



### **Explanatory Memorandum**

The National Board, on the recommendation of the Preparatory Committee for General Meetings (Prep Com), seeks to amend the Standing Orders for General Meetings to:

- Clarify and/or update the Standing Orders (see Standing Orders 2, 3, 4, 4.1, 4.3(a), 4.7(a)ii, 6.2, 8, 9, 10, 12.1, 12.4, 12.5 and 13)
- Require that ordinary resolutions be developed with input from the Activism and Membership Committee to ensure that resolutions are aligned with Amnesty International's strategic priorities and Amnesty International Australia's campaign priorities (see Standing Order 4.3(a));
- Remove the reference to 'disorderly or disruptive conduct' as the threshold is already detailed as being 'unduly interrupted' and the reference to the AGM Chair setting arbitrary time limits as such conduct is already proscribed by the requirement of ensuring that those present can make contributions to the debate (Standing Order 9);
- Make explicit that a person can be removed from the meeting in order to ensure the orderly conduct of business (Standing Order 9.1);
- Make explicit that, subsequent to an election, if a resolution to ratify that election is not carried, that a casual vacancy in that position is created and the procedures for filling that position are enlivened (Standing Order 12); and
- Provide that the director appointed to Prep Com and the Company Secretary nominate a Regional President to join Prep Com where a General Meeting is being held virtually, and that the Chair of the Activism and Membership Committee or their nominee be co-opted to Prep Com as a matter of course (Standing Order 13).

These changes are set out in markup in the Attachment below.

### **Motion to be proposed for consideration at the 2025 Annual General Meeting**

The 2025 AGM:

ADOPTS the Standing Orders attached below.

### **ATTACHMENT**

## **Amnesty International Australia Standing Orders for General Meetings**

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## 1. What words mean

**Borda Count** means a voting system in which voters rank candidates in order of preference and points are awarded to candidates based on these rankings. The winning candidate is the one with the most points.

**Chair** means the person chairing the meeting.

**operational matters** are matters involving the day to day running of AIA under the direction of the National Director.

**PrepCom** means the Preparatory Committee.

Words that are defined in the Constitution (such as “Member”, “region” or “National Board”) have the same meaning in the standing orders.

Any requirement to hold a physical ballot, show of hands or any other in-person activity may be performed online using whichever available tools or mechanisms to achieve the same outcome. Equally, presence at a meeting extends to online attendance.

## 2. Who can be present

The following people are entitled to be present at a general meeting:

- any Member;
- the member of the Nominations and Assessment Committee<sup>1</sup> who is not a Member; and
- the auditor.

The Chair may invite anyone else who is not a Member or mentioned above to be present for some or all of a general meeting, and can withdraw, or change the terms of, the invitation.

## 3. Opening the meeting

The meeting must, if possible, be declared open within the time required by the Constitution.<sup>2</sup>

The meeting must then proceed to:

- address preliminary matters of an introductory nature (eg, ~~confirming the composition of the Credentials Committee and~~ appointing a returning officer);
  - adopt the standing orders;<sup>3</sup>
- and

<sup>1</sup> Appointed in accordance with clause 15.1 (c) (iii) of the Constitution

<sup>2</sup> If a meeting cannot be opened it must either be dissolved or adjourned in accordance with clause 12.4(c) of the Constitution.

<sup>3</sup> In accordance with clause 12.6 of the Constitution.

- consider any item of business relating directly to the right of anyone to be present, to speak or to vote.

The meeting then proceeds in accordance with the agenda.

#### 4. Moving resolutions

Resolutions or amendments may be moved by:

- (a) an Activism Leadership Committee;
- (b) the National Board;
- (c) a General Meeting Voter;
- (d) the Chair; or
- (e) any Member or Members permitted to do so by law,

depending on the nature of the resolution.

A resolution or amendment moved by a General Meeting Voter or a Member must be seconded by a person or body able to move a resolution.

