

RESTRUCTURING OVERVIEW

This document is put together as a means to better understand the implications of Area Lead in the light of the current Constitution, legal matters, and feedback received from our professional advisers, the Accountant and the Solicitor. It is a starting point, not a finished product. This I leave to the Members and the new NEC to debate and resolve.

I have used 4 different fonts to try and separate out the various sources of information, and these are listed below. For highlighted areas, see point 6 of my summary at the end of this document.

AREA LEAD
CURRENT CONSTITUTION
ACCOUNTANTS NOTES
SOLICITORS NOTES

National Tier

- Reduced powers, responsibilities and costs.
- No maximum terms of office, except for the Treasurer.
- Only Area Representatives to have a vote.
- No Annual National Conference.

Posts

The National Tier shall consist of the following Groupings:

- The **Non-Executive Committee**, which consists of:
 - National Chairman
 - National Administrator
 - National Treasurer
- The **Executive Committee**, which consists of:
 - One Representative from each Area

Job descriptions

National Chairman

- Chair the National Meetings
- Signatory on the National accounts

- Casting vote
- Approach potential Vice Presidents

National Administrator

- Collate agendas for National meetings
- Keep minutes of National meetings
- Signatory on the National accounts
- Book National Meeting venue
- Obtain stationary and blank membership cards and distribute them to the Areas
- Collate the National directory from information collected by Areas
- Keep the National diary
- Forward nominations for National posts to the Areas

National Treasurer

- Manage the National accounts
- Signatory on the National accounts
- Ensure National insurance policy is maintained
- Produce budgets on National accounts

Area Representatives

- Vote on motions as their Areas mandate
- Take motions presented at National meetings back to their Area for debate
- Elect Non-Executive Committee members and National Officers
- Must have read the Minutes of the previous meeting, and be fully conversant with Issues raised therein

Vice Presidents

- Purely advisory role

All posts are to have a term of office of one year. There is no limit to the number of terms an officer may serve, except for the Treasurer, who may serve a maximum of three consecutive terms.

National Tier Responsibilities

The National tier shall be responsible for the following:

- Area development and closure
- To arrange insurance for the Federation as a whole
- To manage the National bank accounts
- To set the membership fee
- To set the Area levy
- To train the Areas
- To maintain the National diary
- To conduct nationwide publicity campaigns
- To maintain the National web page
- To publish a regular online magazine The National tier shall not be responsible for the following:
 - Issuing memberships or maintaining membership records
 - Running events
 - Group development or closure

Funding

The National tier is to be funded solely by a flat rate fee from each Area. This fee is to be decided at the February National meeting (see below) and payable in four equal instalments over the course of the year. The National tier will not levy Groups or Members in any form.

National Officers should be able to make requests for funds beyond that of their fixed budgets. These funds should be used for specific projects and come from National reserves and/or additional Area funding. Such requests should be in the form of a motion to be voted on by the National Executive Committee.

Meetings

National meetings should be run according to ABC of Chairmanship (Citrine).

National meetings to be held quarterly in February, May, August and November, These meetings should be held in a reasonably central location at a hired venue. A meeting should be scheduled to last no more than a day, and overnight accommodation should only be used where absolutely necessary.

Meetings are to be attended by the following:

- Non Executive Committee (*funded from National accounts*)
- Executive Committee (*funded from respective Area accounts*)
- Invited members (*funded by the inviter*). This includes all National Officers.
- Observers. All members may attend as an observer, providing that they inform the National Administrator in advance, and meet their own expenses.

No motion should be voted on until it has been first voted on by each Area. If a motion is introduced at a National meeting, the Area Representatives should take the motion back to their Area, to be voted on at their next Area meeting.

Motions are to be voted on only by the Area Representatives. Area Representatives should vote according to the wishes of their Area. In exceptional circumstances beyond the control of the National tier, where an immediate decision is required, Area Representatives should have the ability to make a decision without recourse to their Areas. All motions require a simple majority to pass.

The Non Executive Committee and National Officers have no vote at National meetings.

The Executive Committee will also hear proposals for National Scale Events, and should have the ability to take a vote without consultation with their Area.

Elections and Appointments

All National elections and appointments are to be held at the February meeting. Vice President Candidates should be appointed by the Executive Committee and the Non-Executive Committee. All other posts on the Non Executive Committee and National Officers should be by election. Any Area member should be able to put him or herself forward for these positions provided they are proposed by a Group, and they are under the age of 36 years on January 1st. Nominations should be made in writing to the National Administrator at latest, the first January Area meeting, and ideally, at the November National meeting.

