



## **COUNCIL ELECTION REGULATIONS**

**Approved by the Council on 20 December 2019**

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## 1. INTRODUCTION

- 1.1 These Council Election Regulations, together with the Appendices, are the regulations approved by the Council of Co-operative Group Limited (the **Society**) in accordance with Rule 12.4(c) of the Society's Rules (the **Rules**).
- 1.2 The Council Election Regulations set out the size, composition, eligibility requirements and election processes for the Council, Senate, President and Vice-Presidents.
- 1.3 Reference to the Values and Principles are the values and principles from time to time forming part of the International Co-operatives Alliance's Statement of Co-operative Identity.
- 1.4 The Council Election Regulations should be read in conjunction with the following:
  - (a) the Rules;
  - (b) the Membership Regulations;
  - (c) the Purchases Regulations;
  - (d) the Council Code of Conduct (the **Code**); and
  - (e) any election guidance or other information provided to Members or published by the Society in advance of any Council election process.

## 2. INTERPRETATION

- 2.1 In addition to terms outlined elsewhere in these Council Election Regulations, the words and expressions used throughout the document shall have the meaning given to them in the Rules.
- 2.2 Where there is any conflict or inconsistency between the Council Election Regulations and the Rules, the Rules shall take precedence.
- 2.3 In the absence of a Council Secretary references to the Council Secretary shall be taken to read a member of the Group's Secretariat team until a Council Secretary is appointed.

## 3. SIZE AND COMPOSITION OF THE COUNCIL

- 3.1 In accordance with Rule 83, the Council will comprise a maximum of 100 Council Members.
- 3.2 The Council shall comprise up to 85 Council Members representing Individual Members (**Individual Member Representatives**) and up to 15 Council Members representing Independent Society Members (**ISM Representatives**). For these purposes, Independent Society Members are the Independent Society Members recorded in the Society's Register of Members.
- 3.3 Of the 85 seats allocated to Individual Member Representatives:
  - (a) 76 seats shall be allocated to Individual Members in 12 geographic constituencies (**Geographic Representatives**);

- (b) One seat shall be allocated by election to an Individual Member Representative from the Isle of Man (the **Manx Representative**);
- (c) 8 seats shall be allocated by co-option (**Special Members**) as follows:
  - (i) 7 seats shall be allocated to address shortfalls in diversity having regard to a variety of Relevant Characteristics or Employee Members (**Council Appointed Representatives**); and
  - (ii) 1 seat shall be allocated to a representative from the Co-operative Young Members' Board (the **CYMB Representative**).

3.4 When considering the co-option of Council Appointed Representatives to address shortfalls in diversity, the Council (or duly authorised Committee) must be able to demonstrate a reasonable belief that candidates chosen on the basis of one or more Relevant Characteristics (a) suffer a disadvantage connected to that/those Relevant Characteristic(s) or are disproportionately underrepresented and (b) are as equally qualified as other candidates.

3.5 All Council Appointed Representatives and the CYMB Representative must be aged 16 or over.

3.6 The boundaries of the geographic constituencies are set out in Appendix 2. The allocation of Geographic Representative seats amongst geographical constituencies is set out in Appendix 3. With the exception of Northern Ireland, the allocation is based on a combination of the percentage of the Group's Food and Funeral sales in each constituency and the percentage of Individual Members who have made Qualifying Purchases (as defined in Part 1 of the Purchases Regulations) in each constituency.

3.7 Employee Members may occupy up to 18 of the 76 Geographic Representative seats as set out in Appendix 3. For the electoral year from May 2019 to May 2020 Employee Members may occupy up to 19 such seats, but this will revert to 18 with effect from May 2020. Member Pioneers may occupy up to one of the seats available for employees in each geographic constituency

3.8 In addition, Employee Members may be Special Members provided that the total number of Employee Members does not exceed 21. If less than two Employee Members are Geographic Representatives or the Manx Representative, the Council shall co-opt Employee Members to be Special Members so there are a minimum of 2 Employee Members on the Council.

3.9 An overview of Council seats and the corresponding electorates is set out in Appendix 1. Appendix 1 will be reviewed in 2020 and thereafter at three yearly intervals.

#### **4. DIVERSITY**

4.1 In accordance with Rule 85, the Council will seek to ensure that its composition reflects diversity in the broadest sense including (but not limited to) diversity of gender, ethnicity, sexual orientation, age, disability, religion and geography (**Relevant Characteristics**).

4.2 The Council recognises the importance of a diverse Council. This includes, but is not limited to, the Relevant Characteristics.

4.3 The Council must have due regard to equality legislation, including the prohibition against conduct which constitutes direct or indirect discrimination, victimisation or harassment.

- 4.4 The Council will adopt and have regard to a policy on diversity, which may include measurable objectives for achieving appropriate balance and diversity on the Council and Senate with a view to enabling candidates to overcome or minimise any disadvantage suffered in connection with a Relevant Characteristic. Any diversity policy adopted by the Council should be reviewed regularly to ensure that any measures to promote greater diversity/equality (e.g. targets for greater diversity) remain reasonable and proportionate.

## **5. RESTRICTIONS ON CLOSE RELATIVES**

- 5.1 No more than two close relatives per geographical constituency may hold office as Council Members at any one time.
- 5.2 For the purposes of this paragraph 5, a close relative means husband or wife, partner, grandfather, grandmother, father, mother, son, daughter, brother, sister, half-brother, half-sister, grandson, granddaughter, stepfather, stepmother, stepbrother, stepsister, stepson and stepdaughter, for the purposes of this definition, relationships by adoption shall be treated in the same way as relationships by birth, and people shall be treated as partners if they live together in the same household as a couple, irrespective of their gender or sexual orientation.

