

KALC

CONSTITUTION



**Serving Parish & Town
Councils in Kent**

Kent Association of Local Councils

Adopted 18 November 2023

Replacing the constitution of 28 November 2020

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4 November 1989

26 October 1985

1 October 1977

23 October 1973

23 October 1965

1st constitution April 1947

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1. NAME AND MEMBERSHIP

1.1 This Association shall be known as the Kent Association of Local Councils (and is hereinafter referred to as "KALC").

1.2 Membership of KALC shall be open to the Parish, Town, and Community Councils and Parish Meetings within the County of Kent and the Unitary Authority of Medway or any other Unitary Authority that may be created. Parish, Town and, Community Councils and Parish Meetings are hereafter called collectively "Local Councils".

1.3 As a member of KALC, a Local Council automatically becomes a member of the National Association of Local Councils (NALC).

1.4 The KALC logo can only be used on publicity material (e.g. flyers, posters, leaflets) with prior permission from the Chief Executive.

2. OBJECTIVES

2.1 The aims and objectives of KALC are to take all such steps as may be necessary or desirable in the interests of Local Councils in the area covered by KALC consistent with the objectives of NALC. The objectives are as follows:

- i. To represent the interests of the First Tier of Statutory Local Government, comprising of Parish, Town and Community Councils and Parish Meetings in Kent and Medway.
- ii. To provide support and co-ordination to all aspects of the work of Local Councils, as embodied in the following principles of good local government.
- iii. To promote the health, safety and well-being, both material and cultural of the people in its various communities.
- iv. To promote the management of our local environment.
- v. To attract and hold the interest of its community.
- vi. To develop inherent strength to deal with, and work with, all other tiers of local, regional and national government and other appropriate bodies in a valid partnership.
- vii. To adapt itself to change in the way in which the people of the local community, live, work, shop and enjoy themselves.
- viii. To protect, consolidate and develop the existing rights, privileges and functions of Local Councils.
- ix. To encourage and support the universal establishment of elected First Tier Local Government throughout Kent and Medway.

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- x. To encourage openness and transparency and high ethical standards in line with Local Council Code of Conduct.

3. ANNUAL GENERAL MEETING

3.1 There shall be an Annual General Meeting of KALC. The Annual General Meeting shall consist of up to 2 representatives appointed by each member Local Council together with the members of the Executive Committee and External Accountant.

3.2 Where a representative of a member Local Council is unable to attend, the Local Council concerned may make provision for an accredited deputy.

3.3 The representative can be either a member of the relevant Local Council or its Clerk.

3.4 The Annual General Meeting will be responsible for its overall strategy and general policies.

3.5 The Annual General Meeting shall consist of:

- i. The Honorary Officers
- ii. Up to two persons appointed by each member Local Council

3.6 The President of KALC shall, if present, preside at Annual General Meetings. In the President's absence a Vice-President or the Chairman of the Association, or such other person elected at the meeting, will preside.

3.7 Each representative attending shall have 1 vote. In the event of an equal vote, the presiding officer shall, in addition, exercise a casting vote.

3.8 On the request of not less than one-third of the persons present, a recommendation before the Annual General Meeting shall be determined by ballot.

3.9 The results of voting will be recorded and reported in the minutes of the meeting.

3.10 . The business of the Annual General Meeting must include:

- i. To elect the President and any Vice-Presidents in an election year.
- ii. To appoint External Accountant in an election year.
- iii. To receive the details of the appointment of the Executive Committee.
- iv. To receive and approve the Annual Report.
- v. To receive and approve the Accounts for the preceding year.
- vi. Further to consideration of the recommendation of the Executive Committee, to approve the subscription rate for member Local Councils, and to be effective from 1 April the following year.
- vii. Any other business determined by the Executive Committee.

3.11 No business shall be transacted at any Annual General Meeting unless a quorum of 10% of Local Councils entitled to vote is present at the time when the meeting proceeds to business.

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3.12 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved, and stand adjourned for twenty working days.

3.13 The adjourned meeting will also require a quorum of 10% of Local Councils entitled to vote is present at the time the meeting proceeds to business.

3.14 The minutes of an Annual General Meeting will record in clear terms, but not verbatim, the formal decisions or resolutions that have been made at the meeting. Meetings may be recorded for the purposes of the minutes and then deleted after they are approved.

3.15 Formally approved minutes of such meetings must be kept in a minute book. The minutes of Annual General Meetings will be placed in the members section of the KALC website.

3.16 Member Local Councils may submit motions for debate at the Annual General Meeting provided that notice of motions is given in writing to the Chief Executive no later than forty working days before the date of the Annual General Meeting.

3.17 Amendments to such motions should be submitted in writing to the Chief Executive at least 7 running days prior to the Annual General Meeting.

3.18 Extraordinary motions may be submitted to the Finance & General Purposes Sub-Committee no later than ten working days before the date of the Annual General Meeting for a decision on whether it is sufficiently important to warrant being put forward for urgent debate at the Annual General Meeting.

3.19 The Chief Executive, or whoever is appointed in their stead, shall give every member Local Council and every honorary officer thirty working days' notice of the time and place of the Annual General Meeting, and of business to be considered.

4. EXTRAORDINARY GENERAL MEETING

4.1 An Extraordinary General Meeting shall be convened by the Chief Executive, or whoever is appointed in their stead, when requested by the President, or by the Chairman¹ and Vice-Chairman of the Executive Committee.

4.2 A request for an Extraordinary General Meeting must be made in writing and must state the business to be considered.

4.3 There will be no additional business introduced into that agenda.

4.4 Extraordinary General Meetings may also be called by the Chief Executive as soon as may be after the receipt of a requisition in writing signed on behalf of not less than thirty member Local Councils.