A resolution that has been lost cannot be considered again at the same meeting. For the avoidance of doubt, a resolution that has been lost cannot be considered again if it covers the same or substantially similar subject matter.

#### 4.1 Categories of resolution

There are four categories of resolution.

- **Special resolutions:** The Corporations Act and the Constitution contain particular rules about what notice and voting support is required for special resolutions. Special resolutions are required to be included in the Notice of Meeting. At least 75% of the votes cast by members entitled to vote on a special resolution must be in favour of the resolution for it to be passed, and any resolution passed must be in the form that was included in the Notice of Meeting. Only a special resolution can amend the Constitution. Amendments to the Constitution are a class of special resolution.
- **Ordinary resolutions** are where only a simple majority is needed for them to pass (i.e. more than 50% of those voting, other than in accordance with 4.3 (c)). Some ordinary resolutions are required by law (such as the election/re-election of directors, appointment of an auditor, acceptance of reports at the general meeting, and matters relating to the number of directors and their terms if this is not covered by the company's constitution). Others cover strategic and commercial decisions or go to the substance of how AIA operates (for example, in setting policy, authorising action, or expressing opinion, ~~or regulating the internal organisation~~).
- **Formal resolutions:** resolutions which record the views of the meeting formally and officially, but which do not refer to matters of controversy or substance (eg, a resolution of thanks).
- **Procedural resolutions:** resolutions which refer to something of immediate relevance to the conduct of the meeting.

#### 4.2 Special resolutions

Special resolutions can be proposed for inclusion on a notice of meeting by anyone entitled to move a resolution, other than the Chair.

#### 4.3 Ordinary resolutions

Ordinary resolutions can be moved by anyone entitled to move a resolution. An ordinary resolution can be considered by a general meeting only if:

- (a) it, together with an explanatory note and any relevant financial costing financial costing and resourcing (if applicable), were provided to the company secretary at the registered office prior to the deadline to submit resolutions and that, where relevant, the resolution has been developed with

input from Activism and Membership Committee at Amnesty International Australia at least 14 days before the meeting;<sup>4</sup> or

- (b) the Credentials Committee recommends, and the meeting agrees, that it be accepted as an emergency resolution; or
- (c) the meeting agrees by a majority of at least two-thirds to consider the resolution.

#### **4.4 Emergency resolutions**

An emergency ordinary resolution is a resolution that arises out of circumstances that could not reasonably have been known or anticipated 21 days before the start of the meeting.

#### **4.5 Formal resolutions**

A formal resolution can be moved by the Chair, the National Board, a General Meeting Voter or an Activism Leadership Committee. If a person addresses a meeting in relation to a matter that could be the subject of a formal or non-contentious resolution, the Chair may suggest an appropriate resolution to the meeting and, with or without further discussion, put that resolution to the meeting.

#### **4.6 Procedural resolutions**

A procedural resolution can be moved by a General Meeting Voter or by the Chair. The appendix contains certain technical rules relating to the following procedural resolutions:

- “that the question be now put”;
- “that the meeting proceed to the next business”;
- “that the ruling of the Chair be dissented from”;
- “that the Chair leave the chair”; and
- “that the speaker no longer be heard”.

#### **4.7 Removal of proposed resolutions from the General Meeting agenda by the National Board**

- (a) Where the National Board considers that a proposed resolution is wholly concerned with operational matters, it must, a reasonable time before the meeting—
  - i. inform the mover of the proposed resolution (and any seconder) of its view, and that it intends to proceed under paragraph (b), and of their options other than proposing a resolution; and
  - ii. (where reasonably possible) suggest to the mover (and any seconder) how the resolution might be amended so as not to be wholly concerned with operational matters.
- (b) At the time when the business of the general meeting includes agreeing to the agenda for the meeting, a director on behalf of the National Board may move that a proposed resolution be removed from the agenda on the grounds that it is wholly concerned with operational matters. Such a motion does not need to be seconded.
- (c) The mover of a motion referred to in paragraph (b) must explain why the proposed resolution is considered to be operational and outline the steps taken under paragraph (a).
- (d) If the general meeting votes in favour of a motion moved under paragraph (c), the proposed resolution is removed from the agenda. A motion covering the same or substantially similar subject matter can be considered by the same general meeting if moved by or with the consent of the National Board but not otherwise.