## **6. RESTRICTIONS ON COLLEAGUES**

- 6.1 The following individuals shall not be eligible to stand for election or co-option as Council Members:
- (a) members of the Executive;
  - (b) managers reporting directly to a member of the Executive;
  - (c) the Council Secretary; and
  - (d) any colleague within the Council Secretariat
- 6.2 Subject to the relevant eligibility requirements in paragraph 8 below, members of the Group Secretariat and Membership team (or any successor departments from time to time) may stand for election or co-option as Council Members with the approval of the Group Secretary.

## **7. RESTRICTIONS ON ISM REPRESENTATIVES**

Unless the Council (or a duly authorised committee of the Council) determines otherwise, no more than two representatives of any Independent Society Member may hold office as ISM Representatives at any one time.

## **8. COUNCIL ELIGIBILITY REQUIREMENTS**

- 8.1 Eligibility requirements for Council Members are set out in the Membership Regulations and these Council Election Regulations.
- 8.2 Special Members are not required to have met the Council Membership or Eligibility requirements in any year of their appointment.
- 8.3 No person shall be eligible to stand for election to the Council if they have been previously disqualified or removed from the Council, the Group Board, a Regional Board or an Area Committee for a breach of a code of conduct or otherwise, unless a resolution of the

Council is passed with a two thirds majority permitting them to stand. Such a resolution shall not be passed until a minimum of three years has expired from the date of disqualification or removal.

- 8.4 No person shall be eligible to stand for an election or continue in office if a material conflict of interest is identified (in the opinion of the Council Secretary), save in the case of a candidate standing for an Independent Society Member seat where the conflict arises solely from the fact that the Independent Society Member may have certain business interests which may compete with those of the Society. An example of a material conflict of interest could be where an Individual Member is employed by a significant competitor of the Group. The Council will deal with any conflicts of interest including those affecting ISM Representative seats in accordance with Rule 97 and the Code.

### ***Geographic Representative and Manx Representative seats***

- 8.5 In order to be eligible for a Geographic Representative seat or the Manx Representative seat, a candidate must satisfy the relevant Membership Criteria set out in the Membership Regulations and the following Eligibility Criteria:
- (a) he / she must be over 16 years old;
  - (b) his or her residential address must be within the boundaries of the relevant geographical constituency or on the Isle of Man (as applicable);
  - (c) at the point of nomination:
    - (i) he / she must confirm and declare in writing that he / she satisfies the Council Member Person Specification set out in Appendix 4;
    - (ii) he / she confirms adherence to the Values and Principles;
    - (iii) he / she must confirm and undertake in writing that he / she will fulfil any personal development, training and / or evaluation requirements determined by the Council; and
    - (iv) he / she must confirm that he / she will abide by the Code at all times. As part of this the candidate will be required to sign a declaration stating that they have received and read the Code, have understood the duties and responsibilities required and expected of Council Members and agree to comply with the Code at all times; and
  - (d) at the point of election, he / she must have passed an assessment regarding fundamental facts about the Group and the co-operative movement, the form and contents of which shall be determined by the Council (or a duly authorised committee of the Council).

### ***ISM Representative seats***

- 8.6 In order to be eligible for an ISM Representative seat, a candidate representing an Independent Society Member must satisfy the following Eligibility Criteria:
- (a) he / she must be over 16 years old;

- (b) he / she must be a member of that Independent Society Member's board of directors or executive management team;
- (c) at the point of nomination:
  - (i) he / she must confirm and declare in writing that he / she satisfies the Council Member Person Specification set out in Appendix 4;
  - (ii) he / she confirms adherence to the Values and Principles;
  - (iii) he / she must confirm and undertake in writing that he / she will fulfil any personal development, training and / or evaluation requirements determined by the Council; and
  - (iv) he / she must confirm that he / she will abide by the Code at all times. As part of this the candidate will be required to sign a declaration stating that they have received and read the Code, have understood the duties and responsibilities required and expected of Council Members and agree to comply with the Code at all times; and
- (d) at the point of election, he / she must have passed an assessment regarding fundamental facts about the Group and the co-operative movement, the form and contents of which shall be determined by the Council (or a duly authorised committee of the Council).

***CYMB Representative seat***

8.7 In order to be eligible for the CYMB seat, a candidate must satisfy the relevant Membership Criteria set out in the Membership Regulations (save in exceptional circumstances when the Council (or a duly authorised committee of the Council) may waive any of the Membership Criteria) and the following Eligibility Criteria:

- (a) he / she must be over 16 years old;
- (b) he / she must be a member of the Co-operative Young Members' Board;
- (c) at the point of nomination:
  - (i) he / she must confirm and declare in writing that he / she satisfies the Council Member Person Specification set out in Appendix 4;
  - (ii) he / she confirms adherence to the Values and Principles;
  - (iii) he / she must confirm and undertake in writing that he / she will fulfil any personal development, training and / or evaluation requirements determined by the Council; and
  - (iv) he / she must confirm that he / she will abide by the Code at all times. As part of this the candidate will be required to sign a declaration stating that they have received and read the Code, have understood the duties and responsibilities required and expected of Council Members and agree to comply with the Code at all times; and
- (d) at the point of election, he / she must have passed an assessment regarding fundamental facts about the Group and the co-operative movement, the form and

contents of which shall be determined by the Council (or a duly authorised committee of the Council).

### ***Council Appointed Representative seats***

- 8.8 The Membership Criteria and Eligibility Criteria that apply to Geographic Representatives shall not apply to Council Appointed Representatives. However, in order to be eligible for a co-opted seat, a candidate must satisfy the following requirements:
- (a) he / she must confirm that he / she will abide by the Code at all times. As part of this the candidate will be required to sign a declaration stating that they have received and read the Code, have understood the duties and responsibilities required and expected of Council Members and agree to comply with the Code at all times;
  - (b) he / she confirms adherence to the Values and Principles;
  - (c) he / she must confirm and undertake in writing that he / she will fulfil any personal development, training and / or evaluation requirements determined by the Council; and
  - (d) he / she must complete and pass an assessment regarding fundamental facts about the Group and the co-operative movement, the form and contents of which shall be determined by the Council (or a duly authorised committee of the Council).

