

21 AUGUST 2007

APPOINTMENT OF ADVISERS

Joint Report by Director and Secretary

This report seeks approval of arrangements for the appointment of Advisers to the Partnership.

1 RECOMMENDATIONS

That the Partnership :-

- (i) approves the proposed arrangements for appointment of Advisers, as set out in the report; and
- (ii) agrees to amend the Partnership's Standing Orders to reflect the role of appointed Advisers, as set out in Appendix B to the report.

2 BACKGROUND

- 2.1 The Transport (Scotland) Act 2005 and subordinate legislation specifies the membership of Regional Transport Partnerships. In addition to prescribed numbers of Councillor and "Other" (i.e. non-Councillor) members, RTP's and Scottish Ministers are able to appoint "Observers". The relevant provisions are set out in the Transport (Scotland) Act 2005, the Regional Transport Partnerships (Establishment, Constitution and Membership) (Scotland) Order 2005, and Scotland's Transport Future : Regional Transport Partnerships – Guidance on Membership. A list of the key differences between "Other" members and Advisers/Observers, as set out in Guidance, is included at Appendix A.
- 2.2 Whilst the Act uses the term "Observer", the Guidance on RTP Membership acknowledges that the term "Adviser" more accurately reflects the principle of involving individuals who can add value to the work of Partnerships. It is, therefore, proposed that the term Adviser is adopted for any individuals appointed under the arrangements dealt with in this report.
- 2.3 Since the establishment of the Partnership in December 2005, and during the development and preparation of the Regional Transport Strategy, a number of formal expressions of interest in becoming Advisers/Observers have been received. The Partnership originally agreed to defer consideration of these pending the filling of non-Councillor member vacancies.
- 2.4 The appointment of non-Councillor members was completed in late March 2007. At the Partnership's meeting on 24 April 2007 it was agreed that arrangements for appointing Advisers should be dealt with at the second meeting after the Council elections in May 2007 (Report RPT/07/11 refers).
- 2.5 This report seeks approval of proposed arrangements for appointing Advisers with an interest in specific modal/operational aspects of the Partnership's work, and for dealing with other expressions of interest in becoming Advisers to TACTRAN.

3 DISCUSSION

- 3.1 Legislation enables Regional Transport Partnerships, or the Scottish Ministers, to appoint “*one or more observers (advisers) who may participate in the proceedings of the Partnership but who may not hold office in it or participate in its decisions*”. Advisers are assumed to be individuals who can make a valuable contribution to the work of a Partnership. They cannot be employees of Partnerships. They are able to contribute to discussions but are not entitled to vote. They may also be excluded from participating in discussion on matters outwith their particular sphere of expertise or interest.
- 3.2 It is open to Partnerships to determine who, how many (if any) and on what grounds they wish to appoint Advisers. Partnerships are able to appoint Advisers without the consent of Ministers, and Ministers may appoint without RTP consent, although it is envisaged that this power would only be used sparingly by Ministers. As with Councillor and non-Councillor members, there is no limit to the number of terms or years that Advisers can serve on a Partnership.
- 3.3 Expressions of interests in becoming Advisers to TACTRAN have previously been received from three individuals, one with a background in Freight and Logistics and two in Community/Public Transport. Fife Council has also formally requested “Observer” status. During development of and consultation on the Regional Transport Strategy, a number of other informal expressions of interest were made but, to date, none of these have been formally confirmed, as all individuals concerned were requested to do.
- 3.4 At its meeting on 19 June 2007 the Partnership approved a structure for internal and external Stakeholder liaison (Report RPT/07/23 refers). In that report it was suggested that liaison between the Partnership Board and various Stakeholder fora would be through appointment of an Adviser representative from each group, to attend and input to Board meetings, as appropriate. Arrangements are in hand for establishment of the approved Regional Stakeholder fora on Buses; Community and Demand Responsive Transport; Rail; Freight; and Walking & Cycling. It is proposed that, when established, each of these groups is requested to nominate a representative to act as an Adviser to the Partnership Board, and that the three individuals from the Freight and Community/Public Transport sectors who have previously requested Adviser status be advised accordingly.
- 3.5 In relation to the request from Fife Council, it is considered that the formal channel for cross-boundary liaison should be via Regional Transport Partnerships, in this case SEStran, in keeping with the requirement on RTP’s to cooperate on matters of cross-boundary interest. It is, therefore, proposed that Fife Council be advised that their request for formal Observer status on the Partnership is declined, but that they are welcome to arrange for officer or other attendance at any public meeting of the Partnership, in the same way as any other interested party.
- 3.6 In the event of other requests for Adviser status being received, it is proposed that these are dealt with by officers, in accordance with the above arrangements for dealing with previous modal/operational and cross-boundary requests. Where other requests, which are considered to add value to the work of the Partnership are received, these would be referred for consideration by the Partnership on their individual merits.

