

Rules for Trustees of PACE Manningtree

PACE Manningtree (Practical Actions for Climate and the Environment)
A Charitable Incorporated Organisation (CIO); Reg. Charity Number 1204980

1 Introduction

Trustees must carry out the Charitable Purposes (Objects) of a Charity for public benefit thus decisions made by the Trustees must be beneficial and must benefit the public. Any personal benefit must be no more than incidental.

The Objects of the CIO are:

To promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment, particularly but not exclusively in Manningtree, by carrying out local environmental conservation action such as tree planting, litter picking, pavement weeding, the use of an electric cargo bike to demonstrate low carbon transport, water quality sampling and other initiatives considered suitable by the trustees.

To advance the education of the public, particularly but not exclusively in Manningtree, in the conservation, protection and improvement of the physical and natural environment for the public benefit, through presentations, meetings and other educational events or means as the trustees may determine.

2 General Meetings of the Members of PACE Manningtree

The only Members of PACE Manningtree are the Trustees of PACE and they are the only people who can vote and make decisions at a General Meeting.

There will be at least one General Meeting each year which shall be called the Annual General Meeting and its agenda must include:

- the Annual Report, already approved by the Trustees, and presented for approval by the Members
- the annual accounts, already approved by the Trustees, and presented for approval by the Members

Additionally, under the PACE Constitution section 18, the following decisions must be made by a General Meeting

- (1) Any decision to:
 - (a) amend the constitution of the CIO;
 - (b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
 - (c) wind up or dissolve the CIO (including transferring its business to any other charity)

PACE supporters can attend the Annual General Meeting and observe but the only people who can vote are the Members; currently these are all the Trustees. The first part of the Annual General Meeting to be an open Forum, where PACE Supporters who wish to speak about something specific can do so for a maximum of 3 minutes. The formal business of the AGM to be signed off by the Trustees afterwards. After the formal business there may be time for informal open discussion.

Section 19 of the PACE Constitution covers how General Meetings shall be run.

Attendance in person is preferable although participation by electronic means is possible as covered by Section 15 to 19 of the Constitution, and providing that each participant may communicate with all the other participants. In exceptional circumstances e.g. illness, holidays, family commitments etc., Members may express their views in writing on any written resolution in advance to the Chair. In these exceptional circumstances, the Chair will advise the meeting of the views of any absent Member before the Members present at the meeting take their vote. No proxy votes will be allowable.

3 Trustee Meetings of PACE Manningtree

The Notice and Agenda for all PACE Trustee meetings must be sent out to Trustees 7 days in advance of the meeting. Trustees will normally have agreed the date of the next Trustee meeting at the previous one, and preferably a schedule of upcoming Trustee meetings will be agreed far enough ahead to allow maximum availability of Trustees.

PACE Supporters cannot normally attend Trustee Meetings unless this has been agreed by the Chair in advance. If permitted to attend, they will normally be present as observers only, but the Chair can allow contributions from observers if the Chair deems it appropriate and/or the Trustees, by a 75% majority, vote to allow an observer to speak. In such cases the observer should expect their time for speaking will be limited to 3 minutes unless more time is agreed by the Chair.

The minutes of a Trustee meeting shall be provisionally approved by the Chair and distributed to the Trustees for comment within 7 days. Trustees will send any comments to the Chair within 3 days (an absence of comments from a Trustee will be considered to signify approval) so that the Minutes, amended if necessary, are available within 10 days of the meeting, even though they will not be formally approved until the next Trustees meeting.

The Quorum for a Trustee Meeting is one third of the Trustees.

Decisions require a 75% majority of those in attendance at a Trustee Meeting. However, wherever possible, the aim is to achieve a consensus.

As with the General Meeting, attendance in person is preferable, although participation by electronic means is possible as covered by Section 15 to 19 of the Constitution, and providing that each participant may communicate with all the other participants. In exceptional circumstances e.g. illness, holidays, family commitments etc., Trustees may express their views in writing on any written resolution in advance to the Chair. In these exceptional circumstances the Chair will advise the meeting of the views of any absent Trustee before the Members present at the meeting take their vote. No proxy votes will be allowable.