## **9. NOMINATION PROCESS FOR ELECTED COUNCIL SEATS**

- 9.1 Candidates for ISM Representative seats on the Council must be nominated by the board of directors of their own Independent Society Member following an internal selection process. When selecting candidates, the board of each Independent Society Member should have regard to paragraph 4, including the Council's need for diversity in the broadest sense under Rule 85. Independent Society Member secretaries may nominate successful candidates by completing a nomination form and returning it to the Council Secretary in the timeframe agreed by the Council. In accordance with paragraph 7 above, no Independent Society Member may have more than two ISM Representatives on the Council unless the Council (or a duly authorised committee of the Council) determines otherwise.
- 9.2 Candidates for Geographic Representative seats on the Council can only stand as a candidate in the constituency in which they live. Such candidates may nominate themselves by completing a self-nomination form and returning it to the Council Secretary in the timeframe agreed by the Council (or duly authorised committee).
- 9.3 Candidates for the Manx Representative seat on the Council can only stand as a candidate if they live on the Isle of Man. Such candidates may nominate themselves by completing a self-nomination form and returning it to the Council Secretary in the timeframe agreed by the Council (or duly authorised committee).
- 9.4 The Council Secretary will be responsible for approving the design of the nomination forms and associated materials. Amongst other things, all candidates will be asked to provide a written election address of a maximum number of words determined by the Council Secretary. Candidates will be encouraged to include reference in their address to the qualifications and / or experience they possess that are relevant to the relevant Council



eligibility requirements set out in paragraph 8 above and the person specification in Appendix 4. As part of the nomination process, Geographic Representative and Manx Representative candidates will be required to indicate which Group businesses they have traded with in the preceding 12 months.

- 9.5 Candidates' self-nomination forms and associated materials shall be provided to the Council or a duly authorised committee of the Council and may be published on the Society's website as part of the election guidance and other information provided to Members in advance of Council elections.
- 9.6 In addition to the information supplied by candidates, the Council is entitled (but is not obliged) to supplement the statements for incumbent Council Members seeking re-election with further background information in relation to the incumbent Council Member and / or to indicate their support (or otherwise) for their re-election.
- 9.7 Following the closing date for nominations, the Council Secretary will review the nomination forms and undertake appropriate screening. The Council Secretary will then assess whether in his or her view all candidates meet the relevant eligibility requirements set out in paragraph 8 above.
- 9.8 The Council Secretary is entitled to request further information from or concerning any candidate if not fully satisfied through the self-nomination form and initial screening results that all eligibility requirements have been met. Further information may include (but is not limited to) interview of a candidate and third party references and data.
- 9.9 If the Council Secretary is not satisfied that the eligibility requirements have been met as at the date on which the ballot is determined, he/she is entitled to determine that the candidate shall not go forward on to the ballot or proceed in the Council election process. The candidate will be informed of the decision and given reasons in writing.
- 9.10 If the Council Secretary is provided information through due diligence, at any time after the determination of the ballot up to the declaration of the election result, that eligibility requirements have not been met or maintained by a candidate, he/she is entitled to determine that the candidate shall not proceed in the Council election process and will be withdrawn from the ballot. The candidate will be informed of the decision and given reasons in writing.
- 9.11 The candidate may appeal a decision of the Council Secretary under paragraph 9.9 or 9.10 in writing to the Group Secretary within 7 days of such decision. The Group Secretary shall make a determination on the appeal as soon as practicable.
- 9.12 The determination of the Group Secretary under paragraph 9.11 is final. The candidate will be informed of the decision and given reasons in writing.
- 9.13 Any determination by the Council Secretary under paragraph 9.9 or 9.10 relates only to the election for which self-nomination is made and does not prevent the individual making a self-nomination in any future Council election.
- 9.14 If a determination is made under any of paragraphs 9.9, 9.10 or 9.11 that a candidate will not go forward to the ballot or proceed in a Council election process, the Council Secretary shall report this to the Council on an anonymised basis but provide reasons in writing.

## **10. ENTITLEMENT TO VOTE**

- 10.1 The relevant constituencies for elected Council seats are as follows:

- (a) Geographic Representatives – eligible Individual Members who live within the geographical constituency;
  - (b) ISM Representatives – Independent Society Members; and
  - (c) Manx Representatives – eligible Individual Members who live on the Isle of Man.
- 10.2 Individual Members and Independent Society Members are entitled to vote in the relevant Council elections if he, she or (in the case of an Independent Society Member) it:
- (a) is a Member on the date of the notice of the relevant Society General Meeting (i.e. the date of the Board meeting to approve the notice, not the date that notice is sent or that of the Society General Meeting itself)<sup>1</sup>;
  - (b) is shown in the records of the Society to have made the minimum level of Qualifying Purchases as set out in Part 1 of the Purchases Regulations; and
  - (c) being an individual, he / she is at least 16 years of age on the date of the relevant meeting.<sup>1</sup>
- 10.3 Unless the Council agrees otherwise, the Council nomination and election process will be conducted in parallel with the Society's Annual General Meeting timeline. In these circumstances, ballot forms for Council elections shall be supplied to Members who are eligible to vote and attend the Annual General Meeting.
- 10.4 Ballot forms will be made available to eligible Members in the form and manner that has been agreed by Members in accordance with Rule 126. Where a Member has supplied an address enabling the Society to communicate with the Member by electronic means in accordance with the Rules, the Society may use such address for the purposes of the ballot and may make provision for the ballot form to be completed via a website. Otherwise, ballot forms shall be sent to eligible Members in the post. These Council Election Regulations and any election guidance or other relevant information will be published online in advance of the Council election process. Where a Member has received a ballot form or other information relating to the Council elections otherwise than in hard copy form, the Member is entitled to require the Society to send him, her (or in the case of an Independent Society Member, it) the document or information in hard copy form free of charge.

