

**Rules of  
Public Chairs Forum**

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## **PUBLIC CHAIRS FORUM**

### **1. Name**

Public Chairs Forum ("the **PCF**").

### **2. Objects**

The objects of the PCF are to improve the efficiency and effectiveness of the delivery of public services in the United Kingdom, inter alia by:

- 2.1 providing peer and expert support to the Chairs of Public Sector Organisations, via an annual programme of meetings and seminars, on subjects of common interest, often with input from a senior external speaker; and
- 2.2 drawing on the expertise and varied perspectives of Members (and where appropriate commissioning research and short papers) to provide information, advice and guidance to Government on the role of arm's length bodies on the delivery and reform of public services.

### **3. Trustees**

- 3.1 All property and assets of the PCF shall be vested in not less than two nor more than four trustees appointed from time to time by the Management Board from Membership of the PCF. The trustees shall hold the same for and on behalf of the Members of the PCF. Any trustee must have been a Member of the PCF for at least one year before the date of appointment.
- 3.2 Trustees shall be appointed for a term of three years but at the expiry of this period shall be eligible for re-appointment. A trustee's tenure of office will terminate on the resignation, retirement or death of the trustee. In addition, a trustee may be removed by a vote of three-quarters of the Members present and entitled to vote at a special meeting.
- 3.3 The Management Board shall have power to nominate a new trustee if a vacancy occurs by reason of one of the grounds set out in Rule 3.2 above. For the purpose of giving effect to such nomination the Management Board is hereby nominated as the person to appoint a new trustee of the PCF within the meaning of section 36 of the Trustee Act 1925. The Management Board shall by deed duly appoint the person or persons nominated by the Management Board, and the provisions of the Trustee Act 1925 shall apply to such appointment. Every statement of fact in the deed of appointment shall be conclusive evidence of such fact in favour of a person dealing in good faith and for value with the PCF or its trustees.
- 3.4 The trustees shall deal with the PCF's property and assets as directed by the Management Board from time to time. Without derogation from this obligation, the trustees shall have power to sell the property of the PCF; borrow money; or give security for borrowed money by mortgage or charge on the PCF's property, provided that the transaction in question does not involve a greater sum than £5,000. Any transaction involving a greater sum than £5,000 shall require the consent of two-thirds of the Members present and entitled to vote at a general meeting of the PCF.
- 3.5 The trustees shall be indemnified against risk and expense out of the PCF's funds.

#### 4. **Membership**

The Membership shall consist of:

4.1 Ordinary Members; and

4.2 Honorary Members.

#### 5. **Ordinary Members**

There shall not be more than 1,000 Ordinary Members. These Members shall have the full privileges of Membership and full voting rights.

#### 6. **Honorary Members**

A Member may be elected an Honorary Member at a general meeting of the PCF on the recommendation of the Management Board. An Honorary Member shall be a person who is not a Chair of a Public Sector Organisation, and who is deemed by the Management Board to be in a position to add significantly to the work of the PCF and the achievement of its aims and objectives. Notice of a proposal to elect an Honorary Member must appear on the agenda of a general meeting. Honorary Members may be elected for a period of one year from the general meeting at which they are elected and such Honorary Membership shall then lapse unless renewed at a subsequent general meeting. Honorary Members shall have the full privileges of Membership and full voting rights, but shall not be liable to pay any subscription.

#### 7. **Election or admission of Members**

7.1 The election of Honorary Members and admission of Ordinary Members shall be vested in the Management Board.

7.2 Subject to Rule 11, Ordinary Membership shall be open to each independent Chair of a Public Sector Organisation. The application must be made on an application form provided by the Secretary.

7.3 The candidate or applicant may be asked to demonstrate that he or she is an independent Chair of a Public Sector Organisation.

7.4 The admission of a Member shall be by the Management Board.

7.5 Upon election or admission the Member will be notified accordingly and will be provided with a copy of these rules all of which shall be binding on him or her.

7.6 An Ordinary Member shall not be entitled to any privileges of Membership until he or she has paid his or her first subscription.

