



STANDING ORDERS FOR THE CONDUCT OF SPECIAL AND GENERAL MEETINGS OF MEMBERS

Chair of the Meeting

1. In accordance with Rule 51, the Chairperson of the Board shall, if present, take the chair at any general meeting, and in their absence the chair shall be taken by the Vice Chairperson, or if the Vice-Chairperson is not present by such Director, or if no Director is present, by such member as the meeting may determine.
2. In the event of an equality of votes the chair of the meeting shall have a second or casting vote.
3. The ruling of the chair of the meeting on all questions of order and matters arising in debate at all Society General Meetings shall be final.

Quorum

4. The quorum for general meetings is set out in Rule 49 and is 30 (thirty) members entitled to attend and vote in most instances, however there are circumstances (as set out in the Rules) where the quorum is 3% of the membership entitled to attend and vote. This applies where a meeting is demanded by members to consider matters such as an amalgamation, transfer of engagements, conversion or dissolution of the Society, or changes to how such meetings may be called, their quorum and the majority required to pass such motions. This is also the case where motions of this nature are put forward by the Board within an ordinary general meeting, but is not the case where put forward by the Board in a special general meeting. District meetings have a lower quorum as set out in Rule 42(d).

Questions

5. Members may ask questions in general meetings in relation to matters and motions included in the notice of the meeting or in relation to matters presented within the meeting.
6. Questions submitted at least seven days in advance of the meeting, addressed to the Secretary, will be prioritised and answered, subject to the availability of time.
7. At each general meeting there will be an opportunity for members to raise questions, not submitted in advance, at the discretion of the chair of the meeting, and subject to the availability of time. Members attending in person may indicate a desire to ask a question by raising their hand when directed by the chair of the meeting. Members attending electronically shall be instructed at the start of the meeting as to how questions may be asked.
8. Where there is insufficient time to answer all questions within the meeting, the Secretary shall arrange for answers to be provided to all unanswered questions and shall publish both the questions and answers on the Society's website within 28 (twenty eight) days of the date of the meeting.
9. Questions of a personal nature will not be answered within general meetings.

Board Motions

10. The Board shall give at least 21 (twenty one) days' notice of all motions to be presented and voted on at general meetings in accordance with Rule 48.

Member Motions

Proposing a motion

11. Members may put forward motions for consideration at the annual general meeting in each year.
12. All motions must be submitted in writing, and be signed by the proposer and a seconder, both of whom must hold voting rights in relation to the meeting at which the motion is intended to be heard. Members must confirm their name, share or membership number and address when submitting or seconding a motion.
13. Motions must be received by the Secretary 84 (eighty four) days prior to the date of the meeting at which the motion is intended to be heard.

Notice of motions and amendments

14. Copies of all motions, if in order and in accordance with the Rules, shall be published at the Registered Office and on the Society's website and at such other places as may be determined by the Directors from time to time, 77 (seventy seven) days prior to the meeting.
15. Amendments to any motion, published in accordance with clause 14, may be put forward by members holding voting rights in relation to the meeting at which the amendment would be considered. The amendment must be submitted in writing and be signed by the proposer and a seconder and be delivered to the Secretary at least 70 (seventy days) prior to the meeting. Members must confirm their name, share or membership number and address when submitting or seconding an amendment.
16. If confirmed by the Board and Secretary to be in order and in accordance with the Rules, motions and amendments to them, will be published in the programme of business of the meeting, together with the names of the proposers and seconders.

Board's power to determine the validity of a motion

17. The Board shall decide whether a motion, and any amendment thereto, is in order and in accordance with the Rules. The Board has the discretion not to include such a motion if in its, and the Secretary's, reasonable opinion:
 - (i) it seeks to intervene in the exercise of their, or the Secretary's, powers under the Society's Rules; or
 - (ii) the publicity for it would be likely to diminish substantially the confidence in the Society of consumers or members; or
 - (iii) it seeks needless publicity for defamatory matters; or
 - (iv) it is submitted for frivolous or vexatious purposes; or
 - (v) it does not relate directly to the affairs of the Society; or
 - (vi) it is in substantially the same terms as any motion which has been defeated at any meeting of the Society held during the preceding two years.

