



**Friends of  
the Earth**

# **Rules of Election to the Board of Directors**

**Last amended October 2008**

## **1. Size of the Board**

The Board will have 17 members: 10 members will be nominated by election through the Local Groups. 7 members will be co-opted.

## **2. Role of the Board**

- a) Members of the Board of Directors are the legal company directors under the Companies Act 2006.
- b) The Board will exercise the powers laid out in the Memorandum and Articles of Association of Friends of the Earth Ltd. The Board will monitor the campaign and administrative performance and advise on policy, but generally the staff will be supported in their efforts to get on with their jobs, and the Board will not be a working Board or interventionist Board. (The Board will provide the continuity, expertise and experience necessary to cope with the high rate of staff turnover).
- c) Board members nominated by election will not be delegates, but will work for the benefit of Friends of the Earth as a whole.
- d) Co-opted members of the Board will have the same rights, duties, obligations and responsibilities as elected members - no differentiation, other than their method of appointment, will be made between the two categories of Board members.

## **3. Suitable Board Members**

Membership of the Board would be as widely based as possible, containing a diverse range of skills.

Candidates for any position on the Board must possess a known commitment to social and environmental advocacy and the following factors should be used as a guide for identifying possible candidates for Board Membership:

- i)
  - a) Law
  - b) Accountancy
  - c) Research/Academic/Education
  - d) Campaign experience
  - e) Political experience
  - f) Media experience
  - g) Central/Local government
  - h) International activities
  - i) Particular fields of knowledge
  - j) Other pressure groups

- k) Fundraising
  - l) Science
  - m) Public policy
  - n) Town and Country Planning.
- ii) Diversity in terms of age, sex, personality and responsibility.
  - iii) Diversity in depth of Friends of the Earth Ltd. connection and experience.
  - iv) Need for objectivity (i.e. a proportion of "non- Friends of the Earth" people).
  - v) National/international view (i.e. not too London orientated).
  - vi) Informed/intellectual thrust.
  - vii) Willingness to serve, (i.e. recognition of a sometimes demanding but unpaid role).

#### **4. Eligibility of Staff to be Appointed Members**

There will be no "staff directors" i.e. no place on the Board will be reserved for a member of staff and no person should be appointed solely because he/she is a member of the staff of Friends of the Earth Ltd or Friends of the Earth Trust Ltd.

No member of staff of Friends of the Earth Ltd or Friends of the Earth Trust Ltd may be nominated to the Board by election.

By the use of the word "staff" we mean all those receiving regular remuneration, whether full-time or part-time, and whether as a salary or as a consultancy fee, from Friends of the Earth Ltd or Friends of the Earth Trust Ltd.

Employees of Local Groups will not be accepted as candidates for election to, or co-option onto the Board.

#### **5. Positive Discrimination and the Board**

There will be no positive or negative discrimination in the allocation of places on the Board.

#### **6. Co-Option of Board Members**

Newly elected Board Members will be co-opted to the Board at the next Board meeting i.e. will become legal directors..

#### **7. Regional Basis of Elections**

The 10 elected nominees to the Board will be elected from 10 regions of the United Kingdom, (excluding Scotland), each region electing 1 person.

#### **8. Returning Officer**

The Board will appoint a Returning Officer to conduct each election.

## **9. Definition of Local Groups which are Eligible to Vote**

The only Local Groups which will be entitled to participate in the nomination and election procedure are those which have entered into and complied with a Licence Agreement with Friends of the Earth, and are eligible under the election rule outlined below.

## **10. Local Group Licence Agreement**

This is Appendix A (available on request).

## **11. Election Rules**

- a) Local Groups should have existed for at least one year before being entitled to vote, and they will also be required to pay the registration fee before voting.
- b) All Groups which have entered into the Licence Agreement on 1st September in the year before the election (assuming that the election is held in the period leading up to the Annual Conference) and which have paid the annual fee by 7 weeks before the election, will be entitled to vote.
- c) These rules will be changed if the date of the Annual Conference is changed regularly from September.
- d) In the event of an election taking place under the terms of Rules 19, 20 or 23, only those Groups that have been licensed to Friends of the Earth Ltd for at least one year at the time when the election is called will be entitled to vote.

## **12. Autonomy of Local Groups and Relationship with Friends of the Earth Supporters**

- a) The Local Groups will remain autonomous and will not be required to give voting right or the right to attend meetings etc, to Friends of the Earth supporters in their area. Friends of the Earth supporters wishing to vote should do so by joining a Local Group.
- b) The decision relating to how to cast votes by Local Groups in elections and the selection of nominees and seconders will be left entirely to the Local Group to arrange as it thinks best. (It shall be a decision for the Local Group whether or not to arrange for a postal vote of all Supporters in their area.)