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<sup>4</sup> In accordance with clause 12.7 (b) of the Constitution

## 5. Resolution Guidelines

- (a) The Preparatory Committee may make and publish guidelines in relation to resolutions to be proposed at General Meetings which may be amended or disallowed by a General Meeting, but operate as so amended if amended, or until disallowed.
- (b) Where a proposed resolution does not conform to the guidelines and PrepCom considers it necessary or appropriate to do so, PrepCom may make a proposal to the author to bring the resolution and/or related explanatory and supporting materials into conformity with the guidelines and may work with them towards that end.
- (c) Where it is not possible for PrepCom and the author to reach agreement on the form of a resolution and the related materials, PrepCom may—
  - (i) draft and present to the General Meeting a resolution in relation to the same subject matter drafted in the form it considers appropriate, and
  - (ii) direct that the only explanatory or background material in the papers of the meeting be the material that it has approved for the purpose.
- (d) Where PrepCom has presented a resolution under paragraph (c)(i), the resolution as originally moved (but not any explanatory or background material) must be made available to the participants in the meeting if the meeting so resolves or the mover so requests.

## 6. Amendments to Resolutions

**None of what follows applies to special resolutions. They cannot be amended except to correct typographical errors.**

Anyone who can move a resolution can propose an amendment to a resolution<sup>5</sup>.

The Chair of PrepCom may propose an amendment on behalf of the committee without the approval of the National Board.

All amendments must be moved before the person moving the original resolution has been offered the floor to speak in reply.

An amendment must add, omit or replace words in a resolution. It must not amount to a direct contradiction of the resolution and cannot be the same as an amendment already rejected by the meeting or seek to reverse an amendment already adopted. An amendment need not be seconded.

Amendments (other than very simple ones) should always be submitted in writing.

If the amendment is to an ordinary resolution, it must not go beyond the scope of the notice of the meeting or alter the substantial nature of the resolution.

When an amendment is moved the Chair should ask the mover of the original resolution whether the amendment is a “friendly” amendment. If the mover says that the amendment is friendly, the resolution as amended becomes the resolution before the meeting.

If the amendment is not “friendly”, the amendment must be debated and put to the vote.

When consideration of the amendment has taken place, debate is resumed on the resolution, either in the form previously before the Chair if the amendment was lost, or in its amended form if it was carried.

There cannot be more than one amendment before the meeting at a time, but the Chair may allow a further amendment to be foreshadowed and the foreshadowed amendment to be referred to in debate on an amendment. Where there are numerous amendments, the Chair can:

- (a) require all proposed amendments to be provided in writing;

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<sup>5</sup> Some amendments must be seconded. See standing order 4.

- (b) decline to accept any amendments other than those provided;
- (c) decide in what order the proposed amendments will be considered by the meeting; and
- (d) recommend the establishment of a drafting party.

Each amendment must be considered separately. Any person who spoke to an earlier amendment is entitled to speak again to each subsequent one.

Further consideration of a resolution may at any time be deferred until later in the meeting to enable discussion outside the meeting of possible amendments or related resolutions.

6.2 A resolution is passed when more than 50% of the votes cast by members present (in person or by proxy) and entitled to vote on a resolution are in favour of the resolution. A special resolution is passed when at least 75% of the votes cast by members present (in person or by proxy) and entitled to vote on a special resolution are in favour of the special resolution. A decision under 4.3(c) is passed when at least two thirds of the votes cast by members present (in person or by proxy) and entitled to vote on that decision are in favour of the decision. In order to calculate the total number of votes cast by members entitled to vote, abstentions are included.

