



CORPORATE MATTERS

Standing Orders

For the Regulation of Proceedings
at General Meetings of the Members



The British Association of Barbershop Singers

SING BARBERSHOP

It's the Harmony that makes the difference

Registered Office: 6 Corunna Court, Corunna Road, Warwick CV34 5HQ
Registered as a Company No: 3823721 Registered Charity No: 1080930

The British Association of Barbershop Singers

Standing Orders for the Regulation of Proceedings at General Meetings of the Members

1. Preliminary

‘BABS’ means the British Association of Barbershop Singers, company no: 03823721 registered charity in England and Wales no: 1080930

‘member’ and ‘members’ refer to formal legal members of BABS, as recorded in the Register of Members. In accordance with the Articles of Association of BABS, only such members may vote at any General Meeting (whether voting in person or by proxy). A proxy for a member may exercise any rights of the member under these Standing Orders.

‘chairman’ means the person chairing the meeting

References to a vote being carried by a particular majority or number are to votes cast for or against by the members voting on the matter, unless specified otherwise.

2. Conduct

- a) Every member addressing the meeting shall address the chair and must speak to the question under discussion.
- b) If two or more members rise at the same time, the chairman shall determine the order in which they shall speak.
- c) Every member present shall be seated except the one who may be addressing the chairman, and when the chairman rises everyone else shall remain seated until the chairman resumes his seat.

- d) All voting (except for the election of people to the Board of Directors) shall be by show of voting cards unless:
 - (i) a poll vote is requested in accordance with section 321 of the Companies Act 2006; or
 - (ii) two-thirds of all the members present at the time request that a secret ballot be taken.
- e) If any member causes disturbance to the proceedings or uses abusive language he may be expelled from the meeting and may not return until an apology, acceptable to the members present, is given.

3. **Reports of Directors**

No motion or amendment shall be proposed to the report of any director, with reference to any matter which does not appear in the agenda to be so confirmed, but any member may put a question to the chairman or Director making the report. The minutes shall then include the original report and the nature of the discussions upon it.

4. **Moving of Proposed Motions**

- (a) If a proposed motion, notice of which has been given to members, is not moved by the proposer or another member nominated by the BABs Club on whose behalf a member has proposed the motion of which the notice has been given, it shall be considered as withdrawn and shall not be further considered without fresh notice;
- (b) If a motion be proposed and not seconded then it shall not proceed, unless a seconder can be found from the members present;
- (c) Any motion proposed by the Board of Directors shall not require proposing and seconding as above;
- (d) "Motion" in this Standing Order 4 includes all formal resolutions to be considered at a meeting, provided that the applicable requirements of the Companies Act 2006

regarding resolutions of the members must be observed.

5. **Motions without Notice**

The following motions may be proposed by members without notice:

- a) That the subject under debate be adjourned;
- b) That the meeting itself be adjourned;
- c) That the question under discussion be put to the vote;
- d) That a secret ballot be taken;
- e) That a vote be taken on a poll (such proposal to be made by the person or persons entitled to do so under section 321 of the Companies Act 2006);
- f) That any particular business be discussed;
- g) That any business deemed by the chairman to be urgent be discussed;
- h) That any report be received, adopted, acted upon or referred back.

The above are subject to the following:

- (i) The rights and powers of the chairman under the articles;
- (ii) Any formal resolution of the members, being an ordinary or special resolution, may only be proposed in accordance with the applicable provisions Companies Act 2006;
- (iii) A special resolution must be proposed as a special resolution and notice of that fact and the text of the resolution must be included in the notice of the meeting at which it is to be considered;
- (iv) A special resolution may not be amended at the meeting;
- (v) The annual accounts and trustees' report may not be rejected or referred back and any proposed amendment may only be dealt with as specified by the Companies Act 2006 and associated rules made under that Act for the amendment of company accounts.

6. **Withdrawal or amendment of motion or withdrawal of resolution**

A proposed motion or amendment once made and seconded may not be withdrawn without the consent of the majority of all the members present and voting on the matter at the meeting.

Any formal resolution of the members (whether an ordinary or special resolution) may be withdrawn by the Board of Directors if proposed by the Board but must otherwise be voted upon and determined by the meeting.

7. **Closure Motion**

On a motion being proposed and seconded under 5(c) above, it shall be put at once, unless the chairman refuses leave, and, if carried by the votes of not less than two-thirds of those who, being entitled so to do, vote, the question under consideration shall be put to the vote without further discussion (subject to a right of reply by the original proposer).

8. **Amendments to motions and resolutions**

- a) No delegate shall propose or second more than one amendment to any particular proposed motion or resolution.
- b) Every amendment shall be proposed and seconded and shall be reduced to writing, signed by the proposer, and handed to the chairman and shall be read out before it is further discussed or put to the meeting.
- c) Every amendment shall be relevant to the motion or resolution to which it is proposed, shall not be a direct negative, but shall be:-
 - a) to leave words out;
 - b) to insert or add words.
 - c) to leave out words and insert or add words,
- d) Wherever an amendment to an original motion or resolution has been proposed and seconded, no second or subsequent amendment shall be proposed

- until the first amendment has been disposed of, but notice of any number of amendments may be given.
- e) If any amendment is rejected, other amendments may be proposed to the original motion or resolution, but such amendments shall not bear the same meaning as any amendments already rejected.
 - f) If an amendment is carried, the proposed motion or resolution, as amended, shall take the place of the original proposed motion or resolution and shall become the question to which any further amendment may be proposed.
 - g) Amendments to ordinary resolutions shall only be permitted if they are corrections of minor typographical errors that do not alter the substance of the resolution;
 - h) Amendments to special resolutions are not permitted.

9. **Points of order**

All members shall be entitled to seek the decision of the chairman on a point of order at any time during the general meeting. The ruling of the chairman upon all points of order shall be final unless challenged by at least 4 members and supported by the majority of all the members present and voting.

10 **Procedure for challenging the chairman's Ruling**

Any member wishing to challenge the chairman's ruling on a point of order must do so immediately by stating "I challenge your ruling Mr Chairman".

The chairman then asks the meeting "are there three (3) other members present who challenge my decision?" If there are not the matter is at an end.

If three (3) additional members rise the Vice Chairman (or in his absence the Administration Director) puts a motion to the meeting "That the Chairman's Ruling be upheld" The member who made the initial challenge then speaks in

support of his contention and the chairman has the right to reply.

No other speakers are permitted and the motion is put to the vote by the Vice - Chairman or Administration Director and unless more than two thirds of the members present and voting vote against the motion the chairman's ruling must stand.

Provided that the above provisions are subject to the rights of the chairman set out in the articles and may not be exercised to override those rights.

11. **Suspension of Standing Orders**

Any one or more of these Standing Orders may, upon resolution, be suspended for the duration of any general meeting, if carried by the votes of not less than two-thirds of all the members present and voting. Provided that no such suspension may be made to any Standing Order that preserves the effect and requires the observation of any provisions in the articles of BABS.

12. **Matters not dealt with by Standing Orders**

Any question or matter whatsoever arising out of, or in connection with, the constitution, proceedings, or any other matter relating to a general meeting not dealt with by these Standing Orders, or by the Articles of BABS or by the Companies Act 2006 and associated regulations made under that Act or any other rules of law, shall be determined by a majority of the votes of the members. In the case of an equal division of votes the chairman shall not have a second, or casting vote.