

# **PENN&TYLERS GREEN RESIDENTS SOCIETY**

## **The Standing Orders for the procedure and conduct of the Residents Society's Annual General Meeting pursuant to Article 59(iv) of the Articles of Association.**

### 1. Definitions

“The Standing Orders” - Rules made by the Board under Article 59(iv) to regulate the procedure for the conduct of the AGM in as much as it is not regulated by the Articles of Association.

“Standing Order “x” - Each numbered paragraph of the Standing Orders shall be known as “Standing Order” (SO) followed by its number.

“ The Annual General Meeting (AGM)” - The general meeting of the charitable Company convened as in Rule 4.5 and in accordance with the provisions of Articles 5-19 and 27-33.

“Member” and “Members present” - a Resident as defined in Rule 2.5

“Motion” - a formal proposal to be put before the Annual General Meeting for consideration and to be voted upon.

“Proposer” - a Member who makes a formal proposal to the AGM for consideration and vote.

“Seconded” - a Member who by agreement beforehand with the Proposer publicly endorses the Motion immediately after the Proposer has put the Motion before the AGM and speaks to the Motion put by the Proposer.

### 2. The Standing Orders

2.1 Any matter not addressed by these Orders may not be considered by the AGM save at the discretion of the Chairman with the agreement of not less than two-thirds of members present or on the demand for a poll by not less than three-quarters of members present approved by a majority of not less than two-thirds of members present.

2.2 Nothing in these Standing Orders shall contradict or conflict with the provisions for the procedure for convening and conducting business at a general meeting as set out in the Articles of Association.

2.3 A sub-committee may consider and make recommendations in advance of the AGM on any matter pertaining to the Standing Orders and the conduct of the AGM as determined by the Board and shall so report to the AGM as directed by the Board.

3. The Annual General Meeting (AGM)
- 3.1 The business of the AGM shall be :
  - a) to confirm the minutes of the previous Annual General Meeting and of any other general meeting held since that Meeting;
  - b) to adopt the Chairman's Annual Report and to adopt the Statement of Accounts;
  - c) to approve where required the appointment of Directors of the charitable company,
  - d) to consider any Motion proposed by the Board and by an individual Member under the provisions of SO3.2
- 3.2 A Motion for the AGM shall be submitted to the Secretary not less than 21 clear days before the date of the AGM. It shall contain save in respect of a Motion by the Board the name, address and other available contact details of both Proposer and Seconder. A Motion submitted under this Rule shall be published in the Village Hall not less than 7 clear days before the date of the AGM and shall be made available for inspection on the day of the AGM.
- 3.3 A Member wishing to speak to a Motion notified in accordance with SO3.2 including to propose an amendment to the Motion shall notify such intention with his/her name and address and, if intending to move an amendment, the terms of the amendment and name and address of the Seconder of the amendment, to the Secretary not less than 72 hours before the date of the AGM.
- 3.4 A Motion not notified in advance under SO3.2 may be considered by the AGM, subject to the provisions of SO3.7, provided it has a Proposer and Seconder who are Members, subject to the approval of more than two-thirds of Members present, the Chairman having the casting vote.
- 3.5 A Motion to amend a Motion agreed for consideration under SO3.4 may be proposed at the discretion of the Chairman provided both Proposer and Seconder be immediately available to speak to the amendment when called.
- 3.6 A Motion to amend a Motion shall not negative the Motion.
- 3.7 The Secretary shall not accept any Motion submitted under SO3.2 proposing Honoraria and the Chairman shall rule against any similar Motion falling to be considered under SO3.4
- 3.8 The Press shall be admitted to the business of the AGM ( see SO3.1) unless a proposal made by the Chairman that it be not so admitted be approved by the vote of two-thirds of Members present.
- 3.9 The President shall be ineligible to vote on any aspect of the business of the AGM even though he/she may be a Member.

4. Procedure at the AGM

- 4.1 Each person attending the AGM shall be required to sign the Attendance Book.
- 4.2 The business of the AGM as described in SO3.1 shall not begin until after the President's address and after the Chairman so declares.
- 4.3 At the conclusion of the President's address, such scrutineers as may be deemed necessary shall immediately be appointed and shall verify from the Attendance Book those attending who are not eligible to vote and shall report to the Chairman who shall advise the AGM.
- 4.4 Immediately after the appointment of scrutineers under SO4.3 and before the Chairman declares the business of the AGM to have begun, any report required by the Board of the sub-committee established under SO2.3 shall be made to the AGM.
- 4.5 A Motion for the suspension of any Standing Order shall be moved immediately after the Chairman declares the business of the AGM to have begun.
- 4.6 The Proposer of a Motion not submitted in advance under SO3.2 but wishing to seek the permission of the AGM for the Motion to be considered as under SO3.4 shall so seek permission immediately after a Motion to suspend any part of the Standing Orders as in SO4.4 has been disposed of.
- 4.7 No Motion or amendment whether notified under SO3.2 or approved under SO3.4 may be withdrawn except by the consent of the AGM.
- 4.8 No Motion shall be debated without it having a Proposer and Seconder.
- 4.9 Whenever the Chairman shall rise during debate, any Member then speaking or offering to speak shall immediately resume his/her seat and be silent.
- 4.10 The decision of the Chairman shall be final upon any point as to the interpretation to be placed on any Standing Order or upon the point whether a Motion has been carried, rejected or withdrawn. In the event of a tied vote, the Chairman shall declare a Motion "Not carried"
- 4.11 Any person disobeying the ruling of the Chairman shall be asked to leave the Meeting and shall be deemed to have so left and be unable to play any further part in the AGM notwithstanding any other consideration.

5. Speaking at the AGM

- 5.1 The Proposer of a Motion shall be permitted 5 minutes to speak for the Motion. The Seconder and all succeeding speakers for or against the Motion shall be permitted 3 minutes.

- 5.2 The Secunder of a Motion may formally second the Motion and reserve the right to speak later in the discussion on the Motion.
- 5.3 No Member shall be permitted to speak more than once to the Motion under discussion but the Proposer may speak a second time for not exceeding 3 Minutes to answer points raised by previous speakers but not to introduce any new matter to the debate. The Proposer may depute this right of a second speech to the Secunder with the permission of the Chairman.
- 5.4 An Amendment to a Motion shall be proposed and seconded immediately after the speeches of the Proposer and Secunder of the original Motion and in accordance with the provisions of SO5.3. When there is more than one Amendment proposed, each Amendment shall be taken separately in reverse numerical order.
- 5.5 An Amendment shall be disposed of by vote of the AGM or by withdrawal with the agreement of the AGM. If an Amendment is carried it shall become part of the original Motion and be taken as a new substantive Motion which shall be disposed of as described save that there may be moved other Amendments subject to the discretion of the Chairman.
- 5.6 Discussion shall be closed if the Motion, “ That the AGM move to next business” or, “That the question be now put” be proposed seconded and carried by simple majority. There shall be no debate on these Motions.

31st March 2005