

MEMBERS' MEETINGS
RULES OF PROCEDURE

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RULES OF PROCEDURE
FOR
MEMBERS MEETINGS

1. AUTHORITY AND AMENDMENT OF THESE RULES

5. QUORUM

In accordance with the Constitution, a members' meeting may proceed to business if 20 Individual Members, the majority of whom are not Employees, are present within 30 minutes after the time fixed for the meeting. No such meeting shall become incompetent to transact business by lack of a quorum arising after the chair has been taken.

6. VOTING

In accordance with the Constitution every Member registered who is present shall have one vote. Voting shall be by show of hands unless one-third of the Members present demand a ballot or the Council of Governors shall so decide after giving due notice of its intention. No proxies shall be admissible.

7. CHAIRMAN

The Chairman of the Council of Governors or, in their absence, the Lead Governor or their authorised deputy, shall act as Chairman at Annual Members' meetings. The ruling of the Chairman on any matter of procedure or a point of order shall be final.

8. AGENDA

The agenda shall set out the business to be conducted at the meeting. The agenda for the annual meeting will be agreed at the preceding (July) meeting of the Council of Governors. No business other than that set out in the agenda, subject to any members' motions being received, shall be considered at any Members' meeting. Draft minutes of the previous meeting will be circulated with meeting papers for approval as a specific agenda item.

9. ORDER OF VOTING

Where Members' meetings are held in more than one location, the meeting at each location shall vote upon any amendment to an original motion appearing on the agenda and, if there is more than one amendment to any motion, in the order in which such amendments appear on the agenda, and shall then vote upon the original motion. The issue shall be decided by a majority of the total votes cast at all meetings and if there be a majority in favour of the motion and/or one or more amendments, that which receives the highest number of votes in favour shall be declared carried. The process will be as determined by the Trust.

10. MOTIONS

a. Submission

Any motion for consideration at any Members' meeting shall be received in writing signed by five Members submitted to the Secretary at the Trust's registered office by 1600 hours, 21 days prior to the annual members' meeting, or any special members' meeting. It shall be included in the notices as set out in paragraph 4 above. Any amendment to any motion shall be signed in the same way and shall be received by the Secretary at the

registered office by 1600 hours, 10 working days prior to the meeting. An amended agenda shall be circulated at the meeting.

b. Proposal and Seconding

A motion or amendment should be formally proposed and seconded at the meeting. Any of the signatories may propose or second the motion or amendment at any meeting where it appears on the agenda. In the event of such a Member not being available to attend such a meeting the Member may appoint in writing another Member to propose or second the motion or amendment.

11. REJECTION OF MOTIONS AND AMENDMENTS

Acceptance of motions or amendments shall be at the discretion of the Council of Governors, and may be disqualified if they:

- (a) may result in publicity which could unjustifiably diminish confidence in the Trust or
- (b) are defamatory or imply censure of any group or individual or
- (c) concern matters of day-to-day management which lie within the discretion of management or the Board of Directors or
- (d) do not relate directly to the affairs of the Trust or
- (e) are in substantially the same terms as a motion which has been considered at a meeting held during the preceding eighteen months

No amendment shall be accepted which is not relevant to the motion and no member shall propose or s-31(aET)-3(n)6n.65 Tmohs

13. SPEAKING RIGHTS

When discussing any other motions, no mover of a proposal shall speak for more than 5 minutes except by prior agreement with the Chair (to be arranged through the Secretary). No speaker apart from the mover of a proposal shall speak more than once on the same question. A maximum of 2 members, in addition to the mover, may speak in support of the motion if required. These speakers must be drawn from the members who have submitted the motion in accordance with Rule 10a. A maximum of three members may be heard regarding any opposition to the motion or amendment.

14. RIGHT OF REPLY

A reply is allowed to the mover of an original motion, but not to the mover of an amendment. After the mover has commenced their reply, no other Member shall speak to the question.

15. SCRUTINEERS

At least two Governors shall be appointed (at each site) prior to the beginning of the meeting to act as scrutineers in the event of any voting.