## 11. METHOD OF ELECTION

- 11.1 Voting in Council elections will ordinarily be conducted by ballot in advance of the Society's Annual General Meeting. The election itself will be managed on the Society's behalf by a recognised independent scrutineer (a **Scrutineer**). Unless the Council (or a duly authorised committee of the Council) determines otherwise the ballot will be conducted using the single transferable vote method.
- 11.2 Rules 34.7 to 34.9 shall apply to the sending of a notice of ballot as they apply to the sending of a notice of a Society General Meeting. The notice of ballot and any other accompanying documents shall be sent (or otherwise made available) not less than 21 days (or such other period as determined by the Council Secretary) before the date which the Society specifies for the receipt of the completed ballot forms.
- 11.3 The accidental omission to give a notice of a ballot or to send a ballot form or any accompanying document to any Member entitled to receive it shall not invalidate the ballot.

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<sup>1</sup> The relevant Society General Meeting will be the Meeting to be held at or around the same time as the Council election and will usually be the Society's Annual General Meeting.

- 11.4 The Council Secretary shall be responsible for approving the design and contents of the ballot form in consultation with the Group Secretary. Amongst other things, ballot forms will provide voting instructions and inform Members where election guidance or other information can be located online.
- 11.5 The order in which Council candidates' names will appear on the ballot form will be randomised to ensure rotation of the position of candidates, if practicable to do so. Where not practicable the ballot order will be determined by the drawing of lots under the scrutiny of the Council Secretary.
- 11.6 The order of Council candidates in documentation accompanying the ballot form will be determined by the drawing of lots under the scrutiny of the Council Secretary.
- 11.7 As Returning Officer, the Council Secretary shall have authority to decide all questions that might arise relating to a ballot and shall specify a time and place at which the ballot forms shall be counted.
- 11.8 Unless the Council (or a duly authorised committee of the Council) determines otherwise on the grounds of practicability or timing, Council elections to fill ISM Representative seats shall apply weighted voting reflecting the respective share of Independent Society Member votes amongst themselves as apply between Independent Society Members at the Annual General Meeting held in the same year as the ballot (in accordance with the Purchases Regulations or as otherwise determined by the Council Secretary).
- 11.9 The decision of a ballot shall come into effect as from the time at which the counting of votes is completed and declared by the Council Secretary (or any person nominated by him/her). The result of the ballot shall be announced in such manner and at such time as determined by the Council Secretary.
- 11.10 If on a ballot any votes are counted that ought not to have been counted or any votes are not counted that ought to have been counted, the error shall not invalidate the decision arrived at unless it has been in the opinion of the Council Secretary of sufficient magnitude to do so.
- 11.11 Candidates may withdraw themselves from the ballot at any time up until the deadline for returning ballot papers. If a candidate is withdrawn from a ballot, any order of preference indicated on the ballot forms will be appropriately adjusted by the Council Secretary.
- 11.12 The requisite number of candidates who receive the highest number of votes shall be elected to fill vacancies. If two or more candidates receive the same number of votes for a particular seat, the candidate or candidates to be elected shall be decided by the drawing of lots by the Council Secretary.

## **12. APPOINTMENT TO THE COUNCIL FOLLOWING ELECTION**

Subject to any regulatory requirements and paragraph 9.10, candidates who have been successful in elections will take office as Council Members at the time specified by the Council Secretary when announcing the result of the ballot in accordance with paragraph 11 above. Ordinarily, the time specified by the Council Secretary will be the conclusion of the relevant Annual General Meeting.

## **13. STANDING FOR DIFFERENT OFFICES AT THE SAME TIME**

- 13.1 In accordance with Rule 86, a Council Member cannot be both a Board director and a Council Member at the same time. However, provided that the Member Nominated

Director and Council election processes are conducted in parallel, Individual Members may stand for election as a Member Nominated Director and as a Council Member concurrently. In these circumstances, following the deadline for retuning ballot forms, votes cast in Member Nominated Director elections will be counted first, after which any person elected as a Member Nominated Director who also stood in the Council election will be deemed to have withdrawn from the Council elections.

- 13.2 It is not permitted to stand for, or be elected, appointed or co-opted to, more than one Council seat at a time.

#### **14. CANVASSING CODE OF PRACTICE**

The Canvassing Code of Practice set out in Appendix 5 applies to all candidates standing for election, re-election or co-option as a Council Member.

#### **15. CO-OPTIONS**

- 15.1 Subject to satisfaction of the relevant eligibility requirements in paragraph 8 above and subject to any regulatory requirements, the requisite number of Council Appointed Representatives and CYMB Representatives may be co-opted to the Council by the Council or a duly authorised committee of the Council in accordance with the provisions of this paragraph 15.
- 15.2 Before co-option by the Council or a duly authorised committee of the Council, the CYMB Representative must be nominated by the Co-operative Young Members' Board following an internal election process.
- 15.3 Co-options of Council Appointed Representatives will be considered and determined by the Council (or a duly authorised committee of the Council) after the results of Council elections are declared by the Council Secretary in accordance with paragraph 11 above. The co-option election will be held in September in each year from a shortlist agreed by the Council (or a duly authorised committee of the Council). When considering the co-option of Council Appointed Representatives, the Council (or a duly authorised committee of the Council) must have regard to paragraph 4.
- 15.4 All candidates for co-option will have completed a self-nomination form (**Co-option Application**). Candidates will be encouraged, where applicable, to include reference in their Co-option Application to the qualifications and / or experience they possess that are relevant to the Council eligibility requirements set out in paragraph 8 above, the person specification in Appendix 4, and how they can address diversity shortfall within the Council. As part of a Co-option Application, candidates will be required to indicate which Group businesses they have traded within the preceding 12 months.
- 15.5 Candidates' Co-option Applications and associated materials shall be provided to the Council and / or the duly authorised committee of the Council prior to the co-option taking place.
- 15.6 Candidates selected by the Council (or a duly authorised committee of the Council) shall be co-opted by the Council subject to the satisfaction of any background screening check(s) determined and overseen by the Council Secretary.