The Secretary shall inform the proposer if the motion or amendment of which they have given notice is not in order and in accordance with the Rules and these Standing Orders.

18. The Board have the power to recommend for the approval of the meeting that a proposal shall be remitted to the Board for consideration, provided the member concerned has been notified not less than seven (seven) days before the meeting of the Board's intention and the meeting is informed of the Board's reasons for this recommendation.

Members' rights to move and speak to their motion

19. Where a motion or amendment is accepted into the business of an annual general meeting the proposer, or in their absence the seconder, may speak to the motion, provided that they are in attendance in person. Where a meeting is held solely by electronic means, the proposer or seconder may speak to the motion via pre-recorded video footage to be played at the meeting, or may prepare a written statement to be read by the chair of the meeting or Secretary on their behalf. In each case the length of the speech, video or statement shall not exceed 5 (five) minutes.
20. Once a motion or amendment has been moved and confirmed as seconded, the chair of the meeting may allow members to raise questions in relation to it. Only the chair of the meeting and the proposer, or in their absence the seconder, shall have the right of reply to the question(s). Such reply must be limited to answering directly the question raised, and must not introduce any new matter. Where the proposer or seconder is attending the meeting by electronic means, their answers to questions may be conveyed through the chair of the meeting.
21. A member shall not speak twice to a motion or amendment, except in explanation or in reply as provided in clause 20.
22. The chair of the meeting shall determine the point at which there has been sufficient debate of the motion or amendment and the timing of voting in relation thereto. In the event of more than one amendment to a motion being submitted, the first amendment shall be considered before any second or further amendment shall be taken into consideration. If the first amendment is carried, it will become the substantive motion and the second amendment may then be moved. If the first amendment is not carried, the second amendment may be moved to the original motion. Any and each further amendment shall likewise be taken in turn, only one amendment being admitted for discussion at one time.

Withdrawal of a motion

23. Any motion or amendment may be withdrawn by the proposer and seconder thereof, with the consent of the chair of the meeting.

Voting

24. Entitlement to votes and how votes shall be taken is set out in Rules 52 and 53.
25. The Board may make arrangements for electronic voting at the meeting, both on a show of hands or ballot.
26. If on a show of hands, or ballot, any votes are counted that ought not to have been counted, or any votes are not counted that ought to have been counted, the error shall not invalidate the decision arrived at unless it has been, in the opinion of the chair of the meeting, of sufficient magnitude so to do.
27. Where electronic voting is not used, the chair of the meeting and Secretary, shall determine how votes shall be counted and verified.
28. Abstentions shall be recorded, but shall not be counted and included in the final result.

Adjournment

29. The chair of the meeting may adjourn the meeting in accordance with Rule 50.

Conduct

30. The chair of the meeting may call attention to continued irrelevance, repetition or any breach of order on the part of anyone in attendance at a general meeting, and may direct such person to discontinue speaking.
31. If anyone interrupts another whilst addressing the meeting, or causes a disturbance and refuses to obey the chair of the meeting when called to order, they may be expelled from the meeting and, subject to paragraph 32 of these Standing Orders in respect of persons who are not members with voting rights, shall not be allowed to enter again until an apology satisfactory to the chair of the meeting has been given.
32. The chair of the meeting shall have the power to expel from the meeting any person who is not a member with voting rights, where their behaviour is not in line with the instructions of the chair of the meeting.
33. The Secretary's decision on procedural matters not covered by the Rules or these Standing Orders or on any disputes as to the interpretation of the Rules or these Standing Orders shall be final. Where there is a conflict between the Rules and these Standing Orders, the provisions within the Rules shall prevail.

Approved by the Board of Directors 17 September 2020
Presented to Members at Special General Meeting 8 October 2020