#### 8. **Notice**

Every Member shall be under a continuing duty to notify the Secretary of his or her up-to-date address and, where applicable, the details of his telephone and fax numbers, and also his or her e-mail address. All notices in writing required to be given by the PCF to the Members under these rules may be sent by post or by electronic means. All notices sent to the Member at his or her notified address, whichever means of communication is used, shall be deemed to have arrived two days after despatch by the PCF. The non-arrival of any notice sent by the PCF shall not invalidate any meeting convened by the PCF nor any other PCF activity which requires notice to be sent to the Member.

## 9. **Subscriptions**

- 9.1 A Member's subscription shall be such sum as the Members shall determine at the annual general meeting. All subscriptions shall become due and payable on 1st April in each year.
- 9.2 If a Member is elected after the 1<sup>st</sup> April, his or her first subscription shall be reduced pro-rata for each full month during which he or she is not a member.
- 9.3 If the whole subscription is not paid within one calendar month of its due date, the Member shall cease to enjoy the privileges of Membership until payment is made. If the subscription or any part thereof remains unpaid after two months of its due date, the Secretary will send to the Member a written reminder of his or her arrears, and after three months of its due date the Member shall automatically cease to be a Member of the PCF, unless by that date the full amount of the arrears has been paid.
- 9.4 In special cases the Management Board shall have the power to remit the whole or any part of a Member's subscription.
- 9.5 If the Members in general meeting approve that monies should be raised by a levy on the Members, the obligation to pay the same or any part thereof shall be decided at the meeting. Honorary Members shall not be subject to this levy.

## 10. **Resignation or loss of office**

- 10.1 A Member may resign from the PCF by informing the Secretary in writing of his or her intention to do so. If a resignation is received after 1st March in any year, the Member shall be liable to pay his subscription for the following year.
- 10.2 If an Ordinary Member ceases to be the Chair of a Public Sector Organisation (an "**Ineligible Member**") he or she shall notify the Secretary accordingly and shall in any event cease to be a Member of the PCF on the third anniversary of such cessation.
- 10.3 If there shall be a successor Chair to the Ineligible Member at his or her Public Sector Organisation, such successor Chair may be a Member of the PCF in his or her stead and no further subscription shall be due in respect thereof for the year of such succession. If there shall not be a successor to the Ineligible Member, such Membership shall lapse.

## 11. **Suspension and expulsion of Members**

- 11.1 The Management Board shall have the power to suspend for a period not exceeding 12 months or to expel any Member whose conduct, whether within the PCF premises or elsewhere, is in opinion of the Management Board injurious to the good name of the PCF or renders him or her unfit for Membership of the PCF.
- 11.2 No Member shall be suspended or expelled without first being summoned before the Management Board and full opportunity given to him or her to advance an explanation or defence, nor unless three-quarters of the Management Board then present shall vote for his or her suspension or expulsion. The Chair of the Management Board who hears the case shall not have a casting vote on this occasion.
- 11.3 The Management Board shall have the power to exclude the Member from the PCF's premises pending the hearing of the case against him or her.
- 11.4 A suspended Member shall cease to have any of the privileges of Membership, nor may he or she be nominated for or hold office whilst suspended, but he or she shall remain liable to pay his or her subscription.

- 11.5 A Member who is suspended shall have the right to seek a review of his or her suspension by the Management Board if he or she so requests in writing to the Secretary within 7 days of his or her suspension. The review shall take place within 14 days of the request. The composition of the review body shall, if possible, comprise different Members from the Management Board which imposed the suspension. If this is not possible, the review body shall be chaired by an independent, senior Ordinary Member of at least two years' standing, who shall be entitled to vote on the review.
- 11.6 A Member who is expelled shall have the right of appeal to the Members at a special meeting if he or she so requests in writing to the Secretary within 7 days of his or her expulsion. The meeting shall be convened by the Secretary within 21 days of the expulsion. If at least two-thirds of the Members present and entitled to vote at the meeting are in favour of allowing the appeal, the Member shall be automatically reinstated.
- 11.7 If the Member so requests, he or she may have legal representation at any hearing before the Management Board or the Members in general meeting.

