

Rules of Fertility New Zealand (National) Incorporated – Constitution

1. **NAME**

The name of this Society is "FERTILITY NEW ZEALAND (NATIONAL) INCORPORATED".

2. **OBJECTS**

- 2.1 **Objects:** The Society's objects are to:
 - (a) assist Members in coping with impaired fertility;
 - (b) advocate for, and promote, national policy on issues related to impaired fertility;
 - (c) liaise with international, national and local governmental and other organisations or groups on issues of interest affecting those with impaired fertility;
 - (d) represent and coordinate Branches;
 - (e) promote regular reviews of practices in fertility services throughout New Zealand;
 - (f) promote equity in access to fertility services throughout New Zealand;
 - (g) promote high ethical standards of practice in the management and research of impaired fertility;
 - (h) coordinate and promote throughout New Zealand education about impaired fertility and the impact of impaired fertility;
 - (i) promote and coordinate the study of, and research into, impaired fertility issues; and
 - (j) promote the allocation of resources to services for those affected by impaired fertility.
- 2.2 **Not predominant:** No one of the Society's Objects is intended to be predominant.



3. INTERPRETATION

In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908 or any enactment that has been substituted for that enactment and its amendments and regulations made under that Act.

Board means the governing body of the Society appointed pursuant to Rule 11.

Branch means a branch of the Society incorporated pursuant to Rule 10.1 and the Act.

General Meeting means an annual general meeting or a special general meeting of the Society.

Member means a person admitted to membership of the Society in accordance with Rule 6.

Objects means the objects of the Society as set out in Rule 2.

President means the officer appointed pursuant to Rule 11.4.

Registrar means the Registrar of Incorporated Societies.

Related Person for the purpose of Rule 6.5 and in relation to any business to which section CW42(5) of the Income Tax Act 2007 applies, means a person specified in paragraphs (i) to (iv) of subsection (5)(b) of that section, the persons currently specified being:

- (a) a settlor or trustee of the trust by which the business is carried on; or
- (b) a shareholder or director of the company by which the business is carried on;
- (c) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on;
- (d) a person associated with a settlor, trustee, shareholder or director already mentioned in this definition;

Secretary means the officer appointed pursuant to Rule 11.4.

Society means Fertility New Zealand (National) Incorporated.



Sub-Committee means a group appointed pursuant to Rule 12.6.

Treasurer means the officer appointed pursuant to Rule 11.4.

Vice-President means the officer appointed pursuant to Rule 11.4.

4. **POWERS**

In addition to the powers granted to the Society pursuant to the Act or otherwise, the Society has all the powers it requires to carry out its Objects including (without limitation) the powers to:

- (a) communicate on matters dealing with impaired fertility and related issues;
- (b) provide support for groups of Members acting in pursuit of the Society's Objects;
- (c) engage staff;
- (d) provide support for and maintain buildings, offices and research laboratories;
- (e) establish and support or aid in the establishment and support of any entity registered as a charity under the Charities Act 2005 and connected with the Society's Objects or calculated to further those Objects;
- (f) execute any trusts which are consistent with the Society's Objects;
- (g) manage any gift, endowment or bequest made to and accepted by the Society generally or for the purposes of any specific Object and to carry out any trusts attached to any such gift, endowment or bequest; and
- (h) invest and deal with the monies of the Society in such a manner as may from time to time be determined by the Board.

5. **REGISTER OF MEMBERS**

- 5.1 **Board to keep register:** The Board is to keep a register of Members in accordance with the Act containing, in respect of each Member:
 - (a) their names;
 - (b) their address;
 - (c) their email address or telephone number, or both; and



- (d) the date on which they became a Member.
- 5.2 **Changes to register:** Each Member is responsible for advising the Secretary of any change to the Member's name, address, email address and telephone number, as applicable. The Secretary will update the register accordingly.
- 5.3 **Access to register:** The register of Members shall not be made available to any Member without the prior approval of the Board.

6. **MEMBERSHIP**

6.1 **Application:**

Applicants for membership (who may be individuals, couples, or bodies corporate or unincorporated) must complete an application form provided by the Board and supply such information as the Board may require.

