

AMNESTY INTERNATIONAL UK SECTION

CONSULTATION ON PROPOSED RULES

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FOREWORD

Founded over 50 years ago, Amnesty International UK Section's strength lies in the fact that we are a genuine movement of people who stand up for human rights. Over the past few years we have reviewed our governance and constitution to ensure that we are an effective democratic organisation that is truly representative of our members, and focussed on achieving positive human rights changes. Our 2015 and 2016 AGMs agreed a number of amendments for updating our constitution. This year's AGM also agreed that the Board should draft Rules to support our constitutional and governance changes.

The proposed rules will give members greater control over AIUK's governance. Like the formal Articles they are binding on AIUK Section, but the rules can be amended by an ordinary resolution at an AGM, and thus provide an element of flexibility so that AIUK's structures and processes can evolve in line with the needs of the organisation.

The 2016 AGM agreed that members be consulted on these proposed Rules, before the Rules are submitted to the 2017 AGM for adoption by ordinary resolution. The Rules can also be changed by members passing an ordinary resolution at the 2017 AGM, or subsequent meetings.

These draft Rules have been developed in conjunction with AIUK's Activism Sub-Committee, which supports the Board in monitoring and supporting the health, growth and impact of our activism in the UK.

We think that these proposed Rules will provide greater transparency and clarity about our governance. Do please take a look at the proposed Rules and give us your views.

Ruth Breddal

Chair, Amnesty International UK Section

THE PROPOSALS AND MAKING YOUR VIEWS KNOWN

What is being proposed?

The Rules have been drafted to be consistent with the Companies Act, AIUK Section's Articles of Association and the law more generally.

The draft Rules largely codify and bring together in one place existing policies. In particular, they:

- Contain a Membership Policy which clarifies the arrangements for becoming and ceasing to be a member
- Explain the arrangements for holding general meetings
- Explain the role of the AGM Committees

Following consultation, the proposed Rules will be presented to AIUK Section's 2017 AGM and, if approved, they would take immediate effect.

The AGM can also make changes to the Rules.

How can I make my views known?

The consultation is open between 1 August and 3 October 2016 and we're encouraging all members to send any comments to us before a final draft goes to the AGM for a vote in April 2017.

Please send your comments to consultation@amnesty.org.uk by 3 October 2016.

DRAFT RULES

1 DEFINITIONS

1.1. In these Rules the following words and phrases shall (except where the context otherwise expressly so requires) have the following meanings:

AGM	the annual general meeting of members of Amnesty International UK Section;
Act	the Companies Act (as defined in Section 2 of the Companies Act 2006);
AIUK Director	the member of staff who is the most senior paid employee of Amnesty International UK Section;
Article(s)	The Articles of Association of Amnesty International UK Section;
Board	the Board of Directors of Amnesty International UK Section;
Chair	the Chair of Amnesty International UK Section elected in accordance with Article 44.6 of the Constitution or any person who serves in that role for a Board meeting;
Clear days	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Committee(s)	Any Committee established by the AGM from time to time pursuant to the Rules;
Constitution	the Articles and Rules of Amnesty International UK Section as in force from time to time;
Director and Directors	the Director and Directors as defined in the Act including an Elected and Co-opted Director;
EGM	any general meeting of Members as prescribed in the Rules other than the AGM;
Electronic form and 'electronic means'	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
General Meeting	a general meeting of Amnesty International UK Section;
Members	individuals, families or organisations who are determined to be Members in accordance with the Constitution

excluding Standing Orders Committee Members when acting in that capacity;

Rules	those Rules proposed from time to time by the Directors and approved by the Members in accordance with Article 52;
Vice Chair	the Vice Chair of the Directors elected in accordance with Article 44.6.

2 MEMBERS

Becoming and ceasing to be a member

- 2.1 In line with Article 9, Members shall fall within one of the following categories:
- a) Individual Members
 - b) Family Members
 - c) Affiliate Members
 - d) Local Groups
 - e) Student Groups
 - f) Youth Groups
- 2.2 Members shall be admitted in accordance with the Articles and Amnesty International UK Section's Membership Policy, as may be amended from time to time.
- 2.3 Article 14 describes the circumstances in which membership will cease. In line with Article 14, membership is 'not transferable' because membership rights are only granted to those who have joined through the membership application process.