4.5 At the discretion of the President, eighty percent of the member Local Councils of an Area Committee can also call for an Extraordinary General Meeting stating the objective of the Area Committee.

¹ The term "Chairman" is used in the Local Government Act 1972 Section 15.

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4.6 The Chief Executive, or whoever is appointed in their stead, will give twenty working days' notice of any Extraordinary General Meeting, and of the business to be considered.

4.7 The proceedings of an Extraordinary General Meeting shall not be invalidated because any person or body entitled to notice of the meeting has not received such notice.

4.8 No business shall be transacted at any general meeting unless a quorum of 10% of Local Councils entitled to vote is present at the time when the meeting proceeds to business.

4.9 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting if called on the requisition of representatives, shall be dissolved, and in any other case shall stand adjourned for twenty working days.

4.10 The adjourned meeting will also require a quorum of 10% of Local Councils entitled to vote is present at the time the meeting proceeds to business.

4.11 The minutes of an Extraordinary General Meeting will record in clear terms, but not verbatim, the formal decisions or resolutions that have been made at the meeting. The meeting may be recorded for the purpose of the minutes and deleted when they have been approved.

4.12 Formally approved minutes of such meetings must be kept in a minute book. The minutes of Extraordinary General Meetings will be placed in the members section of the KALC website.

5. PRESIDENT AND VICE-PRESIDENTS

5.1 There will be a President and up to a maximum of 4 Vice-Presidents as may from time to time be determined by the Annual General Meeting.

5.2 Each of whom shall be elected, in an election year, at the Annual General Meeting for a term of 3 years.

5.3 This is subject to the Executive Committee having the power to terminate the term early by moving a formal motion to challenge, appropriately seconded and bearing fifteen signatures of Executive Committee members.

5.4 This would then trigger a vote of no confidence at the next Executive Committee meeting or at an Extraordinary Meeting of the Executive Committee and would require the support of two-thirds of those present at the meeting.

5.5 If carried, the incumbent must stand down from that position. The Executive Committee will then decide whether there should be an election.

5.6 Area Committees can submit nominations for a President and/or a Vice-President to the Executive Committee by the end of June each election year for consideration at the Executive Committee meeting in July.

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5.7 The Executive Committee will then submit its recommendations on the President and Vice-Presidents to the Annual General Meeting.

5.8 No person shall be proposed for election at the Annual General Meeting as President, Vice-President or External Accountant except by the Executive Committee unless notice of such proposal has been sent to the Chief Executive of KALC twenty working days before the meeting. [See Appendix 1].

5.9 Pen pictures, including photographs, for those standing for election as the President or as a Vice-President shall be placed in the members section of the KALC website at least fifteen working days in advance of the Annual General Meeting. [See Appendix 2: Guidance on pen pictures]

5.10 Casual vacancies in any of the said offices may be filled by the Executive Committee until the following AGM.

5.11 If not completing a 3-year term of office, written notification of resignation giving twenty working days' notice should be given to the Chief Executive.

6. EXTERNAL ACCOUNTANT

6.1 An External Accountant shall be elected at the Annual General Meeting for a 3-year term.

6.2 No External Accountant shall be proposed for election at the Annual General Meeting except by the Executive Committee unless notice of such proposal has been sent to the Chief Executive twenty working days before the meeting.

7. MEMBERSHIP SUBSCRIPTIONS

7.1 Membership is renewable annually on 1st April.

7.2 Each member Local Council shall pay to KALC on or before the 1st day of July in each financial year ending the 31st March a minimum subscription which shall be fixed from time to time at the Annual General Meeting. The Annual General Meeting may authorise the Executive Committee to vary or adjust the subscription rate.

7.3 Parish Meetings are automatically entered as Associate Members of KALC and will have access to the full range of services except the advice service. The Executive Committee may vary or adjust the cost of the advice service to Parish Meetings.

7.4 We offer support to aspiring first tier Councils. They will have access to the full range of services except the advice service which will be charged appropriate.

7.5 Local Councils failing to renew by 30th June will cease to be in membership and will no longer be entitled to any of the benefits of membership, unless with prior agreement with the Chief Executive.

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8. CONTRIBUTION TO NALC

8.1 The Finance & General Purposes Sub-Committee and the Executive Committee shall annually scrutinise the contribution to NALC at their June and July meetings respectively and make recommendations to the KALC AGM. Subject to that process, KALC shall pay NALC in two instalments.

9. ELECTION OF REPRESENTATIVES TO NALC

9.1 The KALC Executive Committee shall appoint representatives for the NALC Annual General Meeting and National Assembly and shall also fill casual vacancies.

9.2 For the NALC Annual General Meeting, if 1 of the 3 KALC voting representatives is unable to attend then the KALC Chief Executive will be invited to take their place as a substitute.

9.3 The representatives shall be elected for a term of 3 years. This is subject to the Executive Committee having the power to terminate the term early by moving a formal motion to challenge, appropriately seconded and bearing 13 signatures of Executive Committee members. This would then trigger a vote of no confidence at the next Executive Committee meeting or at an Extraordinary Meeting of the Executive Committee and would require the support of two-thirds of those present at the meeting. If carried, the incumbent must stand down from that position, thereby triggering an election.

10. AREA COMMITTEES

10.1 The Executive Committee shall oversee the establishment and well-being of Area Committees for such areas as it may deem necessary. The membership of each Area Committee shall include all member Local Councils situated within that area and each member Local Council shall be entitled to appoint 2 of its members or officers as representatives to attend, speak and vote at meetings of its Area Committee.

10.2 Member Councils are encouraged to also nominate 1 substitute who would attend if 1 of their other 2 representatives are not available. Substitutes shall have ex-officio powers.