#### **16. TERMS OF OFFICE**

- 16.1 Geographic Representatives and the Manx Representative shall be elected for a term of three years, unless they are filling a casual vacancy in accordance with paragraph 17.

- 16.2 ISM Representatives shall be elected for a term of three years, unless they are filling a casual vacancy in accordance with paragraph 17.
- 16.3 The CYMB Representative shall be appointed for a period of one year ending at the conclusion of the next following Council meeting.
- 16.4 In September 2018 up to four Council Member Representatives shall be co-opted for a term of two years and up to three Council Member Representatives shall be co-opted for a term of one year. Thereafter Council Member Representatives will be co-opted for a term of two years.
- 16.5 No Council Member Representative shall hold two consecutive terms of co-option of two years duration.
- 16.6 The Council shall give further consideration to any further limitation on consecutive terms of office and will record any such limit in a future version of these Council Election Regulations.

## **17. CASUAL VACANCIES ON THE COUNCIL**

- 17.1 If an Individual Member Representative who won a contested election (whether internally within Council or to any body to which the Council has rights of nomination) vacates their office within six months of the date of their induction and provided their remaining period of office exceeds three months, their seat (and, subject to paragraph 17.2 below, the remainder of their term) will be allocated to the first runner up in the most recent Council elections (provided he / she is willing to fill the vacancy).
- 17.2 If a successful candidate in the most recent Individual Member Representative elections received a shorter term of office than the remaining term of the Council Member who vacates their office in accordance with paragraph 17.1 above, the successful candidate will be allocated the longer term of office and the first runner up in the most recent Council elections will be allocated the shorter term.
- 17.3 If an ISM Representative vacates their office within six months of the date of their induction and provided their remaining period of office exceeds three months, the Independent Society Member who the ISM Representative has been elected to represent may appoint another representative to fill the ISM Representative's seat until the conclusion of the next Council meeting, provided that the appointee satisfies the relevant eligibility requirements in paragraph 8 above. At the next Council Meeting following any such appointment, the Council may either:
- (a) confirm that the appointee may remain in office for the remainder of the vacating ISM Representative's term; or
  - (b) convene an ISM Representative seat election to fill the vacancy.
- 17.4 Subject to paragraphs 17.1 and 17.3 above, if a vacancy arises for any reason other than the expiry of a term of office an election to fill the vacancy for the remainder of that term shall be carried out as part of the annual Council election process unless the Council decides otherwise.

## **18. PRESIDENT AND VICE-PRESIDENTS**

- 18.1 The Council shall elect from its number a President and up to two Vice-Presidents.

### ***Eligibility requirements***

18.2 No person shall be eligible to stand for or hold the office of President or Vice-President:

- (a) unless he / she is eligible to be, and is, a Council Member; and
- (b) in the case of an ISM Representative, if he / she is the chief executive officer, board chair or president of an Independent Society Member.

### ***Term of office***

18.3 Subject to paragraph 18.4 below, the term of office for the President and Vice-Presidents shall be two years unless they shall cease in the meantime to satisfy the eligibility requirements in paragraph 18.2 above or shall resign or retire from their position.

18.4 A President or Vice-President who has been in office for a continuous period of six years or more at the date of the first meeting after an Annual General Meeting shall resign from their position unless the Council agrees that they may serve one additional term of two years (or part thereof).

### ***Removal from office***

18.5 The Council may at any time remove the President or Vice-President from office if that person receives notice signed by not less than two thirds of the other Council Members stating that that person should cease to be the President or Vice-President.

### ***President / Vice-President elections***

18.6 The electorate in President and Vice-President elections shall be the Council Members.

18.7 Candidates for President or Vice-President may nominate themselves by completing a self-nomination form and returning it to the Council Secretary in the timeframe agreed by the Council.

18.8 The Canvassing Code of Practice set out in Appendix 5 shall apply to all Council Members standing for election or re-election as President or Vice-President.

18.9 The President and Vice-President elections will be conducted in accordance with the internal election process set out in Appendix 6.

## **19. SENATE**

### ***Size and composition***

19.1 In accordance with Rule 100, the Senate shall comprise not less than 10 and not more than 15 Council Members as determined by the Council in such manner as reflects the balance of representation of the various constituencies represented on the Council provided that Independent Society Members shall at all times have 20 per cent of the seats on the Senate (or, if applicable, the number of seats closest to 20 per cent where any fraction of 0.5 or above would be rounded up).

19.2 Having regard to the factors set out in paragraph 19.1 above, the Council has decided that an appropriate size for the Senate is 15 Senate members, of whom three shall be ISM Representatives. In addition, there will be a reserved seat for one Employee Member and an overall limit of two Employee Members.

- 19.3 The President and Vice-Presidents shall be members of the Senate by virtue of their office. Where Senate elections are conducted in parallel with President and Vice-President elections, votes cast in President and Vice-President elections will be counted first.
- 19.4 The following restrictions shall apply in respect of ISM Representatives on the Senate:
- (a) no more than three ISM Representatives may hold office on the Senate at any one time (and for these purposes an ISM Representative that has been elected to the role of President or Vice-President shall count towards this limit); and
  - (b) no Independent Society Member may have more than one representative on the Senate (and for these purposes an ISM Representative that has been elected to the role of President or Vice-President shall count towards this limit).
- 19.5 No more than two of the Senate members shall be Employee Members (and for these purposes an Employee Member that has been elected to the role of President or Vice-President shall count towards this requirement/limit).
- 19.6 If no Employee Members nominate themselves in the Senate election process, the reserved seat may be occupied by an Individual Member Representative who is not an Employee Member.
- 19.7 If one or more Employee Members nominates themselves for election to the Senate, but none is elected, the Employee Member who receives the highest number of votes shall be deemed to be elected to fill the reserved seat. Where two or more Employee Members receive the same number of votes, the candidate to be elected shall be decided by the drawing of lots by the Council Secretary.