## 7. Who can speak

Any Member may speak. In addition, the Chair may allow others to speak. The Chair decides who will speak and in what order. Normally, the Chair will note the names of those indicating a desire to speak and call on them in the order in which their names have been noted.

Before a final vote is taken on a resolution, the mover of the resolution is entitled to a right of reply. A speaker exercising a right of reply must not introduce new material.

A person speaking should address the Chair.

A person speaking can only be interrupted:

- by the Chair;
- by someone raising a point of order;
- on a call for a quorum;
- by someone moving that the question be now put;
- by someone moving that the speaker be no longer heard; or
- by someone moving that strangers be excluded from the meeting.

## 8. Who can vote

Only a General Meeting Voter or their ~~duly-appointed~~ proxy can vote on a resolution.

Each General Meeting Voter present and entitled to vote has one vote at a general meeting.

Unless a poll is called,<sup>6</sup> a vote is given by showing a voting card.

**Except in the case of a special resolution,**<sup>7</sup> a General Meeting Voter may allow any other person legally present to show their voting card, but doing so does not mean that the other person acquires any rights that they do not have anyway.

## 9. Role of the Chair

**The Chair has a number of roles at the meeting:**

- (1) to ensure the orderly conduct of business;

<sup>6</sup> Pursuant to clause 12.8(d) of the Constitution.

<sup>7</sup> See standing order 4

- (2) to ensure that the meeting is conducted according to the law and the standing orders;
- (3) to ensure that all views and opinions are, so far as practicable, given a fair ventilation; and
- (4) to ensure the meeting reaches and records decisions that fairly represent the consensus of those entitled to vote at the meeting or, failing that, the opinion of the majority of those entitled to vote.

The Chair is granted powers under the Constitution and general law to give effect to their role.

Typically, this involves the Chair:

- refusing entry to persons not entitled to attend the meeting;
- nominating who is to speak;
- dealing with the order of business;
- putting questions to the meeting;
- regulating discussion and ensuring that the proceedings of the meeting are not unduly interrupted ~~by disorderly or disruptive conduct~~;
- declaring resolutions carried or not carried;
- adjourning the meeting (where necessary); and
- declaring the meeting closed.

All powers of the Chair must be exercised fairly.

The Chair must remain impartial, ~~must not set arbitrary time limits~~, and must ensure that those present have had an opportunity to make a useful contribution to debate.

Nothing in any of these standing orders alters or limits the right of the Chair or of the meeting to exercise whatever powers are legally available to ensure the proper and orderly conduct of the meeting.

### 9.1 Orderly conduct of business

In order to ensure the orderly conduct of business, the Chair may take appropriate action to:

- (a) prevent interference with speakers by private talk or heckling remarks;
- ~~(b)~~ (b) restrain offensive statements and actions imputing improper motives;
- ~~(b)~~ (c) ~~remove the person from the meeting~~; or
- ~~(c)~~ (d) temporarily adjourn the meeting.

### 9.2 Proper conduct of meeting

In order to ensure the proper conduct of the meeting, the Chair may:

- (a) take appropriate action to ensure speakers are restrained to speaking on the topic before the meeting;
- (b) impose a time limit on a debate;
- (c) decline to consider any resolution or amendment until it is provided in writing; or
- (d) determine that only a certain number of speakers will be heard for, and the same number against, a resolution.

### 9.3 Reaching decisions

To help the meeting reach decisions supported by consensus or a majority, the Chair:



- (a) may call for a straw poll;<sup>8</sup>
- (b) must, before putting a resolution to a vote, ask whether it can be adopted by consensus (or, if appropriate, whether the meeting can proceed to the next business by consensus);
- (c) may put a resolution to the meeting in several parts; and
- (d) where there is an equal number of votes for and against a resolution, may exercise a casting vote.

