

# English UK regulations and procedures for general meetings of members

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## 1. The calling of general meetings

The association has a duty to call one Annual General Meeting (AGM) and the right to call an unspecified number of Extraordinary General Meetings (EGMs) in any one year.

### 1.1 Notice periods for general meetings

1.1.1 Annual General Meetings and other meetings calling for the passing of a special resolution. 21 days' notice in writing, exclusive of the notification day and the day of the meeting itself.

1.1.2 Other meetings. 14 days' notice in writing, exclusive of the notification day and the day of the meeting itself.

### 1.2 Other meetings

The association has the right to call other meetings of members for conference, discussion, information or for other purposes determined by the board. Where members participate through asking questions, through debate or similar activities, these meetings shall be conducted in accordance with the rules and regulations for the conduct of general meetings except in relation to the notice period (see section 2).

### 1.3 Standing orders: Annual General Meetings

1.3.1 The draft agenda for the AGM will be drawn up by the association and approved or amended by the board of trustees at the last meeting of the board prior to the AGM.

1.3.2 The standing AGM agenda will include:

- a) Adoption of the standing orders for meetings.
- b) Approval of the minutes of the previous year's AGM, together with the approval or rejection of any amendments to the minutes if applicable.
- c) If applicable: matters arising from the minutes of the previous year's AGM, provided these matters arising are not listed as separate agenda items.

- d) A resolution to approve the English UK Ltd Trustees' report and financial statements for the previous financial year, as proposed by the board of trustees.
- e) A resolution to approve the English UK Enterprises Trustees' report and financial statements for the previous financial year, as proposed by the board of trustees.
- f) A resolution to appoint or re-appoint the association's auditors, as proposed by the board of trustees.
- g) The presentation of the English UK ombudsman's report for the previous calendar year.
- h) If applicable: the announcement of the results of the election for the board of trustees for the current year.

## **1.4 Special resolutions**

- 1.4.1 The AGM or EGM agenda may also include one or more special resolutions.
- 1.4.2 They must be clear and succinct and contain a recommendation for action. Composite resolutions will contain more than one recommendation for action.
- 1.4.3 Members will be notified of any special resolution at least twenty-one days before the AGM or other general meeting (see section 1.1), so any special resolution will need to be presented to the association before this final notification date.
- 1.4.4 A special resolution is defined as any business carried out in addition to the standing items listed in section 1.4.2 above.
- 1.4.5 The board may propose one or more special resolutions by a simple majority, in consultation with the association or the wider membership.
- 1.4.6 Alternatively, members of the association may propose one or more special resolutions. 20 members, or 10% of the membership, whichever is the lesser, are required to propose a special resolution.

## **1.5 Conference sessions following general meetings**

- 1.5.1 Any two members can propose a motion for debate at the conference session immediately after an AGM ends.
- 1.5.2 For preference, the motion should be presented to the chief executive of the association one week prior to the date of the AGM to allow adequate time for preparation and debate.
- 1.5.3 Any motion presented with at least two hours' notice of the start of the AGM will be debated, however the time for debate for such late notice motions may be limited.

- 1.5.4 Conference motions are not binding on the association, its members or the board of trustees.

## **2. The procedure for general meetings**

### **2.1. The chair**

- 2.1.1. All meetings will be conducted by a chair. This will normally be the chair of the association. In their absence, the vice-chair or another member of the board will be appointed as chair. If no board member is present, the members will nominate a chair from among those members present at the meeting.
- 2.1.2. The chair will conduct the meeting according to the rules of the association or, in their absence, according to their own view of the proper procedure.
- 2.1.3. Points of order may be used to bring the chair's attention to matters concerning the proper conduct of business.
- 2.1.4. Where there is a point of order, the chair may adjourn a meeting to consult on the proper conduct of business. Once this consultation is finished, the chair has the right to decide the issue without further challenge, except where 2.1.6 applies.
- 2.1.5. The chair has the final call on the order of agenda items for any meeting. Normally the agenda order for an AGM will be as indicated in section 1.3.2, followed if applicable by one or more special resolutions.
- 2.1.6. The chair's decision or decisions can only be challenged by a motion that 'The chair do leave the chair'. Once seconded, this motion will be put to the meeting immediately and will pass if two thirds of the voting members present support it. If the motion passes, the chair will adjourn the meeting and leave the chair. The meeting will continue once a new chair is appointed (see 2.1.1 above).

### **2.2. Adoption of standing orders**

- 2.2.1. At the start of the meeting, the chair shall put to the meeting a proposal to adopt the standing orders. The standing orders will be adopted once they are seconded.
- 2.2.2. A motion to amend the standing orders, if proposed and seconded, will be carried by a simple majority of the members present. No amendment to the standing orders will be permitted that conflicts with the association rules or Articles of Association.