- 6.2 **Decision:** The Board has a discretion whether to admit an applicant for membership and must advise the applicant of its decision.
- 6.3 **Branches:** If an applicant for membership nominates a Branch of the Society of which they also wish to be a member, the Society will, if the application is successful:
 - (a) notify that Branch accordingly; and
 - (b) make reasonable efforts to have that Branch register that membership.
- 6.4 **No private pecuniary profit of any individual and exceptions:** No private pecuniary profit shall be made by any person involved in the Society, except that:
 - (a) any member of the Board or employee shall be entitled to be reimbursed out of the assets of the Society for all expenses which he or she properly incurs in connection with the affairs of the Society;
 - (b) the Society may pay reasonable and proper remuneration and benefits to any officer or servant of the Society (whether a member of the Board or not) in return for services actually rendered to the Society;
 - (c) any member of the Board is to be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member of the Board or by any firm or entity of which that member of the Board is a member, employee or associate in connection with the affairs of the Society;



- (d) in each year, each member of the Board will be entitled to an honorarium for his or her services actually rendered to the Society as a member of the Board as may be fair and reasonable having regard to his or her duties and responsibilities, but not exceeding the amount approved by the Members at a General Meeting;
- (e) any member of the Board may retain any remuneration properly payable to that member of the Board by any company or undertaking with which the Society may be in any way concerned or involved for which that member of the Board has acted in any capacity whatever, notwithstanding that that member of the Board's connection with that company or undertaking is in any way attributable to that member of the Board's connection with the Society.
- 6.5 **Prohibition of benefit or advantage in business activity:** In the carrying on of any business under this Constitution no benefit, advantage or income shall be afforded to, or received, gained, achieved or derived by any Related Person where that Related Person, in his or her capacity as a Related Person, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:
 - (a) the nature or amount of that benefit, advantage or income; or
 - (b) the circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved or derived.

A person who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this Rule 6.5.

7. **CESSATION OF MEMBERSHIP**

- 7.1 **Resignation:** Any Member may resign their membership by submitting a written resignation to the Board.
- 7.2 **Lapse:** A Member's membership shall lapse if any membership fee remains unpaid three months after the date it is due for payment by that Member.
- 7.3 **Termination:** A Member's membership may be terminated by the Board:
 - (a) for misconduct in accordance with Rule 9; or
 - (b) where a Member fails to respond to a communication sent to that Member to the address or email address supplied by the Member requesting a response within a reasonable timeframe and setting out



that the consequence of a failure to respond will be termination of that Member's membership from the nominated date.

8. **SUBSCRIPTIONS**

8.1 **Fees:** The Society may at the Annual General Meeting set an annual membership fee for the ensuing year.

9. **DISPUTES PROCEDURE**

9.1 A Member may in writing raise with the Board an allegation of damage (caused by the Society, or by a Member) to a Member's rights or interests (as a Member) or to Members' rights or interests generally.

9.2 The Board:

- (a) must, as soon as reasonably practicable after receiving a complaint or grievance under Rule 9.1, investigate and determine the complaint or grievance;
- (b) is empowered to investigate and determine any matter of discipline or conduct or any complaint made regarding the conduct of any Member;
- (c) is empowered to delegate its power to investigate a matter of discipline or conduct or any complaint made regarding the conduct of any Member to a sub-committee. That sub-committee may investigate the matter, hear and consider submissions and make recommendations to the Board as to the determination it should make and the penalty to be imposed, if any, under Rule 9.7. However, the sub-committee shall not have the power to impose a penalty on any Member;
- (d) is empowered to impose such penalties for misconduct (including termination of membership) as it thinks fit and appropriate,

in accordance with this Rule 9 ("Disputes Procedure").

- 9.3 For the purpose of this Rule 9, misconduct of a Member includes:
 - (a) conduct that violates this Constitution;
 - (b) conduct that brings the Society into disrepute (including, without limitation to the general nature of this Rule 9.3(b), misusing support group meetings to further the Member's own commercial purposes and uploading spam content to the Society's website);



- (c) in the case of an individual Member, being convicted of a serious criminal offence or an offence involving dishonesty;
- (d) in the case of an individual Member, being adjudicated bankrupt; and
- (e) in the case of a corporate member, being put in receivership or liquidation or making a general composition with creditors.
- 9.4 Upon receiving a written complaint or grievance or resolving to consider disciplinary action the Board shall notify the Member concerned in writing stating the nature and particulars of the complaint and convene a meeting of the Board to consider the complaint.
- 9.5 Notwithstanding Rule 9.2(a), the Board may decide not to proceed with a matter further if the Board determines that:
 - (a) the matter is trivial;
 - (b) the complaint or grievance does not appear to disclose:
 - (i) in the case of a complaint, any material misconduct; or
 - (ii) in the case of a grievance, any material damage to a Member's rights or interests; or
 - (c) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
 - (e) the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Society.
- 9.6 The Member in question may make written submissions to the Board, or may come before the Board to discuss the complaint and present oral submissions.
- 9.7 After it has considered the subject matter of the complaint and any submissions made by the Member the Board may, where it considers that one of the grounds of misconduct in Rule 9.3 has been made out, impose one or more of the following penalties as it thinks fit and appropriate having regard to the nature of the misconduct:
 - (a) a written warning or reprimand;
 - (b) suspension from all Society activities for whatever period the Board considers appropriate;