## 10. Points of order and points of information

Anyone legally present and entitled to speak can raise a point of order or a point of information. A point of order draws attention to a failure to observe the Constitution or these standing orders. A point of information is a succinct statement of fact to correct an error or misconception. Both must be made as soon as the occasion for doing so arises.

A person can raise a point of order or point of information by:

- (a) raising a card provided for the purpose; or
- (b) signalling to the Chair using a "T" formed by placing the extended fingers of one hand perpendicular to the palm of the other hand.

The Chair must rule on a point of order immediately and without debate, and must explain the ruling. Before giving the ruling the Chair may invite comments from the meeting ~~as they as she or he sees~~ fit.

## 11. Working parties

The meeting can agree to consider resolutions and other items of business on the agenda in one or more working parties.

Each working party must have a chair and a rapporteur.

Each working party must approve its own chair and rapporteur, but the Preparatory Committee may propose who will perform those roles. A working party may also decide to have a drafting consultant or a facilitator, or both, and people to perform other roles.

The function of the rapporteur is to prepare a report of the working party for the general meeting in plenary. The chair of a working party must agree with the report before it is presented.

Everything in these standing orders about the conduct of general meetings applies to working parties. A decision of a working party has no effect until it is adopted (with or without amendment) by the general meeting in plenary session.

The chair of the working party speaks for the working party in the plenary session on any question of what the working party intended or decided, or whether an amendment moved in plenary would have been considered "friendly" by the working party.

## 12. Elections

Every position must be filled by a decision of the meeting, through an election subsequently ratified by a resolution carried by the meeting or, if the number of candidates is not greater than the number to be elected to the relevant position or

<sup>8</sup> In a straw poll, the Chair asks each person with voting rights to indicate their position on any issue or options connected with the business before the meeting or the conduct of the meeting. The purpose is to gauge the mood of the meeting. A straw poll is not binding, and is not a formal decision. It usually provides the Chair with a basis for moving to a conclusion that is expeditious, orderly and in keeping with the common sentiment.



positions, the position or positions are filled solely by a resolution carried by the meeting.

In the event that a resolution ratifying an election is not carried by the meeting, a casual vacancy is created in that position to be filled in accordance with the relevant procedures for filling casual vacancies for that position.

### **12.1 Returning Officer and election results**

All elections must be conducted by a returning officer appointed by the meeting. The meeting may also appoint a deputy returning officer.

Noting that elections are by secret ballot, the company secretary or other appropriate person must make the results (that is, the number of first preference votes received by each candidate in each ballot) of all elections at General Meetings available to Members on request.

### **12.2 Election of Directors**

Where there needs to be an election to fill the position of a director elected by the General Meeting, elections are to be conducted (if necessary) in the following order:

- (a) for a director whose term will expire at that meeting;
- (b) to fill a casual vacancy where the balance of the term for that class is 2\_\_\_\_  
\_\_\_\_\_years;
- (c)\_\_\_\_\_ to fill a casual vacancy where the balance of the term for that class is 1 year

~~Every position must be filled by a decision of the meeting, either through an election or (if the number of nominees is not greater than the number to be elected to the relevant position) by a resolution carried by the meeting.~~

### **12.3 Order of elections where reserves to be elected**

For the avoidance of doubt, in relation to any position for which reserves must also be elected (such as the Nominations and Assessment Committee) separate elections are to be conducted for the position and then for the reserves in accordance with the methods set out below. In elections for such positions, a person who is a candidate for the position will be deemed to be a candidate also for election as a reserve unless that candidate has stated that he or she does not seek election as a reserve.

### **12.4 Voting mechanisms - introduction**

The following voting mechanisms will be used depending on the nature of the election. They provide for:

- 1. elections where only one position is to be filled; and
- 2. elections where more than one position is to be filled; ~~and~~
- ~~3. ranking directors elected in 2019 to determine the Class to which they will be allocated.~~

In an election to fill any position other than that of returning officer, each voter will receive a ballot paper on which the name of each candidate is listed with a square beside his or her name.