10.3 An Area Committee may co-opt not more than 6 additional members.

10.4 The terms of reference of Area Committees may be made and varied from time to time by the Executive Committee, but within those terms of reference each Area Committee may arrange its own business and procedures and may appoint such honorary officers as it may deem necessary. [See Appendix 3: Terms of Reference of Area Committees]

10.5 A copy of the draft and signed minutes of the proceedings of, or in connection with, Area Committees shall be forwarded to KALC for information and will be placed in the Area Committee section of the KALC website.

10.6 At the Annual Area Committee meeting, the Committee should appoint 2 regular representatives for the KALC Executive Committee and nominate 1 substitute who would attend the Executive Committee if either of the 2 regular representatives are unable to attend. Area Committees should provide a resumé/personal statement for their 2 Executive

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Committee representatives following their election at the Area Committee AGM.

10.7 If a regular representative is unable to attend an Executive Committee meeting, they should send their apologies as soon as possible to the Chief Executive who would then approach the nominated substitute. Substitutes have ex-officio powers.

11. EXECUTIVE COMMITTEE

11.1 The details of the appointment of the Executive Committee shall be received annually at the Annual General Meeting, consisting of the President, Vice-Presidents, Immediate Past-Chairman and 2 regular members of each Area Committee. The Executive Committee may co-opt not more than 6 additional voting members. The names of each of the Executive Committee members, including the Area they represent (if applicable) shall be placed in the members section of the KALC website.

11.2 The Executive Committee shall meet at least 4 times in every year and the quorum at any meeting shall be twelve.

11.3 The Executive Committee shall at its 1st meeting after the Annual General Meeting in an election year appoint a Chairman and a Vice-Chairman both of whom shall be Councillors from a Local Member Council when appointed. [See Appendix 4: Job Descriptions for the Chairman and Vice-Chairman]. Should the Chairman or Vice-Chairman cease to be a Councillor then a casual vacancy shall be filled where necessary.

11.4 The Chairman and Vice-Chairman shall be elected for a term of 3 years, with a maximum of 2 terms at which point they would stand down for a 3-year gap before becoming eligible again to stand for election, if they so wish.

11.5 This is subject to the Executive Committee having the power to terminate the term early by moving a formal motion to challenge, appropriately seconded and bearing fifteen signatures of Executive Committee members.

11.6 This would then trigger a vote of no confidence at the next Executive Committee meeting or at an Extraordinary Meeting of the Executive Committee and would require the support of two-thirds of those present at the meeting.

11.7 If carried, the incumbent must stand down from that position, thereby triggering an election.

11.8 Pen pictures, including photographs, for those standing for election as the Chairman and Vice-Chairman should be produced and sent to the Chief Executive for circulation to Executive Committee members in advance of the elections. [See Appendix 2]

11.9 The Chairman shall take the chair of the Executive Committee whenever they are present. The Vice-Chairman shall perform the duties of the Chairman in their absence. If at any meeting the Chairman and Vice-Chairman are absent and the President is present then they will preside, otherwise the meeting shall elect a Chairman for that meeting from among their own number.

11.10 The functions of the Executive Committee are as follows:

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- i. The Committee will act and make decisions only in the interests of KALC as a whole.
- ii. Within the overall strategy and policies determined by the Annual General Meeting, the Committee shall be responsible for the management and conduct of KALC. Policies are available for member Councils to view on the KALC website.
- iii. The Committee may take such steps, incur such expenditure, and acquire and dispose of property, enter into such commitments or arrangements and employ such staff or agents as are appropriate to implement KALC's policies.
- iv. The Committee shall control the banking and investment of KALC's funds.
- v. The Committee's consent shall be required for the borrowing of money by or on behalf of KALC.
- vi. The Committee shall provide for the conduct, administration, management and control of the affairs for the efficient transaction of KALC's business.
- vii. The Committee shall present an Annual Report and submit Accounts to the Annual General Meeting.
- viii. The Committee shall accept, consider, determine views and report back motions or proposals properly submitted to it by member Local Councils or by any of its Area Committees, either directly or by delegation to the Finance & General Purposes Sub-Committee.
- ix. At meetings of the Executive Committee and every sub-committee each recommendation shall be determined by a vote.
- x. The person presiding at any general meeting of KALC, or at a meeting of the Executive Committee or a sub-committee shall, in addition to being entitled to vote in the first instance, have a casting vote in the case of an equality of votes.
- xi. The minutes of the Executive Committee meetings and sub-committee meetings will record in clear terms, but not verbatim, the formal decisions or resolutions that have been made at the meeting. Formally approved minutes of such meetings must be kept in a minute book [See Appendix 5: A note on minute-taking]. The minutes of Executive Committee meetings will be placed in the members' section of the KALC website. Meetings may be recorded for the purposes of minute taking and will be deleted after they are approved.

12. SUB-COMMITTEES, ADVISORY COMMITTEES AND WORKING GROUPS

12.1 The Executive Committee shall have the power (i) to appoint sub-committees and advisory committees which may include members of the annual general meeting other than members of the Executive Committee, (ii) to make rules for the transaction of their business and set and amend their Terms of Reference; and (iii) to delegate any of its functions to such sub-committees. A template Terms of Reference for an advisory committee is attached at Appendix 6. The President, Chairman and Vice-Chairman, shall be ex-officio members of every sub-committee.

12.2 Up to two co-opted members of a sub-committee, advisory committee and working

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group shall have the right to vote and will be drawn from other member councils or outside groups or bodies. If a member is unable to attend a meeting, they should send their apologies as soon as possible to the Chief Executive.