### ***Eligibility requirements***

- 19.8 No person shall be eligible to stand for or hold office on the Senate unless he / she is eligible to be, and is, a Council Member.

### ***Vacancies***

- 19.9 In the case of any vacancy on the Senate, the Senate may at any time, and from time to time, appoint a Council Member representing the relevant constituency to hold office until the conclusion of the next Council meeting. At the next Council Meeting following any such appointment, the Council may either:
- (a) confirm that the appointee may remain in office for the remainder of the vacating Senate member's term; or
  - (b) convene a Senate election to fill the vacancy.

### ***Senate elections***

- 19.10 Individual Member Representative and ISM Representative elections for vacancies on the Senate shall be conducted separately. The electorate in both cases shall be the Council Members.
- 19.11 Candidates for Individual Member Representative seats on the Senate may nominate themselves by completing a self-nomination form and returning it to the Council Secretary in the timeframe agreed by the Council.

- 19.12 A Candidate for an ISM Representative seat on the Senate must be nominated by the Independent Society Member that he / she has been elected to represent and seconded by two other Independent Society Members with ISM Representatives on the Council.
- 19.13 Senate elections will be conducted in accordance with the internal election process set out in Appendix 6.
- 19.14 The Canvassing Code of Practice set out in Appendix 5 shall apply to all Council Members standing for election or re-election as Senate members.

#### ***Term of office***

- 19.15 A Senate member who has been in office for a continuous period of six years or more at the date of the first meeting after an Annual General Meeting shall resign from their position unless the Council agrees that they may serve one additional term of two years (or part thereof).
- 19.16 With the exception of the President and Vice-Presidents (whose terms of office are set out in paragraph 18 above), the term of office for other Senate members will ordinarily be two years unless they shall cease in the meantime to be a Council Member or shall resign or retire from their position.

#### ***Removal from office***

- 19.17 A member of the Senate may be removed from office in accordance with the Code or if not less than two thirds of the other Council Members determine that that person should cease to be a member of the Senate.

### **20. ROLE OF THE COUNCIL SECRETARY**

- 20.1 In accordance with Rule 98.1(h) the Council Secretary shall act as Returning Officer at, and is responsible for the conduct of, Council elections. The Returning Officer may delegate some or all of their duties, authorities or discretions to a Scrutineer.
- 20.2 The Council Secretary's decision on procedural matters not covered by the Rules or these Council Election Regulations, or on any disputes as to the interpretation of or arising out of these Regulations, shall be final.

### **21. REVIEW**

These Council Election Regulations will be subject to ongoing review and will be subject to formal review within five years of adoption and at intervals of no more than five years subsequently.

### **22. CHANGES**

- 22.1 No changes should be made to the Council Election Regulations that would make them inconsistent with the Rules, the Statutes or any guidance published by the Registration Authority.
- 22.2 Subject to paragraph 22.1 above, any changes to the Council Election Regulations must be agreed by the Council.



## APPENDIX 1

### COUNCIL SEATS AND ELECTORATES

<b>Council seat</b>	<b>Elected / co-opted by</b>
Geographic Representative seats	Elected by eligible Individual Members who live within the relevant geographic constituency
ISM Representative seats	Elected by Independent Society Members
Manx Representative seat	Elected by eligible Individual Members who live on the Isle of Man
Council Appointed Representative seat	Co-opted by the Council (or a duly authorised committee of the Council)
CYMB Representative seat	Elected by the Co-operative Young Members' Board and co-opted by Council

## APPENDIX 2

### GEOGRAPHIC CONSTITUENCY BOUNDARIES



## APPENDIX 3

## GEOGRAPHIC REPRESENTATIVES – SEAT ALLOCATION

Approved December 2017 (by reference to calculation of figures as at year end 2016)

Geographic constituency	Number of seats	Maximum Employee Member seats per constituency
Scotland	10	2
Northern Ireland	2	1
North West	9	2 increasing to 3 from May 2019
North East	3	1
Yorkshire & Humber	8	2
Wales	4	1
West Midlands	4	1
East Midlands	6	1
East of England	5	1
South West	10	3 reducing to 2 from May 2020
South East	9	2
London	6	1

## APPENDIX 4

### COUNCIL MEMBER PERSON SPECIFICATION

#### The Council role

It's important that prospective candidates understand the role and key responsibilities of the Council - this underpins the person specification shown on the following slides.

The Council is a democratically elected body that represents Co-op Members across the UK. It ensures the business is run for and on behalf of Members and is an essential element of the Society's governance structure.

The Rules set out the key roles, powers and responsibilities of the Council as follows:

- **the Guardian Role** - act as the guardian of the Society's Purpose, Values and Principles and the constitution
- **the Holding to Account Role** - hold the Board to account and influence strategic and operational initiatives
- **the Consultation and Representation Role** - act as part of a consultative body and a body for making representations on behalf of Council constituencies
- **the Approvals Role** - approve matters reserved by the Rules for approval by the Council
- **the Decisions Role** - make decisions on those matters reserved to the Council by the Rules.

The following person specification highlights the skills, experience and behaviours that will enable the Council to effectively carry out the roles outlined above.



#### 1. Your skills and experience

- Collectively, the Council needs to draw on a wide breadth of skills and knowledge - we understand that not all prospective candidates will be able to demonstrate every requirement outlined in this person specification.
- You can demonstrate and develop the skills and experiences outlined in this specification through many different situations outside of paid employment – eg. life skills, caring roles, unpaid and voluntary work etc.
- We understand that prospective Council members will possess other useful skills not detailed in this specification that would improve the effectiveness of the Council. Our nomination process and your election address will enable you to share these skills with members.



## 2. Co-op commitment

2A	You'll be a regular consumer of the Society's products and services, and passionate about <a href="#">Co-op Values and Principles</a> and representing Members' views. *
2B	You'll be an ambassador and positive role model for the Co-op - committed to protecting its status as a bona fide co-operative society owned and controlled by its Members.
2C	You'll have a genuine interest in the Co-op's businesses, services and products, and how our membership and governance model puts business ethics and community at the heart of our Co-op.