Candidates' names will be placed on the ballot paper with a box next to their name in alphabetical order. Except in the case of a Borda Count, a completed ballot paper is valid if (a) the number "1" is placed in at least one box next to a candidate's name; and (b) if there are numbers in other boxes they constitute a numeric sequence of whole numbers commencing with 2 and each subsequent number 1 greater than the number immediately lower than it.

In the case of a Borda Count, there must be a number in every box, following a numeric sequence of consecutive whole numbers commencing with "1".<sup>9</sup>

### **12.5 Voting mechanism – where one position to be filled.**

Where only one position is to be filled, the optional preferential voting system will be used. In the first count, the first preference of each General Meeting Voter is counted and used to rank the candidates. If one candidate holds the majority of the votes, then that candidate wins.

If no single candidate holds the majority of votes, then the candidate with the fewest first preferences is eliminated. This is also the case if more than one candidate has the fewest number of votes: all candidates are eliminated who hold the fewest first preferences. Votes assigned to eliminated candidates are then added to the totals of one of the remaining candidates according to the next preference on the ballot paper. This process is repeated until one candidate holds the majority of votes.

~~In the case of a director, if any General Meeting Voter so requires, the returning officer must submit to the meeting, one by one, the names of those elected under this paragraph for a decision by the meeting that the person be appointed as a director.~~

### **12.6 Voting mechanism – where more than one position to be filled**

Where more than one position is to be filled, the procedure in Appendix 2 applies.<sup>10</sup>

### **12.7 Voting to rank successful candidates**

Where successful candidates must be ranked – for example as part of the election of directors in relation to allocating them to a particular Class as part of the transitional arrangements under the Constitution in 2019<sup>11</sup> – the Borda Count will be used.

General Meeting Voters rank each successful candidate by placing a whole number in descending order in the box next to each candidate's name according to preference, where '1' is the first preference, '2' the second and so forth until each box is marked with a whole number.

Each candidate will receive  $X - 1$  points for first preferences, where 'X' is the total number of candidates to be ranked,  $X - 2$  for second choice and so forth, with zero points for the last choice. Each candidate is ranked from first to last according to the highest number of points received to lowest number of points received.

## **13. Preparatory Committee**

Responsibility for the overall organisation and coordination of a general meeting lies with the Preparatory Committee. The Preparatory Committee will include a director appointed by the National Board, the Company Secretary and the Regional President of the host Region (or their nominee). Where a General Meeting is being held online, the Regional President (or their nominee) is appointed by the director and the Company Secretary. It may co-opt no more than two other people with one being the Chair of the Activism and Membership Committee or their nominee. The Chair of the Governance Committee is not able to be a member of the Preparatory Committee. It can also delegate any of its functions to other people or committees. The Preparatory Committee's term of office runs from as soon as possible after the date when the

<sup>9</sup> For online General Meetings, see Standing Order 1.

<sup>10</sup> Appendix 2 is a minimal adaptation of clauses 45 to 52 of [Scottish Statutory Instruments 2007 No. 42 Representation of the People, The Scottish Local Government Elections Order 2007](#).

<sup>11</sup> ~~Clause 26.4(h)~~

venue of the General Meeting has been chosen until one month following the date of the General Meeting.

The committee has general responsibility for:

- everything relating to the agenda;
- what working parties and other activities (such as information and training sessions, discussion groups and visiting speakers) should be established;
- how resolutions and other business are to be handled (including amending or combining resolutions, ensuring the effective flow of information between working parties);
- referring any resolution back to the author in order to give effect to Standing Order 5, which may include but is not limited to:- appending appropriate background information to the resolutions, including costings where possible and advising the author on alternatives to resolutions eg Questions on Notice;
- who might discharge particular roles, including the roles of working party chairs, rapporteurs, drafting consultants, facilitators, and the returning officer ~~and members of the Credentials Committee~~;
- advising the National Board on the management of resolutions and the business of the meeting; and
- where necessary having regard to how else this might be done, assisting the meeting in understanding and discussing resolutions.