- 3.7 The Guidance on RTP Membership leaves it to Partnerships to specify the roles and rights of Advisers at Board meetings within Standing Orders. The approved Standing Orders currently make no reference to the role of Advisers. It is proposed that the Standing Orders are amended to reflect the proposed inclusion of Advisers, as highlighted in Appendix B.

4 CONSULTATIONS

- 4.1 The report has been prepared in consultation with the Chief Officers Liaison Group and Proper Officers, who are in agreement with the proposals.

5 RESOURCE IMPLICATIONS

- 5.1 The report has no direct financial or resource implications, other than payment of any expenses claimed by Advisers in relation to attendance at Partnership meetings, the costs of which will be met from approved budgets totalling £3,000 for Board Members expenses.

Eric Guthrie
Director

Gillian Taylor
Secretary

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NOTE

The following background papers, as defined by Section 50D of the Local Government (Scotland) Act 1973 (and not containing confidential or exempt information) were relied on to a material extent in preparing this Report.

Transport (Scotland) Act 2005

Scotland's Transport Future : Regional Transport Partnerships – Guidance on Membership

DIFFERENCES BETWEEN OTHER MEMBERS AND ADVISERS

Other Members	Advisers/Observers
Individuals with the right qualities to sit on the RTP drawn from the right background to bring personal experience and perspective to the RTP. They are appointed on a personal basis and not to represent any organisation (even if they are a member of such an organisation). The closest analogy is the role of a Non-executive Director.	Individuals who are free to represent their organisation in their contributions to the RTP proceedings.
Share in responsibility for the decisions of the RTP.	Do not share in responsibility for the decisions of the RTP but can act as advisers.
Other members are required by the legislation.	Advisers are not required by the legislation and are discretionary.
Minimum and maximum numbers are set out in the secondary organisation.	No minimum or maximum number of advisers.
Ordinarily appointed by the RTP with the consent of the Scottish Ministers.	Appointed by the RTP without Ministerial consent or by the Scottish Ministers without RTP consent.
First round of other members appointed by the Scottish Ministers.	No distinct provision – above rules apply.
May hold office.	May not hold office.
No restrictions on their participation in proceedings of the RTP, other than voting.	Participation may be restricted by Standing Orders or the terms of their appointment e.g. only invited to certain meetings or to speak on certain items. Could be excluded from any closed sessions.

STANDING ORDERS

of

**TAYSIDE AND CENTRAL SCOTLAND TRANSPORT
PARTNERSHIP**

These Standing Orders shall apply and have effect on and from the day they are adopted by the Partnership with such amendments as may be made by the Partnership from time to time. These Standing Orders shall also apply, so far as relevant to Committees and to Sub-Committees.

PART I
MEETINGS AND PROCEEDINGS OF THE PARTNERSHIP

Days and Times of the Meetings

1. (1) The ordinary meetings of the Partnership shall be held in accordance with the timetable to be determined by the Partnership.
- (2) All other meetings of the Partnership shall be held at such place and on such date and at such hour as the Partnership may, from time to time, direct.
2. The Chairperson, or, in his or her absence, a Deputy Chairperson may in special circumstances (of which the Chairperson or a Deputy Chairperson, as the case may be, shall be the sole judge) alter the date of any ordinary meeting of the Partnership.

Special Meetings

3. The Secretary shall call a meeting of the Partnership at any time on being required to do so by the Chairperson or, in his or her absence, a Deputy Chairperson, or on receiving a requisition in writing for that purpose signed by at least three members of the Partnership specifying the business proposed to be transacted at the meeting, which meeting shall be held within fourteen days of receipt of the requisition.

Calling of Meetings

4. (1) Notice of all meetings of the Partnership shall be given by the

Secretary and the notice shall specify the business proposed to be transacted at the meeting and the order in which such business is to be brought before the meeting.