- (c) order the payment of restitution for any damage done to the property of the Society or of any person;
- (d) order the payment of costs to meet the Society's costs in relation to the misconduct;
- (e) termination of the Member's membership of the Society;
- (f) any combination of the penalties set out in Rules 9.7(a) to 9.7(e) above, and any other penalty the Board deems reasonable or appropriate in the circumstances.
- 9.8 Such a decision by the Board shall be made by way of ballot and determined by majority vote.
- 9.9 Should the Board determine to terminate a Member's membership, that Member may require that the Board's decision be reviewed at a General Meeting. Particulars relating to the complaint, the Member's submissions and the Board's decision shall be placed before the Members attending such meeting and their decision as to whether to terminate the Member's membership shall be final.

10. **BRANCHES**

- 10.1 **Branches:** An application to the Registrar to incorporate a Branch of the Society may only occur if:
 - (a) the Branch has not less than 15 members, or such lesser minimum number of members prescribed by the Act;
 - (b) a majority of the members of that Branch consent;
 - (c) the Board consents to the incorporation and to the proposed constitution of that Branch (which rules must be consistent with this Constitution and not be able to be altered without the prior written consent of the Board);
 - (d) the name of the Branch is "Fertility New Zealand", followed by the geographical area in which the Branch is based; and
 - (e) the Branch agrees with the Society to:
 - (i) apply for registration as a charity under the Charities Act 2005 as soon as practicable following incorporation;
 - (ii) promptly provide copies of its financial statements to the Board;



- (iii) if disassociated pursuant to Rule 10.3, take the actions specified in Rule 10.4;
- (iv) except where the Branch considers that a Member has acted in a manner harmful or prejudicial to the objects of the Branch, at the written request of the Board, register a Member as a member of the Branch; and
- (v) do or comply with such other matters as the Board may specify.

10.2 **Setting and Payment of Proportion of Subscriptions to Branches:**

- (a) At each Annual General Meeting, the Society may specify a proportion of each membership fee (if a membership fee is charged) to be transferred by the Society to each Branch for the subsequent 12 months.
- (b) The Society is to pay the specified proportion of the membership fee relevant to Members associated with each Branch quarterly to the nominated bank account of the Branch, provided that Branch is registered as a charity under the Charities Act 2005.

10.3 **Decision to disassociate**: If, in the opinion of the Board, a Branch has:

- (a) acted in a manner considered harmful or prejudicial to the objects of the Society; or
- (b) failed to do or comply with the matters agreed with the Society pursuant to Rule 10.1(e); or
- (c) failed to become registered as a charity under the Charities Act 2005 in a reasonable timeframe following incorporation,

the Branch may be disassociated from the Society by 75% of the Board voting to disassociate that Branch provided that:

- (d) prior to the Board's consideration of the matter, the Board notifies the relevant Branch in writing and gives the reasons suggesting that the Branch has acted in a manner considered harmful or prejudicial to the objects of the Society or failed to do or comply with the matters agreed with the Society pursuant to Rule 10.1(e);
- (e) the relevant Branch is given an opportunity to be heard by the Board; and



- (e) any disassociated Branch has a right of appeal to a general meeting (such right to be exercised within 21 days of the Board's decision) with the Board to call a Special General Meeting to consider the appeal.
- 10.4 **Consequences of disassociation:** If a Branch is disassociated pursuant to Rule 10.3:
 - (a) the Society is:
 - (i) to cease to make any further payments to it pursuant to Rule 10.2; and
 - (ii) to no longer be required to consent to any changes to the constitution of the Branch; and
 - (b) the Branch is to immediately change its name to one that does not suggest any connection with the Society.

