

# Standing Orders of The Playwork Foundation

## Version 1.1



Date of adoption: 29<sup>th</sup> January 2026

These Standing Orders set out some of the headline procedures and practices for the governance and operation of The Playwork Foundation and supplement the constitution. Where there is any conflict between these Standing Orders and the constitution, the constitution takes precedence.

Additional policies and procedures are in place and should be taken into consideration alongside these Standing Orders.

The Principle Office of The Playwork Foundation is in Wales. All date formats are DD/MM/YYYY and times are stated in local time, observing Greenwich Mean Time (GMT) or British Summer Time (BST) [GMT + 1] as set by the Summer Time Act 1972 (as amended).

### 1. Membership administration

Applications for membership must be made in writing (including electronic form) to the Secretary, using the form approved by the trustees. The trustees will decide whether to approve each application in accordance with Clause 8 of the constitution.

The following classes of membership only are currently available:

- Full, individual membership (with voting rights).

Membership may be terminated in accordance with Clause 9 of the constitution. Individual members may not act as a caucus.

The CIO will maintain a register of members in accordance with Clause 23 of the constitution and the CIO General Regulations.

### 2. Calling General (Members') Meetings

'General meetings' (excluding the Annual General Meeting) may be called by resolution of the trustees at any time. The AGM must be called in accordance with Clause 12 of the constitution.

Notice of a general meeting must be given to all members and trustees. The notice period is at least 14 clear days.

A handwritten signature in black ink, appearing to be initials or a stylized name.

The notice will state the date, time, and place of the meeting, and the general nature of the business to be considered. This will usually be sent by email.

### 3. Calling Trustee Meetings

Any charity trustee may call a meeting of the charity trustees. Trustees' meetings will normally be called by the Chair or Secretary, or by any trustee making a written or electronic request to the Secretary.

Notice of a meeting will typically be given at least **7 days** in advance, and will state the date, time, and place of the meeting. The notice should include the agenda and any supporting papers for the items to be discussed. Late papers can be circulated separately if necessary.

Trustee meetings may be called by any agreed communication methods (including electronic), provided all trustees can reasonably be assumed to have received the notice at or near the same time. Trustees are expected to confirm their attendance or send apologies as soon as possible after receiving notice. Urgent meetings may be called on shorter notice if the Chair (or, if unavailable, any 3 trustees) considers the matter cannot wait until the next scheduled meeting. In such cases, every effort will be made to contact all trustees and provide relevant information in advance. Clause 19.3 will still apply.

### 4. Meeting administration

The **quorum for trustee meetings** is **two trustees or one-third** of the total number of trustees, whichever is greater, as set out in Clause 19.3 of the constitution.

The **quorum for general meetings of members** is **three members or 2%** of the whole membership, whichever is greater, as set out in Clause 11.5.

Quorum must be maintained throughout the meeting. If quorum is lost, no further decisions may be made until it is restored.

The Chair of trustees will typically chair general meetings and trustee meetings. If the Chair is absent, the Vice-Chair (if applicable) will chair. If both are absent, the trustees present will choose one of their number to chair. If no trustees are present at a general meeting – unless it has been called under Clause 11.2 – the meeting shall not proceed.

The Chair will invite contributions in turn and should ensure all present have a fair opportunity to speak. Members and trustees should address their remarks through the Chair if called upon by the Chair to do so in that manner.

The Chair may adjourn a meeting if necessary for good order, safety, or to obtain further information. Any adjourned meeting will reconvene as soon as practicable, and only outstanding business for that meeting will be considered.

## 5. How decisions are made

Most decisions at general meetings are passed by a simple majority - i.e., more than half of eligible votes cast. These are called **ordinary resolutions** (Clause 10.2).

Some important decisions need a higher level of agreement - i.e., at least 75% of those voting. These are called **special resolutions** and include:

- changing the constitution (Clause 28.1(b));
- winding up or dissolving the CIO (Clause 29.1(i)); or,
- amalgamating with another CIO or transferring our work to another charity (Clause 10.4).

The notice of any meeting should state if a resolution is special, and clarify the majority required as outlined in the constitution (Clause 11.3).

## 6. Submitting a proposal for decision by members

Any proposal must be submitted in writing to the Secretary. The proposal must clearly state the wording of the resolution and the names of any members supporting it.

At least **10% of all members** (or 5% if no general meeting has been held in the last 12 months) must support the proposal. The lower 5% threshold applies only to requests to call a general meeting under Clause 11.2.

The Secretary will check that the proposal is lawful, is not defamatory, frivolous or vexatious, and is clear enough to be implemented if passed. If valid, the proposal will be circulated to all members and will include the names of the proposer and supporting members.

If a proposal is found to be not valid, the Secretary will share the reasons with the proposer and the trustees. The trustees may share with members a summary of rejected proposals for transparency, provided this does not infringe upon protected rights of the proposer or individuals or organisations named in the proposal or supporting documents.

Valid and sufficiently supported proposals will be put to members either at the next general meeting or by written resolution, in line with the constitution. If trustees fail to act on a valid request to call a meeting within 21 days, the requesting members may call it themselves in accordance with Clause 11.2(g)-(j). Upon receipt of a meeting notice called under Clause 11.2(g)-(j), the Secretary shall distribute a copy to all members on their behalf as soon as practicable.