- (2) Not less than seven clear days before a meeting of the Partnership a summons to attend the meeting, specifying the business to be transacted thereat and signed by the Secretary shall be left at or sent by post either to the usual place of residence of every member of the Partnership or Committee thereof.
- (3) Want of service of a summons on any member of the Partnership shall not affect the validity of a meeting of the Partnership.

Quorum

5. No business shall be transacted at a meeting of the Partnership unless four voting members are present.

Order of Business

6. The business of the Partnership at an ordinary meeting shall (unless otherwise directed by the Chairperson who may, at his/her discretion, alter the order of business at any stage) proceed in the following order:-
 - (a) Reception of deputations.
 - (b) Minutes of the Partnership and Committees and Sub-Committees thereof.
 - (c) Ordinary business including business on agenda at the request of members.
 - (d) Matters of urgency of which no previous notice has been given, provided that consideration of any such matters shall be subject to the provisions of Standing Order 7.

Matter of Urgency

7. An item of business shall not be considered at a meeting of the Partnership unless either:-
 - (a) a copy of the agenda including the item (or a copy of the item subject to exclusion as provided for in terms of Section 50B(2) of the Local Government (Scotland) Act 1973) is open to inspection by members of the public at the offices of the Constituent Authorities for at least three days before the meeting or, where the meeting is convened at shorter notices, from the time the meeting is convened; or
 - (b) by reason of special circumstances, which shall be specified in the minutes, the Chairperson of the meeting is of the opinion that the item should be considered at the meeting as a matter of urgency.

Chairperson

8. A Chairperson and Deputy Chairpersons shall be appointed by the members of the Partnership at the first meeting following an election and at such other times as may be necessary. The term of office for a Chairperson and Deputy Chairperson shall be from the date of appointment to the next ordinary Council election. The Chairperson and Deputy Chairpersons shall not be persons appointed by the same Council. The Chairperson, if present, shall preside at meetings of the Partnership and in his or her absence a Deputy Chairperson shall preside. If all are absent another member of the Partnership, chosen by the members present, shall preside.

Powers and Duties of Chairperson

9. It shall be the duty of the Chairperson:-
 - (a) to preserve order, and to ensure that every member of the Partnership shall have a fair hearing;

- (b) to decide all matters of order, competency and relevancy;
 - (c) to decide between two or more members of the Partnership rising to speak by calling on the member who has first caught his or her eye; and
 - (d) to ensure that due and sufficient opportunity is given to members of the Partnership who wish to speak to express their views on the subject under discussion.
10. The decision of the Chairperson on all matters within his or her competency shall be final, and shall not be open to question or discussion.
11. Deference shall at all times be paid to the authority of the Chairperson. When he or she rises to speak he or she shall be heard without interruption and any member then standing shall resume his or her seat and no member shall rise to speak until the Chairperson is seated.

Membership

12. (1) The Partnership comprises representatives of the constituent Councils as follows:

<u>Council</u>	<u>No of Members</u>
Angus Council	2
Dundee City Council	3
Perth and Kinross Council	3
Stirling Council	2

and 4 or 5 other members

- (2) With regard to the allocation of places on the Partnership, should it be necessary or expedient for any of the constituent authorities to change

their nominated Councillor representatives at any time other than at the meeting of the Partnership immediately following the election, it shall be competent for such changes to be intimated to the Partnership and if approved, the change shall have effect from the next meeting of the Partnership.

- (3) Notwithstanding the provisions of Standing Order 12(2) it shall be competent for Councillor substitutions to be intimated and effected for individual meetings of the Partnership.
- (4) The Partnership, and Scottish Ministers, may appoint Advisers under paragraph 1 (6) of Schedule 2 of the Regional Transport Partnerships (Establishment, Constitution and Membership) (Scotland) Order 2005, (defined therein as “observers”)as clarified under Sections 44 – 48 of the Regional Transport Partnerships – Guidance on Membership. Advisers will be appointed for a period of 4 years on the basis of their particular knowledge or expertise, and may represent a specific interest, organisation, or range of stakeholder interests. Such Advisers do not include employees of the Partnership, its constituent Councils or the Scottish Executive.

