

## **Rules and Standing Orders for the Conduct of General Meetings**

**NB: Other section of Rules & Standing Orders still to be developed**

### General Meetings

15. The Association shall publicise the date of its AGM not later than two calendar months before its intended date.
16. Agendas for a general meeting shall be despatched to Members at least seven days before any such meeting.
17. The Board may limit the number of representatives (other than and in addition to the Representative) of an Association Member, Governing Body Member or a Corporate Member entitled to attend at any general meeting, or may provide that no such representative may attend such meeting. In absence of any limitation or direction to the contrary, the number of such representatives allowed to attend shall be one. Such representatives may speak, but not vote, at any meeting.
18. Resolutions intended to be proposed by Members at an annual general meeting must be received at the Association's principal office or its registered office on or before the day which is one calendar month before the date of the annual general meeting.
19. All resolutions shall be set out in the form "That the National Governors' Association ...."
20. The Board shall determine the order in which resolutions shall be debated at any general meeting, and in the event of there being more than one resolution on the same subject may amalgamate such resolutions as it sees fit.
21. The Chair may before or at any time during a general meeting set a time limit on speeches.
22. Only an Individual Member or a Representative may propose or second a resolution, amendment or motion.

Resolutions and Amendments

23. No resolution or amendment proposed shall be discussed unless it has been moved and seconded by Members present in person or in the person of their Representatives (or their respective proxies) at the relevant meeting. In the absence of both or either, at the relevant meeting the proposed resolution or amendment shall be deemed to have been withdrawn. The Chair of the meeting may require any resolution or amendment to be put in writing. Any amendment to a resolution shall be discussed and voted on before the original resolution is taken. Only one amendment shall be discussed at a time, but notice of further amendments (if any) must be given before the first amendment is put to the vote. Amendments shall be taken in the sequence in which they propose to amend the resolution. The mover of an amendment shall be entitled to reply.
24. No amendment may be the negative of substantive resolution.
25. The Chair may rule any amendment out of order if the wording is not clear or relevant, or if it contravenes any other rule or regulation.
26. The proposer of the substantive resolution has a right of reply before the vote on an amendment is taken.

Procedural Motions

27. Procedural Motions may not be put during a debate on an amendment.
28. The Closure. The motion, "That the question be now put", may not be proposed by anyone (other than the Chair) who has spoken in the debate. The consent of the Chair and the approval of the Association members present must be sought for the closure of the debate. The proposer of the substantive resolution shall have the right of reply.
29. Next Business. For the motion, "That this Association move to next business", the same procedure as in Rule 28 (The Closure) shall apply, except that the proposer of the substantive resolution shall have no right of

reply. If such a motion is passed, the substantive resolution to which it applies shall not be brought before the Association again until its next general meeting, (if again proposed).

30. Adjournment motions, "That the debate be adjourned until ", or "That this Association be now adjourned", will be subject to the same procedure as Rule 28 (The Closure), except that the proposer of the substantive resolution shall have no right of reply.

31. Subject to the foregoing, the Chair shall conduct business in accordance with the general law and practice of meetings.

### The Board

32. General Directors - Nominations

- a. Candidates may be nominated by any category of member.
- b. A member shall not be entitled to make more than one nomination for election to the post of, or appointment as, a Board member.
- c. Nominations must be made in the form specified for that purpose by the Board from time to time and must have the written consent of the nominee.
- d. Properly completed nominations and candidacies will not be accepted if received by the Company after 31 July in the year in which the appointment is to take effect, or from members whose subscriptions are not fully paid up or who are otherwise not in good standing.

33. A person may be nominated for election as a General Director and/or as a Regional Director. If then elected as either his other nomination will be deemed withdrawn. Any conflict as to which appointment is made shall be settled by the Board, in its sole discretion.