## **12. Officers**

- 12.1 The officers of the PCF shall consist of a Chair, a Secretary and a Treasurer.
- 12.2 Nominations for the office of Chair and recommendations for the length of the term of office (which shall be not less than one year nor more than three years) shall be presented by the Management Board to the Members at a general meeting, and upon election by the Members the Chair shall serve for the term resolved upon by the Members, but shall be eligible for re-election at the end of each term.
- 12.3 The other officers of the PCF shall be elected by ballot annually by the Members at the annual general meeting if the election is contested. Nominations signed by not less than two Ordinary Members of at least two year's standing or Honorary Members must be received by the Secretary at least 14 days before the meeting. All these officers shall be eligible for re-election.
- 12.4 The duties of the Secretary shall include: keeping an up-to-date list of the names and addresses of the Members and their contact numbers; collecting subscriptions; dealing with correspondence of the PCF; organising and attending general meetings of the PCF and preparing minutes thereof; and liaising between the Management Board and the sub-committees; and to prepare a report on the PCF's activities since the last annual general meeting and to circulate the same amongst the Membership.
- 12.5 The duties of the Treasurer shall include: keeping the accounts of the PCF in good order; banking without delay in the PCF's name all monies received from the Secretary; preparing an audited statement of account (including a balance sheet and a profit and loss account) for the Members at the annual general meeting and circulating the same amongst the Membership; and being answerable to the Management Board as to the state of the PCF's finances during the year leading up the annual general meeting.
- 12.6 The officers of the PCF may delegate any of the powers which are conferred on the them by these Rules to such person or committee; by such means; to such extent; in relation to such matters and on such terms and conditions as they see fit.

## **13. Suspension and expulsion of officers**

- 13.1 The Management Board shall have the power to suspend for a period not exceeding 12 months or to expel any officer whose conduct, whether within the PCF premises or

elsewhere, is in opinion of the Management Board injurious to the good name of the PCF or renders him or her unfit for holding an office of the PCF.

- 13.2 No officer shall be suspended or expelled without first being summoned before the Management Board and full opportunity given to him or her to advance an explanation or defence, nor unless three-quarters of the Management Board then present shall vote for his suspension or expulsion. The Chair of the Management Board who hears the case shall not have a casting vote on this occasion.
- 13.3 The Management Board shall have the power to exclude the officer from the PCF's premises pending the hearing of the case against him or her.
- 13.4 A suspended officer shall cease to have any of the powers of holding office, nor may he or she be nominated for office whilst suspended.
- 13.5 An officer who is suspended shall have the right to seek a review of his or her suspension by the Management Board if he or she so requests in writing to the Secretary (or if such officer is the Secretary; to the Chair) within 7 days of his or her suspension. The review shall take place within 14 days of the request. The composition of the review body shall, if possible, comprise different Members from the Management Board which imposed the suspension. If this is not possible, the review body shall be chaired by an independent, senior Ordinary Member of at least two years' standing, who shall be entitled to vote on the review.

#### 14. **Auditor**

There shall be an independent auditor appointed on an annual basis by the Management Committee.

#### 15. **Management of the PCF**

- 15.1 The management and control of all the affairs of the PCF shall be vested in an elective committee (referred to in these rules as "the **Management Board**").
- 15.2 The Management Board shall have the power to make, alter or revoke such bye-laws as it considers necessary for the good governance and well-being of the PCF. All such bye-laws shall be published annually.

#### 16. **The Management Board**

- 16.1 The Management Board shall consist of the officers set out in Rule 12, plus three to five Ordinary Members of the PCF. If the Secretary is a paid official, the number of Ordinary Members shall be increased to four to six. If both the Secretary and the Treasurer are paid officials, the number of Ordinary Members shall be increased to five to seven.
- 16.2 Those Ordinary Members forming part of the Management Board shall be elected by ballot annually by the Members at the annual general meeting. Nominations signed by not less than two Ordinary Members of at least two years' standing or by Honorary Members must be received by the Secretary at least 14 days before the annual general meeting.
- 16.3 All the Management Board members may offer themselves for reelection.
- 16.4 The Management Board shall be chaired by the elected Chair of the PCF. At its first meeting after the annual general meeting the Management Board shall choose a Vice-Chair from one of its own number who will undertake the duties of the Chair in his or her absence.

- 16.5 The Management Board shall meet on a regular basis, and sufficiently often to carry out its duties efficiently. The quorum for a meeting of the Management Board shall be five persons. The Chair of the Management Board, whether it be the formally chosen person or an ad hoc choice, shall have an additional casting vote at any meeting. All resolutions or decisions taken by the Management Board shall require a simple majority of those present at the meeting.
- 16.6 If for any reason a vacancy occurs during its term of office, the Management Board shall have power to appoint another Ordinary Member to fill that vacancy for the remainder of the term.