12.3 Membership of advisory committees will be reviewed annually by the Executive Committee.

12.4 The Chief Executive will attend every sub-committee and advisory committee and/or may name another KALC staff member to participate in particular sub-committees or advisory committees.

12.5 The Executive Committee shall also have the power to appoint Working Groups for specific tasks, such as a Staff Working Group, Membership Survey and Strategic Plan Working Group, Constitution Working Group.

12.6 The Executive Committee will appoint members on to the Working Groups on an annual basis. The Working Groups will report back and make recommendations to the Finance & General Purposes Sub-Committee and the Executive Committee.

12.7 The Executive Committee will form an L&D group, consisting of interested Clerks and Councillors in order to discuss and arrange future training requirements.

12.8 The Chief Executive and/or another KALC staff member will participate and support the Working Groups.

13. PLACE AND NOTICE OF MEETINGS

13.1 The Chief Executive of KALC shall give to every person entitled to receive the same, not less than fifteen working days' notice in writing of the time and place of meetings of the Executive Committee, F&GP sub-committee and future sub-committees, specifying in such notice the business to be transacted.

13.2 The notice period for Advisory Committees will be agreed and set out in that Advisory Committee's terms of reference.

13.3 The notice period for Working Groups will be agreed by each Working Group.

13.4 The accidental omission or failure to give notice of any meeting of KALC, including the Executive Committee or sub-committee meetings, to any person entitled to receive the same or the non-receipt of any such notice shall not invalidate the proceedings at any such meeting.

13.5 While meetings have typically taken place in person, holding virtual meetings is also beneficial. For this reason, when this constitution refers to the term 'meeting', it includes both meetings of persons present in the same place, virtual meetings and, if practically, technically and economically feasible, meetings with some persons present in the same place with others present virtually. Complimentary to this, the term 'place' is synonymous of physical locations, internet locations, web address and conference call numbers.

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14 VOTING

14.1 Every recommendation shall be determined by a vote. The person presiding at the meeting shall, in addition to being entitled to vote in the first instance, have a casting vote in the case of an equality of votes.

In the case of virtual meetings, votes can be obtained using the following methods:

- Electronic voting (for both small and large meetings)
- For larger meetings, an officer calls each person present. The member declares if they are 'for', 'against' or 'abstain'.
- For smaller meetings, the larger meeting method is sufficient, alternatively the officer can also ask for a show of hands to save time.

15. SIGNATURE OF DOCUMENTS

15.1 Not less than 2 persons authorised generally or specially by the Executive Committee shall execute conveyances, leases and other documents relating to interests in land on behalf of KALC.

15.2 The KALC Chairman, Vice-Chairman and President are automatically authorised signatories.

15.3 Other contracts may be signed by the Chief Executive of the Association or, in their absence, by such other persons as the Executive Committee may by general or special resolution authorise to do so.

16. REPORT AND ACCOUNTS

16.1 A copy of the Annual Report, including the Accounts, shall be sent to each member Local Council in appropriate format and a copy of each placed in the members section of the KALC website.

16.2 The Annual Report and Accounts will be available to representatives attending the AGM.

17. TRAVEL EXPENSES

17.1 The travel expenses of persons whilst engaged upon KALC business will be met wholly or partly from KALC funds using a claim form and attaching receipts where appropriate. The travel rate will be the HMRC current travel rate.

18. ALTERATION OF CONSTITUTION

18.1 At an Annual or Extraordinary General Meeting of KALC, if approved by a majority of not less than two-thirds of the persons present and voting, this Constitution may be amended as appropriate.

18.2 Notice of any motion for such amendment, other than a notice given pursuant to a resolution of the Executive Committee, must be given in writing to the Chief Executive of

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KALC not less than forty working days before the general meeting.

18.3 A copy of every such notice, including those given pursuant to a resolution of the Executive Committee, shall be sent to every member Local Council and to each member of the general meeting other than the representatives of member Local Councils, at least thirty working days before the general meeting at which it is to be considered.

18.4 The Constitution should be reviewed every 2 years.

19. EMERGENCY SITUATIONS

19.1 In the event of an emergency situation, the Chief Executive will instigate the KALC Business Continuity Procedural Plan and Business Continuity Operational Plan and will liaise with all staff members, the KALC Chairman, Vice-Chairman and President on a regular basis.

19.2 Any financial decisions outside the delegated authority of the Chief Executive or the KALC Chairman or significant decisions regarding KALC policy or services will be sent to the F&GP Sub-Committee for approval. The Executive Committee will be notified of any such decisions at their next meeting.

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FINANCE AND GENERAL PURPOSES SUB-COMMITTEE

A FUNCTIONS

- a.1 To advise the Executive Committee upon the financial affairs of the Association.
- a.2 To deal with such matters referred to it by the Executive Committee and with such other matters as the Chair of the Executive Committee may think fit. If the Chairman is not available, the President and Vice-Chairman can jointly agree to call an Emergency Sub-Committee meeting.

B MEMBERSHIP

- b.1 President, Chairman, Vice-Chairman, and Immediate Past-Chairman of the Executive Committee, plus five elected members from the Executive Committee.
- b.2 The Executive Committee can nominate 2 substitutes from the Executive Committee who would attend if one of the five elected members are unable to attend a particular meeting.
- b.3 If an elected member is unable to attend a meeting, they should send their apologies as soon as possible to the Chief Executive who would then approach a nominated substitute.
- b.4 5 members of the Executive Committee elected at the meeting following the Annual General Meeting for a 3-year term.
- b.5 This is subject to the Executive Committee having the power to terminate the term early by moving a formal motion to challenge, appropriately seconded and bearing fifteen signatures of Executive Committee members.
- b.6 This would then trigger a vote of no confidence at the next Executive Committee meeting or at an Extraordinary Meeting of the Executive Committee and would require the support of two-thirds of those present at the meeting.
- b.7 If carried, the incumbent must stand down from that position, thereby triggering an election.
- b.8 Up to 2 others, whether or not members of the Executive Committee, may be co-opted to serve either at a particular meeting or until the first meeting of the sub-committee after the Annual General Meeting.

