

# **STANDING ORDERS for ANNUAL GENERAL MEETINGS**

**of**

**Educate Together**

**22/09/2020 BoD meeting 21/10/2020**

## **1 Preamble**

1.1 These Standing Orders are adopted by the Board of Educate Together to inform the processes of planning for, and the conduct of, Annual General Meetings of the Company.

1.2 The Board has established a Standing Orders Committee (the Committee/SOC- See Terms of Reference for the Committee) to work, within its Terms of Reference and these Standing Orders, in an open and transparent manner informed by the values and ethos of the organisation in such a way as to encourage and facilitate the widest participation in the Company's Annual General Meetings while cognisant of the need to operate in an efficient and effective manner recognising the voluntary nature of members' inputs.

## **2 Dates related to the AGM**

2.1 The Company will hold an Annual General Meeting each calendar year between the second Friday in April and the second Sunday in May taking into consideration the dates for Easter and the May Bank Holiday.

2.2 The date of the AGM together with the dates specified below and other dates accepted by the Board on the recommendation of the SOC will be notified by the Company Secretary to the members no later than 31 October of the preceding year.

2.3 Motions which are to be considered for inclusion in the Agenda of the AGM must be received by the SOC in the prescribed manner no later than mid-day on 31 January.

2.3.1 Motions and amendments to motions received after the deadline shall not be considered.

2.4 Nominations for positions to be filled on the board or other committees must be received by the SOC in the prescribed manner no later than mid-day on 1 March.

2.4.1 Nominations received after the deadline shall not be considered.

### **3 Pre-Annual General Meeting Processes**

3.1 The Committee will meet as often as it deems necessary to carry out its functions in a timely and comprehensive manner within the framework of the agreed date for the AGM and the fixed dates for receipt of motions and for nominations for positions to be filled. The Committee may also meet as requested by the Board for any other business.

3.2 Specifically, the Committee will meet within the first ten days of February to consider the motions received for inclusion on the agenda of an AGM. At this meeting they will:

- consider all motions submitted and deem them to be eligible for inclusion in the agenda or if they might be rejected as they are beyond the scope of the objectives of the company, repeat existing policy, or are outside the remit of the AGM,
  - recommend where eligible motions might need to be edited to make them clearer and,
  - propose the amalgamation of motions of a similar nature.

3.3 In undertaking the work at 3.2 the Committee's will communicate with proposers where their motion is being rejected or changed in any way in order to explain the Committee's approach and will seek the support of the proposer for the Committee's approach. The proposers of motions are expected to co-operate with the Standing Orders Committee in this process.

3.4 Where the proposer accepts the approach suggested by the Committee the motions will be on the Draft Agenda in their altered form.

3.5 Where a proposer does not accept the rejection of a motion, the amendments or amalgamation of their motion as proposed by the SOC they may appeal to the AGM at the time when the Motions item on the Agenda is open for debate, provided they have made a submission as an amendment to the Draft Agenda circulated by the SOC by the date set for the acceptance of amendments.

3.6 A Draft Agenda including motions proposed by the SOC arising from their work in this Section 3 will be circulated to members no later than the end of February. This will also indicate the latest date by which any amendments to the draft, both from original proposers and others, must be received in the prescribed manner, this being no sooner than two weeks and no later than three weeks from the date of circulation of the Draft Agenda.

3.7 The SOC will re-convene as appropriate after the date for receipt of amendments to the draft agenda and will work with the Company Secretary and any staff appointed by the CEO to ensure that a complete set of documentation relating to the agenda is circulated to members no later than twenty one days before the date of the AGM.

## **4 Emergency Motions**

4.1 Emergency Motions are those which arise from circumstances or events which were not known by the date of submission of amendments. If the Board or a member wishes to submit an Emergency Motion, they must submit it to the Chairperson of the Standing Orders Committee as early as is possible after the new circumstances arise but no later than one hour before the commencement of the AGM.

4.2 On receipt of any such motion the SOC will consider if they believe it to be a valid emergency motion and will advise the AGM of its proposal either recommending that the motion be rejected, be added to the agenda as an additional motion or as an amendment to a motion already on the Agenda at the time of the adoption of the Agenda by the AGM.