## **13. Supporters**

- a) Supporters will not be able to vote directly for Board members (except by participating in Local Groups, or in postal vote of all Supporters in their area).
- b) Supporters will be informed of the system of nominating people to the Board so that they can make nominations (through their Local Group).
- c) The Friends of the Earth Newspaper will state that those who wish to vote should contact the appropriate Local Group.

- d) No supporter or Local Group member shall be eligible to belong to more than one Local Group for the purposes of voting in elections to the Board.

#### **14. Nomination Procedure**

- a) Only Local Groups will propose and second prospective Board members for election.
- b) Each Local Group will be able to propose or second only in respect of its region - although the nominee need not be based in that region.
- c) Each person wishing to stand for election should have one nominator and one seconder.
- d) All nominees must be eligible to be a Company Director at the time of nomination and to the best of their knowledge at the time of election.
- e) If the nominee becomes ineligible after nominations close and before Elections they have to withdraw their nomination.

#### **15. Nominees**

- a) All nominees must be registered National Supporters of Friends of the Earth, or immediately become such a Supporter after nomination and before being included on the election papers.
- b) The written consent of each nominee will be required, confirming that they have read the 'job description' of the Board.
- c) No nominee should stand for election in more than one region. If two or more regions seek to nominate the same person, the nominee must indicate in which region they wish to stand.

#### **16. Duties of Board Members**

- a) Board members will be expected to attend all Board meetings, the Annual Conference and the Strategy Meeting.
- b) All Board Members should work for and represent the best interests of Friends of the Earth Ltd. All Board Members, including co-optees, must also sign a consent to act as in the Acceptance of Nomination form.
- c) All Board Members who fail to attend three consecutive meetings, or who fail to attend at least one half of the meetings in any twelve month period, will be required to offer their resignation.
- d) All Board Members will be expected to carry out their role according to company director duties under the Companies Act 2006.

#### **17. Voting Procedure**

- a) Nominations may be received at any time and will close 12 weeks before the Annual

Conference in the year of the election.

- b) As soon as possible after nominations have closed, ballot papers will be sent to the Local Groups.
- c) Ballot papers will be sent to the Coordinator last known to Friends of the Earth Ltd, or to whom the Local Group nominates. Local Groups should inform Friends of the Earth Ltd immediately of any change of address of the Coordinator or person so nominated.
- d) There will be security numbering of ballot papers, with the Returning Officer only having the key. Ballot papers will only be re-issued in exceptional circumstances and at the discretion of the Returning Officer.
- e) All ballot papers will include a Re-open Nomination option (RON) and voting will be by way of the Alternative Transferable Vote (ATV). For all practical purposes, the RON option will be treated as an additional candidate on the ballot form. Local Groups will use their ATV to place candidates (including the RON option) in the order of their choice.
- f) The ballot paper will be in the form attached (Appendix C).
- g) Local Groups may cast their vote by way of a secret postal ballot which will close on the Friday one week prior to Annual Conference; an acknowledgement slip will be provided so that receipt of postal votes can be confirmed by the Returning Officer. Alternatively Groups may vote at Annual Conference and ballots will close at 2115 hours on the Saturday of Annual Conference; a locked ballot box will be provided in which all votes should be cast. No late votes will be accepted.
- h) There will be a period of one week to allow checking of nominations by the Returning Officer and in the case of any irregularity to allow Co-ordinators to be informed and to make good their nomination.
- i) Each Local Group will have one vote.
- j) In the event that the RON option receives the majority of votes then a second election will be held; this will be conducted according to the shortened timescale that applies in Rule 19 and is described in Appendix D. Should such a second election be held, candidates from the first election will be notified within three working days of the close of that election and they may withdraw from the second election if they wish.
- k) Should the RON option receive the majority of votes in the second election the Board may seek to co-opt a person from the relevant region to fill that place. The co-opted Board Member will serve for a period of one year only, or until the next scheduled election if that is sooner.
- l) The Returning Officer will endeavour to notify the successful and unsuccessful candidates of the result of the election during Annual Conference and before the election results are announced; candidates not attending Annual Conference are advised to inform the Returning Officer of their whereabouts at that time.

## **18. No Nominations Received for the Region**

- a) If no nomination is received for a region, then the Returning Officer will notify all Local Groups to that effect after the close of nominations.
- b) In such an event a further nomination process will take place and this will close thirty days before Annual Conference.
- c) Any eligible Local Group will be permitted to nominate a person for the vacant place, using the usual nomination form, except that no seconders will be required.
- d) Local Groups which nominate a person under this procedure must obtain that person's written consent in the same manner, and on the same form (subject to there being no requirement for a seconder) as in the principle nomination procedure.
- e) Should this second nominations process result in candidate(s) standing then election statements and ballot papers will be sent out to eligible Local Groups within two working days of nominations closing, and the voting procedure will be as described in Rule 17.

## **19. Resignations**

- a) One month's notice of voluntary resignation to the Chair of Board will be required. On receipt of this notice, Local Groups in that Board Member's region will be notified within two weeks by Friends of the Earth Ltd. (In the case of elected Board Members).
- b) If an elected Board Member resigns their post within the space of two years of election, an election for a new Board Member will take place, using a shortened timescale below (Appendix D). Board members elected in this way will serve until the next regular election in their region.
- c) If an elected member of the Board resigns after the second year of office, the Board will, where practicable, fill that place by co-opting a person from the region onto the Board, for the remainder of the term which the person who had resigned would have served.
- d) If for any reason the Board Member becomes ineligible to act as a Company Director under the Companies Act 2006, they must immediately resign informing the Chair.

## **20. No Board member for a region**

- a) Should there be a vacant place for a Board member in a region then the Board may either call a mid-term election in that region, or co-opt an individual from that region for a period up to the next Annual Conference.
- b) A mid-term election can be called at any time, and will take place over a shortened timescale as set out in Appendix D below.
- c) Board members elected through mid-term elections will serve until the next regular election in their region.

## **21. Electioneering**

- a) Each nominee will be asked to provide a written election address, not exceeding 500

words, about her or his activities, which are relevant. No photograph should be provided. The Returning Officer will be empowered to ask for amplification of the written material.

- b) The only electioneering which will be permitted is that which is directly solicited, whether in writing or orally at meetings. Candidates are invited to meet any interested Local Group members at a special regional meeting if it is possible to do so. The only pre-printed electioneering item to be available will be the election address.
- c) The Returning Officer will have the discretion to permit a greater degree of, and to adjudicate on, alleged electioneering.
- d) Normal Local Group activity by (the nominee) will not be prohibited.
- e) The only electioneering item that will be distributed from Friends of the Earth Ltd will be the election address.

## **22. Length of Service of Board Members**

All elected Board Members will serve for three years from the date of appointment, with the exception of those elected under the terms of Rules 19, 20 and 23, who shall serve until the next regular election from that region falls due.

## **23. Recall of a Board Member**

- a) If Local Groups in a region are dissatisfied with the performance of their elected Board member then they have the right to recall that person at any time.
- b) A recall must be supported by a majority of licensed Local Groups in the region. To be eligible to participate in this process, a Local Group must have been licensed for at least one year at the time that the recall is instigated. This recall will terminate the period of office of the Board member, and mid-term elections will then be held in that region.
- c) The procedure for recalling a Board member is set out in Appendix E below.

## **24. Quorum and Meetings**

- a) The Board quorum will be 8.
- b) Dates of Board meetings will be chosen by the Board.

## **25. Chairperson**

The Board's Chairperson should be selected from all the Board, by all the Board, and will not have a casting vote.

## **26. Amendments**

No alteration will be made to the above method of electing Local Group nominees to the Board except by the agreement of the majority of Local Groups at an Annual Conference. All such amendments to the system of electing Board Members will be notified to all Local Groups at least 8 weeks prior to such Conference.

**End of Rules of Election**

## **Appendices to the Rules of Election and accompanying information**

The following Appendices to the Rules of Election are either printed on the following pages or available on request:

- < Appendix A: Partnership Agreement, available on request.
- < Appendix B: map of Friends of the Earth Board regions, available on request.
- < Appendix C: example of ballot paper.
- < Appendix D: shortened timescale for elections held under Rules 19, 20 and 23.
- < Appendix E: procedure for recalling an elected Board member.

For the purposes of holding an election to the Board of Friends of the Earth Ltd, the following documents should accompany the Rules of Election:

- < Election timetable.
- < Candidate Nomination form.
- < Candidate's Acceptance of Nomination form.
- < Guidance to candidates.

## Appendix C: example of ballot paper

### *How to use this vote*

You have an Alternative Transferable Vote and you are asked to vote for the candidates on the ballot form in your Group's order of choice. To cast your vote, place a number in the box by the candidate's name - "1" for the first choice, "2" for the second choice, "3" for the third choice and so on (although you do not have to vote for all of the candidates on the ballot form).

The Re-open Nominations (RON) option is treated as an additional candidate and details of how this system operates appear in the Rules of Election. In the event that there is no clear winner when the votes are counted then the candidate with the fewest votes will be eliminated and their second preference votes will be allocated to the remaining candidates (however the RON option cannot be eliminated).

### *How to cast this vote*

Your Group may vote **either** by post **or** at Annual Conference. To vote by post you should send the ballot paper to: The Returning Officer, Information Service team, Friends of the Earth, 26-28 Underwood Street, London N1 7JQ to arrive by no later than the **[insert date]**. A ballot box will be available for Groups wishing to vote at Conference instead.

The ballot itself closes at 2000 hours on Saturday **[insert date]**. No late votes will be accepted. Please look after this ballot paper as a duplicate can only be issued in exceptional circumstances, and note that votes may not be faxed or photocopied.

## Ballot Paper (EXAMPLE)

*Mark a single number only in each box (or leave the box blank if you do not wish to vote for a candidate)*

**Jane Dough**

Proposed by Somewhere Friends of the Earth  
Seconded by Anywhere Friends of the Earth  
and by Everywhere Friends of the Earth

**Fred Smith**

Proposed by Sometown Friends of the Earth  
Seconded by Anytown Friends of the Earth  
and by Everytown Friends of the Earth

**Re-open Nominations**

## **Appendix D: timescale for non-scheduled elections**

Where an election is held under Rules 19(b), 20(b) or 23(b), the following timetable will be invoked:

- 1) A notice of election will be sent to all Local Groups in the region that have been licensed to Friends of the Earth Ltd for a period of at least one year when the election is called, these being the only Groups entitled to participate in the election.
- 2) This notice will set out the timetable and procedure for the election. In the case of a Board member resigning, the notice will be sent out within two weeks of the receipt of their resignation. In the case of a Board member being recalled, the notice will be sent out within two weeks of the recall becoming effective.
- 3) The date for receipt of nominations to be five weeks from the date of the notice of election.
- 4) Posting of voting papers to be within one week of the closing date of receipt of nominations.
- 5) Election to be closed six weeks after the posting of voting papers.
- 6) Candidates to be informed of the results immediately thereafter.
- 7) All Groups to be informed of the results with the next Local Groups Newsletter.
- 8) Where the next Local Groups Newsletter is more than one month after the date for close of election the Groups in the region affected shall be notified separately by post.

## **Appendix E: procedure for recalling a Board member**

The following is the procedure for recalling a Board member, as provided for under Rule 23:

- 1) Any Local Group that has been licensed to Friends of the Earth Ltd for a period of at least one year may initiate the recall procedure at any time.
- 2) To instigate a recall the Local Group should contact the Returning Officer in the first instance, and provide a statement of no more than 300 words specifying their grounds for recalling the Board member.
- 3) A period of ten weeks is allowed for the recall procedure, commencing from the date when the Returning Officer receives notice from the Local Group that is instigating the procedure.
- 4) The Returning Officer will provide the Local Group with a contact list. This will give details for Co-ordinators of all Local Groups in the region that have been licensed to Friends of the Earth Ltd for a period of at least one year on the date that the recall is instigated.
- 5) The Returning Officer will inform the Chair and the relevant Board member, and provide them with a copy of the Local Group's recall statement.
- 6) The Local Group may approach the other Local Groups in its region that are eligible to participate in the recall; these will be the Groups detailed on the contact list described in (4) above.
- 7) A simple majority of the eligible Local Groups in the region is needed in order for the recall to become effective.
- 8) Each Group that wishes to support the recall should provide a written statement to the Returning Officer that includes the following: date and location of the Group meeting where the recall was tabled; number of people present at the meeting; confirmation that the issue was debated thoroughly; details of a vote on the issue; signatures of two of the Group's elected officers.
- 9) If a simple majority of eligible Local Groups have supported the recall, at the end of the ten week period allowed, then the Board member for their region will cease to be a Director of Friends of the Earth Ltd with immediate effect.
- 10) An election will be called in the region within two weeks of the recall becoming effective. The election will be conducted according to the timetable set out in Appendix D. The Board member who has been recalled may stand in this election.

**End of Appendices to the Rules of Election**