## 17. **Sub-committees**

- 17.1 The Management Board may from time to time appoint from the Ordinary Members such sub-committees as it shall deem necessary or expedient to assist it in managing the affairs of the PCF. All sub-committees shall conduct their business in accordance with directions from the Management Board and shall periodically report their proceedings to the Management Board for approval or ratification.
- 17.2 The Chair of the PCF shall be an ex-officio member of all the sub-committees, save that he or she shall have no voting rights at any meetings of sub-committees.
- 17.3 Subject to Rule 17.2 above, all members of sub-committees shall automatically retire on the date on which the annual general meeting is held but shall be eligible for re-appointment by the incoming Management Board immediately following the annual general meeting.
- 17.4 A sub-committee at its first meeting after the annual general meeting shall choose a Chair from one of its own number and shall decide on the quorum for any meeting of the sub-committee, and notify the Secretary accordingly. The Chair of a sub-committee, whether it be the formally chosen person or an ad hoc choice, shall have an additional casting vote at any meeting. All resolutions or decisions taken by a subcommittee shall require a simple majority of those present at the meeting.
- 17.5 If for any reason a vacancy occurs during its period of appointment, the sub-committee shall so notify the Management Board, who shall have power to appoint another Ordinary Member to fill that vacancy for the remainder of the period.
- 17.6 A list of sub-committees their composition and function shall appear as an annexe to these rules. The Annexe shall also contain the composition and function of other groups of Members which have a recognised and distinct existence within the Membership of the PCF.

## 18. **Declaration of interest**

A Member or officer must disclose to the Chair of the Management Board or any sub-committee on which he or she sits any interest which may conflict with the proper consideration of a matter under discussion. If the disclosing Member is the Chair of the Management Board or of the sub-committee, he or she shall disclose his or her interest to the next most senior person. A Member disclosing an interest shall not be entitled to vote on the matter under discussion and the other Members at the meeting shall decide whether the disclosing Member may participate in discussion thereof.

## 19. **Annual General Meeting**

- 19.1 There shall be an annual general meeting of the PCF held on a date fixed by the Management Board not later than 30 June in each year, provided that not more than 15 months shall elapse between each meeting.
- 19.2 The purposes for which the meeting is convened shall be:
- 19.2.1 to receive a report from the Secretary in respect of the PCF's activities since the previous annual general meeting;
  - 19.2.2 to receive and, if thought fit, to approve the PCF's audited accounts in respect of the preceding financial year;
  - 19.2.3 to elect the members of the Management Board;
  - 19.2.4 to appoint an auditor for the ensuing year; and
  - 19.2.5 to discuss or decide any matter of general business of the PCF duly submitted to the meeting.
- 19.3 All Members shall receive 28 days' notice in writing of the meeting, together with the agenda of the meeting. No Member, save with the consent of the Chair of the meeting, shall bring any matter before the meeting unless he or she has given notice of motion in writing to the Secretary not less than 14 days before the meeting (although points for discussion only may be received up to 48 hours before the meeting). A notice of agenda shall be posted in the PCF's premises for at least 14 days prior to the meeting.

## 20. **Special meetings**

- 20.1 A special general meeting shall be convened by the Secretary within 28 days of receipt by him of a direction of the Management Board or of a requisition signed by not less than 10 Members entitled to attend and vote at a general meeting or by one-fifth of such Members (whichever is the smaller number). All Members will receive not less than 14 days' notice in writing of the meeting. The notice shall specify the purpose of the meeting and no other business may be brought before the meeting.
- 20.2 If the Secretary fails to convene the meeting within the 28 day period, the requisitionists themselves may convene a special meeting to be held not later than 56 days after the deposit of the requisition with the Secretary.