Networks

- 2.4 In accordance with Article 16.1, the Board may accord the status of "Networks" to any group of Members brought together for a particular purpose in accordance with such criteria as it sees fit.
- 2.5 The Board shall consider the status of any Network which has not fulfilled the criteria specified by the Board for two successive years or is in substantial breach of any mandate or rules of the Company.
- 2.6 The Board, acting by resolution passed at a Board meeting by a majority of at least two-thirds of the votes cast, may withdraw the status of Network conferred in accordance with the provisions of Article 16.1.

3 GENERAL MEETINGS

- 3.1 In line with Article 18 there shall be an AGM in every calendar year and at such time as the Board shall determine.
- 3.2 Every Member shall be given notice of every general meeting. Where Members have given consent to website communication this notice shall take the form of a letter saying when the formal general meeting notice will be available on Amnesty international UK Section's website. For those Members who have not given such consent, notification will be by post and will include a hard copy of the formal general meeting notice.

- 3.3 In line with Article 27.1 general meetings shall be conducted in accordance with the AGM Standing Orders. The AGM Standing Orders are attached as an annex to these Rules, and the Standing Orders may be amended by a two-thirds majority decision of a general meeting.

Representatives of Affiliate Members, Family Members or Local, Student and Youth Groups

- 3.4 Each Affiliate Member, Local Group, Student Group, or Youth Group, shall nominate in writing one individual who shall be the Representative of the relevant Member.
- 3.5 Each Family Member shall nominate in writing one individual who shall be the Representative of the relevant Family Member.
- 3.6 The Company Secretary shall be advised at the Office of the name and address of any Representative in writing. A Member may change its Representative at any time by written notice to the Company Secretary at the Office.
- 3.7 If a Representative is unable to attend a meeting of the Company, the relevant Member shall be entitled to send an individual who shall be called an alternate and who shall have all the rights and duties of that Representative for the duration of the meeting of the Company. The Representative shall provide their alternate with a letter of authorisation which the alternate shall produce upon request.

4 COMMITTEES ELECTED AT THE AGM

Standing Orders Committee

- 4.1 As provided for in Article 27.2 there shall be a Standing Orders Committee.
- 4.2 The Standing Orders Committee's terms of reference shall be as set out in Rule 4.3 and 4.4 below.
- 4.3 *Membership of the Standing Orders Committee*
- a) There shall be a Standing Orders Committee consisting of three individual members who are not Directors, and who have been elected by the Members at the annual general meeting for a period of 12 months from nominations received in accordance with a timetable announced by the Returning Officer. The Returning Officer shall have the right to adjust this timetable to take account of any casual vacancies that may occur, or other special circumstances.
- b) The following skills and experience are considered to be important to the Standing Orders Committee and Members standing for election to the Standing Orders Committee should be able to demonstrate some or all of the following:
- i) Ability to advise on procedural and technical matters relevant to the running of meetings
 - ii) Experience of participating in and advising membership bodies
 - iii) Experience of participating in Amnesty International UK Section general meetings
- (The full skills set and terms of reference for the Committee shall be made available on Amnesty

International UK Section's website.)

- c) Members standing for election to the Standing Orders Committee must provide a written application, which may be up to 500 words long.
 - d) This application must make explicit reference to the above criteria.
 - e) This application must be made available at a time to be determined by the Returning Officer to enable it to be circulated to all those attending the AGM.
- 4.4 *Function and operations of the Standing Orders Committee*
- a) The Standing Orders Committee's role is to facilitate the smooth running of general meetings, in particular by recommending to the AGM Chair, and the meeting more generally, the procedures it considers desirable for the despatch of business.
 - b) In line with Article 27.3, the Standing Orders Committee shall appoint a Chair from the Standing Orders Committee's members. The Secretary to the Committee shall be a member of staff of AIUK Section, and nominated by the AIUK Director.
 - c) In line with Article 27.4, the Chair of the AIUK Section Board and the AIUK Director have the right to attend and speak at meetings of the Standing Orders Committee, but they may not vote at meetings of the Standing Orders Committee.
 - d) In carrying out its work, the Standing Orders Committee should abide by best-practice standards in relation to the fairness and transparency of its processes (including advertising, searching for, recommending and recruiting post-holders) in all of its work.
 - e) In carrying out its work the Standing Orders Committee shall have access to legal advice and support as required.

