Rules for Election of the Chair and Directors

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1 Introduction

1.1 Context and purpose of this document

1.1.1 In November 2022, a private company limited by guarantee without share capital was incorporated to deliver services to the members of RTIG-Inform, the UK government and the devolved parliaments and assemblies. The organisation is expected to have in excess of 50 subscribing members including operators, public sector, suppliers and consultants.

1.1.2 Its activities are guided and supported by elected Directors who act through a Management Board - overseen by a Chair. This document sets out the rules by which the relevant elections should take place.

1.2 Validity and changes

1.2.1 The rules documented herein are extracted from and are subservient to - those contained within the Articles of Association for RTIG Inform Limited.

1.2.2 Should changes be required to these rules, the Directors - acting through the board, shall be responsible for ensuring that any such revisions are undertaken and validated.

1.2.3 Material changes to these rules must be validated by members at the next appropriate General Meeting.

2 Rules

2.1 Authority

2.1.1 The election will facilitate the appointment of the RTIG INFORM Directors, its Chair, and (if required) a Deputy Chair.

2.1.2 The Clerk for each election will be appointed by the Directors at least three calendar months before the proposed date of the Annual General Meeting (AGM). The record of this appointment will be within the minutes of the relevant Management Board meeting.

2.1.3 Once appointed, on matters relating to the conduct of the election, the Clerk's decisions are final.

2.2 Duration of office

2.2.1 The Chair elected by this procedure will hold office for a period of one calendar year: from 1 April to 31 March of the following year inclusive (the "Business Year").

2.2.2 The Directors elected by this procedure will hold office for a period of up to three calendar years: from 1 April to 31 March inclusive (the "Business Year").

2.2.3 At each AGM, one third of the elected Directors shall retire from office.

2.2.4 The elected Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who became or were last reappointed elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

2.2.5 A retiring elected Director who remains qualified to be an Elected Director may be reappointed.

2.2.6 No person shall hold the position of Elected Director for more than two terms (six consecutive years) - counting from the first AGM following the adoption of these rules and the Articles of Association, without first having a break of at least three years, after which that person may again stand for election.

2.2.7 The election will be at an AGM to be held shortly before the beginning of the Business Year during which the elected Directors will hold office. It is the Clerk's responsibility to ensure the fair and timely conduct of this election.

2.2.8 If at any time during his/her period of office, an elected Director ceases to meet the eligibility requirements under which he/she was elected, his/her membership of the Management Board will cease forthwith.

2.3 Eligibility of candidates

2.3.1 Nominating organisations must confirm the eligibility of each candidate they propose, on the date of nomination.

2.3.2 The persons eligible for election to the Chair must be employees and/or officers of RTIG INFORM subscribing members.

2.3.3 The persons eligible for election as Director must be employees and/or officers of RTIG-INFORM Executive, Foundation or Full Members.

2.3.4 Each candidate must confirm that his/her candidacy has the support of their employer and must declare whether he/she is a Public Sector candidate, a Transport Operator candidate, a Supplier candidate, or a Consultant candidate. Candidates will be invited to prepare a brief description of themselves to aid voters.

2.3.5 At any time, the Directors may co-opt further Directors at their absolute discretion - subject to any limitations imposed by the RTIG INFORM Articles of Association. Any such additional co-opted Directors so appointed will have identical rights and responsibilities to those appointed as a result of elections but may only hold office until the next AGM. There may only be a maximum of three Co-opted Directors at any time.

2.3.6 If at any time from the time the election is announced up to 1 April, a candidate or member-elect ceases to meet the eligibility requirements for the office for which he/she is nominated, his/her nomination shall be rendered invalid forthwith.

2.4 Electorate

2.4.1 Eligibility to vote will be determined on the date of the election.

2.4.2 The electorate consists of:

2.4.2.1 organisations who have paid their membership subscription to RTIG INFORM for the business year during which the AGM is held, and who have not formally resigned their membership for the following business year;

2.4.2.2 organisations who have paid their membership subscription, or have made a binding commitment to pay a subscription for the following business year.

2.4.3 Each subscribing member organisation is entitled to cast a vote for one candidate for Chair, as set out in 2.5 below.