## 21. **Procedure at general meetings**

- 21.1 A general meeting may proceed to business if 10 Ordinary Members are present within half an hour after the time fixed for the meeting. If no quorum is then present, the meeting if convened by requisition of the Members shall be dissolved; and if convened by direction of the Management Board it shall stand adjourned to the week following on the same day and at the same time. If at the adjourned meeting there is still no quorum the meeting shall be dissolved.
- 21.2 If a general meeting is adjourned for want of time, the Members present at the meeting will be notified there and then of the adjourned date, if this is practicable. If not, and the matter is adjourned for more than 14 days, all the Members shall receive notice in writing of the adjourned hearing; otherwise only those who attended the original meeting will be notified of the adjourned date.
- 21.3 Unless otherwise stipulated in these rules, any motion to be carried shall require the votes of a simple majority of the Members present and voting at the meeting.

21.4 No Member who is in arrear with the payment of his subscription shall be entitled to exercise his vote at a general meeting.

21.5 The Chair of any meeting shall be entitled to a casting vote only.

## 22. **Financial powers**

22.1 The Management Board shall have power to borrow money, whether on a secured or unsecured basis. No borrowing shall take place which exceeds the sum of £5,000 save with the prior consent of the Members given at a general meeting.

22.2 The Management Board may in its discretion establish and maintain a sinking fund or a reserve fund for such purposes as it shall think fit.

22.3 The Management Board shall have power to invest the PCF's funds in any prudent manner which in the reasonable opinion of the Management Board will benefit the PCF.

22.4 The Management Board shall have power to spend the PCF's funds in furtherance of the objects set out in Rule 2 above, as well as in compliance with its duties of management under Rule 14 above.

22.5 The PCF shall have power to defray out of the PCF's funds expenses wholly and necessarily incurred by members of the Management Board or any sub-committee, or incurred by any Member acting on the authority of the Management Board, which relates to or is connected with carrying out their duties or responsibilities on behalf of the PCF. For the avoidance of doubt, this shall include legal expenses incurred in connection with any litigation or alternative dispute resolution involving the PCF.

22.6 All cheques drawn by the PCF shall be signed in accordance with such policy as is from time to time adopted by the Management Board.

## 23. **Seminars and discussion meetings**

As well as Annual General Meetings and Special Meetings, the PCF may hold seminars and discussion meetings in pursuance of its objects. Personal attendance at such meetings by Members shall be encouraged, but Members may delegate attendance at such seminars and discussion meetings to a Deputy Chair or other non executive or independent member of the Board of the Chair's organisation.

## 24. **Visitors and guests**

Members may personally introduce guests into the PCF's premises, but must accompany such guests during their stay at the PCF. The Management Board shall have absolute discretion to exclude any visitor or guest so introduced.

## 25. **Interpretation of the rules**

The reference in these rules to the masculine gender shall in all cases apply equally to the feminine gender. If any question or dispute arises as to the meaning or interpretation of these rules or of the bye-laws made thereunder, the matter must be referred to the Management Board for a ruling thereon.

## 26. **Amendment of the rules**

- 26.1 These rules may be added to, altered or revoked by the Members at a special meeting or at the annual general meeting. Any amendment to be proposed at the annual general meeting must be sent out as part of the agenda referred to above.
- 26.2 To be carried, any motion to amend the rules shall require the votes of two-thirds of the Members present and voting at the meeting.
- 26.3 In the discussion of a motion to amend the rules, any proposed amendment to the motion may be carried by a simple majority of the Members present and voting at the meeting.

27. **Arbitration**

Any dispute between the PCF and its Members or between the Members themselves which arises out of or is in connection with these rules (or the bye-laws) or which concerns the affairs of the PCF shall be referred to the arbitration of a sole arbitrator to be appointed in accordance with section 16(3) of the Arbitration Act 1996, the seat of such arbitration being hereby designated as London, England. In the event of failure of the parties to make the appointment pursuant to section 16(3), the appointment shall be made by the President of the Chartered Institute of Arbitrators. The arbitrator shall decide the dispute according to the laws of England and Wales.

28. **Dissolution of the PCF**

- 28.1 Any motion to dissolve the PCF must be the subject matter of a special meeting.
- 28.2 To be carried, any motion to dissolve the PCF shall require the votes of three-quarters of the Members present at the meeting and entitled to vote thereat.
- 28.3 In the event that the Members pass a resolution to dissolve the PCF, any property or assets belonging to the PCF shall not be distributed to the Members if there is a surplus of assets over liabilities, but will be given or transferred to such other organisation or entity having similar objects to the PCF, as the Members may decide upon.

Date of Rules:

Dates of Amendments: