

Butterfly Conservation

Regulations for the Conduct of Trustee Elections

The Regulations

General

These Regulations set out the rules that apply to the election of members of the Council (the 'Trustees') by the members of the Charity (the 'Members').

Articles 5.2 and 5.3 of the Articles of Association of Butterfly Conservation (the 'Charity') require the Council to issue Regulations to prescribe the process by which this is to occur. Council considers it appropriate for the election of Trustees by the Members to occur either by ballot in advance of the AGM, as set out in these Regulations, or by vote of those attending the AGM, and for the form the election takes to be decided by Council each year in advance of the AGM. If the election of Trustees by the Members is to occur by vote at the AGM, the notice for the AGM will confirm this. If not, the notice for the AGM will confirm that the election of Trustees will follow the ballot process set out in these Regulations.

In addition, the Regulations allow for the administration of the elections to be undertaken by a Returning Officer according to such Guidelines as the Returning Officer issues.

1. Responsibility for Elections – the Returning Officer

- 1.1. A Returning Officer ('RO') is to be appointed by the Council to oversee the conduct of the ballot (and if considered appropriate, any vote or poll at the AGM) and to announce the results. The Returning Officer is required to act with impartiality and due care and skill and to take all reasonable steps to ensure that the ballot is carried out in accordance with these regulations.
- 1.2. Subject to the Articles, Regulation 1.1 specifically and these Regulations generally, the RO may issue such Guidelines as he or she sees fit to govern the administration of the elections, provided that such Guidelines are made available to the Members in advance of each election.
- 1.3. Should any circumstance arise in which, in the RO's or Council's opinion, it would be impractical or unfair to conduct an election according to these Regulations, the RO and Council shall meet at the earliest convenient opportunity to discuss and agree such change(s) to these Regulations as may be necessary to conduct the election and Members shall be promptly informed of any such changes.
- 1.4. With the consent of the Council, the RO may appoint someone else to act on his/her behalf for specific purposes, such as counting votes and announcement of the result.
- 1.5. Further details about the role of RO are to be found under 'Definitions' below.

2. Notice of the Trustee elections and nominations

- 2.1. The notice of an election is to include such matters as the RO sees fit, including always:
 - the number of Trustee vacancies to be filled;
 - how to obtain nomination papers (if they are not accompanying the notice);
 - who is eligible to be a candidate (see Regulation 3);
 - notice of any skills or experience Council considers particularly useful or important to the Charity;
 - the procedure, and deadline for submitting nominations, which shall always be at least 28 calendar days after the notice of the election;

- the closing date for votes; and
- any other information considered by the RO to be necessary to facilitate the election.

2.2. Nominations are to include such matters as the RO sees fit, including always:

- the name and address of the candidate
- any other information considered necessary by the RO
- a short candidate statement (e.g. for example, about the candidate's involvement with Butterfly Conservation, interests and experience), up to a maximum number of words to be determined by the RO;
- the candidate's signed declaration that they are willing and eligible to stand for election; and
- the name(s), address(es) and signature(s) of the nominating Member(s)

A nomination which does not conform to the form and content required by the call for nominations may be invalidated at the RO's discretion.

2.3. A nomination will be invalid if:

- it is neither postmarked in time to arrive in the normal course of post nor received at the specified address by the closing date for nominations;
- the nomination is not signed by the nominee;
- the nomination requirements are not met;
- in the RO's view there are material inaccuracies, untruthfulness or libellous statements in the particulars of the candidate or the person nominating the candidate and the RO has unsuccessfully attempted to persuade the nominator to remove the offending material;
- following notification of nominations to the membership (through publication of nominations on the Society website or otherwise), a Member has made a substantial objection to the nomination which the RO considers valid and reasonable.

Any nomination thought to be invalid will be referred back to the RO whose decision is final. When the RO holds that a nomination is invalid, the candidate's nomination will be immediately withdrawn from the election.

2.4. It is for the RO to assess (at his or her sole discretion) whether a nominee is eligible (see Regulation 3), whether the nomination fulfils the nomination criteria and is to be accepted.

3. Eligibility

3.1. No candidate may:

- hold or have held a salaried contract of employment or a fixed term contract in excess of six months with the Charity during the year prior to the election period;
- be subject to an inherent, ongoing conflict of interest with the Charity or hold office in any organisation with conflicting interests to the Charity.

3.2. All nominees must declare their willingness, if elected, to fulfil the role and commitments of a member of the Council and charity trustee and declare that they are not disqualified to act as a director or charity trustee. All nominees must meet any further criteria specified by the Council or RO.

- 3.3. All nominees may be invited to interview by Council, in order for Council to assess nominees' qualifications and suitability to act as trustee of the Charity.

4. Campaigns

Servants and officers of the Charity must not exploit their role for the purposes of any election. [The RO may disqualify candidates who the RO reasonably considers have campaigned unfairly and may issue guidelines for the conduct of campaigns.]

5. The ballot paper

- 5.1. The ballot paper shall take such form as the RO (at his or her sole discretion) shall decide.
- 5.2. Envelopes containing returned ballot papers shall be kept in a secure location until the votes are counted.

6. Voting system

The voting system used by the Charity in Trustee ballots is the 'first past the post' system, within which, the RO shall have discretion to operate the election at his or her discretion. Under the first past the post system, the number of candidates receiving the highest numbers of votes (corresponding to the number of vacancies arising) are deemed to be elected. For example, if four vacancies arise, the four candidates receiving the highest number of votes are elected.

7. Voting and vote counting

- 7.1. Members must vote and communicate each vote in accordance with the instructions provided and the deadline provided.
- 7.2. The decision of the RO on the validity of a vote, or any question arising in respect to a vote, will be final. The RO will not count any ballot paper he or she considers has not been properly completed in accordance with the instructions provided or received in time (at his or her sole discretion).
- 7.3. In accordance with the Voting System (see above) and any modifications required by the RO, those candidates with the greatest share of the vote shall be deemed to fill the vacancies
- 7.4. The RO (or another person authorised to act on behalf of him or her) is to count the votes and announce the results of the ballot. The count is to be final and may not be appealed or disputed, but if the RO considers it appropriate he or she may arrange a re-count or seek independent verification of the result, at his or her sole discretion.
- 7.5. If there is a tie between candidates the candidate with the longer term of membership will be declared the winner.

Definitions

These regulations and guidelines, and other Charity regulations relating to elections use words with specific definitions as set out below.

A **Member** means a member of the Charity whose name and address are on the Charity membership database.

Returning Officer (or 'RO') means the person appointed by the Charity's Council for Council elections. The RO is the person who has the overall responsibility for the conduct of elections. The RO may appoint someone else to act as RO on his/her behalf, for a specific election, with the approval of Council. The RO may also appoint agents for the purposes of assisting with an election or ballot.

ROs, or their agents, shall not be Members of the Charity.

The RO has specific responsibility for:

- publication of the notice of the election
- the nomination process for candidates
- the preparation of the election paperwork
- oversee and distribute the ballot papers and to receive and count the ballot papers and declare the results
- working with the Charity's governance committee to ensure the election process is as efficient and effective as possible and complies with the Charity's statutory obligations and its Articles and any applicable resolutions of Members; and
- log all complaints received and ensure that they are managed in a clear, transparent and timely way

Signature means either a written signature or (where the RO has agreed to accept it) an electronic signature or a facsimile of a hand written signature. An electronic signature is anything in electronic form as is incorporated or otherwise logically associated with any electronic communications for the purpose of being used in establishing the authenticity or integrity of the communication.