Suspension of Members

13. If any member of the Partnership or adviser disregards the authority of the Chairperson, or obstructs the meeting, or conducts himself or herself offensively at the meeting, such member or adviser may be suspended for the remainder of the sitting. A motion to suspend a member or adviser shall be made and seconded without discussion and forthwith put to the meeting. Any member or adviser of the Partnership so suspended shall forthwith leave the meeting and shall not without the consent of the meeting again enter the meeting, and if any member or adviser so suspended refuses to leave the meeting when so required by the Chairperson he or she may immediately by order of the Chairperson be removed from the meeting by a partnership officer or by any other person authorised by the Chairperson to remove him/her.

Adjournment

14. (1) In the event of disorder arising at any meeting of the Partnership, the person in the chair may adjourn the meeting to a date he or she may fix or which the Chairperson of the Partnership may afterwards fix, and the quitting of the chair by the Chairperson shall be the signal that the meeting is adjourned.
- (2) The Partnership may, at any of their meetings, adjourn the same to such date as they may then fix, failing which as the Chairperson of the Partnership or, in his or her absence, a Deputy Chairperson may thereafter fix.
- (3) A motion for the adjournment of the meeting may be made at any time (not being in the course of a speech) and shall have precedence over all other motions. It shall be moved and seconded without discussion, and shall forthwith be put to the meeting.

Reception of Deputations

15. (1) All applications requesting the Partnership to receive a deputation shall be in writing, duly signed, addressed and, where possible, delivered to the Secretary at least five clear working days prior to the date of the meeting at which the subject may be considered. Any later requests for deputations to be received shall be reported to the meeting and shall be dealt with in accordance with the provisions of the remainder of this Standing Order.
- (2) An application requesting the Partnership to receive a deputation shall in the first instance be submitted to the Partnership, and the deputation shall, if so resolved, be received and heard by the Partnership.
- (3) No deputation exceeding ten in number shall be received by the

Partnership.

- (4) Not more than two speakers on any deputation shall be heard, and the time allowed to the deputation for speaking shall not exceed seven minutes except at the discretion of the Chairperson.
- (5) Any member of the Partnership may put any relevant question to the deputation, but no member shall express an opinion upon, nor shall the Partnership discuss, the subject on which the deputation has been heard, until the deputation has withdrawn.

Order of Debate

16. (1) Any member of the Partnership desiring to speak at any meeting of the Partnership shall rise in his place and when called upon shall address the Chair, and direct his/her speech:-
 - (a) to the matter before the meeting by proposing, seconding, or supporting a motion or any amendment relative thereto;
 - (b) to a point of order; or
 - (c) to asking a question.
- (2) A member shall not speak supporting a motion or any amendment until the same shall have been seconded.

Subject to the right of the mover of a motion to reply, a member shall not speak more than once on the same issue at any meeting of the Partnership, except on a point of order, or with the permission of the Chairperson, in explanation or to clear up a misunderstanding in regard to some material part of his/her speech, in which case he/she shall introduce no new matter.

- (4) The mover of an original motion shall have a right of reply, but he/she shall introduce no new matter, and, after he/she has commenced his/her reply, no other member shall speak on the issue except as provided in the immediately preceding paragraph of this Standing Order.
- (5) Advisers may only speak on matters of direct relevance or interest to their sphere of expertise or representation, at the invitation of and discretion of the Chairperson, or as otherwise invited to speak by the Chairperson.

Motions and Amendments

17. (1) The import of all motions and amendments shall be stated immediately on their being proposed to the meeting by the mover before being spoken to.
- (2) All amendments must be relative to the motion and after the first amendment has been voted upon, all subsequent amendments must be substantially different from the first amendment.
- (3) In any case where a motion or an amendment has been duly seconded neither the motion nor the amendment, as the case may be, shall be altered in substance or withdrawn without the consent of a majority of the members present.
- (4) Whenever an amendment upon an original motion has been moved and seconded, no further amendment shall be moved until the result of the first amendment has been determined. If an amendment be rejected, further amendments to the original motion may be moved. If any amendment be carried, such amendment shall take the place of the original motion and shall become the motion upon which any further amendments may be moved.
- (5) Advisers are only entitled to speak on matters of detail and are precluded from moving or voting on any motion or amendment.

