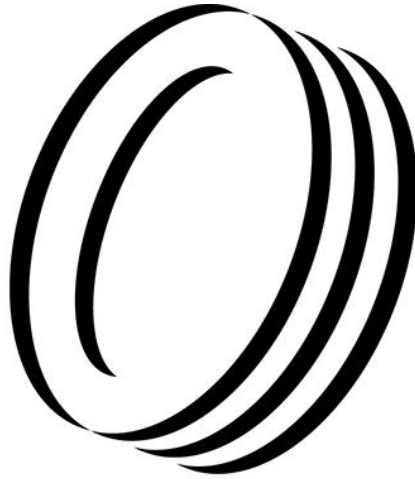


Steering Group meetings of the TyreSafe CIO

Terms of Reference (ToR)



TyreSafe[®]

31 July 2017

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Terms of Reference

Version Control

No.	Event/Change Description	Owner	Date
0.1	Document created and initial content written	CJ	17/04/17
0.2	Amends following steering group input	CJ	31/07/17

Introduction

This Terms of Reference (ToR) aims to define role, structure, responsibilities, authority and quorate of Steering Group meetings (SGMs) of the TyreSafe CIO.

Administration

Administrative support will be provided by TyreSafe's administration, namely CJ Association Management, who will send meeting invitations, be responsible for producing meeting minutes, cascading of agreed actions and overseeing and ensuring their execution of deliverables.

At all meetings, the following are required:

- Advance notice and agenda to be circulated
- Meeting chair (TyreSafe chairman or a nominated trustee)
- Attendance of at least one trustee
- Reading of the conflict of interest statement
- Signature of compliance with conflict of interest statement by all attendees
- Record of attendees and those present
- Compliance officer, (TyreSafe chairman or a nominated trustee)
- Attendance to fulfil quorate requirement, defined specifically for each meeting type
- Meeting minute taker, to provide subjects raised, key insights and actions arising. Those with voting rights are annotated as 'present'; those without as 'in attendance'

Definitions and scope of the Annual general meeting (SGM)

The aim of the SG meetings is to allow the trustees' and TyreSafe's management to communicate the charity's running, its activities, results and proposed forthcoming campaigns.

Appointment, removal and retirement of trustees

A charity trustee may not be removed from office at an SGM.

Amendment of Constitution

Constitution amendments may not be voted on at an SGM.

Notice of SGMs

The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of an SGM to all of the members, and to any charity trustee of the CIO who is not a member.

Chairing of SGM

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of Meetings), shall, if present at the SGM and willing to act, preside as chair of the meeting. In the absence of the chairman the vice-chairman will preside. Subject to that, the members of the CIO who are present at an SGM shall elect a chair to preside at the meeting.

The role for the chair is to ensure:

- A clear understanding of the conflict of interest statement and secure the signatures of all attendees
- All points of the agenda are discussed within the meeting's timeframe
- Meeting minutes are accurate and bear the chair's signature
- All attendees have the opportunity to have their views expressed without prejudice
- Enforcement of compliance and governance rules
- When a decision is to be made, all attendees eligible to vote have a clear understanding of the subject to be voted on and for the vote to be counted
- It is clear to members which decisions voted upon are binding on the trustees

The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

The chair may adjourn the meeting if:

- The number of attendees does not meet the requirements of the quorum, including during a meeting in session when representatives leave the meeting early ie if the meeting becomes inquorate
- There is an event beyond the control of the organisation, for example, a fire alarm
- The meeting becomes too unruly to effectively chair in accordance with the charity's governance
- If the attendees agree to adjourn

Should an adjournment be required, the re-convening of the SGM will be only as a continuation of the original meeting and may be scheduled to a time and date agreeable with the participants.

Representation of organisations

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at the SGM. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

Quorum

No business may be transacted at an SGM unless a quorum is present when the meeting starts. An organisation represented by a person present at the meeting is counted as being present in person. Subject to the following provisions, the quorum for the SGM shall be 10% of members (rounded up to the nearest member).

- If the quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the

meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.

- If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the number of members present at the meeting constitute a quorum.
- If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of members, the meeting must be adjourned.

Voting at SGMs

Any decision other than one falling within clause 10.4 of the TyreSafe Constitution (Decisions That Must be Taken in a Particular Way) shall be taken by a simple majority of votes cast at SGMs (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under the TyreSafe Constitution.

A resolution put to the vote shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

A poll may be taken:

- At the meeting at which it was demanded; or
- At some other time and place specified by the chair; or
- Through the use of postal or electronic communications.

In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

Proxy Voting

Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at the SGM. Proxies must be appointed by a notice in writing.

Unless a proxy notice indicates otherwise, it must be treated as:

- Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- Appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself

A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at an SGM remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member. If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given. However, a

notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Postal Voting

The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at the SGM. The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

- A notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable
- A Notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of Electronic Communication, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable

For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

The voting procedure must require all forms returned by post to be in an envelope with the members' name and signature, and nothing else, on the outside, inside another envelope addressed to "The Scrutineers for TyreSafe", at the CIO's principal office or such other postal address as is specified in the voting procedure.

The voting procedure for votes cast by email requires the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

- Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer
- The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted

Votes cast by post or email must be counted by all the scrutineers before the SGM at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

- The scrutineers must make a list of names and members casting valid votes, and a separate list of members' casting votes which were invalid
- These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the SGM. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he,

she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

- The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote
- Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

Participation at SGM by electronic means

An SGM may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all other participants.

Any member participating at an SGM by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the SGM.

SGMs held by electronic means must comply with rules for general meetings, including chairing and the taking of minutes.