

General Meeting Bylaws

1.	Annual General Meetings.....	2
2.	General Meetings.....	2
3.	Calling of General Meetings	2
4.	Notice of General Meetings	2
5.	Quorum for General Meetings.....	3
6.	Chair of a General Meeting.....	3
7.	Adjournment if no Quorum	3
8.	Adjournment of a General Meeting.....	4
9.	Amendments to resolutions.....	4
10.	Voting on Resolutions	5
11.	Proxies.....	5
12.	Voting and Speaking	6
13.	Written Agreement to Resolution	6
14.	Defect in appointment of a member.....	7
15.	General guidance	7

1. Annual General Meetings

- 1.1 The Association shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.
- 1.2 Not more than 15 months may pass between one annual general meeting and the next.
- 1.3 At an annual general meeting the business to be conducted will usually include:
 - 1.3.1 the presentation of the accounts of the Association for the previous financial year and a report on the Association's activities to the Members;
 - 1.3.2 the election of Directors in place of those retiring and those appointed to fill a vacancy since the last annual general meeting; and
 - 1.3.3 where necessary the appointment of auditors or reporting accountants and the fixing of the remuneration of the auditors.

2. General Meetings

- 2.1 All general meetings except annual general meetings are called general meetings.

3. Calling of General Meetings

- 3.1 The Council may call a general meeting at any time and must call a general meeting within 21 days of a written request from not less than five per cent. of the Members who have a right to vote at general meetings.

4. Notice of General Meetings

- 4.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' Written notice (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 36). The notice must:
 - 4.1.1 indicate the place, date, time and the general nature of the business to be discussed and, if a Special Resolution is to be proposed, set out the exact wording of the Special Resolution; and

4.1.2 include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.

4.2 Notice of the meeting must be given to all Members and Directors of the Association in accordance with Article 36. A meeting may be held on shorter notice by the agreement of not less than 90 per cent. of the Members entitled to attend and vote at it.

5. Quorum for General Meetings

5.1 Business may be transacted at a general meeting only if a quorum of Members is present in person or by proxy.

5.2 A quorum is:

5.2.1 90 Members; or

5.2.2 5 per cent. of the total number of members, whichever is greater.

6. Chair of a General Meeting

6.1 The Chair (if any) of the Council should preside as chair at every general meeting of the Association.

6.2 If there is no Chair, or if he or she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Council shall select the chair of the meeting and in default the Members at the meeting shall select one of their number to chair the meeting.

7. Adjournment if no Quorum

7.1 If a quorum is not present within half an hour after the appointed starting time, the meeting shall be adjourned to another day, time and place as the Council may decide, except where the meeting was called by the demand of Members, in which case it must be dissolved. Article 29 shall apply to an adjourned meeting.

7.2 The Council must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.

- 7.3 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the Member or Members present at that time shall constitute the quorum for that meeting.

8. Adjournment of a General Meeting

- 8.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting.
- 8.2 The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened, unless these details are specified in a resolution.
- 8.3 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 8.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting.

9. Amendments to resolutions

- 9.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 9.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 9.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 9.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 9.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is or is not permissible, the chair's error does not invalidate the vote on that resolution.

10. Voting on Resolutions

- 10.1 A resolution put to the vote of the meeting is decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:
- 10.1.1 the chair of the meeting; or
 - 10.1.2 at least five Members present in person or by proxy and having the right to vote at the meeting, save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment.
- 10.2 Unless a poll is demanded, the declaration of the chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands is conclusive. The result of the vote must be recorded in the minutes but the number or proportion of the votes cast need not be recorded.
- 10.3 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.
- 10.4 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.
- 10.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting prior to conducting the poll.

11. Proxies

- 11.1 Members may appoint a proxy who shall be a Member of the Association. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a meeting of the Association.
- 11.2 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit.
- 11.3 An instrument appointing a proxy shall:
- 11.3.1 be in Writing executed by or on behalf of the appointer;

- 11.3.2 shall be in the form set out below or in any usual or common form or in such other form as the Directors may approve;
 - 11.3.3 unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and
 - 11.3.4 be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the meeting or reconvened meeting (excluding any day that is not a working day).
- 11.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 11.5 A proxy form will be available on the BAAT website.
- 11.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

12. Voting and Speaking

- 12.1 Every Member present in person or by proxy has one vote on each issue at general meetings. The chair of the meeting does not have a casting vote.
- 12.2 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.
- 12.3 A Director shall have the same rights as Members to attend and speak at general meetings but shall not be entitled to vote, unless the Director is also a Member.

13. Written Agreement to Resolution

- 13.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, Members may pass a written resolution without a meeting being held, provided that

- 13.1.1 it is in writing;
 - 13.1.2 a copy of the proposed resolution has been sent to every eligible Member;
 - 13.1.3 in the case of a Special Resolution, it must be stated on the resolution that it is a Special Resolution, and it must be Signed by at least 75 per cent. of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - 13.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings; and
 - 13.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.
- 13.2 A written resolution may consist of two or more documents in identical form signed by Members and is passed when the required majority of eligible Members have signified their agreement to it.

14. Defect in appointment of a member

- 14.1 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

15. General guidance

- 15.1 General Meetings of members is good practice and should be held where the primary stakeholders of a company are its members. For professional associations members are the only key stakeholders. General meetings are required by law to approve key aspects of the business, such as approving the appointment of auditors, appointing Directors, etc. General Meetings can be called annually or from time to time (usually called extraordinary general meetings). Business must be conducted in very specific ways and the Companies Act sets out how this is done. Decisions made at a general meeting are called 'resolutions' and 'resolutions' is a specific term as defined in the Act.

15.2 Resolutions passed at general meetings are only permissible if they are required in law and allow the company to act on them. Usually it is the Board of Directors who act on them. A resolution which instructs the Directors to do something which contravenes the Companies Act or which would not be in the best interests of the Association (which in itself would be a contravention of the Companies Act) are not enforceable.

Ordinary Resolutions

15.3 Resolutions differ depending on the decision required. Normally, an Ordinary Resolution will be required for decisions taken at general meetings. These can be passed by a simple majority of over 50% of the members votes.

Special Resolutions

15.4 Special Resolutions are reserved for more important matters which cannot be agreed by an Ordinary Resolution. Such issues may be: changing the name of the company, changing the Articles of Association, closing a company, etc. For a Special Resolution to be passed it requires 75% of the members votes.

Advisory Votes

15.5 Because the term 'resolution' is part of the legislation and is a formal requirement in some decision making at general meetings, it is important to draw a distinction between a formal resolution and an 'advisory vote' of the membership at a general meeting.

15.6 Members attending a general meeting may wish to make their feelings, opinions or views known to the Board of Directors. This is different to passing a formal 'resolution'. For these reasons 'advisory votes' can be passed at general meetings which bring issues to the attention of the Board, ask the Board to do something or perhaps not do something.

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