Time Allowed for Speaking

18. In moving a motion or an amendment, a member shall not speak for more than five minutes, each other speaker shall not speak for more than three minutes, and the mover of the original motion in his/her reply shall not speak for more than four minutes. The foregoing limits of time may be exceeded with the consent of a majority of the members present, and it shall be competent for the Chairperson to determine (without the necessity of taking a division) whether a majority of the members present are agreeable to the foregoing limits of time being exceeded in any speech.

Vacancies and Appointments Voting

- 19 In the filling of vacancies and making of appointments, the following provisions as to voting shall apply:-
- (a) Nominations for vacancies or appointments shall be moved and seconded without discussion and shall forthwith be put to the meeting.
 - (b) Except as after-mentioned, members shall be entitled to vote for as many candidates as there are vacancies to be filled.
 - (c) If, as a result of voting, there is an absolute majority of those present and voting in favour of the number of candidates equal to the number of vacancies to be filled, such candidate or candidates shall be declared duly appointed.
 - (d) If no such absolute majority is obtained, the names of the candidates receiving the lowest number of votes (together with any candidate receiving no votes) shall be struck out, and a further vote shall be taken, provided, however, that:-
 - (i) if two or more candidates tie as receiving the lowest number of votes, a vote (with each member exercising only one vote) shall

be taken between such candidates, and the candidate who receives the lower or lowest number of votes shall be dropped; and

- (ii) after any vote the members may by unanimous agreement exclude from a further vote candidates whom they consider have no prospect of being appointed.

In subsequent votes, the same procedure shall be followed until there is an absolute majority in favour of the number of candidates equal to the number of vacancies to be filled, when such candidate or candidates shall be declared duly appointed.

Closure of Debate

- 20. A motion that the debate be adjourned, or that the question be now put, may be made at any stage of the debate, (not being in the course of a speech), and such motion, if seconded, shall be the subject of a vote without further debate.

Method of Voting

- 21. (1) Where any decision of a Partnership is to be determined by a vote, each Councillor Member of the Partnership has a single vote and may vote on all matters.
- (2) Other members of the Partnership may vote on all matters with the exception of the undernoted.
 - (a) The amount of funding to be granted by each constituent Council to the Partnership.
 - (b) The making of a request to the Scottish Ministers for the

conferring of additional functions.

- (3) Other members may not move a motion or an amendment in relation to any matters which they are not allowed to vote.
- (4) Advisers may not vote on, or move a motion or amendment on any matter.
- (5) Where any decision is to be determined by a vote, it shall be determined by a simple majority of the votes cast.
- (6) The vote of the Partnership shall be taken by calling the roll of those present, and eligible to vote beginning with the Chairperson, and the voting shall be recorded in the minutes.
- (7) After the Chairperson or the Secretary has announced the issue on which the vote is to be taken, no member shall interrupt the proceedings in any way whatsoever (except that, in the case where his or her name has not been called, a member may direct attention to the fact and request that his or her name be called) until the result of the division has been intimated.
- (8) A member who is absent from the meeting when his or her name is called in a division shall be entitled to record his or her vote if he or she enters the meeting before the result of the division has been intimated, provided the attention of the Secretary is directed to the return of such member before the result of the division has been intimated.
- (9) The provisions of paragraph (7) of this Standing Order shall not apply in the case of proceedings of a judicial or quasi-judicial nature, and in such cases only those members present during the whole of the proceedings shall be entitled to vote or take part in the deliberations.

In the case of proceedings to which this paragraph applies:-

- (a) intimation to that effect shall so far as reasonably practicable be given in the notice calling the meeting; and
- (b) the Chairperson shall direct the attention of members to the provisions of this paragraph at the commencement of the proceedings.

Casting Vote

22. Subject to the provisions of any enactment and of any Statutory Order or Instrument the person presiding at a meeting of the Partnership shall in the case of an equality of votes have a second or casting vote except where the matter which is the subject of the vote relates to the appointment of a member of the Partnership to any particular office or Committee or Sub-Committee of the Partnership, in which case the decision shall be by lot.

Points of Order

23. (1) Any member of the Partnership may, at any meeting of the Partnership, speak upon a point of order if he or she does so as soon as it arises, and if he or she states that they rise to a point of order and forthwith states the point of order to which they rise.
- (2) The member who is then addressing the Partnership shall resume his or her seat, and the member who rises to the point of order shall, when he/she has concluded, also resume his or her seat. No other member shall be entitled to speak to the point of order raised except by permission of the Chairperson.
- (3) The Chairperson shall thereupon decide the question, and, thereafter, the member who was addressing the Partnership at the time the point of order was raised shall be entitled (if the ruling permits him or her so to do) to continue to speak, giving effect to the ruling of the

Chairperson.