## 7. Written resolution procedure for members

This procedure explains how members can make a decision without holding a general meeting, in accordance with Clause 10.3 of the constitution. It can be used for any decision that could be taken by ordinary resolution at a general meeting, but not for decisions that the constitution or law requires to be taken at a meeting.

A written resolution can be proposed by **at least 10% of members**, calculated at the date the proposal is submitted. A member-initiated proposal must be sent in writing to the Secretary, include the exact wording of the resolution, and the names of the members supporting it.

The Secretary will check that it is lawful, clear, and not defamatory, frivolous, or vexatious. If valid, the resolution will be sent to all members eligible to vote on the date it is first circulated. The circulation will include the resolution text, a statement explaining how to agree to it and the deadline for responses (28 days from circulation).

Members can agree by signing a document (wet ink or electronic signature) containing the resolution, by sending an email or other electronic communication that clearly identifies the member and states agreement, or by any other authentication method agreed by the trustees.

A simple majority of all members entitled to vote must agree for the resolution to pass. This is a majority of the whole membership, not just those who respond.

The Secretary will record the number of votes for and against, and the date the resolution is passed. The result will be entered into the minutes of the next trustees' meeting.

If trustees do not circulate a valid member-initiated written resolution within 21 days without explanation, members may use the process in Clause 11.2 to require a general meeting instead.

## 8. Electronic voting at general meetings

Voting is permitted to take place by secure electronic means. The system used should as far as is practicable only permit eligible members to vote, count each vote once only, and provide a verifiable record of the result.

Votes can be counted by at least two scrutineers appointed by the Chair – they must not be standing for election or be otherwise conflicted.

Results should be announced to members as soon as practicable and recorded in the minutes.

## 9. Polls

A poll may be called in accordance with the constitution. Polls may be conducted electronically, using the same process as Item 8, above. The Chair at that present time will decide the method and timetable for the poll, with due consideration to accessibility and fairness.

## 10. Trustee written resolution procedure

This procedure explains how the charity trustees can make a decision without holding a trustees' meeting, in accordance with Clause 17.2 of the constitution. It can be used for any decision that could be taken at a properly convened trustees' meeting, unless the constitution or law requires the decision to be made by the members. It cannot be used for decisions that must be taken at a general meeting of members, such as amending the constitution, winding up the CIO, or electing trustees.

Any charity trustee can propose a trustee written resolution. A copy of the proposed resolution must be sent to all charity trustees at, or as close as possible to, the same time. The circulation must include the resolution text, a statement explaining how to agree to it, and the deadline for responses (28 days from circulation).

Trustees can agree by signing a document (wet ink or electronic signature) containing the resolution, by sending an email or other electronic communication that clearly identifies the trustee and states agreement (including positive reactions such as 👍, ❤️, ✓), or by any other authentication method previously agreed by the trustees.

A simple majority of all charity trustees entitled to vote must agree for the resolution to pass. This is a majority of the whole trustee body, not just those who respond.

The Secretary or other appointed person will record the number of votes for and against, and the date the resolution is passed. The resolution will be considered passed once a majority is achieved and the Secretary has confirmed that the proposal is legal. The result will be entered into the minutes of the next trustees' meeting.

All signed copies and electronic confirmations will be kept securely for at least 6 months after the resolution is passed. Screenshots of electronic communication must include an indication of the date of sending.

## 11. Representation on external fora

Any trustee may put themselves forward to represent the Foundation at external fora and consortia relevant to its objects.

When a vacancy arises, the Secretary will invite Expressions of Interest (EOIs) within a specified timeframe. Reasonable adjustments will be made to ensure accessibility.

Following the closure of the window for EOIs, the Board of Trustees will appoint representatives by simple majority vote at a duly convened meeting.

Representatives will normally serve for a fixed term, renewable by Board decision.

Representatives must provide a report to the Board following relevant meetings. Summaries may be shared with members.

If a representative steps down mid-term, the Board may appoint a replacement using the same process or appoint a trustee for expediency if a voting window is imminent.

## 12. Review and amendment of standing orders

These Standing Orders will be reviewed as and when required.

Any trustee may propose an amendment to the Standing Orders. Members may also propose amendments via Items 6 or 7, above.

Amendments require a simple majority of all trustees to be approved. Once approved, the amended Standing Orders take effect immediately unless a later date is specified. All amendments will be recorded in the minutes.

## 13. Adoption of Standing Orders

The first Standing Orders were reviewed and adopted following a resolution at a Board of Trustees meeting held on 18/09/2025 attended by Simon Bazley, Siôn Edwards, Anne-Marie Mackin, Simon Rix and Tanny Stobart to be adopted immediately.

These revised Standing Orders were reviewed and adopted by the Board of Trustees present - Simon Bazley, Siôn Edwards, Tanny Stobart and Penny Wilson - on 29/01/2026 attended by to be adopted immediately.

These revised Standing Orders were reviewed and adopted following a resolution at a Board of Trustees meeting held on 29/01/2026 attended by Simon Bazley, Siôn Edwards, Tanny Stobart and Penny Wilson to be adopted immediately.

APPROVED 29 JAN 2026

*Siôn Lewis Edwards*  
Siôn Lewis Edwards  
Chairman/Chair

*KS*

Version	Date of revision	Summary	Prior Standing Orders Affected
1.1	29/01/26	Representation on external fora added as new Standing Order 11.	11, 12 [numbering only].