4 Decision making by Trustees between meetings

If a decision needs to be made by Trustees between meetings it is important to note that:

- Any of the Trustees can ask for a decision of Trustees between meetings
- A clear proposal must be put in writing to all Trustees at the same time, preferably by Email, or alternatively by the Trustee WhatsApp (using the Poll function). It is accepted that there may be discussion in advance between a small group of Trustees to help formulate the best proposal.
- The proposal must be written in a way which gives Trustees the opportunity to vote YES or NO or ABSTAIN.
- There must be a deadline for voting which is a minimum of 7 days after the proposal is issued.
- If the Proposal is by Email, the Trustees should respond YES, or NO or ABSTAIN within the deadline to the proposer only. (There is no need to "Reply All" as this would generate a lot of unnecessary Emails).
- If the Proposal is by WhatsApp, the Trustees should simply respond YES or NO or ABSTAIN using the Poll function and within the deadline. (It is recommended that Trustees "PIN" the Poll on WhatsApp so that they do not lose this item).
- The Proposer is responsible for sending any reminders of the deadline, if they think this is necessary, and is also responsible for tallying the results and for announcing the result of the voting, by Email or by WhatsApp respectively, to all Trustees at the same time.
- 75% of **all** Trustees must respond YES within the deadline for a Proposal to be agreed. See Note 1 below.
- In the unlikely event that any Trustee has a concern about the result, then any Trustee can challenge the result of a decision made between meetings, but they must do so within 3 days

of the announcement. In the event of a challenge the proposer must show the Email or WhatsApp results to the Chair or to the Vice-Chair.

- All decisions made between meetings must be brought to the next Meeting of Trustees where they must be confirmed by the Board of Trustees and must be minuted.

Note 1 If there are 12 Trustees, 9 Trustees would need to respond YES for a Proposal to be agreed between meetings. This therefore presents a higher bar than decisions at a PACE **Meeting** of Trustees (which could be either Face-to-Face or by electronic means eg Zoom or Microsoft Teams) where all Trustees have the opportunity to comment and discuss **at the same time** before the decision is made. At a PACE **Meeting** of Trustees, there needs to be a quorum of at least 4 Trustees (hopefully there will always be more) and 75% of the Trustees present can agree a Proposal – so this could be as few as 3 Trustees making a decision at a PACE Meeting.

5 Appointment of new Trustees.

In addition to the points made in the Constitution, the Trustee body aims for its membership to have the range of skills and experience to manage the Charity most effectively. To this end, the Trustees will establish a Skills Audit which assesses the breadth of skills and experience of existing Trustees and will seek to recruit new Trustees who will fill gaps or areas of weakness.

6 Annual Report and Accounts

PACE Manningtree is required by the Charity Commission to produce an Annual Report and Accounts within 10 months of the year end. The year end is 31st December.

The Treasurer will prepare draft Accounts, which the Treasurer will present for agreement to the Board of Trustees and, if approved the Treasurer will ask an independent examiner to provide an independent examiner's report to the Trustees.

These accounts and the Annual Report must then be approved at the AGM by the Members.

The Trustees must also, to a similar timescale as the accounts, prepare an Annual Report summarising the last year's activity, plans for the year ahead, financial and reputational risks to the Charity, a Public Benefit Statement and any other matter as deemed necessary by the Charity Commission and any accepted good practice guidance.

Once approved at the AGM, the Annual Report and Accounts must be submitted to the Charity Commission by the required deadline and placed on the PACE website.

7 PACE Funds

The Trustees of PACE Manningtree have agreed a Bank account with Metro Bank. Four designated Trustees, one of whom is the Treasurer, are signatories and have online access to this Bank Account,

All payments from PACE, by cash or through the bank, must be authorised by the Treasurer and one of the other signatories. In the absence of the Treasurer, the Chair and one other signatory must authorise any payment.

NB Since Metro Bank doesn't allow for dual authorisation, the dual authorisation of payments has to be carried out manually by both authorisers agreeing to each invoice or payment slip.

Consideration will be given to changing to a bank that allows online dual authorisation.

All income into this account is reviewed by the Treasurer to ensure PACE understands the source of the funds so as to guard against money laundering or conflict of interest with the donor, sponsor, grant body etc..

The Trustees will agree an annual budget, which may be amended from time to time as determined at a Trustee Meeting. Any expenditure outside the budget, and between meetings, must be voted upon by the Trustees by following the rule for making decisions between meetings; however up to £250 can be agreed

by the Chair and Treasurer between Trustee Meetings but must then be reported upon to the next Trustee meeting.

