

STANDING ORDERS

ORDER OF BUSINESS

1.1 The draft agenda shall be drawn up by the Board in consultation with the Director and shall be submitted to the Standing Orders Committee for its consideration. The Standing Orders Committee report containing, its recommendations for the procedure it considers desirable for the despatch of business, and the Standing Orders shall be submitted to the meeting for adoption, and once adopted shall only be varied by the meeting for good and sufficient reason.

1.2 An AGM Agenda shall include:

- a) Presentation and, if thought fit, adoption of the report of the Standing Orders Committee.
- b) Presentation and, if thought fit, adoption of the Board Chair's report together with any up-to-date supplementary reports, including a report on the implementation of the previous two AGMs' decisions. The AGM may reject the implementation report in whole or in part, this will require a further report at the next AGM on any matter thus rejected.
- c) Presentation and, if thought fit, adoption of the Director's report together with any up-to-date supplementary reports.
- d) Presentation of the audited financial statement of the last but one financial year, and presentation of the unaudited financial statement of the previous financial year.
- e) Auditors' report and appointment of auditors.
- f) Presentation and, if thought fit, adoption of the financial estimates for the current year and budget projections for the following two years.
- g) Ballots for elections, which shall be so arranged as to ensure their completion before the end of the AGM.
- h) Any other reports.
- l) Duly submitted resolutions.

RESOLUTIONS

2. A resolution must be clear and succinct and contain a recommendation for action.

3. The Standing Orders Committee shall have the power to composite or split resolutions after consultation with the proposers. In relation to conflicting resolutions, they shall also have the power to recommend that once one position has been adopted, any subsequent conflicting resolution(s) will be deemed to have fallen and not be heard.

4. The Standing Orders Committee shall have the power to arrange resolutions in a common debate in order to make the most efficient use of time available at the meeting. Each resolution within the common debate will be proposed in the order printed in the agenda and rights of reply and votes will be taken in the same order, unless, exceptionally and at the AGM Chair's discretion, a reordering of these would better facilitate the smooth running of the meeting.

5. Resolutions shall be proposed by individual members, groups (either individually or from a regional meeting), affiliated organisations, or by the Board. Resolutions must demonstrate the support of a total of six votes by virtue of the voting strength of the proposing organisation or, by being seconded by 5 other

members, (which can be made up of individuals, Groups, Affiliates or combinations of such) in accordance with the Articles, although the seconds do not have to be present.

6. If the original proposer wishes to propose a resolution to a Hybrid Meeting using remote participation, this will depend on the arrangements at that meeting, and is at the discretion of the Standing Orders Committee.

7. If a resolution is to be debated in a plenary session or working party it shall be proposed by the original proposer, unless the Standing Orders Committee has been notified not later than the start of the plenary session or working party, as appropriate, that a specified other person or body will propose the resolution instead. If the proposer finds that they are unable to use remote participation on the day, they must also notify the Standing Orders Committee not later than the start of the plenary session that a specified other person or body will propose the resolution. If, when a resolution is called for debate in a working party or plenary session, the proposer (or their duly appointed nominee) is not present, the resolution shall fall.

8. A resolution may only be withdrawn in the plenary and only (subject to 7 above) by the proposer/duly appointed nominee. A composite resolution may only be withdrawn with the consent of all the proposers/nominees of the original resolutions. In addition, proposers/nominees may only withdraw a resolution with the consent of a majority of the meeting.

9. A resolution once lost may not be proposed again at the same meeting.

10. The Standing Orders Committee have the power to reject resolutions which in its opinion are similar to or identical with resolutions that were duly submitted, debated and not passed at the preceding AGM. The Standing Orders Committee will suggest to those proposers alternative ways of resolving the issues behind the repeat resolutions.

11. Resolutions other than those appearing on the agenda shall not be accepted for debate except:
a) any emergency resolutions submitted in accordance with Standing Orders 15 to 17.
b) procedural resolutions submitted in accordance with Standing Order 45.

BACKGROUND NOTES

12. Proposers of resolutions may submit a background note.
a) The timetable for submission of background notes by proposers shall be the same as that for submissions of resolutions.
b) The Board shall state their position, provide resource implications and may also provide additional background notes to resolutions.
c) Background notes shall be brief and restricted to relevant factual information. The Standing Orders Committee may, after consultation with the proposer or Board, as appropriate, delete any part of a duly submitted background note which does not comply with this rule.
d) Where the Board feel that implementation of a resolution (in part or in full) is outside their power, it will be marked with an asterisk.

ORDER OF PLENARY DEBATE

13. Debates shall normally be conducted in the following order:
a) proposal of resolution
b) proposal of each amendment
c) general debate on the resolutions and amendments. This shall include an opportunity for the Board to make a statement on the matter under debate.
d) votes on amendments
e) vote on substantive resolution.

The proposer of the resolution, or their nominee, and the proposer(s) of any amendments, or their nominee(s), may exercise a right of reply at any time. Each may exercise their right of reply once. The

proposer of the substantive resolution may in addition exercise one extra right of reply to each proposed amendment whose vote is taken before the conclusion of the debate on the substantive resolution.

14. The Chair of a debate may, at their discretion, vary the time at which a vote is taken on an amendment, subject to permitting any rights of reply to be exercised. Exceptionally, in a Hybrid Meeting, the Chair of the AGM may also vary the order of debate and the right of reply in the event of technical problems, as thought appropriate in accordance with the Articles. Whilst every effort will be made to ensure the right of reply is made available, this may not be possible if a significant technical hitch is encountered.

EMERGENCY RESOLUTIONS

15. A resolution received after the closing date for receipt of resolutions shall not be deemed an emergency resolution unless it could not have been formulated and received in writing before the closing date for submission of resolutions, or if it calls for a change in the constitution.

16. Any such resolution must be submitted to the Standing Orders Committee in writing not later than the start of the first plenary session of the meeting.

17. If the resolution is not accepted as an emergency resolution by the Standing Orders Committee, the proposer shall have three minutes to explain to the plenary session why it is an emergency resolution as defined by Standing Order 15. The Standing Orders Committee will then have a right of reply. The proposal must have a two-thirds majority for the resolution to be accepted for debate.

WORKING PARTIES

18. The Standing Orders Committee may recommend that the meeting refer any appropriate part of the business for discussion in a working party. A resolution that is to be debated in a working party shall also subsequently be debated in a plenary session.

19. The Nominations Committee, in consultation with the Chair of the AGM, shall appoint a Chair and secretary for each working party and shall endeavour to notify the Standing Orders Committee of their names no later than five days before the start of the AGM. Each Secretary shall provide a written record of the business of the working party and the WP Chair will arrange for a verbal report to the plenary session if required.

20. The Chair of a working party shall take a vote by show of hands of those entitled to vote. The result is simply indicative and reported for information purposes to the plenary.

AMENDMENTS

21. Amendments to resolutions shall be proposed at a meeting by individual members, groups (either individually or from a regional meeting), affiliated organisations, or by the Board. Amendments from individual members (and from individual members only) must be seconded by a participant of the AGM, either in person or remotely.

22. All amendments must, in the Chair's opinion:

- a) not significantly alter the core features of, nor constitute a direct negative to, the original resolution;
- b) be relevant to that resolution;
- c) form with the resolution an intelligible and consistent whole; and
- d) not re-state a previously rejected amendment.

23. If a resolution is discussed at a working party then no amendment to that resolution may be proposed at the plenary session unless it has previously been proposed at the working party.

24. If an amendment is to be debated at a plenary session it shall be proposed at that plenary session by its original proposer, unless the Standing Orders Committee has been notified not later than the start of the plenary session that a specified other person or body will propose the amendment instead. In relation to a Hybrid Meeting, the stipulations in SO7 apply. If, when an amendment is called for debate, the proposer (or their duly appointed nominee) is not present the amendment shall fall.

25. If an amendment is carried in the working party and is accepted as friendly by the proposer (/duly appointed nominee) of the original resolution (or in the case of a composite resolution by all the proposers of the original resolutions/duly appointed nominees) it shall become or form part of the substantive resolution to be debated and voted on in the plenary session.

26. If an amendment is

a) carried in the working party but is not accepted as friendly by the proposer (/duly appointed nominee) of the original resolution, or

b) not carried in the working party,

it shall not become or form part of the substantive resolution to be debated and voted on in the plenary session. It shall be debated and voted on in the plenary session unless withdrawn under SO27.

27. An amendment carried in the working party may only be withdrawn by its proposer (/duly appointed nominee) and with the consent of the majority of the plenary session. An amendment defeated in the working party may be withdrawn by its proposer/nominee.

28. An amendment once lost in a working party may not be proposed again at the working party. An amendment once lost at the plenary session may not be proposed again at the same meeting.

RESOLUTIONS TO AMEND THE CONSTITUTION

29. Resolutions to amend the Constitution shall not be capable of amendment.

QUESTIONS ON FINANCE

30. Full accurate replies to questions arising from the audited financial statement cannot be given at the meeting unless notice has been received in writing by the Treasurer seven days before the meeting. Such notice should be given in a separate letter and not be included in correspondence dealing with other matters.

31. Questions arising from the unaudited accounts and the financial estimates for the current year should be given in writing to the Standing Orders Committee no later than the start of the first plenary session of the meeting. The Standing Orders Committee shall ensure that the Treasurer is informed of these questions.

CHAIRS

32. The Chair of the AGM shall be responsible for the order and conduct of the meeting and the Chairs of working parties for the order and conduct of their respective working parties.

33. When a Chair speaks, any person speaking or about to speak shall sit down and shall remain seated in order that the Chair may be heard without interruption.

34. Chairs shall conduct debate in accordance with the Articles and the Standing Orders approved by the meeting. If a question arises which is not covered by these Articles and Standing Orders, they shall rule in accordance with the normal procedure of debate or may refer the matter to the Standing Orders Committee for advice. In the meantime, the issue under discussion shall be suspended.

DELEGATES, NAME BADGES AND VOTING CARDS

35. In addition to those having a constitutional right to attend the meeting in person or remotely, staff members and other persons invited by the Board may also attend.

36. Name badges, voting handsets and voting cards (or similar equipment) shall only be issued to, and used by, those entitled and may not be transferred. Members must also not allow others to use their credentials (e.g. a username and password) to engage in any remote participation (such as raising comments or questions, or voting) except as stipulated by the Standing Orders Committee or the Chair of the AGM.

37. Stewards and tellers shall be elected by the meeting and shall be responsible for ensuring that the plenary voting process runs in an accurate and orderly fashion. As set out in the Articles, Hybrid Meeting Facilitators (HMFs) may assist the Chair of the AGM in relation to remote participation in a Hybrid Meeting. No member of the Board may act as a teller, steward or HMF. Any person who has taken an active part in the debate immediately preceding a vote shall not act as a teller or HMF in relation to that vote. In the case of composite resolutions, no proposer of a composite resolution shall act as a teller, steward or HMF.

SPEECHES

38. Each speaker shall announce his or her name and category of membership, or in the case of a member of the Board or Standing Orders Committee his or her name and office, before speaking on any point.

39. The proposer of a resolution may speak for no more than five minutes. All other speakers, including those exercising a right of reply, may speak for no more than three minutes. These time limits may be extended at the discretion of the Chair. Visual aids shall be limited to text and graphs.

40. Except for a speaker proposing more than one amendment or exercising a right of reply, no speaker may speak more than once on a resolution other than with the permission of the Chair.

41. The Chair may at any time, but subject to ensuring balance in the debate, close the debate, subject to the exercise of rights of reply.

42. The AGM Chair may make alternative provisions to SOs 38-41 to govern remote participation in meetings, in accordance with the Articles.

VOTING IN THE PLENARY SESSION

43. Voting shall be conducted in accordance with such electronic means as have been prepared for the meeting, unless:

(a) in accordance with the Articles, the voting is to be conducted by a show of hands; or

(b) in the view of the AGM Chair, there has not been sufficient provision for electronic votes and another system of voting should be adopted (such as using cards).

44. Constitutional amendments require a three-quarters majority to be passed. All other resolutions require a simple majority to be passed. In the event of a tied vote the Chair shall not have a casting vote and the resolution shall fall.

PROCEDURAL MOTIONS

45. The following procedural motions may be moved by voting members at any time, save that, those in (d), (e), (f) and (g) may not be moved in a working party. They shall be taken immediately, except that no procedural motion may be taken during a speech or a vote unless it relates to the conduct of a vote, and Points of Order shall take precedence. They need to be seconded and require at least two thirds

majority, unless otherwise specified.

a) A challenge to a Chair's ruling.

b) A proposal of no confidence in the Chair.

c) A proposal that "The meeting move to the vote". The proposer shall specify which vote the proposal refers to. If the proposal is carried (simple majority), and if a statement on behalf of the Board has not already been made, the Board shall be given the opportunity to make such a statement. The proposer of the proposal may then exercise the right of reply.

d) A proposal to remit the resolution under debate to the Board for consideration (simple majority).

e) A proposal that "The meeting move to next business". If this is carried (simple majority) the question under discussion shall be dropped and no vote shall take place. The meeting shall then proceed to the next item on the agenda.

f) A proposal to suspend Standing Orders. This does not need to be seconded when proposed by the Standing Orders Committee. The proposal shall specify the Standing Order or Orders to be suspended and the duration of the suspension. The debate shall comprise a speech of not more than three minutes by the proposer and a reply of not more than three minutes by or on behalf of the Standing Orders Committee, or by any one other member when the proposer is the Standing Orders Committee.

g) A proposal to adjourn the meeting for a specified purpose and a specified time. Where a meeting is adjourned beyond the end of the last scheduled day of business the resumed meeting shall be summoned by notice like an Annual or Extraordinary General Meeting in accordance with the Articles.

POINTS OF ORDER

46. A point of order may only be made by a voting member and shall have precedence over all other business, except during the taking of a vote unless it relates specifically to the procedure of that vote. It must relate specifically to the conduct of the meeting or the debate, and shall not refer to, and contain no argument on, the subject matter under debate. It may contain a request for a Chair's ruling. The Chair may rule out of order a matter raised as a point of order on the basis that it is not in fact a point of order.

POINTS OF INFORMATION

47. A point of information can only be made to advise the meeting that something the speaker has just said is incorrect, to seek an explanation of something the speaker has just said, or to provide the meeting with relevant factual information. The Chair may rule out of order a matter raised as a point of information on the basis that it is not in fact a point of information.

UNFINISHED BUSINESS

48. Any resolution not dealt with during the meeting shall be remitted to the Board for consideration. The Board will take into account the outcome of the working party.

REMOTE PARTICIPATION

49.1 If a meeting, a part of a meeting (such as the plenary session), or an adjourned meeting is a Hybrid Meeting, in addition to members' normal rights to participate in person, by proxy or (where appropriate) by representative, members may be able to participate remotely (e.g. using an "app" or web page). Where

applicable, the Board will provide information about the appropriate arrangements for this in advance of the meeting in accordance with any relevant provisions in the Articles.

49.2. Participating remotely is not a substitute for attending the meeting in person. In accordance with the Articles, the Board and/or Chair of the AGM may:

- a) Allow individuals to submit comments and questions remotely, which may be amended, combined with similar submissions, sorted thematically, shortened, and/or summarised by the Chair of the AGM and/or the HMFs; and
- b) Curtail remote participation as necessary or expedient, for example, for the efficient conduct of the meeting, for resource or technical reasons.

In addition, the Chair may invite a member of the Standing Orders Committee to oversee the amendment, combining, sorting, summarising and shortening by the HMF of comments and questions. In the event that an SOC member is unavailable, the Returning Officer maybe asked to take up this role.

49.3 Those participating remotely may not be able to vote on unanticipated matters (such as, but not limited to, procedural motions or Emergency Resolutions), raise points of order or points of information.

49.4 This Standing Order 49 relating to the conduct of Hybrid Meetings prevail over these Standing Orders to the extent of any inconsistency.

AMENDMENT OF STANDING ORDERS

50. The Standing Orders may only be amended by a two-thirds majority decision of the meeting.