2.4.4 Each organisation which is a Executive, Foundation or Full Member is also entitled to vote for relevant Director posts. An organisation intending to vote for a Director must declare whether it is a Public Sector voter, a Transport Operator voter, a Consultant voter or a Supplier voter and may only vote organisation may only vote for candidates from their own sector.

2.5 Process

2.5.1 Votes for the Chair, Deputy Chair (if required) and Directors, will be lodged with the Clerk by, or on the date of - the AGM.

2.5.2 Votes will be exercisable at the meeting, by proxy or by prior delivery to the Clerk. Votes cast at the meeting will be by secret ballot or by such other means as the Clerk deems appropriate.

2.5.3 Votes must be made or signed by a single individual clearly authorised to represent the Member organisation.

2.5.4 The Clerk will decide when voting is complete, and no votes may be submitted thereafter. No inspection, counting or analysis of votes cast will be undertaken until the Clerk has announced that voting is finished.

2.5.5 Once all votes have been received, the Chair, Deputy Chair (if required) and Directors will be elected from those properly nominated as described below.

2.5.6 Only clearly registered votes will be counted. In the event of a dispute about the voting process, the Clerk’s decision will be final.

2.5.7 In the event that any part of the procedure fails because two or more candidates receive an equal number of votes, the Clerk shall use lots to select the candidate.

2.5.8 If there are no valid nominations for Directors, the Chair will appoint Directors. If there are valid nominations but no valid votes, the process will be resolved by the use of lots.

2.6 Election of Chair

2.6.1 All organisations which are subscribing members of RTIG INFORM on the closing date for nominations are entitled to make one nomination for the Chair.

2.6.2 The Chair will be appointed from among the duly nominated candidates. If there is no valid nomination for Chair, the Clerk will appoint a Chair.

2.6.3 All organisations which are subscribing members of RTIG-INFORM on the day of the election are entitled to vote.

2.6.4 An organisation may vote for one candidate.

2.6.5 The Clerk will record the total number of votes for each candidate.

2.6.6 The candidate receiving the largest number of votes will be declared Chair. If two or more candidates receive an equal number of votes, the Clerk shall use lots to select the candidate. If there are valid nominations but no valid votes, the process will also be resolved by the use of lots.

2.7 Election of Deputy Chair

2.7.1 The Clerk will determine in advance, in consultation with the outgoing Directors - whether an elected Deputy Chair is required. If so, the process will follow the same procedure as that for election for the Chair.

2.8 Election of Directors

2.8.1 The Directors will be appointed from candidates drawn from four sectors in four separate processes: namely the Public Sector, the Transport Operator sector, the Supplier sector and the Consultant sector.

2.8.2 The elected board of Directors will consist of up to three Public Sector Members, up to three Transport Operator Members, up to two System Supplier Members and up to two Consultant members.

2.8.3 Each organisation which is an Executive or Foundation Member of RTIG-INFORM on the closing date for nominations is entitled to make one nomination for a director. Member representatives may nominate themselves.

2.8.4 If in any sector the number of nominations exceeds the number of available posts, an election will be required.

2.8.5 If an election is required in a specific sector, each organisation which is a Executive, Foundation or Full Member in that sector on the date of the election is entitled to vote.

2.8.6 An organisation may vote for one candidate.

2.8.7 The Clerk will record the total number of votes for each candidate and appointments will be made to available spaces in order of decreasing number of votes.

2.8.8 If two or more candidates receive an equal number of votes, the Clerk shall use lots to select the candidate. If there are valid nominations but no valid votes, the process will also be resolved by the use of lots.

2.9 Retirement Date of Initial Directors

2.9.1 Prior to its official formation, the initial Directors of RTIG Inform Limited were the management committee of RTIG Inform.

2.9.2 This management committee was re-elected in its entirety each year and there was no maximum duration for serving on the committee.

2.9.3 To ensure a smooth transition to the new arrangements for retirement of Directors of RTIG Inform Limited, the retirement date of the initial directors will be decided on the relative length of service on the previous management committee compared to the other post holders in each sector.