Members' and Directors' Appeals Committee

- 4.5 As provided for by Article 17, there shall be a Members' and Directors' Appeals Committee.
- 4.6 The Members' and Directors' Appeals Committee terms of reference shall be as listed in Rule 4.7 and 4.8 below.
- 4.7 *Membership of the Members' and Directors' Appeals Committee*
- a) There shall be a Members' and Directors' Appeals Committee consisting of three individual members who during their term of office are not, or have not been, current Directors. Their terms of office shall be for three years, from the AGM at which they are elected.
 - b) In the event of a casual vacancy the Committee shall elect a replacement (who must not be a current Director) at the next AGM whose term of office shall be from that AGM until the end of the AGM at which the person they were replacing would have completed.
 - c) The Committee shall elect a Chair from amongst their own number.
 - d) The following skills and experience are considered to be important to the Members' and Directors' Appeals Committee and members standing for election to the

Members' and Directors' Appeals Committee should be able to demonstrate some or all of the following:

- i) Experience of considering appeals, tribunal or equivalent hearings
 - ii) Ability to review evidence and casework or similar material
 - iii) Experience of governance of membership bodies
 - iv) Experience of participating in Amnesty International UK Section general meetings.
- e) Members standing for election to the Members' and Directors' Appeals Committee must provide a written application, which may be up to 500 words long.
- f) This application must make explicit reference to the above criteria.
- g) This application must be made available at a time to be determined by the Returning Officer to enable it to be circulated to all those attending the AGM.
- 4.8 *Function and operations of the Members' and Directors' Appeals Committee*
- a) The Members' and Directors' Appeals Committee's role is to consider any appeal made by an individual who has ceased to be a Member or Director by virtue of a resolution of the Board.
 - b) Its role is to act as an independent arbiter.
 - c) The decisions of the Members' and Directors' Appeals Committee shall be final.
 - d) The Members' and Directors' Appeals Committee shall call upon AIUK staff to provide administrative support as required.
 - e) The Members' and Directors' Appeals Committee shall draw up procedures for considering appeals, and make these procedures publicly available.

5 ACCOUNTABILITY TO THE WIDER AMNESTY MOVEMENT

- 5.1 Providing such action is not inconsistent with the Articles, AIUK Section accepts the principle of mutual accountability to the movement and will seek to ensure compliance with commitments and obligations to the rest of Amnesty International, including:
- a) The Amnesty International Statute
 - b) Core Standards
 - c) ICM decisions
 - d) The Amnesty International trademark licence agreement; and
 - e) Amnesty International reporting requirements.

6 INTERPRETATION

- 6.1 In case of any conflict arising between governance provisions, law shall have precedence, followed by AIUK Section's Articles of Association, followed by the Rules.
- 6.2 These Rules shall be made electronically available to every Member. A hard copy may be made available upon request.

Annex a AMNESTY INTERNATIONAL UK SECTION MEMBERSHIP POLICY

1. Purpose

- 1.1. Members of Amnesty International UK Section form part of a movement of ordinary people from around the world standing up for human rights.
- 1.2. This policy sets out the conditions and guidelines for the different categories of membership of AIUK Section.

2. Members' rights

- 2.1. Members have voting rights at general meetings (as described in the Articles), the right to stand for election to the Board of AIUK Section and to nominate others. They are eligible to receive a copy of the Amnesty International UK magazine every quarter and to access the members' only pages of Amnesty International UK's website.