21.2 In any such cases where it shall appear that other Constitutions and Standing Orders current within the Federation are in conflict with the National Constitution and Standing Orders, the National

Constitution and Standing Orders will be deemed the definitive document.

- ❖ **Before anything else can be done, each Area must be able to prove that it is a financially and constitutionally independent body.**
- ❖ **National funds may not be able to be divided down between Areas so it would be advisable to use National funds rather than Areas or Groups pay levies. Should National funds be able to be divided amongst the Areas (professional legal advice may need to be taken on this) it could raise tax issues for the Areas.**
- ❖ **It may be desirable to appoint trustees of National Funds.**

I have considered the Area Lead Option. Except where mentioned I have not considered the National Constitution and Standing Orders, nor the Model Constitution to Areas and Regions, nor the Constitution for Member Groups. These will require amendment to reflect the Area Lead Option. I know that in the past these have been dealt with at the Annual National Conference. Article 9 of the National Constitution says that there shall be an Annual National Conference. Article 17 deals with amendments to the Constitution and says that these must be dealt with by Member Groups at the Annual National Conference. If there is not to be one, under the new proposals, how is this to be overcome?

I am working from the premise that the Area Lead Option aimed at devolution. I have a few specific points arising from the draft: -

Page 3 - Job Descriptions - National Chairman, National Administrator and National Treasurer state that each is to be a signatory on the National accounts. On page 4, National Tier Responsibilities are stated to include management of National Bank Accounts.

However, I note that 6.4.2, of the National Constitution states that one signature is needed for any payment under £200 and two signatures are needed for a payment of over £200.

I cannot see anything in either the Area Lead Option, or the National Constitution, dealing with the distribution of National assets upon dissolution. The normal rule would be that assets of a club, of which this is a type, would be divided between its members. I suppose the same consideration would also apply to the Areas. That would certainly be the case with the Groups, but I am not certain what would happen to

ownership of National assets. It might be as well to specify this. Please see my earlier comments about changes to the Constitution.

As the Area Lead Option does not directly involve membership of Groups, I have not mentioned such matters as compliance with the Human Rights Act.

Following my early comments about the Annual National Conference, my view is that the Area Lead Option must follow appropriate resolutions at the ANC, and that changes in the National Constitution must be made before the Area Lead Option is introduced.

Area Tier

- Increased power and responsibilities.
- No maximum terms of office, except for the Treasurer.
- Keeps membership records and issues membership cards.

Under the Area Lead Option, Areas are essentially unchanged from their present structure. However, in addition, they will require to manage their own memberships. Groups will pay their members' membership fee to their Area, not National, and the Area will keep membership records and issue membership cards.

Posts

An Area committee consists of the following (minimum) posts:

- Chairman
- Administrator
- Treasurer

In addition, as many as possible of the following posts should be filled:

- Membership Officer
- Activities Officer
- Development Officer
- Publicity Officer
- Training Officer
- One or more General Committee members

Job descriptions

Area Chairman

- All responsibilities as present, without the requirement to act as their Area's representative at National meetings
- Ensure that Area membership records are kept up to date

Area Administrator

- All responsibilities as present
- To supply the Area directory to Groups in their Area, other Area Administrators and the National Administrator
- To receive risk assessment forms and forward them to the National insurance company
- To keep an Area accident log

Area Treasurer

- All responsibilities as present
- If no Membership Officer is elected, these responsibilities fall to the Treasurer

Membership Officer

- To keep an accurate record of that Area's membership
- To issue membership cards for that Area
- To receive payment for membership for that Area

All posts are to have a term of office of one year. There is no limit to the number of terms an officer may serve, except for the Treasurer, who may serve a maximum of three consecutive terms.

Funding

Areas will be funded by the membership fee, plus any surplus made on Events. Areas should not levy individual Groups.

Areas will pay a levy to the National tier as described under National funding.

Meetings

Area meetings should be run according to ABC of Chairmanship (Citrine).

Area meetings have a greater importance than at present. Each meeting is the Groups' opportunity to discuss and set Area policy on National issues.

Area meetings to be held quarterly in January, April, July and October, these meetings should be held in a reasonably central location at a hired venue. A meeting should be scheduled to last no more than an afternoon. As far as possible Area meetings should be held midpoint between National meetings.