4.3 Delegates will accept or reject the SOC proposal by simple majority having heard from the proposer if they disagree with the proposal. If accepted as an additional motion it will be the last motion to be discussed at the AGM.

## **5 Representation at Annual General Meetings (AGMs)**

5.1. Each member as set out at Clauses 3 (a), (b) and (c) of the Constitution and who are in compliance with Clause 4 of the Constitution shall be entitled to nominate one voting delegate, to represent it at AGMs. Each member shall also be entitled to nominate up to three other non-voting representatives to attend, who may speak but not vote at an AGM. Nominees do not have to be from within the members own school community.

5.2 The voting delegate must be registered in the prescribed manner no later than mid-day five days before the AGM. The name(s) of non-voting representatives must be notified in the prescribed manner no later than three days before the AGM.

5.3 Where a duly registered voting delegate is not able to attend the member must submit the name of the alternate delegate in writing to the Chairperson of the SOC as soon as possible but no later than the commencement of the AGM. Should any issues arise as regards eligibility of proxies the SOC will make a recommendation to the AGM on the matter which will, at the time of approving the quorum, decide on the entitlement of the proxy to be a voting delegate at the meeting.

5.4 The quorum for an AGM shall be as in Article 9(a) of the Constitution which is 40% of the members.

5.5 Articles 9(b) and (c) of the Constitution set out the process to be followed for inquorate meetings.

## **6 AGM Agenda**

6.1 The Agenda of the Annual General Meeting (the AGM of the Company) shall, based on Article 11 of the Constitution, be as follows;

1. Quorum, and Apologies
2. Adoption of the Agenda
3. Election of Tellers
4. Adoptions of the Minutes of the last year's General Meeting
5. Financial Report and noting of accounts
6. Appointment of Auditors
7. Consideration of the Annual Report of the Board and Committees
8. Report on Motions passed at previous AGMs
9. Admissions to membership
10. Election of Directors and Officers
11. Motions
12. Chairperson's Address

6.2. AGMs will be chaired in compliance with Article 8 of the Constitution and decisions of the Chairperson shall be final except as for the procedure at 8.1(e).

6.3 The Company Secretary will ensure that Minutes are taken that will include a list of delegates and representatives present.

6.4 Elections as may take place within the AGM shall be by Single Transferable Vote. Votes shall be counted by the elected tellers under the supervision of the SOC.

6.5 The Chairperson shall ensure that all debate is conducted according to the norms of natural justice. Individual cases, institutions or people may not be referred to or be identified in the course of debate

## **7 Motions**

7.1 Proposers of motions will normally be allowed to speak for four minutes, and all other speakers for three minutes. However, in the event of time constraints these limits may be reduced by the Chairperson, in consultation with the Standing Orders Committee. No delegate will be allowed to speak more than once on the same motion, except the proposer, who has a right of reply for a maximum of two minutes and who may also answer requests for clarification at the discretion of the Chairperson.

7.2 Once the Agenda has been accepted motions and amendments on the agenda may only be withdrawn with the permission of the meeting. If the member proposing the motion is not present the motion can be proposed by another voting delegate.

7.3 An individual member of the Board may not speak against a motion or amendment proposed by the Board of Directors; likewise, an individual speaker from a member school may not speak against a motion proposed by that Member school or an individual speaker from a Patron Body may not speak against a motion proposed by that Patron Body.

7.4.1 An amendment, if accepted by the proposers of the affected motion, becomes part of that motion and confers no separate right to speak after having been accepted.

7.4.2 An amendment not accepted by the proposers of the affected motion shall be debated immediately after the main motion is proposed and seconded.

7.5 Voting on an amendment shall take place prior to any vote on the main motion. In the event of an amendment being carried it becomes part of the substantive motion before the AGM, which will then be debated and voted on in accordance with these Standing Orders. If the amendment is rejected, the debate returns to the original motion.

7.6 Where motions affect the operation of Educate Together's powers as a patron of schools' only delegates representing the Boards of Management of schools operating with Educate Together's patronage may vote. Voting will also be limited to voting delegates from either the primary or secondary schools, sectors where motions only have an impact on their respective sectors.