The Preparatory Committee must circulate a draft agenda to Activism Leadership Committees, General Meeting Voters, directors and all other participants entitled to be funded to attend at least 14 days before the meeting is due to start.

The Preparatory Committee may ask any or all of those with the particular roles referred to in dot point 3 of paragraph 2 of this standing order to be present when it meets, whether before or during a general meeting.

#### **14. Credentials Committee**

The members of the Credentials Committee are the chair of the Governance Committee and the Company Secretary. The function of the Credentials Committee is to provide advice and recommendations to the meeting, the Chair, or both on:

- (a) any question concerning the legal entitlement of a person to be present or to vote;
- (b) emergency resolutions; and
- (c) anything else referred to it by the meeting concerning how the Constitution or these standing orders apply to the conduct of the meeting.

#### **15. Amendments to standing orders**

A resolution to amend the standing orders is an ordinary resolution.

If a resolution would amend the standing orders for the current meeting, it must be considered at the time when the resolution to adopt the standing orders is before the Chair.

If a resolution would not have effect until the next general meeting, it can be considered by the meeting in the same way as any other resolution.

Following each General Meeting the Preparatory Committee must report within 28 days to the National Board on any changes it recommends to the standing orders.

Appendix 1  
Procedural Resolutions

**A. That the question be now put**

A resolution that the question be now put (a "closure resolution") may be moved during the debate on a resolution or an amendment to a resolution, and while a person is speaking. It cannot be moved by someone who has moved or spoken to the resolution or the amendment then under consideration. The resolution cannot be debated. The Chair has a discretion whether to accept the resolution. A closure resolution moved while an amendment is under consideration relates only to that amendment. If a closure resolution is carried while an amendment is under consideration, the amendment must be put to the vote immediately. If a closure resolution is carried while a resolution is under consideration, the original resolution must be put to the vote immediately after the mover of the original resolution has exercised a right of reply (if they wish).

**B. That the meeting proceed to the next business**

A resolution that the meeting proceed to the next business may be moved during the debate on a resolution or an amendment to the resolution. The resolution cannot be debated. The Chair has a discretion whether to accept the resolution. If accepted, the resolution must be put to the meeting immediately. If carried, the resolution disposes of the original resolution and any amendment to it, and the meeting cannot thereafter consider that resolution again.

**C. That the ruling of the Chair be dissented from**

If a person entitled to do so moves that the ruling of the Chair be dissented from, the Chair must invite the mover to speak briefly in support of the resolution. The Chair must then explain why the ruling in question was given. The resolution must then be put without any further discussion.

**D. That the Chair leave the chair**

A resolution that the Chair leave the chair must be put immediately. If carried at a general meeting, the resolution closes the meeting.

**E. That the speaker no longer be heard**

The Chair has a discretion whether to accept a resolution that the speaker no longer be heard but, if the Chair accepts it, the resolution must be put immediately. A decision that the speaker no longer be heard applies only in respect of the resolution, amendment or other item of business before the meeting at the time of that decision.

Appendix 2  
Counting Where More Than One position to be Filled

**1. First Stage**

- (1) The returning officer shall sort the valid ballot papers into parcels according to the candidates for whom first preference votes are given.
- (2) The returning officer shall then-
  - (a) count the number of ballot papers in each parcel;
  - (b) credit the candidate receiving the first preference vote with one vote for each ballot paper; and
  - (c) record those numbers.
- (3) The returning officer shall also ascertain and record the total number of valid ballot papers.

**2. The Quota**

- (1) The returning officer shall divide the total number of valid ballot papers by a number exceeding by one of the number of the positions to be filled.
- (2) The result of the division under paragraph (1) (ignoring any decimal places), increased by one, is the number of votes needed to secure the election of a candidate (in these rules referred to as the "quota").