*\*Details on eligibility criteria for new and existing Council members can be found by [clicking here](#) [link to membership regulations]*




## 3. Personal characteristics

3A. Integrity demonstrated through self-responsibility, you're trustworthy and act in the best interests of the Co-op at all times	3F Co-operative and able to work collaboratively, either as part of a small working group or large team
3B Sound judgement demonstrated by an ability to make considered independent decisions	3G A willingness to ask questions, challenge constructively and assertively and seek support and advice when required
3C Articulate with strong communication skills	3H Organised - well prepared for meetings and other activities
3D Ability to prioritise and to "see the bigger picture"	3I A commitment to equal opportunities, diversity and inclusion.
3E Influential and diplomatic, with experience of making a positive impact	3J A commitment to ongoing personal development



### 4. Core knowledge

<p>4A Co-operative knowledge</p>	<p>An understanding of the Co-op democratic structure and the role of the Council. Knowledge of the Co-op's membership and community offer</p>
<p>4B Business knowledge</p>	<p>An understanding of the Co-op's relationship with the wider co-operative movement.</p>
<p>4C Financial knowledge</p>	<p>Good understanding of the Co-op businesses and services and the wider retail sector</p>
<p>4D Further development if you're elected to the Council*</p> <p><i>* Supported through a structured training programme</i></p>	<p>Understanding of basic statutory and management accounts.</p> <p>The strategies and performance of Co-op businesses, and how financial information can be used to monitor performance and guide decisions.</p> <p>The Co-op membership and community offer and our sustainability model</p> <p>Governing documents of the Society that define how our Co-op is run</p> <p>The heritage of the Co-op and the development of a global co-op economy</p> 

### 5. Our way of working - some essential skills & requirements to get the most out of this role

<p>5A</p> <p>As a UK wide body, the Council uses digital and remote channels for information sharing and communication. This includes use of conference calls, on line meetings and a secure information area for accessing key documents.</p> <p>The Council also encourages members to engage via social media with members.</p> <p>To be able to fully participate, you'll need to be computer literate with the ability and commitment to participate digitally</p>	<p>5C</p> <p>You'll be willing to play an active role in sub-committees and smaller working groups that meet remotely and be committed to training and development activity that takes place outside of Council meetings</p>
<p>5B</p> <p>You'll need to find time to prepare, travel to and participate in Council meetings including weekends and evenings at least 4 times a year</p>	<p>5D</p> <p>You'll be willing to get involved with local member events and community activity</p> <p>You'll work closely with Member Pioneers in your local community, gathering their feedback on local issues and sharing Co-op information relevant to their community / member role.</p>

## APPENDIX 5

### CANVASSING CODE OF PRACTICE

#### Canvassing Code of Practice for Council and Member Nominated Director Elections

##### **Purpose**

At the heart of our Co-op is the principle of one member one vote with members electing their representatives to the Council and also individuals to serve as Member Nominated Directors on the Society's board. We aim to encourage voting as part of a vibrant and healthy democracy.

We also want these elections to be open - with Members having information which helps them to decide who to choose – and fair to those participating.

The Board and Council have agreed this Code to help you, as candidates, understand what is and is not appropriate when canvassing. We hope it is clear.

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To help you in reading this Code we have used some terms which have capital letters. Where these capitalised words are used they have the meanings explained below.

We have also used words and phrases with capital letters which are used in our Rules. Please refer to the Rules for their meanings.

**Our Co-op Associates:** Co-operatives UK, the Co-operative Party, and the Co-operative Press.

**Co-op Premises:** any premises we own or use but the Returning Officer can also decide that other premises can be 'Co-op Premises'. For example if a Co-op meeting is being held in a hall or hotel, then for that time it may be 'Co-op Premises'.

**MND:** member nominated director.

**Political Body:** any trade union, political party, or other association with political aims or objectives

**Returning Officer:** in MND elections this is the Group Secretary or another person appointed by the Board and in Council elections this is the Council Secretary or another person appointed by the Council.

**Voting Period:** the period beginning on the first day of voting (or any earlier date notified by the Returning Officer) up to the end of voting in the relevant election.

**'We' and 'us':** Co-operative Group Limited.

**'You':** a candidate in the Council or MND election.

#### **1. Information we will make available about you**

- 1.1. We will ask you to provide a written election address and recent photo to appear on our election website and in written materials sent out to members. You will be told how long

this should be, when it should be provided and any other rules which apply to these documents.

1.2. You may also be asked if you want to contribute another longer address which will go on our election website. If we are going to do this, we will let you know and will advise you of the format, length and any other requirements.

## 2. **Canvassing by you**

2.1. So long as you comply with this Code, you can canvass as you wish. This is different from the previous Code because we want members to have as much information and involvement as possible.

2.2. Some examples of how you can canvass (if you want) include:

- Using social media
- Putting contact details on your nomination address in case members have a query of you
- Letting members know you have a blog, twitter account or other internet information available
- canvassing members outside Co-op Premises about the election and your involvement as a candidate
- asking for endorsement or recommendation from anyone other than one of our Co-op Associates or any Political Body.

## 3. **Unacceptable conduct**

There are some things which you should not do because this is not consistent with a fair and transparent election. Please read these very carefully. You are expected to be fully aware of these restrictions.

When you can canvass

3.1. You must not canvass before the Voting Period begins.

### **Undue Influence or bribery**

3.2. Canvassing must not be aggressive or intimidating.

3.3. You must not:

- pressurise a member as to how they vote.
- pay any member to vote or not to vote in any election (or ask anyone to do this on your behalf).
- give gifts or entertain any member to influence their vote in any election (or ask anyone to do this on your behalf).

### **Use of Co-op Premises**

3.4. You must not:

- distribute any canvassing materials in Co-op Premises.
- put up a poster on any noticeboard or other publicly visible area on Co-op Premises.