7.7 Each motion will be put to a vote in compliance with Article 12 of the Constitution. The Chairperson may allow discussion to take place on a number of motions which cover similar topics in the same section before putting these to separate votes.

7.8 No recount will be taken unless the result as announced by the Chairperson be challenged by not less than five voting delegates.

7.9 Literature and documentation relating to any motion to on the agenda may not be circulated at AGM without the prior agreement of the SOC.

## **8 Procedural Motions**

8.1 Procedural motions are used to assist the chair in moving debate along. Procedural motions empower members to take control of the debate and ensure it is moving in an appropriate direction. The procedural motions are:

- a) A motion that the question be now put.
- b) A motion that the question be not put.
- c) A motion that the question be taken in specified parts.
- d) A motion to refer the matter to a specified later time, date, meeting, officer or committee.
- e) A challenge to the Chairperson's ruling.

8.2 Procedural motions must have a seconder. They may not be proposed while any member is speaking on a Point of Order, Point of Information or during the act of voting.

8.3 The Chairperson may refuse to accept a procedural motion which is similar or related to the same subject which was defeated in the previous 15 minutes. The Chair may also decline a Procedural Motion 8.1(a-d), prior to two speakers speaking on the motion.

8.4 Procedural motions 8.1(a-d) shall be voted on without debate. If these procedural motions fail debate on the original motion shall continue.

8.5 In the event of procedural motion 8.1(a) being passed the Chairperson shall allow the proposer of the original motion to summate before the vote.

8.6 In the event of procedural motion 8.1(b) being passed the Chairperson shall immediately move to the next business.

8.7 If the event of procedural motion 8.1(c) being passed the Chairperson shall have the specified parts voted on separately, and each part so voted on if carried by the AGM, shall constitute the decision of the AGM.

8.8 If the procedural motion 8.1(d) passes, the original motion shall be referred as specified in this procedural motion.

8.9 In the event of procedural motion 8.1(e) being called the proposer must state where the Chairpersons' ruling has not followed points of order and procedure either within the Constitution or these Standing Orders. At the calling of 8.1(e) the chairperson will ascertain if there are at least 4 other delegates who support the proposal. If the proposal has the required support, the Chairperson shall leave the chair and have the right to speak against the proposal, which shall then be put to a vote without further debate by the Deputy Chairperson. If the proposal does not have the required support, it shall fall. The AGM shall then proceed in accordance with the vote and the Chairperson shall return to the chair.

8.10 No procedural motion except for 8.1(e) may be moved whilst another procedural motion is being discussed.

## **9 Points of Information, Clarification and Order**

9.1 Points of information shall be accepted at the sole discretion of the speaker at the time it is requested by another delegate.

9.2 Points of Clarification: a delegate may seek clarification relevant to the subject under debate at the discretion of the Chairperson

9.3.1 Points of Order: a delegate may raise a Point of Order related only to the conduct of the meeting and not the subject of the debate. Points of Order shall have priority over all other business except the acts of voting (unless they refer to the conduct of the vote) and they will not be discussed. Any member may raise a Point of Order, providing that they do so immediately and state that they rise on a 'Point of Order'.

9.3.2 A Point of Order may be raised concerning the rules of procedure as set out in the Constitution, these Standing Orders or other policy of the Company. The person raising the Point of Order may interrupt a speaker during debate if they believe that the breach of the Constitution, Standing Orders or other policies warrants it.

9.3.3 It is not allowed to use a Point of Order to ask a question of information.

9.3.4 The Point of Order calls on the Chairperson to make a ruling. The Chairperson may rule on the Point of Order or submit it to the judgment of the meeting. The Point is to be resolved before business continues.

## **10 Suspension of Standing Orders**

10.1 A motion to suspend Standing Orders for a specified purpose and time will be put to a vote of the meeting and will only be adopted with the consent of two-thirds of the delegates present.

No decisions which are binding on Educate Together may be taken while Standing Orders are suspended.

## **11 Other General Meetings**

11.1 Other General Meetings may be convened in accordance with the Company Constitution when the Board may seek the inputs of the SOC within the spirit of these Standing Orders.