Inclusion of Business on Partnership Agenda at the Request of Members

24. Subject to the provisions of the 1973 Act any Member of the Partnership who wishes brought before the Partnership any matter which can be competently considered thereby, shall submit to the Secretary a detailed written statement and notice of the matter not later than five clear working days before the issue of the agenda and papers to Members in order that the Secretary in terms of sections 50B, 50C and 50F of the 1973 Act may determine whether exempt information as included in Schedule 7A to the said Act is likely to be disclosed. A member whose item is included on an agenda in terms of this Standing Order shall, when that item is rendered, be called upon to speak first.

Alteration or Revocation of Previous Resolution

25. (1) Subject to the provisions of paragraph (2) of this Standing Order, no resolution of the Partnership shall be altered or revoked except by a subsequent resolution made by the Partnership and arising from a recommendation, involving alteration or revocation, approved by a majority of the members present at a meeting of the Partnership. Provided that no resolution shall be altered or revoked within six months of its adoption.
- (2) The alteration or revocation of any resolution of the Partnership shall not affect or prejudice any proceedings, action, or liability competently done or undertaken under any such resolution prior to its alteration or revocation.

Admission of Press and Public

26. (1) Subject to paragraphs (2) and (3) of this Standing Order, every meeting

of the Partnership shall be open to the public and press.

- (2) The public and press shall be excluded from any meeting of the Partnership during consideration of an item of business whenever it is likely, in view of the nature of the business, that, if they were present, information would be disclosed which was confidential in terms of Part IIIA of the 1973 Act.
- (3) The Partnership may, by resolution, exclude the public and press from any meeting of the Partnership during consideration of an item of business whenever it is likely, in view of the nature of the business, that, if they were present, information would be disclosed which falls within one or more of the categories of exempt information in terms of Part IIIA of the 1973 Act.
- (4) A resolution under paragraph 3 of this Standing Order shall:-
 - (a) identify the proceedings or the part of the proceedings to which it applies; and
 - (b) state, in terms of the Act the category or categories of exempt information concerned.

Suspension of Standing Orders

27. It shall be competent, subject to the provisions of Standing Order 34(2), for a member of the Partnership at any time to move the suspension of any Standing Order as far as applicable which motion shall without any discussion be moved and seconded and be put to the meeting, and the motion shall be held to be carried if supported by a simple majority of those present and voting.

Code of Conduct

28. All Members of the Partnership shall be guided by the provisions of the appropriate Code of Conduct.

PART II

CONSTITUTION, MEETINGS AND PROCEEDINGS OF COMMITTEES

These Standing Orders shall also apply, so far as relevant, to Committees.

Appointment of Committees

29. The Partnership may, as they shall deem necessary from time to time, appoint Committees for the fulfilment of any of the functions of the Partnership and shall specify the terms of reference and the extent of delegation to such Committees.

Membership of Committees

30. With regard to the allocation of places on Committees they shall be fixed at the first meeting following the election and may be amended at any meeting of the Partnership so long as approved by a simple majority of those present and voting.

Appointment of Chairperson

31. (1) The Chairperson shall be ex-officio Chairperson of any Committee.
- (2) The Chairperson shall be appointed at the first meeting following the election.
- (3) In the absence of the Chairperson of a Committee the Chairperson shall be elected by a majority of those present.

Delegation to Committees

32. Subject to the provisions of any enactment and of any Statutory Order, Instrument, or Scheme, the Partnership may at any time delegate any function to a Committee.

Quorum of Committees

33. Unless otherwise stipulated by the Partnership the quorum of all Committees shall be four voting members.

PART III

REVISION OF STANDING ORDERS

34. (1) Subject to the terms of any enactment and of any Standing Order, Instrument or Scheme, the foregoing Standing Orders may be altered or revoked at any ordinary meeting of the Partnership, if the motion for alteration or revocation is supported by a majority of the partnership present and voting.
- (2) The preceding paragraph of this Standing Order shall not apply to these Standing Orders or portions thereof which incorporate the provisions of Statutes or of Statutory Orders or Instruments which cannot be altered or revoked by the Partnership.