**3. Election**

Where, at any stage of the count, the number of the votes for a candidate equals or exceeds the quota, the candidate is deemed to be elected.

**4. Transfer of Ballot Papers**

- (1) Where, at the end of any stage of the count, the number of votes credited to any candidate exceeds the quota and, subject to rules 5 and 9, one or more vacancies remain to be filled, the returning officer shall sort the ballot papers received by that candidate into further parcels so that they are grouped-
  - (a) according to the next available preference given on those papers; and
  - (b) where no such preference is given, as a parcel of non-transferable papers.
- (2) The returning officer shall, in accordance with this rule and rule 5, transfer each parcel of ballot papers referred to in paragraph (1)(a) to the continuing candidate for whom the next available preference is given on those papers and shall credit such continuing candidates with an additional number of votes calculated in accordance with paragraph (3).
- (3) The vote on each ballot paper transferred under paragraph (2) shall have a value ("the transfer value") calculated as follows-

A divided by B

Where

A = the value which is calculated by multiplying the surplus of the transferring candidate by the value of the ballot paper when received by that candidate; and

B= the total number of votes credited to that candidate,

The calculation being made to five decimal places (any remainder being ignored).

(4) For the purpose of paragraph (3)-

(a) "Transferring candidates" means the candidate from whom the ballot paper is being transferred; and

(b) "The value of the ballot paper" means-

- (i) for a ballot paper on which a first preference vote is given for the transferring candidate, one; and
- (ii) in all other cases, the transfer value of the ballot paper when received by the transferring candidate.

## **5. Transfer of Ballot Papers - Supplementary Provisions**

(1) If, at the end of any stage of the count, the number of votes credited to two or more candidates exceeds the quota the returning officer shall-

(a) first sort the ballot papers of the candidate with the highest surplus; and

(b) then transfer the transferable papers of that candidate.

(2) If the surpluses determined in respect of two or more candidates are equal, the transferable papers of the candidate who had the highest number of votes at the end of the most recent preceding stage at which they had unequal numbers of votes shall be transferred first.

(3) If the numbers of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide, by lot, which candidate's transferable papers are to be transferred first.

## **6. Exclusion of Candidates**

(1) If, one or more vacancies remain to be filled and-

(a) the returning officer has transferred all ballot papers which are required by rule 48 or this rule be transferred; or

(b) there are no ballot papers to be transferred under rule 48 or this rule, the returning officer shall exclude from the election at that stage the candidate with the then lowest number of votes.

(2) The returning officer shall sort the ballot papers for the candidate excluded under paragraph (1) into parcels so that they are grouped-

(a) according to the next available preference given on those papers; and

- (b) where no such preference is given, as a parcel of non-transferable papers.
- (3) The returning officer shall, in accordance with this article, transfer each parcel of ballot papers referred to in paragraph (2)(a) to the continuing candidate for whom the next available preference is given on those papers and shall credit such continuing candidates with an additional number of votes calculated in accordance with paragraph (4).
- (4) The vote on each ballot paper transferred under paragraph (3) shall have a transfer value of one unless the vote was transferred to the excluded candidate in which case it shall have the same transfer value as when transferred to the candidate excluded under paragraph (1).
- (5) This rule is subject to rule 8.

## **7. Exclusion of candidates - supplementary provisions**

- (1) If, when a candidate has to be excluded under rule 6-
  - (a) two or more candidates each have the same number of votes; and
  - (b) no other candidate has fewer votes,Paragraph (2) applies.
- (2) Where this paragraph applies-
  - (a) regard shall be had to the total number of votes credited to those candidates at the end of the most recently preceding stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded; and
  - (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide, by lot, which of those candidates is to be excluded.

## **8. Filling of last vacancies**

- (1) Where the number of continuing candidates is equal to the number of vacancies remaining unfilled, the continuing candidates are deemed to be elected.
- (2) Where the last vacancies can be filled under this rule, no further transfer shall be made.