Area meetings should be attended by all Area Officers and up to two delegates from each Group. Any member of the National Federation should be able to attend as an Observer. All Observers should have the right to speak.

All non *in-camera* issues raised at the previous National meeting should be up for discussion. For each motion, delegates should direct their Representative how to vote at the following National meeting: For, Against, or to allow the Representative to make their own decision.

Groups and the Area Committee may introduce motions. Group motions must be seconded by another Group in attendance. Motions should be declared as being Area or National in scope.

Area motions should be voted on to determine Area policy. National scope motions should be voted on to forward the motion to the next National meeting. At the next National meeting, the Area Representative will introduce the motion. Other Area Representatives will take the motion back to their Areas, and vote on it at their next Area meeting. The motion will then be voted on at the following National meeting, and if it passes, becomes National policy, applicable to all Areas.

Areas will be free to set their own policy on who should be their Representative to attend the next National meeting. That Representative should ensure that he or she has read the Minutes of the previous National meeting, and is fully conversant with all issues raised at that meeting.

Elections

All Area posts are to be determined by election at the January meeting. Any member of that Area may stand for any Area post, as long as they are nominated by a Group of that Area, and are 35 or under on January 1st. Nominations should be accepted by the Area Administrator up to the start of the January meeting.

Members over the age of 35 years on January 1st prior to the February meeting are eligible to stand for any Area positions as long as a member aged 35 years or under has not been nominated.

9.19 Any change to the Model Area/Region Constitution and the Standard Group Constitution passed by the ANC shall be deemed to apply to, and be effective for, all existing Areas, Regions and Member Groups Constitutions immediately at the close of the ANC for the time being.

- ❖ **Before anything else can be done, each Area must be able to prove that it is a financially and constitutionally independent body.**
- ❖ **Each Area must register with the Inland Revenue as 18 Plus is not a registered charity and that Area must present the constitution to the VAT Office to demonstrate its' independence.**
- ❖ **Because of tax implications, Areas may need to set their own membership fees.**
- ❖ **National funds may not be able to be divided down between Areas so it would be advisable to use National funds rather than Areas or Groups pay levies. Should National funds be able to be divided amongst the Areas (professional legal advice may need to be taken on this) it could raise tax issues for the Areas.**

. Page 11 - the desire to use electronic communication where possible is perfectly natural, but I should have thought it would be better to emphasise that those without access to e-mail should still be contacted by post. In the third paragraph the sentence "Groups should

ensure that those members with access to the website should keep those members without access informed', seems to me to be vague. I would suggest that arrangements should be made so that those members who have e-mail and who have indicated that they are happy to receive communications that way will do so, but all others will be contacted by post.

. On page 3, the National Treasurer (third bullet point) is responsible for ensuring that National insurance policy is maintained. It is not clear whether the National insurance gives cover to Areas. I would suggest that it should be clearly stated either that National insurance does cover the Areas, or that the Areas are to be responsible for their own insurance.

Group Tier

- No levies or affiliation costs.
- Terms of office of one year.
- No maximum terms of office, except for the Treasurer

The Group tier is very little changed from the present structure. All posts and responsibilities remain unchanged. All posts are to have a term of office of one year. There is no limit to the number of terms an officer may serve, except the Treasurer, who may serve a maximum of three consecutive terms. Groups should hold an Annual General Meeting to elect posts; these should be run in the same way as existing Bi-AGMs. The AGM should take place between the January Area meeting and the February National meeting.

All members of a Group aged 35 years or under on January 1st may stand for a Group post. Members aged over 35 years may stand if there are no eligible candidates for a post.

Funding

Groups may charge members 'subs' for attending a Group night, plus any surplus from Events. Groups will not pay any levy to either their Area or to the National tier.

Membership

New members must be aged between 18 and under 36 years. Existing members who are 36 years or older may renew their membership provided they do so within six months of their membership expiring. All members

who renew within six months of their membership expiring shall have their membership backdated to the expiry date.

Memberships will be payable to the Group, and the Group will forward a cheque for the membership amount to the Area Treasurer.

A person's membership number will be fixed for the duration that that person is a member of 18 Plus, starting with their first renewal after the February 2006 National meeting.

Direct Members

Under the Area Lead Option, there will be no direct members. All members should be a member of a Group, even if that member cannot physically attend Group nights. The standard membership fee would therefore apply, but it would be the responsibility of the member to keep them informed.