C MEETINGS

- c.1 The sub-committee shall meet 4 times per year.
- c.2 The sub-committee shall meet at such other times as deemed desirable by the Chairman.
- c.3 The quorum shall be 5, one of which must be the Chairman or Vice-Chairman or

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President.

D RECORDS MANAGEMENT

d.1 The minutes of the Sub-Committee meetings will record in clear terms, but not verbatim, the formal decisions or resolutions that have been made at the meeting. Formally approved minutes of such meetings must be kept in a minute book. Meetings may be recorded for the purposes of minute taking and deleted after they have been approved.

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APPENDIX 1 – ROLE DESCRIPTIONS FOR THE PRESIDENT AND VICE-PRESIDENTS

As stated in paragraphs 5.6 and 5.7 of the KALC Constitution, Area Committees are encouraged to submit nominations for a President and/or a Vice-President to the Executive Committee by the end of June each election year for consideration at the Executive Committee meeting in July. The Executive Committee will then submit recommendations for the President and Vice-Presidents to the Annual General Meeting.

Role of the President

- The President is the figurehead of the organisation and an ex-officio member of the Executive Committee and every sub-committee.
- The President has an important representational role as a key ambassador for promoting the interests and raising the profile of the Association and its member Councils.
- The President supports the Chairman and Executive Committee in overseeing the KALC Vision Statement and the enactment of KALC's objectives.
- The President represents KALC at formal occasions such as official functions and events as and when appropriate and agreed by the Chairman.
- The President is responsible for chairing the Annual General Meeting and chairing meetings of the Vice-Presidents.
- If at any Executive Committee meeting the Chairman and Vice-Chairman are absent and the President is present then they will preside, otherwise the meeting shall elect a Chairman for that meeting from among their own number.
- The President is elected at the Annual General Meeting and will serve a three-year term of office before becoming eligible again to stand for election, if they so wish.

Role of Vice-Presidents

- The position of Vice-President is an important one within KALC and has a working brief on behalf of the organisation.

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- The Vice-Presidents have an important representational role as key ambassadors for promoting the interests and raising the profile of the Association and its member Councils.
- The Vice-Presidents help to develop and extend KALC's stakeholder networks and explore potential future partnership working opportunities. They will be asked to provide a written report for the AGM on their effectiveness in this role during the previous year.
- The Vice-Presidents represent KALC at formal occasions such as official functions and events as and when appropriate and agreed by the Chairman.
- The Vice Presidents are invited to all Executive Committee meetings (quarterly) and are expected to attend Vice-President meetings.
- The Vice-Presidents are elected at the Annual General Meeting and will serve a three-year term of office before becoming eligible again to stand for election, if they so wish.
- The Vice-Presidents, as a collective, will provide a broad range of knowledge, experience and influence and are likely to be from:
 - Existing KALC Vice Presidents
 - Principal Authority members or officers
 - Former Executive Committee members
 - Voluntary Sector
 - Business Sector
 - Academic Sector

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APPENDIX 2 – GUIDANCE ON PEN PICTURES

1.1 As stated in paragraph 5.9 of the KALC Constitution, pen pictures, including photographs, for those standing for election as the President or as a Vice-President shall be placed in the members section of the KALC website at least fifteen working days in advance of the Annual General Meeting.

1.2 The following is an example of a pen picture that could be used to put forward a nomination for President or Vice-President. The example could also be used for submitting nominations for the role of Chairman, Vice-Chairman, Area Committee Chairman, Area Committee Vice-Chairman etc.

Jo(e) Bloggs

Is a retired academic, former Head of School at the Kent Institute of Art & Design. Their specialisms are Industrial Design (Engineering), and sculpture.

They have been a parish councillor for almost 40 years, have been Chairman for six years and Chair of the KALC Area Committee for the same period.

They were a Magistrate for 27 years and served on the Magistrates Courts' Committee and on the Borough Council's Standards Committee since its inception.

They have volunteered at the local community café for 4 years, supporting dementia and loneliness mornings.

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APPENDIX 3 - KALC AREA COMMITTEE TERMS OF REFERENCE

1.1 The KALC Constitution in Clause 10 provides that:

10.1 The Executive Committee shall oversee the establishment and well-being of Area Committees for such areas as it may deem necessary. The membership of each Area Committee shall include all member Local Councils situated within that area. Each member Local Council shall be entitled to appoint 2 of its members or officers as representatives to attend, speak and vote at meetings of its Area Committee.

10.2 Member Councils are encouraged to also nominate 1 substitute who would attend if 1 of their other 2 representatives are not available. Substitutes shall have ex-officio powers.

10.3 An Area Committee may co-opt not more than 6 additional members.

1.2 The exception to this is for those Area Committees whose representative is elected as the KALC Chairman or KALC Vice-Chairman and will be entitled to have an additional member.

1.3 The KALC Constitution also provides that:

10.4 The terms of reference of Area Committees may be made and varied from time to time by the Executive Committee, but within those terms of reference each Area Committee may arrange its own business and procedure and may appoint such honorary officers as it may deem necessary. [See Appendix 3: Terms of Reference of Areas Committees]

10.5 A copy of the minutes of the proceedings of, or in connection with, Area Committees shall be forwarded to KALC for information and will be placed in the Area Committee section of the KALC website.