3. Categories of membership

- 3.1. In line with AIUK Section's Articles, Members fall within one of the following categories:
 - 3.1.1. Individual Members
 - 3.1.2. Family Members
 - 3.1.3. Affiliate Members
 - 3.1.4. Local Groups
 - 3.1.5. Student Groups
 - 3.1.6. Youth Groups

4. Eligibility for membership

- 4.1. General requirement
 - 4.1.1. Membership is open to everyone, providing they are:
 - 4.1.1.1. genuinely motivated to stand up for human rights; and
 - 4.1.1.2. not legally barred from becoming or being a Member.
 - 4.1.2. Membership is not open to political parties or party political organisations or to any individual or organisation whose objectives contravene AIUK Section's objects.
 - 4.1.3. Membership is non-transferrable.
- 4.2. Individual Members
 - 4.2.1. Individual membership is open to individuals who are resident of Great Britain, Northern Ireland, the Channel Isles and the Isle of Man or are British citizens who live abroad either temporarily or permanently, providing they are aged 14 or over and who meet the general requirement at 4.1 above.
- 4.3. Family Members
 - 4.3.1. Family membership is open to two people or more who live at the same address in

Great Britain, Northern Ireland, the Channel Isles and the Isle of Man or are British citizens who live abroad either temporarily or permanently, providing they are aged 14 or over and who meet the general requirement at 4.1 above and who:

- 4.3.1.1. only wish to receive one set of communications from AIUK Section, and
- 4.3.1.2. to hold one vote.
- 4.4. **Affiliate Members**
 - 4.4.1. Affiliate membership is open to organisations based in the UK which are not political parties, solidarity groups or single interest country groups, and who meet the general requirement at 4.1 above.
- 4.5. **Local Groups**
 - 4.5.1. Local Group membership is open to groups of individuals who are recognised by AIUK Section as Local Groups and who, individually and collectively, meet the general requirement at 4.1 above.
- 4.6. **Student Groups**
 - 4.6.1. Student Group membership is open to groups of students which are recognised by AIUK Section as Student Groups, and which are organised within universities, higher education and further education colleges and who, individually and collectively, meet the general requirements at 4.1 above.
- 4.7. **Youth Groups**
 - 4.7.1. Youth Group membership is open to groups of young people which are recognised by AIUK Section as Youth Groups and which are organised within schools, youth clubs or otherwise. and who, individually and collectively, meet the general requirements at 4.1 above.
- 5. **Approval process**
 - 5.1. Applications for individual or family membership are considered in line with AIUK Section's Admission to Membership requirements as set out at Article 10, and the eligibility for membership set out above.
 - 5.2. Applications for Group membership are made by completing the relevant Group membership form and submitting it along with the relevant subscription fee.
 - 5.3. In the case of Youth Groups, the application should be accompanied by a declaration that an Enhanced Disclosure is in place for any person who supervises, trains or is in sole charge of children.

6. Membership payment

- 6.1. Membership subscriptions are set in accordance with Article 15. The current subscriptions rates are available at <https://www.amnesty.org.uk/giving/join/adult>

7. Removal from membership

- 7.1. AIUK Section reserves the right to remove membership from an individual or Group in accordance with Article 14 of the Constitution. A Member will only cease to be a member if one of the conditions in Article 14 has been met.
- 7.2. Where a Member has their membership removed in line with Article 14.8 (a resolution to remove membership passed by a two-thirds majority of the Board (Directors)) then the Member will be given:
 - 7.2.1. 28 clear days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify expulsion; and
 - 7.2.2. a reasonable opportunity of being heard, or to make written representations.
- 7.3. Any Member whose membership has been removed in line with Article 14.8 shall have a right of appeal to the Members' and Directors' Appeals Committee. The Members' and Directors' Appeals Committee will consider such appeals in line with transparent and published procedures.
- 7.4. The decision of the Members' and Directors' Appeals Committee is final.

8. Review

- 8.1. This Policy is reviewed on a regular basis.

Annex b
AMNESTY INTERNATIONAL UK SECTION
AGM STANDING ORDERS

(As agreed at 2016 AGM)

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 the Agenda, 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 Chairperson'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.
 - i) 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.

