

# **Dunblane Development Trust**

## **Standing Orders for the Annual General Meeting**

### **Motions are dealt with in the following manner:**

- A Special Resolution Motion to be put to an AGM by Directors or members should be received by the board 6 weeks prior to the AGM, so that it might be considered by the board and included with the papers sent out to those attending with at least 21 days notice.
- An Ordinary Resolution Motion to be put to an AGM by Directors or members should be received by the board 2 weeks prior to the AGM, so that it might be considered by the board and included with the papers issued on the day of the AGM.
- The Chair or another Director explains the effect and purpose of each proposed resolution before putting it to a vote and whether the decision of the AGM is binding on the board
- Members who have put forward proposed resolutions are entitled to draft and have circulated with the notice of the meeting an explanation of their resolution (subject to it being a reasonable length) and any other supporting documents and the Chair allows an opportunity for the proposer of any resolution to address the meeting.
- A motion shall be proposed, seconded, discussed and voted on, the proposer being given the right of reply immediately prior to the vote.
- Any amendments shall be proposed and seconded following proposal and seconding of the original motion, before discussion of the motion.
- Should there be a properly proposed and seconded amendment, it shall be discussed and voted on before any vote is taken on the original motion, the proposer of the original motion being given the right of reply before a vote is taken.
- If an amendment is carried it shall be incorporated in the original proposal, which shall then become the substantive motion.
- Further amendments to the substantive motion, or to the original motion if an amendment or amendments are not carried, shall be dealt with in the same way.
- The final substantive motion shall then be voted on and shall then become the resolution of the meeting.
- If an amendment is, in the opinion of the Chair, against the meaning of the motion it is intended to amend, it shall not be allowed.
- A motion placed before the meeting shall be withdrawn or postponed only by voting on a motion of withdrawal or postponement properly proposed and seconded.
- Discussion of a motion can be curtailed by the Chair if, in their opinion, the conduct of the meeting so requires. The right of reply must then be given to the proposer and the motion put to a vote.

### **Election of Directors**

- The Memorandum and Articles of Association provide guidance on the election and tenure of Directors.
- Names of members who are standing for election (or re-election) and a brief description, to be posted on website as soon as possible after closing date for applications. Same information also to be provided to members attending AGM.
- The brief description may cover their relevant expertise, the dates they were first appointed to the DDT and so on.

## **Voting Procedure**

A system for the following should be agreed in advance of the AGM:

1. Counting a show of hands
  2. Secret balloting
  3. Proxy vote
- All currently paid-up ordinary members present or by proxy shall have a vote.
  - Voting on ordinary resolutions including election to the board is carried out by a simple majority.
  - Decisions on special resolutions are taken by 75% majority of ordinary members present or by proxy.
  - All business put to a vote shall be decided by a show of hands unless a secret ballot is called for by:
    - The Chair or
    - At least two ordinary members present or by proxy.
  - If a secret ballot is demanded it shall be taken as directed by the Chair, the result being deemed to be a resolution of the matter by the meeting.
  - Unless a secret ballot is demanded a declaration by the Chair that a resolution has been carried or has not been carried by a particular majority shall be conclusive.
  - In the case of an equality of votes by show of hands or secret ballot the Chair does not have a casting vote. The resolution will be deemed to have not been passed and the chair will decide how and when it will be reconsidered by:
    - Adjournment of AGM
    - EGM to be arranged

## **Adjournments**

The Chair can adjourn the meeting in all or part due to:

- Absence of a quorum
- A resolution being undecided by equality of votes
- Absence of appropriate information or key individual

A motion of adjournment, properly proposed and seconded, shall be accepted by the Chair and put to a vote after discussion which must be confined to the motion in question. If such a motion is defeated it may not be moved again. Such motion may be proposed at any time during a meeting. No new items shall be introduced on the agenda of the adjourned meeting. The meeting must be reconvened within 30 days and require no notice to be given.

## **Conclusion of Business**

The meeting is formally brought to a close by the Chair.

## **Suspension of these standing orders**

A motion to suspend Standing Orders, or part thereof, may be proposed provided that

1. in the opinion of the Chair such a suspension is urgently required
2. the Standing Order, the suspension of which is being proposed, is specified
3. the time for which suspension is required is specified
4. such a suspension does not involve a transgression of the rules of the DDT.
5. the proposal is seconded.