1.4 The Executive Committee supports the Area Committees by setting out the Terms of Reference below.

2. Aims and Objectives

2.1 To facilitate a channel of communication and discussion upon matters of general concern between groups of Local Councils and the County Office and to allow an exchange of good practice and advice.

2.2 To act and protect the interests of Local Councils and to assist them singly or collectively in making representations to the principal authorities and other such public bodies and agencies as may be necessary.

2.3 To establish an effective working relationship with their District/Borough/City/Unitary Council and explore opportunities for partnership working between the different tiers of local government.

2.4 To provide a mechanism for the representation of Local Councils on external bodies

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covering more than one Local Council area.

2.5 To promote training opportunities to Local Councils within the area.

2.6 To assist in maintaining due diligence and transparency around appropriate legislation, for example, General Data Protection Regulations.

3. Meetings of the Area Committee

3.1 It is recommended that meetings should take place a minimum of 3 times per financial year, one of which should be the Annual Meeting. Additional meetings may be called by the Chairman, or in their absence, the Vice-Chairman if it is felt necessary to do so.

3.2 Should Area Committee Meetings not be held over a period of six months, KALC staff would be required to arrange a meeting on their behalf.

3.3 For all Area Committee meetings including the Annual Meeting, the notice of the meeting should ideally be sent out not less than fifteen working days before the meeting and the agenda and supporting papers sent out five working days before the meeting. Copies of the agenda and supporting papers lodged with the KALC Office so that they can be placed in the Area Committee section of the KALC website.

3.4 The quorum for Area Committee meetings should be twenty percent or not less than 3, whichever is higher, of the member Councils in that area.

3.5 Members are reminded that Local Councils are by nature apolitical, and Area Committees should aspire to adhere to that ethos.

4. Election of Officers and Representatives of the Area Committee

4.1 The Officers of the Area Committee (Chairman & Vice-Chairman) and Area Committee representatives to serve on the KALC Executive Committee and outside bodies shall be elected on an annual basis at the Area Committee Annual Meeting.

4.2 The Area Committee should appoint 2 regular representatives for the KALC Executive Committee and nominate 1 substitute who would attend the Executive Committee if either of the two regular representatives are unable to attend. Area Committees should provide a resumé/personal statement for their 2 Executive Committee representatives following their election at the Area Committee Annual Meeting.

4.3 If a regular representative is unable to attend an Executive Committee meeting, they should send their apologies as soon as possible to the KALC Chief Executive who would then approach the nominated substitute.

4.4 It is recommended that the process for electing officers and representatives at the Annual Meeting should be as follows:

- All nominations should be proposed in writing and received at least ten working days prior to the Annual Meeting.

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- It is considered good practice that the proposal is supported by a pen portrait briefly setting out the candidate's skills and experience.
- If there is an excess of candidates for a particular post, there should be an election.
- The election should be made by a secret ballot of members present at the Annual Meeting.
- The result should be determined by simple majority.
- In the event of equal voting, the Chair of the meeting shall exercise a casting vote.
- The members of the Area Committee shall have as many votes as there are vacancies to be filled. If no written nominations have been received for a particular post, then an oral nomination may be given at the meeting.

5. Sub-Committees, Working Groups and Representation

5.1 The Area Committees shall have the power to appoint sub-committees and working groups to undertake specific tasks which then report back to the Area Committee members. In all cases such sub-committees and working groups will have adequate terms of reference.

5.2 The provision to appoint members from outside of the membership of the Area Committee exists but will be limited by those terms of reference.

5.3 The Area Committee shall have the power to allow attendance to its meetings of such representatives that it feels could be for the common good of the development of Local Councils in its area. This could include representatives from neighbourhood and community groups that aspire to become Local Councils. In all cases terms of reference to establish and facilitate such attendance may be enacted.

6 Finance

6.1 On receipt of appropriate invoices etc, KALC will meet:

- All reasonable expenses in convening and holding the meetings as set out on the KALC website.
- A basic sum, as agreed from time to time by the KALC Finance & General Purposes Sub-Committee and the Executive Committee, will be paid to each Area Committee for the production of Minutes of its meetings, with a maximum of 6 payments per year. The Minutes of the meeting should record in clear terms, but not verbatim, the formal decisions or resolutions that have been made at the meeting and should be written up as soon as possible.

6.2 If any Area Committee wishes to give a discretionary payment, the agreement of the Area Committee should be obtained, and communicated to the KALC Office in writing, no later than the end of each February for the forthcoming financial year. The "extra levy" will be raised at the commencement of the financial year and will be treated as an 'in out' through the main KALC accounts.

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7 Area Committee Secretary

7.1 It is up to each Area Committee to find its own Secretary, though the office will give whatever assistance it can in this. A template role for Secretaries is attached, which an Area Committee can use or adapt as necessary.

8 Help from the County Office to Area Committee Secretary

KALC website

8.1 There is an Area Committee page on the KALC website. All Area Committees should send a copy of the agenda and draft minutes to the KALC Office, who will place them in the Area Committee section of the KALC website.

8.2 The KALC Office will also maintain a list of guest speakers on the Area Committee page of the KALC website.

Headed Notepaper

8.3 The KALC Office will supply headed notepaper and a Word template document - please specify your Area Committee details and quantity. The design of letter heading will be uniform and will contain the email addresses and telephone numbers of both the Chairman and the Secretary

KALC Area Committee Workshop

8.4 The KALC Office will hold a minimum of 2 Area Committee workshops each year for Area Committee Chairmen and Vice-Chairmen to discuss and share good practice etc. This will be chaired by the Chairman, Vice-Chairman or president if they are not available.

