

A Guide to Shiatsu Society (UK) General meetings

Shiatsu Society (UK)
Eastlands Court, St. Peters Road, Rugby. CV21 3QP
0845 130 4560 email: admin@shiatsu.org
Registered at Companies House, registered number 3519175



Shiatsu Society meetings take place within the framework of the Rules and Regulations of the Society and, in particular, section 7 Standing Orders.

The technical detail and wording of the Standing Orders can appear daunting. This guide will, hopefully, demystify the process and procedures of the Annual General Meeting (AGM) and other Extraordinary General Meetings (EGM).

It is important to note that the information given here is not a definitive interpretation of the Rules and Regulations. Our Rules state "The Chairperson of the Society shall give the meaning of any Rule and Regulation not directly linked to the Memorandum of Association and Articles of Association." (rule 1 2nd para)

The role of the Memorandum and Articles of Association will be explained in the context of Shiatsu Society (UK) being a Limited Company.

The Rules and Regulations, Memorandum of Association and the Articles of Association can be obtained from the Society's offices or from the downloads page of the members' area of the website. (www.shiatsu.org)

The Standing Orders would be even longer and more unwieldy if they tried to cover every possible situation that could arise at a meeting of the Society. It is therefore likely that from time to time the Chair or the meeting will need to make a decision or act in a way that is not directly covered by the Standing Orders. The Standing Orders make provision for this by stating "If further guidance is needed on the running of the meeting, 'Citrine's ABC of Chairmanship' shall be consulted." (rule 7 g)

"Citrine's ABC of Chairmanship" is a wonderful little book that covers both the minutiae and the general principles of how a meeting should be run for the benefit of all concerned.

The numbering of the Rules in this guide refers to the version of the Rules and Regulations current at 1/10/04. The numbering and some rules may change after the AGM 2004.

For ease of use the Rules and Regulations will be referred to as the "rules", and the Memorandum and Articles of Association as the "arts and mems".

counted by a show of hands !

The voting procedures seem to cause confusion when a proposal to alter the rules has an amendment to it.

The original proposal to alter the rules requires a 7/8ths majority.

However the amendment to the original proposal isn't altering the rules it is amending the original proposal so for it to be passed only requires a simple majority.

If the amendment is passed it then becomes the substantive proposal which is proposing a change to the rules. Therefore when the substantive proposal is voted on it needs a 7/8ths majority to be passed.

The Chair, or at least 2 members may demand that the vote is counted rather than it being by a show of hands. The call for this to happen must be made either before or on the declaration of the result of a show of hands. (rules 7 a vii 2)) Once a vote on a show of hands has been accepted by the meeting it cannot be changed.

A postal ballot of all members (not just those at the meeting) can be demanded if 20% of the members at the meeting agree to this course of action BEFORE the substantive proposal is put to the vote.

Each member only has one vote for each proposal being voted on. A member can vote for, against or abstain.

CONTENTS

The original proposal is introduced by its proposer. It is then open to the Chair to decide if the original proposal is debated or whether amendments will be heard straight away.

The proposer of the amendment speaks first and then the speakers should alternate for and against the amendment. If after the vote the amendment is adopted the wording of the original proposal is altered to accommodate the amendment. This changed version is then called the “substantive proposal”.

This process takes place again for any other amendments. When the final amendment has been voted on the substantive proposal can then be debated.

The Chair may well feel that there has already been enough debate in discussing numerous amendments and just ask the proposer to sum up before the substantive proposal is put to the vote.

At any time in the debate a member may propose that the meeting goes straight to a vote. (This could be on an amendment or the original or substantive proposal). The member proposing going straight to a vote should not be the proposer or seconder of the original proposal nor of an amendment and should not have already spoken on the proposal being debated. (Citrine’s page 47)

Voting

The Chair is allowed to vote and indeed has a second or casting vote if it should be needed. However “Because the chairman’s role is essentially an impartial one, he should not normally vote unless it is to exercise the casting vote...” (Citrine’s page 61)

At a general meeting of the Society “a resolution, or other decision put to the vote shall be decided on a show of hands, and passed on a simple majority.” (rules 7 a vii 1)

The exceptions to this are
~ the arts, mems and rules need a 7/8ths majority in favour of a proposal to amend them.
~ The election of Directors is by secret ballot.
~ If a proposal of No Confidence arises at the meeting (rather than it having been included on the agenda) the vote is by a postal ballot of all members.
~ If a postal ballot is called for any other reason it is obviously not

What are the Rules?	page 3
Who or what is the Shiatsu Society?	page 3
What are the arts and mems?	page 3
Rules and Regulations	page 4
Standing Orders	page 4
General Meetings	
AGM	
EGM	page 5
Good Practice at General Meetings	page 6
Points of Order and other Interjections	page 7
Challenging the chair’s ruling	page 8
Proposals, Motions, Amendments and Resolutions	page 8
Voting	page 9

What are the Rules?

Before we get to the rules we need to talk about the arts and mems. Before we talk about the arts and mems we need to talk about the Shiatsu Society (UK). So.....

Who or what is the Shiatsu Society?

The Shiatsu Society started out as just that, a society: “a group of people associated by their calling or interests”. From that group of people, a few, initially called the “Core Group” and later the “Management Committee” did whatever was necessary to run the Society.

The number of people belonging to the Society grew until the income from membership fees became liable for VAT. At around this time it was discovered that the members who made up the Management Committee (MC) could be held personally liable for any or all the debts of the Society. Not surprisingly, the MC members didn't like this possibility. Something had to be done. The end result after looking at different options was that the Society was turned into a Limited Company.

The nice friendly terminology of Management Committee was kept but the reality was, and is, that the MC are the Directors of Shiatsu Society (UK) Ltd. and all the members are shareholders. As shareholders each of us is liable for the debts of the Company upto a maximum per member of £10. Because we as shareholders have a financial interest in the Company it is enshrined in Company Law that the Directors have to report to the shareholders once a year at a general meeting, hence the term Annual General Meeting.

Because the Directors only have to report once in a given year any other general meetings of the shareholders are called Extraordinary General Meetings.

The term “general” means “affecting or including all or the whole”. The decisions taken at a General Meeting (AGM or EGM) affect all the shareholders so all are invited to attend and express their opinions.

What are the arts and mems?

The Articles of Association (arts) and Memorandum of Association (mems) are the documents lodged with Companies House that define what a Company is set up to do (mems) and the basic rules (arts) of

Challenging the Chair's ruling

“The chairman needs sufficient authority to run the meeting without having continually to face flippant challenges. At the same time, however, there needs to be some mechanism to prevent him acting autocratically or unreasonably.”

“The ruling of the chairman on any question under the standing orders or on points of order or explanation shall be final, unless challenged by at least four members, ...”

There is no debate, but an immediate vote. If the chair's ruling is overturned “...it does not mean the chairman's decisions for the whole meeting have been rejected, but just the one under dispute.” (Citrine's page 94)

Proposals, Motions, Amendments and Resolutions

A “proposal” and a “motion” are in reality the same thing. A proposal is proposed and a motion is moved but the words can be interchanged.

The agenda item (proposal) for debate is called the “original” proposal.

An amendment is a proposal “..which seeks to alter and improve..” the original proposal.

A proposal becomes a resolution once it has been voted on and the meeting has resolved to carry out the instructions of the proposal.

A proposal has to be proposed and seconded before it can be accepted as legitimate business for a general meeting of the Society. (rules 7 a x 4) and 7 a xi 3 b)

Once a proposal is accepted by the Chair (on the agenda) it becomes the property of the meeting.

“It cannot be withdrawn if even one member dissents, nor can it be altered or amended in any way without the consent of all those present at the meeting.” (Citrine's page 20)

If a member wants to alter the meaning or intent of the original proposal then s/he needs to put an amendment. The amendment should be in writing and proposed and seconded.

An original proposal may attract any number of amendments. The Chair decides which order the amendments are considered by the meeting.

marshall your thoughts before speaking. It is not acceptable to try and interject later in the debate with something that you forgot to say. When everyone who wishes to has spoken the proposer of the proposal is invited by the Chair to sum up their proposal. The seconder of the proposal could sum up instead of the proposer.

The proposal is then put to the vote.

Points of Order and other Interjections

“Most interjections which are made are not points of order, whatever the person making them may think” (Citrine’s page 90)

“Points of order must deal with the conduct or procedure of the debate. The member rising to put the point of order must prove one or more of the following:

- a) that the speaker is travelling outside the scope of the question;
- b) that he is using ‘unparliamentary’ language, for example by making remarks of a personal nature, particularly if they are abusive, or by using obscene language;
- c) that he is transgressing some rule of the society;
- d) that he is infringing the standing orders, is acting contrary to the general custom of debate; or
- e) that he may be acting unlawfully, for example by inciting racial hatred or provoking violence.” (Citrine’s page 90)

“In putting the point of order, the interjector must not make anything like a speech. The point of order must be put briefly and directly...” (Citrine’s page 91)

A point of order should be made as soon as the transgression is noticed.

A member may make a **point of explanation**, if for example s/he has been misquoted by another speaker. “Controversial matter must not be introduced, and members may not explain the remarks of a previous speaker.” (Citrine’s page 92)

“Someone seeking the chairman’s permission to make a point of explanation may interrupt a speaker to do so. However, if a member simply wants to know something about the procedure or subject under discussion, he can raise a **point of information**, but he must wait until the speaker has finished and then catch the chairman’s eye.” (Citrine’s page 92)

how a Company will operate.

Rules and Regulations

The Rules and Regulations are extra definitions of how the Company should be run. These extra Rules and Regulations cannot contradict the arts or mems.

The Society’s rules cover many different aspects of being a member. For this guide we will be concentrating on the section of the rules called Standing Orders.

Standing Orders

“All meetings of the Society shall be conducted in accordance with the Standing Orders (Rules and Regulations 7). The Standing Orders provide the framework for how a meeting should proceed.” (rules 6 e)

General Meetings

There are 2 sorts of general meeting. The Annual general meeting (AGM) and Extraordinary general meetings (EGM).

Before a general meeting can take place it must be quorate i.e. a minimum number of members must be there. This number is set at 3% of the total membership (rule 7 a i) and ii)

Every general meeting shall be chaired by the Chairperson of the Society (rule 7a v) unless the Chairperson is unwilling to take the chair or s/he for whatever reason is not at the meeting. If this situation arises the rest of the Directors (Management Committee) elect one of their number to be chair for the meeting. (rules 7 a v 1)

If none of the MC are present or willing to act as Chair then the members present can elect a Chair from their number, as long as the meeting is quorate. (rules 7 a v 2)

The Chair of the meeting has to ensure that minutes are taken as a record of the meeting. (rule 7 e)

AGM

The Directors of the Company call the AGM and decide when and where it will be held. (rule 6 a). The maximum time between AGMs is 15 months. (rule 6 c)

The Directors must give a minimum of 21 clear days notice that they

are calling an AGM. (rule 6 a)

The AGM is a legal requirement within Company Law and as such has a specific function. Only certain items of business are allowed on the agenda of an AGM.

The business of the AGM shall be to give the membership of the Shiatsu Society an opportunity to review the workings of the Society by considering the minutes of the previous AGM, and the reports of the Chair, Treasurer and other committee members. (rule 7 a x)

Members may ask questions on a report which will be answered by the Director. "The questions and answers should be limited to the report, and not used for discussion or debate of policy beyond that relevant to the subject of the question." (rule 7 a x 3)

The Directors are expected to have included on the agenda proposals that pertain to membership fees, the maximum number of Directors (if that number is to change from the status quo), the rates of remuneration for Directors and sub committee members (on the recommendation of the Audit Sub Committee (rule 9 a x) and any other matter pertinent to the Society.

A member can submit for inclusion on the agenda proposals to change or amend the rules or the arts or mems. Any member can also table a motion of No Confidence (rule 7 a ix). That is the full extent of the items that a member can propose at an AGM.

At the first AGM (when the Society became a Limited Company) many members felt very frustrated that they could no longer have a general discussion on topics that were important to them. This was because of the legal requirements of an AGM and still is.

To allow members the opportunity to discuss matters of interest that cannot be part of the agenda for the AGM the arts and rules were amended. The Society's arts and rules now make provision for an EGM to follow within 48hrs of the AGM.(arts 8 and rule 7 a xi)

EGM

The EGM after the AGM is called at the same time as the AGM. Because of its special function this meeting exists even if at the start of the meeting the only item on the agenda is the minutes of a previous EGM. In effect, this EGM is called by the Directors and has the same notice period as the AGM.

Any other EGM can be called by either the Directors or the members. If the call for an EGM comes from a member, that member has to show that enough other members support her/his reasons for calling a general meeting. Therefore, it needs 20 members to call an EGM. (rule 7 a xi 3)

This sort of EGM can only be called for a specific reason or reasons which have to be stated when the 20 signatures are presented at the Society Offices. These will be the only items on the agenda, other than the minutes of the previous EGM and any amendments to the published proposals.

Good Practice at General Meetings

When a large number of people come together to discuss and debate issues there has to be ORDER so that everyone has the same opportunity to express their views. The majority of people at a general meeting are content to express their views by voting either for or against the proposal being debated. If they do not wish to speak in the debate it is important that they do not start chatting and prevent other people being able to clearly hear the members debating the proposal.

It is the role of the Chair of the meeting to keep order. If a member wishes to speak s/he needs to quietly attract the attention of the Chair, this is usually done by raising a hand and waiting until s/he has caught the Chair's eye. The Chair will then invite them to speak at an appropriate time in the flow of the debate.

When a proposal is being debated the generally accepted format is:

The proposer speaks first to introduce the proposal. The Chair will then ask if any member wishes to speak either for or against the proposal. The Chair should call members to speak for and against the proposal alternately until either everyone has spoken who wishes to or the time limit for the debate has been reached. (Citrine's page 26)

Each member speaking should do so in order to develop the debate. If someone starts speaking by saying "I agree with the point so and so made ..." s/he should not be speaking. The way to show your agreement is by voting at the end of the debate.

The Chair should only allow each member to speak once either for or against the proposal.(Citrine's page 92). It is therefore important to