5. Resolutions shall be proposed by individual members, groups (either individually or from a regional meeting), affiliated organisations, or by the Board. Resolutions from individual members (and from individual members only) must be seconded, although the seconder does not have to be present.
6. 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, when a resolution is called for debate in a working party or plenary session, the proposer is not present, the resolution shall fall.
7. A resolution may only be withdrawn in the plenary and only (subject to 6 above) by the proposer. A composite resolution may only be withdrawn with the consent of all the proposers of the original resolutions. In addition, proposers may only withdraw a resolution with the consent of a majority of the meeting.
8. A resolution once lost may not be proposed again at the same meeting.
9. The Standing Orders Committee has 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.
10. 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 14 to 16.
 - b) procedural resolutions submitted in accordance with Standing Order 43.

BACKGROUND NOTES

11. 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

12. 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.
13. The Chair of a debate may, at his/her discretion, vary the time at which a vote is taken on an amendment, subject to permitting any rights of reply to be exercised.

EMERGENCY RESOLUTIONS

14. 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.
15. Any such resolution must be submitted to the Standing Orders Committee in writing at the earliest opportunity and not later than the start of the first plenary session of the meeting.
16. 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 14. 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

17. 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.
18. The Nominations Committee, in consultation with the Chairperson of the AGM, shall appoint a chairperson and secretary for each working party and shall endeavour to notify the Standing Orders Committee of their names five days before the start of the AGM. Each Secretary shall provide a written record of the business of the working party and the Chairperson will arrange for a verbal report to the plenary session if required.

19. The Chairperson 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

20. 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 in person.
21. All amendments must, in the Chairperson'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.
22. 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.
23. 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. If, when an amendment is called for debate, the proposer is not present the amendment shall fall.
24. If an amendment is carried in the working party and is accepted as friendly by the proposer of the original resolution (or in the case of a composite resolution by all the proposers of the original resolutions) it shall become or form part of the substantive resolution to be debated and voted on in the plenary session.
25. If an amendment is
 - a) carried in the working party but is not accepted as friendly by the proposer 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 SO26.
26. An amendment carried in the working party may only be withdrawn by its proposer and with the consent of the majority of the plenary session. An amendment defeated in the working party may be withdrawn by its proposer.
27. 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

28. Resolutions to amend the Constitution shall not be capable of amendment except to correct minor typographical or grammatical errors.

QUESTIONS ON FINANCE

29. 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.
30. 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.

CHAIRPERSONS

31. The Chairperson of the AGM shall be responsible for the order and conduct of the meeting and the Chairpersons of working parties for the order and conduct of their respective working parties.
32. When a Chairperson speaks, any person speaking or about to speak shall sit down and shall remain seated in order that the Chairperson may be heard without interruption.
33. Chairpersons shall conduct debate in accordance with the Standing Orders approved by the meeting. If a question arises which is not covered by these 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

34. In addition to those having a constitutional right to attend the meeting, staff members and other persons invited by the Board may also attend.
35. Name badges and voting cards shall only be issued to, and used by, those entitled and may not be transferred.
36. Tellers shall be elected by the meeting and shall be responsible for ensuring compliance with SO41. No member of the Board may act as a teller or steward. Any person who has taken an active part in the debate immediately preceding a card vote shall not act as a teller in that vote. In the case of composite resolutions, no proposer of a composite resolution shall act as a teller or steward.

SPEECHES

37. 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.
38. 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 Chairperson. Visual aids shall be limited to text and graphs.
39. 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 Chairperson.
40. The Chairperson may at any time, but subject to ensuring balance in the debate, close the debate, subject to the exercise of rights of reply.

VOTING IN THE PLENARY SESSION

41. Voting shall be by a show of voting cards in the first instance. A collection of card votes shall be subsequently taken either by order of the Chairperson or at the request of fifty individuals who are entitled to vote. Where available, electronic voting can form the basis for all voting.
42. 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 Chairperson shall not have a casting vote and the resolution shall fall.

PROCEDURAL MOTIONS

43. 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 Chairperson'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.

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- 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.

POINTS OF ORDER

- 44. 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 Chairperson's ruling. The Chairperson 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

- 45. 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 Chairperson 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

- 46. 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.

AMENDMENT OF STANDING ORDERS

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