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AREA COMMITTEE SECRETARY

TEMPLATE ROLE

- 1.1 Take & produce draft Minutes of Area Committee meetings. Pass these to the Chairman for comments and then circulate them by e-mail to members of the Area Committee and their Councils. These should then be forwarded to KALC for upload to the webpage and payment.
- 1.2 Produce Draft Agendas of meetings of the Committee (with input from the Chairman). Circulate the Agenda by e-mail to members of the Area Committee, their Councils and KALC.
- 1.3 For the above, the Secretary receives an emolument fee which will be reviewed regularly by the KALC Finance & General Purposes Sub-Committee and the Executive Committee.
- 1.4 Any other duties have to be mandated and paid for by the Area Committee.

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APPENDIX 4 – JOB DESCRIPTIONS FOR THE KALC CHAIRMAN AND VICE-CHAIRMAN

KALC CHAIRMAN - JOB DESCRIPTION

1.1 The Chairman's primary role is to ensure that the Executive Committee is effective in its tasks of setting and implementing KALC's direction and strategy.

1.2 The main features of the role of Chairman are as follows:

- To act as the Association's lead representative, which will involve the presentation of the Association's aims and policies with Government, Parliamentarians, partner bodies and others.
- To take the chair at Executive Committee and Finance & General Purposes Sub-Committee meetings, which will involve the determination of the order of the agenda.
- Ensuring that the Committees receive accurate, timely and clear information; keeping track of the contribution of individual members and ensuring that they are all involved in discussions and decision-making.
- At all meetings the Chairman should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.
- To take the lead, in consultation with other office holders, Executive Committee members and the Chief Executive, in providing strategic direction to the Association.
- To take the lead at member-level in engaging with member Councils, partner bodies and outside organisations on behalf of the Association.
- To ensure that the role is visible and recognised across Kent, with Government, partners and the media.

1.3 The essential tasks of the Chairman are as follows:

- Providing leadership to the Executive Committee and Finance & General Purposes Sub-Committee.
- Ensuring proper information for the Executive Committee and Finance & General Purposes Sub-Committee.
- Planning and conducting Committee meetings effectively.
- Getting all Committee members involved in the Association's work.
- Ensuring the Committees focus on their key tasks.
- Engaging the Committees in assessing and improving their performance.
- Overseeing the induction and development of new Committee members.
- Line Manager for the Chief Executive and supporting the Chief Executive.

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KALC VICE-CHAIRMAN - JOB DESCRIPTION

1.4 The Vice-Chairman's primary role is to provide support and assistance to the Chairman in carrying out their responsibilities and carry out the Chairman's duties in their absence.

1.5 The main features of the role of Vice-Chairman are as follows:

- To work with, and if appropriate deputise for, the Chairman as principal representative of the Association.
- As a member of the Executive Committee and Finance & General Purposes Sub-Committee to contribute to the development of the strategic direction of the Association in consultation with other office holders, Committee members and the Chief Executive.
- As an office-holder of the Association, to be active with other office-holders in advancing the interests and policies of the Association through public comment, debate and participation in meetings, conferences and other events.
- To develop and maintain effective relations with member Councils, partner bodies and outside organisations.
- To take on specific responsibilities as appropriate from the Chairman.

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APPENDIX 5 - MINUTE-TAKING

- 1.1 As stated in paragraph 11.10(xi) of the KALC Constitution, the minutes of the Executive Committee meetings and sub-committee meetings will record in clear terms, but not verbatim, the formal decisions or resolutions that have been made at the meeting.
- 1.2 Formally approved minutes of such meetings must be kept in a minute book. The minutes of Executive Committee meetings will be placed in the members' section of the County Association's website.
- 1.3 The minutes must record the resolutions passed at the meeting. In addition, the minutes should record the names of the members present and absent.
- 1.4 The content of the minutes should be informative and relevant, yet concise.
- 1.5 The meeting may be recorded for the purpose of minute taking and deleted after they are approved.
- 1.6 KALC should not include personal data in minutes unless this is necessary for the performance of its duties, functions and contracts.
- 1.7 KALC should also avoid disclosing in minutes, resolutions or other information that are confidential or for some other special reasons not in the "public interest".
- 1.8 The draft minutes of a meeting are circulated with the agenda for a subsequent meeting tasked with approving the accuracy of them.
- 1.9 The draft minutes of a meeting must be formally approved by the next suitable meeting and duly signed by the Chairman of the meeting.
- 1.10 The signed minutes of the meeting serve as a legal record of what has taken place at the meeting to which they relate.
- 1.11 Before a meeting approves the minutes of a preceding meeting by resolution, the meeting may, by resolution, correct any inaccuracies in the draft minutes.
- 1.12 The attendance (or otherwise) of the Chairman or those voting in favour to amend or approve of the minutes is irrelevant.
- 1.13 Minutes should not be altered once signed unless inaccuracy in the minutes is discovered after they have been signed. Inaccuracies in the signed minutes can be amended by resolution at a subsequent meeting.
- 1.13 Minutes of the proceedings of a meeting must be kept in a book provided for the purpose.
- 1.14 Each page must be consecutively numbered and initialled by the person presiding at the meeting at which the minutes are approved.

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1.15 The draft Minutes of the Executive Committee and F&GP Sub-Committee meetings will aim to be sent to members within 10 working days from the date of the meeting and will be placed in the members' area of the KALC website.

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APPENDIX 6 - KALC Advisory Committees: **Template Terms of Reference**

1. Purpose/Mandate:

- I. To establish expertise and knowledge in its identified subject area.
- II. To develop and enhance communication and relationships between members and stakeholders.
- III. To produce guidance and recommendations to the KALC Finance & General Purposes Sub-Committee and the KALC Executive Committee with the aim of improving the quality of decision-making and governance for KALC and all of its members.
- IV. It will not comment or make recommendations on where major infrastructure should be located (see existing KALC policy position below).

