must hold an appointment with strategic responsibility for strategic planning, transportation, waste management, economic development or related built environment 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 Individuals who would qualify in 1.1.above may apply for individual membership if their authority does not subscribe in accordance with the normal local authority fee mechanism.

2. **Associate Members**

2.1 Authority 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 Working Group. This will only be on the recommendation of the relevant Board Chair. Associate Members will normally only attend their relevant Board and will not normally attend any General Meeting of the Association.

2.2 Chief Executives / Strategic Directors of Local Enterprise Partnerships, and of other relevant associations, are eligible to join the Association.

3. **Honorary Members**

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

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

4. **Special Honorary Members**

4.1 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.

5. **Corporate Partner Members**

5.1 Strategic directors of private sector companies are eligible for membership of the Association.

6. **Associate Bodies**

6.1 The following will be recognised as Associate Bodies:

- ADEPT Northern Ireland Branch
- CSS Wales
- SCOTS
- London Environment Directors Network (LEDNet)

6.2 The Chair of CSS Wales will be the Welsh representative on the ADEPT Leadership Team.

6.3 The Chair for Northern Ireland will be appointed by the Northern Ireland Branch.

6.4 The Chair of the SCOTS Board will be the Scottish representative on the ADEPT Leadership Team.

7. **Membership**

7.1 The Leadership Team 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.

8. **Privileges of Membership**

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

8.2 Associate Members, Associate Bodies, Honorary Members, Special Honorary Members and Corporate Partner Members will not be entitled to vote.

8.3 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 Chairs. This is conditional on payment of an annual fee.

8.4 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.

9. **Fees and Subscriptions**

9.1 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.

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

9.3 An annual subscription will be paid by each Special Honorary Member.

9.4 An annual contribution will be made by the relevant private sector company on behalf of the Corporate Partner Member who works for that company.

9.5 No subscription will be levied from Honorary Members.

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

9.7 Where the date of election or transfer falls after 31 December, no subscription will become due until 1 April following.

9.8 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.

9.9 If unforeseen circumstances result in the closure of ADEPT, Members or Associate Members and Bodies will not be reimbursed the balance of their subscription for that year.

10. **Election of Officers**

10.1 The Leadership Team will nominate candidates for election to the office of 2nd Vice President for the ensuing year at its Leadership Team 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.

10.2 If any Member so desires, s/he may submit another nomination in writing, signed by the nominee in token of his or her acceptance, to

the Chief Operating Officer not later than the date of the Leadership Team Meeting in March.

- 10.3 If required, an Election to the office of 2nd Vice President will be undertaken by e-mail and open to all Members after the Leadership Team Meeting in April.
- 10.4 If there is no tie the Chief Operating Officer will issue the Election Results in sufficient time for the successful candidate to be announced and accepted at the next AGM Meeting.
- 10.5 In the event of a tie a ballot will be held at the President's Meeting.
- 10.6 The President, 1st Vice President and 2nd Vice Presidents will be installed in office at the following Annual General Meeting.
- 10.7 Independent auditing arrangements will be agreed by the Leadership Team each year in time for audited accounts to be presented at the following General Meeting.

11. **Miscellaneous**

- 11.1 No alteration can be made to the Constitution, Standing Orders or Bye-Laws unless fourteen days' notice in writing has been given to the Chief Operating Officer prior to a General Meeting and such alterations can only be made if agreed by a majority of those present at that meeting.
- 11.2. All communications to the meeting will become the property of and will be published only by or with the consent of ADEPT.
- 11.3 The funds of ADEPT will be deposited in accounts as determined by the Chief Operating Officer. The Chief Operating Officer may delegate the day to day financial management of ADEPT accounts to the ADEPT Finance Officer.
- 11.4 The Vice President holding the Finances Portfolio will present the Balance Sheet and Accounts to the Annual General Meeting after they have been duly audited by the appointed independent qualified accountant.
- 11.5 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 Chair and an Honorary Secretary/Treasurer.
7. No Chair or Honorary Secretary/Treasurer shall serve for a continuous period longer than two years.
8. At any meeting of the Branch, the presence of five Members shall form a quorum.
9. The Honorary Branch Secretary and Treasurer shall submit to the Chief Operating Officer 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.
10. 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 Chief Operating Officer by 31st January. Income received should include the proceedings of all seminars, etc arranged by the Branch on a local basis.
11. Any request for additional finance to support activities in the forthcoming year should be forwarded to the Chief Operating Officer at the time of submitting the Branch accounts.

12. The Chief Operating Officer shall keep the minutes of the Branch meetings.
13. 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.
14. The funds of the Branch shall be deposited in a suitable account in the joint names of the Branch Chair and the Branch Honorary Secretary and Treasurer. All payments shall be made over their joint signatures.
15. 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 Chief Operating Officer of ADEPT.
16. Only Members on the current roll will be entitled to attend meetings of the Branch, subject to the discretion of the Chair in respect of recently retired Members.
17. 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.
18. 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.