8 PACE Manningtree Initiatives or Projects

PACE's main means of carrying out its Charitable Objects is through establishing and running PACE Initiatives or PACE Projects – referred to below as Projects.

PACE also supports local Projects which are run by other groups or individuals. This support can be financial but is mainly logistical, promotional and moral.

PACE's own Projects fall broadly into two types; 1, where the Project is delivered using PACE Volunteers or, 2, where the Project also requires the active participation of the general public.

7.1 Project Management

Every PACE Project must be agreed by the Trustees and must have an identified Project Team and include at least one Trustee. Clearly the more involved and sizeable the Project, the more Trustees are expected to be involved. The role of the Trustee on the Project team is:

- to understand the aim of the Project as agreed by the Trustees
- to keep in touch with the Project Team and to support and encourage the Project Team to achieve the aim of the Project
- to keep the PACE Board of Trustees informed as to how the Project is progressing
- to inform the Project Team and the Board of Trustees if the Project is not progressing or is going outside the agreed aim and, if necessary, recommend that the aim is updated or that the Project should be reviewed or closed down.

7.2 Selection and Assessment

The Trustees will agree an overall Vision and Strategic Plan for PACE and each Project must address one of PACE's Objects and must aim to achieve aspects of the Strategic Plan.

Any new proposed Projects must be presented for agreement by the Board of Trustees using the Project Proposal Form or other format agreed by the Trustees.

Each Project will be assessed from time to time against criteria established by the Trustees.

9 PACE Supporter

A PACE Supporter is anyone who has signed up to the PACE mailing list and therefore receives PACE Newsletters, briefings, information and other PACE Communications.

10 PACE Supporters' Meetings

PACE holds monthly Supporter meetings which are open to everyone but all contacts on the PACE mailing list will receive a specific notification by email or post, 7 days in advance, about each meeting detailing the Agenda.

The PACE website will also publish the Agenda, 7 days in advance, and meeting dates for the general public.

11 Policies

Trustees of PACE Manningtree will from time to time agree Policies and, as soon as they are agreed, or amended, by the Trustees these Policies will be placed on the PACE website.

12 Safeguarding of Children and Vulnerable Adults

PACE Manningtree undertakes some of its activities with children under the age of 18 and with Vulnerable Adults.

PACE has policies for Safeguarding of Children and Vulnerable Adults, which are on the PACE website, and it

is important that all Trustees and any PACE Supporters understand these policies before they undertake work with children or vulnerable adults.

13 Conflicts of Interest

Trustees must declare any conflict of interest at the start of any General Meeting or any Trustee meeting and/or during the meeting when it arises.

14 Confidentiality

During meetings, Trustees may become privy to confidential information and/or disclose confidential information. It is the responsibility of all Trustees to declare when a matter is confidential and for all Trustees to be bound by the rules of confidentiality so declared.

15 Press Releases/ Public Statements

In order to further its Objects, PACE needs to promote its activities, Projects, knowledge and information as widely as possible. However, this needs to be carried out in a timely, accurate and controlled manner.

PACE Communications Trustee will produce briefings, topics, phrases etc. that Trustees can use at any time and through any media.

Wherever possible the Communications Trustee should be consulted when a Trustee is to be interviewed by the Press/media in person or when a Trustee is delivering a public speech or statement.

16 Risk Register

PACE needs to maintain a Risk Register the purpose of which is to identify any risks (such as financial, legal, safeguarding or reputational risks) such that these risks can be reduced where necessary.

17 Health and Safety Responsibilities

Health and Safety Policy is on the PACE website. All PACE activities require a Health and Safety Risk Assessment. All actual and near incidents or accidents must be recorded on a Report Form for Accident or Incidents which is available on the PACE website. Completed Forms must be given to a PACE Trustee who will place them on a confidential Accident/Incident Log and will initiate appropriate action with other Trustees.

There must be a specific agenda item at every Trustee meeting to allow for any accidents or Health and Safety incidents since the last meeting to be reported.

An annual review of accidents and H&S incidents must be an Agenda item once a year.

18 Complaints Procedure

The Complaints Procedure is available on the PACE website and any complainant must be directed to follow this procedure.

End of Rules

Last updated January 2026