2. Existing KALC Policy on major infrastructure consultations

2.1 As agreed at the 25 July 2015 Executive Committee meeting, KALC has a responsibility to understand and listen to proposals on major infrastructure to ensure that member Councils are provided with sufficient information and opportunities to feed into the consultation process.

2.2 KALC should not express a view on where major infrastructure should be located. KALC should take a similar position on any contentious political/policy issues.

2.3 If Area Committees requested help from the KALC County Office on a major infrastructure issue, the request will need to go before the F&GP Sub-Committee and the Executive Committee for consideration.

3. Background & Reporting Structure:

3.1 The *Kent Association of Local Councils* is empowered by its constitution to establish committees. The Executive Committee of the Association has agreed to establish a number of advisory committees which will report to it directly.

3.2 The remit of these committees will be focused in strategic areas that impact on Kent and Medway and will aim to enhance and develop policy for the entire Association and its members.

3.3 Although the Association is not bound by Local Government legislation, KALC has adopted the terminology and standards common with Local Councils as this maintains the cultural understanding of such bodies, high standards and expectations coherent with sound governance. These terms of reference therefore set out these requirements. The advisory committees report back to the Executive Committee on a regular basis. The committee has no delegated authority or budget and its role is focused in monitoring issues, building up expertise, establishing networks and connections, researching and reporting and making recommendations on KALC policy positions to the KALC Finance and General Purposes Sub-Committee and the KALC Executive Committee.

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4. Composition:

4.1 The Advisory Committees will be formed of a maximum of 6 members of the Executive Committee, a maximum of 2 co-opted members and a maximum of 2 substitute members with full *ex-officio* powers will also be nominated. The members can be selected by a vote if nominations exceed available places. Elections on to the Advisory Committees take place annually at the January Executive Committee meeting.

4.2 Should any member resign from the Committee the Executive Committee may appoint a replacement at the next opportunity. The KALC Chief Executive and/or the Local Councils Adviser will attend Advisory Committee meetings.

5. Objectives:

- I. To acquire expertise in the chosen field
- II. To identify key issues
- III. To review relevant policies and wider expectations
- IV. To ensure good governance
- V. To conduct investigations and research with the aim of producing high quality guidance
- VI. To produce reports and recommendations

6. Term of Office:

6.1 Members of the Advisory Committee shall serve one year and will be appointed at the January KALC Executive Committee Meeting. A member may resign from the Advisory Committee at any time by advising the Chairman of the Committee in writing. The Executive Committee may appoint a replacement at the next opportunity.

7. Frequency of Meetings:

7.1 The Advisory Committee shall meet as and when necessary.

7.2 The meetings are not open to the public and other members of the Association and attendance is only by invitation of the Committee as agreed by the Chairman.

8. Selection of Chairman and Vice-Chairman:

8.1 The Chairman and the Vice-Chairman shall be elected by the Advisory Committee on an annual basis.

8.2 In the absence of the Chairman, the Vice-Chairman shall preside and assume all the appropriate powers. In the unlikely situation that neither Chairman or Vice-Chairman are present the Committee should elect a Chairman from its members to preside for that meeting only.

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9. The Role of the Chairman and Vice-Chairman:

9.1 The Chairman shall preside over the meetings and support its deliberations in an impartial way to ensure fair and high-quality governance. In the unlikely situation that consensus is not achieved the Chairman or person presiding will have an initial or original vote and may use their casting vote to break any deadlock.

10. Role and Responsibilities of Members:

10.1 Members of the Advisory Committee are expected to attend all meetings and participate actively and within these terms of reference. The membership is tasked with producing high-quality research, ideas and guidance with the aim of producing recommendations and decisions based in consensus.

10.2 The high standards of KALC in terms of its ethics and probity drawn from Local Councils and the legislation and culture governing these authorities applies to the Advisory Committee.

11. Governance:

11.1 The business of the Advisory Committee shall be conducted in accordance with these terms of reference and any additional guidance provided by the Executive Committee. In the case of any issue requiring external resolution the Executive Committee shall be the arbitrator.

12. Quorum:

12.1 The quorum of the committee will be **3**. If the quorum for a committee is not achieved within thirty minutes of the appointed time for the meeting to commence the member tasked with taking minutes shall record those present and the session adjourned until the next meeting, although an informal discussion can take place if necessary.

13. Voting:

13.1 In accordance with KALC convention the Committee will attempt to achieve a consensus on issues. However, where a recommendation before the Committee is put to a vote each member voting will be entitled to 1 vote.

13.2 A motion shall be deemed to have been carried when a majority of members present and voting have expressed agreement with the issue by simple majority. In the case of an issue where a vote has resulted in a tie the Chairman may use their casting vote. As the remit of the Advisory Committee is predominantly to undertake research and provide guidance, voting on decisions to make recommendations to the Finance & General Purposes Sub-Committee and the Executive Committee should be rare.

14. Resources:

Primary Support:

14.1 The Advisory Committee is entitled to the support and resources that all KALC committees can call upon, including secretarial support and logistical/administrative input.

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Advisory Support:

14.2 The Advisory Committee is entitled to call upon any expertise from within KALC (including its consultants) and staff members. In addition, the committee may wish to invite external contributors in the form of expert witnesses or specialists to participate and support its process.

15. Ethics and Probity:

15.1 Members will be expected to uphold the highest standards of KALC in their role and are reminded of the commitment to being non-political in approach. Although members are not technically covered by their member Code of Conduct they should have regard to the high standards therein.

Agreed by the Executive Committee on:

Signed by the KALC Chairman

on behalf of the Executive Committee: