

## **Standing Orders for the conduct of shareholder meetings**

### **1. Meeting time and place**

All meetings will be held at the time and place specified in the Secretary's notice unless unforeseen circumstances mean that it must be held elsewhere, or postponed. In this instance the Secretary will inform all members well in advance and a new date for the meeting will be set at 21 days' notice.

### **2. Quorum**

If within half an hour of the time appointed for the meeting a quorum (as defined in the Company Rules) is not present, the meeting shall be dissolved.

### **3. Order of business**

- 3.1 Any member wishing to introduce a motion for the consideration of the Annual General Meeting may do so in writing not later than 31<sup>st</sup> January preceding the AGM, which shall therefore not be scheduled to take place before 28<sup>th</sup> February in any year.
- 3.2 Members wishing to make nominations for the Board of Westmill must do so in writing to the Secretary by 31<sup>st</sup> January prior to the Annual General Meeting.
- 3.3 An agenda shall be prepared by the Chair and Secretary and will be circulated to members no less than 21 days in advance of each meeting.
- 3.4 All agenda items shall take precedence over other business. Amendments to motions must be submitted in writing to the Secretary no less than 10 days before the meeting.
- 3.5 Standing Orders will be available upon request.

### **4. Suspension of Standing Orders**

In the event of any matter of urgency, the Chair may accept a motion for the suspension of the Standing Orders. The member moving such suspension must clearly state the nature and urgency of his/her business, the numbers of the Standing Order affected, and the length of time (not more than 30 minutes) he/she desires such suspension to last. No suspension shall take place except by a simple majority vote of the members present.

### **5. Minutes**

The minutes of the previous meeting will be available upon request. No motion or discussion shall be allowed on the minutes except in regard to their accuracy. After the confirmation of the minutes, they shall be signed by the Chair and the members shall then be at liberty to ask any questions in regard to matters arising out of them. Such questions shall be allowed for purposes of information only, and no debate on the policy outlined in the minutes shall take place.

## **6. Procedure when speaking**

Every member should stand (if possible) and state their name clearly before speaking. They shall address the Chair. When more than one member rises to speak, the first to rise shall be given precedence, the decision resting with the Chair, but the member who rose immediately after the first one shall have the right to speak at the close of such member's address.

## **7. Chair's ruling**

If the Chair rises to call a member to order, or for any other purpose connected with the proceedings, the member speaking shall thereon resume their seat, and no other member shall rise until the Chair be resumed. The ruling of the Chair on any question under the Standing Orders, or on points of order or explanation, shall be final, unless challenged by not less than 20 members, and unless a simple majority of the members present vote to the contrary. Any member disrupting the meeting, by way of interruption, bad language or refusal to follow these Standing Orders will be named by the Chair and asked to leave the proceedings. Re-admittance will only be allowed after an apology is accepted by the meeting.

## **8. Motions and Amendments**

The first proposition on any particular subject shall be known as the original motion, and all succeeding propositions on that subject shall be called amendments. When an amendment is moved to an original motion, no further amendment shall be discussed until the first amendment is disposed of. Any motion may, by a majority vote from the floor, be remitted to the Board rather than a vote taken at the meeting.

Instead of voting at the meeting on any particular motion, members can ask, by way of a majority vote, that the matter be looked at by the Board at the earliest opportunity. This may be appropriate where a motion does not suggest a straightforward yes/no vote.

## **9. Emergency motions**

No new motions or amendments may be introduced during the meeting unless the business has arisen after the deadline for agenda items. In this case an Emergency motion may be tables and should if possible be given in writing to the Chair before the beginning of the meeting. An Emergency motion will only be discussed if a simple majority of those present accept it.

## **10. Speeches**

No member, excepting the mover of the original motion, shall be allowed to speak more than once upon any subject except on a point of order or explanation. On any amendment being moved, any member whether they have spoken on the original motion or not may speak on the amendment. No member shall speak for more than 3 minutes. The proposer of a motion may speak for 3 minutes, speakers from the floor and winding up shall speak for no more than 2 minutes. Members wishing to raise points of order or explanation must first obtain the permission of the Chair, and must rise immediately the alleged breach has occurred.

## **11. Substantive motions**

If an amendment is carried it displaces the original motion and itself becomes the substantive motion. Any further amendment relating to any portion of the substantive motion may be moved, provided it is consistent with the business and has not been covered by an amendment or motion which has previously been rejected. After the vote on each succeeding amendment has taken place, the surviving proposition shall be put to the vote as the main question, and if carried shall then become the resolution of the meeting.

## **12. Right of reply**

The mover of the original motion shall, if no amendment be moved, have the right of reply at the close of the debate. When an amendment is moved he/she shall be entitled to speak thereon in accordance with Standing Order 8, and at the close of the debate on such amendment shall reply to the discussion, but will introduce no new matter. The question shall then be put to the vote immediately and under no circumstances shall any further discussion be allowed once the motion has been put from the Chair. The mover of an amendment is not entitled to reply.

### **13. Withdrawal of motions**

No motion or amendment which has been accepted by the Chair shall be withdrawn without approval of a simple majority of the meeting. Neither shall any addendum or rider be added to a motion once it has been accepted by the Chair without the same majority.

### **14. Closing debate**

Any member who has not previously spoken in the debate on a particular motion can propose that the debate be closed and put to a vote or adjourned. This needs seconded and then a simple majority vote in favour.

No speeches shall be allowed on such motions. In the event of the closure being carried, the mover of the original motion shall have the right to reply in accordance with Standing Order 12, before the question is put to the meeting. Should any one of the motions mentioned in this Standing Order be defeated, 5 minutes shall elapse before it can be accepted again by the Chair, unless s/he is of the opinion that the circumstances have materially changed in the meantime.

### **15. Voting**

The vote shall be by show of voting card (to be issued to all members at the meeting). The Chair shall not vote on any question, unless there is a tie, when s/he shall have a casting vote.

Should the Co-operative decide to hold a postal ballot, this will be carried out in line with the proceedings set out in the Rules

### **16 Rescinding a Resolution**

No resolution shall be rescinded or amended at the same meeting at which it is passed. A minimum of three months must pass before a resolution can be considered again.

### **17 General meetings**

The Secretary shall call a general meeting at the written request of at least ten percent of the members.

### **18 Amendment of Standing Orders**

These Standing Orders, and any of the Rules of the Society, may be amended only by a three quarters majority at a general meeting, or by written declaration signed by all members of the Society. No amendment to the Company Rules will be valid until it is registered by the Registrar of Industrial and Provident Societies.