We may decide to make information on candidates available on Co-op Premises,

### **Contact lists and resources**

3.5 You can't use any of our resources, contact lists or membership data or those of Our Co-op Associates to help you in your canvassing.

### **Costs**

3.6. You should not incur any costs in your canvassing, including any for advertising in national or regional commercial media, unless agreed by the Returning Officer.

### **Content of your canvassing**

3.7. You must not canvass in any way which is:

- critical or disrespectful of any other candidate.
- disparaging of us.
- discriminatory, abusive or insulting.
- untrue or misleading.

### **Our Co-op Associates**

3.8. None of Our Co-op Associates is permitted to endorse or recommend a Council or MND candidate.

### **Political Bodies**

3.9. You must not ask for endorsement or recommendation from any Political Body.

### **Returning Officer**

3.10. The Returning Officer may ask you to stop any form of canvassing and make all reasonable efforts to stop others from canvassing on your behalf which is not, in the view of the Returning Officer, in line with this Code or in keeping with a fair and transparent election.

## **4. Board or Council endorsement or recommendation**

The Rules allow the Board and Council to provide background information to members including about candidates. They may also indicate their support (or otherwise) for candidate.

## **5. Any Queries**

Please contact the Returning Officer if you have any queries. He/she will decide what this Code means. His/her decision is final.

## **6. Breach by you or others**

6.1. The Returning Officer will investigate a potential breach of this Code if a formal complaint, supported by evidence, is brought within a month of the end of the Voting Period.

6.2. The Returning Officer will decide what investigations are necessary and decide if a breach has happened.

6.3. The Returning Officer may disqualify you for a breach taking into account:

- your conduct - especially if the breach was deliberate or you ignored our advice.
- the evidence.

- the seriousness of the breach.
- our precedent and practice in such cases.

6.4. The Returning Officer may reprimand you for a breach which is not serious enough for you to be disqualified.

6.5. The Returning Officer will report his/her findings to you, the complainant, the Council, Board and all other candidates in the relevant election as soon as practicable.

**7. Returning Officer**

A decision of the Returning Officer in the conduct of any election and the interpretation of this Code is final.

**8. This Code and the Rules.**

The Rules override this Code where the Rules and this Code are not consistent.

**APPENDIX 6****ELECTION PROCEDURE FOR INTERNAL ELECTIONS**

This Appendix sets out an election procedure that may be followed for internal Council elections such as the Senate or President elections, or (if appropriate) the election of other Council sub-committees. The Council may amend or modify the procedure below as it thinks fit.

1. The Council Secretary will be responsible for designing the nomination forms, role descriptions and associated materials. Amongst other things, all candidates shall be asked to provide a written election address of a maximum number of words determined by the Council Secretary. Candidates will be encouraged to include reference in any address to the qualifications and / or experience they possess that are relevant to the particular office as set out in the role description.
2. Candidates' nomination forms, role descriptions and associated materials shall be provided to Council Members in advance of the election.
3. Following the closing date for nominations, the Council Secretary will assess whether in his or her view all candidates meet the relevant eligibility requirements. If appropriate, the Council may establish a committee or working group for this purpose, provided that committee members are deemed to have relevant experience and are not conflicted (e.g. if a committee member or a Close Relative (as defined in paragraph 5.2 of these Council Election Regulations) is standing in the relevant election).
4. Voting in the election shall be conducted by ballot. The election itself may be managed on the Society's behalf by a Scrutineer. Unless the Council decides otherwise:
  - 4.1 each ballot will be conducted using the single transferable vote method where the election is for a single appointment (President, Vice-President and elections for all appointments to an associated body of the society); and
  - 4.2 each ballot will be conducted by using the non-weighted multi X vote method where the election is for multiple appointments (Senate and committee elections).
5. The notice of ballot and any other accompanying documents shall be sent (or otherwise made available) to the relevant electorate not less than 21 days (or such other period as determined by the Council Secretary) before the date which the Council Secretary specifies for the receipt of the completed ballot forms.
6. The accidental omission to give a notice of a ballot or to send a ballot form or any accompanying document to any Council Member entitled to receive it shall not invalidate the ballot, unless the omission is of sufficient magnitude to do so (in the opinion of the Council Secretary).
7. The Council Secretary shall be responsible for approving the design and contents of the ballot form in consultation with the Council (or a duly authorised committee of the Council). Amongst other things, ballot forms will provide voting instructions and inform the relevant electorate where election guidance can be located or assistance obtained. The order in which candidates' names will appear on the ballot form will be determined by the drawing of lots by the Council Secretary.

8. As Returning Officer, the Council Secretary shall have authority to decide all questions that might arise relating to a ballot and shall specify a time and place at which the ballot forms shall be counted.
9. The decision of each ballot shall come into effect as from the time at which the counting of votes is completed and declared by the Council Secretary (or any person nominated by them). The result of the ballot shall be announced no more than seven days after the date which the Council Secretary specifies for the receipt of the completed ballot forms.
10. If on a ballot any votes are counted that ought not to have been counted or any votes are not counted that ought to have been counted, the error shall not invalidate the decision arrived at unless it has been in the opinion of the Council Secretary of sufficient magnitude to do so.
11. Candidates may withdraw themselves from the ballot at any time up until the deadline for returning ballot papers. If a candidate is withdrawn from a ballot, any order of preference indicated on the ballot forms will be appropriately adjusted by the Council Secretary.
12. Subject to any provisions governing reserved seats or limits on the number of representatives from a particular constituency that can fill a particular vacancy, the requisite number of candidates who receive the highest number of votes shall be elected to fill vacancies. If a determination has to be made between two or more candidates (e.g. if two or more candidates receive the same number of votes for the last seat to be filled), the candidate or candidates to be elected shall be decided by the drawing of lots by the Council Secretary.

The Council Secretary's decision on procedural matters not covered by this Appendix, or on any disputes as to the interpretation of or arising out of this election procedure, shall be final.