## **2.3. Procedure for the debate of special resolutions at a general meeting**

- 2.3.1. Each special resolution will need to be seconded before it is opened to the members for debate.
- 2.3.2. The proposers of the resolution have a maximum total of five minutes to speak in support of it, plus a right of reply to any questions or objections raised.
- 2.3.3. Other members have a maximum of two minutes to speak in support of the resolution or to raise questions or objections.
- 2.3.4. No member may speak more than twice in the debate on any one item except to raise a point of order.
- 2.3.5. Special resolutions may be subject to a motion of amendment, proposed and seconded by at least two members, and available in written form to members. The chair may adjourn the meeting to allow copies of the amendment to be made available to members.
- 2.3.6. In the case of composite resolutions, one or more items only may be subject to amendment.
- 2.3.7. The chair will determine whether the amendment is relevant to the original resolution and will be opened to the members for debate.
- 2.3.8. Any relevant motion of amendment must be debated and voted upon before the meeting proceeds. The amendment passes if a simple majority of members present votes in favour and the vote is quorate.
- 2.3.9. The proposers of the amendment have a maximum of five minutes to speak in support of it, plus a right of reply to any questions or objections raised.
- 2.3.10. If the amendment passes, it replaces the original resolution as the main item of business.
- 2.3.11. If the amendment fails, the original resolution again becomes the main item of business.
- 2.3.12. The proposer and seconder may withdraw the motion for amendment, subject to the consent of a simple majority of the members present.
- 2.3.13. Motions of amendment cannot be subject to further amendment.
- 2.3.14. Once the debate is complete, the chair will read out the resolution in its final form and proceed to a vote. The resolution passes if a simple majority of the members present votes in favour and the vote is quorate.
- 2.3.15. The chair may allow the different recommendations of a composite resolution to be voted on separately.

## **2.4. Procedure for the debate of motions in conference sessions**

- 2.4.1. Motions for debate in conference sessions must be made available to the chief executive in writing in advance of the meeting (see section 1.6 above).
- 2.4.2. These motions must be proposed and seconded before the chair opens them to the members for debate.
- 2.4.3. In general the procedure for debating motions follows that given in section 2.3. However, the chair may at their discretion allow members who are not designated as the primary contact to speak, may allow non-member guests to attend and speak and may allow speakers to speak more often or for longer than with special resolutions. In addition, amendments to any motion can be presented orally.
- 2.4.4. At the end of the debate, the chair will read out the final version of the motion before proceeding to a vote. The motion passes if a simple majority of the members present vote in favour. Only primary contacts or their designated representatives (see section 1.8) are entitled to vote on a conference motion.
- 2.4.5. Conference motions are not binding on the association or the board of trustees. The board of trustees agrees to debate the motion (if it passes) at its next meeting and decide on an appropriate course of action.

## **2.5. The entitlement to vote and speak at general meetings**

- 2.5.1. Only members in good standing may speak and vote in general meetings. 'In good standing' means not suspended or in debt to the association.
- 2.5.2. The member will be represented at general meetings by its primary contact, the senior person notified to the association by the member as its representative. Centres which are temporarily covered by an extension of accreditation will be represented by the parent centre's primary contact.
- 2.5.3. The primary contact may nominate an alternate or proxy to vote and speak at any general meeting. It will be assumed that any member representative attending the AGM has been granted the right to vote and speak on behalf of the member by the primary contact unless the chair of the association has been notified in writing in advance that this is not the case.

## **2.6. Quorums**

The quorum for any general meeting is defined as 20 members, or 10% of the total membership, whichever is the lesser.

## **2.7. The reporting of meetings**

- 2.7.1. The chief executive of the association or their nominated officer will write up the minutes of any general meeting or meeting convened to debate a special resolution.
  - 2.7.2. A copy of the minutes will be sent to each member within two months of the meeting.
  - 2.7.3. For other meetings, the chief executive will keep a record of the agenda items and any supporting documents and make these available to members and/or the board of trustees on request.
  - 2.7.4. Any member may suggest an amendment to the minutes in writing to the chief executive. This amendment will be on the grounds of serious inaccuracy or omission only.
  - 2.7.5. The chief executive will consult with the chair and anyone else they deem relevant before stating in writing that the amendment should or should not be agreed, with reasons. This statement will be circulated to members in advance of the next AGM, together with an explanatory note from the member proposing the amendment.
  - 2.7.6. At the next AGM, members will vote to approve or reject the amendment to the minutes.
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