Quest

Quest Groups shall continue to exist for members of the age of 36 years and over. Quest Groups shall operate in exactly the same manner as Groups, with the following exceptions:

- There shall be no upper age limit on joining a Quest Group.
- Members of Quest Groups may attend Area meetings only as Observers
- Members of Quest Groups may not stand for any Area or National committee post
- Members of Quest Groups may attend lower tier Events by invitation only

Membership of a Quest Group shall be 75% of the full membership price. There is no requirement for a Quest Group to be affiliated to a lower tier Group, but it must be part of a lower tier Area.

Events

There shall be three classes of event: Group, Area and National Scale. Group and Area Events are unchanged from present.

All Health & Safety risks will be taken into account and appropriate measures, such as a risk assessment, will be taken. Where a risk assessment is completed, it shall be forwarded to the Area Administrator before the Event takes place.

National Scale Events

The National Tier will not be responsible for the organising or running of Events. All National Scale Events shall be the responsibility of an Area, who shall appoint an Organising Committee.

The following criteria must be fulfilled for an Event to be declared as National Scale:

- The Executive Committee must accept the Event as National Scale
- The Event must be expected to attract members from more than one Area

National Scale Events shall be placed in the National Diary, kept by the National Administrator. Two National Scale Events should not clash.

The National Tier will not add a levy to National Scale Events.

If an Area is not able to fund an Event by itself:

- The Event shall have its own bank account. Signatories to include the Area Chairman, Area Treasurer and the Organising Committee Chairman, plus any others deemed necessary.
- The Event will be budgeted to produce a surplus.
- The Area will not ask the National Tier for funds. The Area will sell shares in the Event to other Areas. Shareholders from other Areas shall be the first creditors in line, unless the event has been underwritten. (*Exception - see 'Easter Holiday'*)
- Areas may ask the National Tier to underwrite the Event. The National Tier may choose to do so. If so, the National Tier may charge an underwriting fee of 10% of any surplus generated by the Event. All Shareholder payouts will be calculated after the underwriting fee has been paid out. No underwriting fee shall be payable if the Event does not make a surplus.

Easter Holiday

If a National Scale Easter Holiday is run, it shall be organised by an Area, just like other National Scale Events. However, the National Tier shall also be allowed to purchase shares. Areas will have priority over National.

The decision to purchase shares should be made at a National meeting. No consultation with the Areas is required.

Annual National Conference

The Annual National Conference will not be run. All policy debates and votes take place at Area and National meetings.

Summary

It seems then, to me at least, that there are several very important issues that need to be addressed BEFORE we can go any further.

1. The current Constitution is clear. Areas and Groups have not been included in its provisions since the close of business at the 2005 ANC. Instead, the provisions of the Area Lead should have held sway.
2. However, since Area Lead is not to come into effect until early February 2006, this leaves a clear problem to the running of the Federation. In practice, there are currently no rules or constitution holding the Federation together below National level. Areas and Groups can do as they like, and the NEC cannot stop them!
3. From the Accountant's notes, the Federation CANNOT be re-organised in the way that the Area Lead document states. All Areas MUST BE autonomous bodies, with no liabilities or responsibilities to any other Area or National tier. This means that the National Federation as it has been, as it is, and as it was envisaged by the Area Lead can NO LONGER EXIST. There will be no National Federation and the name 18 Plus will be up for grabs.
4. As the Accountant also makes clear, the changes to National and Areas now in place and yet to be enacted mean that Areas now need to take on responsibilities for their own Tax and VAT affairs.
5. As there are to be no National activities any more, then Brean cannot go ahead next year as planned. It is a National event, run by a Co-ordinator elected by the National tier (i.e. NEC). As they can not do so after February 2006, it can only be run if a Group or Area wishes to take it on and can afford to do so. Again, it's up for grabs.
6. As where an item is highlighted above, there are several major inconsistencies in the plan. These need to be rectified.

National Federation of 18 Plus Groups – Restructuring Overview

7. As the Area Plan was voted on as a whole, piecemeal changes can not be made which affect it in more than a minimal way without being voted on by the Groups.
8. The Solicitor makes clear that there is ambiguity re the age range, and this impacts who can and cannot stand for election.
9. He also insists that all members have the right to be told what is going on. They should not need to ask. Postal services will therefore still be needed.

This is a summary of those areas which have come to light since the ANC this year. There are doubtless many others hidden within the Area plan and the current Constitution.

Tony Burgess

HLM

(and caretaker NFO for the 2nd time!)