11. **BOARD**

- 11.1 **Members of the Board:** The Board is to consist of a minimum of 6 and maximum of 10 people elected or appointed as follows:
 - (a) all bar 1 of the people are to be appointed as follows:
 - (i) each Branch may, by notice to the Society to be announced at the Annual General Meeting, appoint one Member (who is also a member of the respective Branch); and
 - (ii) the Members may elect the remainder of the persons (bar 1); and
 - (b) if none of the members of the Board appointed under paragraph (a) has professional medical expertise in the area of impaired fertility, then at or immediately after the Annual General Meeting, the members of the Board elected or appointed pursuant to paragraph (a) may appoint one person (being a medical practitioner with experience with impaired fertility issues).
- 11.2 **Term:** Members of the Board shall be elected or appointed to serve from the Annual General Meeting at which they were elected or appointed for a period of two years. Any member of the Board may be re-elected or reappointed for a further two terms following their initial appointment. A member who is, in the opinion of a majority of the other members of the Board, making a significant contribution to the Society may be allowed to be reappointed for a further term or terms.



- 11.3 **Rotation of Officers:** To ensure orderly rotation of members of the Board, the members of the Board appointed at the 2019 Annual General Meeting (the *2019 Board Members*) shall retire by rotation on terms agreed between them, but failing agreement, on the first anniversary of their appointment one half of the 2019 Board Members or the number nearest to one half shall retire from office. The 2019 Board Members to retire pursuant to this Rule shall be determined by lot if the 2019 Board Members cannot agree amongst themselves.
- 11.4 **Officers:** At or immediately after each Annual General Meeting, the Board will elect a President, Secretary, Treasurer and, if required by the Act, a Contact Officer from within the Board. The Board may elect a Vice-President.
- 11.5 **Vacation of Office:** A member of the Board shall be deemed to have vacated office if the person:
 - (a) dies or becomes mentally incapacitated;
 - (b) becomes disqualified from being an officer under the Act;
 - (c) resigns that office by signing a written notice of resignation and delivering it to the Society's registered address, the notice being effective when it is received at that address or at a later time specified in the notice;
 - (d) is absent without notice for three consecutive meetings of the Board.

Should a casual vacancy arise, the Board may appoint another Member to serve on the Board until the next Annual General Meeting.

11.6 **Resignation:** Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers, and other property of the Society possessed by such former officer in his or her capacity as an officer.

12. MANAGEMENT BY BOARD

- 12.1 **Manage:** From the end of each Annual General Meeting until the end of the next, the Board is, either on its own account or by delegation (including by delegation to staff):
 - (a) generally, to administer, manage and control the Society;
 - (b) in particular:



- (i) to ensure that the Society complies with all its obligations under the Act; and
- (ii) to implement resolutions passed at General Meetings; and
- (c) accountable to the Members for implementing the policies of the Society as resolved by any General Meeting.

12.2 **Powers:** Subject to:

- (a) statute;
- (b) this Constitution; or
- (c) the resolution of any general meeting,

the Board may exercise all the Society's powers.

- 12.3 **Meetings:** The Board is to meet at such times and places and in such manner as it may determine and otherwise where and as convened by the President, Vice President or Secretary.
- 12.4 **Proceedings at meetings of the Board:** Schedule 1 of this Constitution governs the proceedings of meetings of the Board.
- 12.5 **Co-opt:** The Board may co-opt any person to the Board for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Any person so co-opted is not to be counted in determining a quorum of the Board or in any vote taken by the Board.
- 12.6 **Sub-Committees**: The Board may appoint Members to form a Sub-Committee for any purpose the Board deems appropriate. A Sub-Committee shall not be given any control over the assets or finances of the Society and must confer with the Board upon any matters of expenditure other than to the extent specifically determined by the Board.

13. **INDEMNITY OF BOARD**

The Society is to indemnify all members of the Board and all persons co-opted on to the Board in respect of:

(a) liability (other than criminal liability) for a failure to comply with a duty under the Act as an officer of the Society or any other duty imposed on the officer in his or her capacity as an officer of the Society;



(b) costs incurred by the officer in respect of any claim or proceeding relating to that liability,

provided the liability does not arise out of the officer's failure to act in good faith and in the best interests of the society when acting as an officer.

14. **GENERAL MEETINGS**

14.1 **Annual General Meeting:**

In each year between the 1st of July and the 30th of November, the Society is to hold an Annual General Meeting at such time and place as the Board may decide.

14.2 **Business of Annual General Meeting**

The business of the Annual General Meeting is to be:

- (a) to approve the minutes of the General Meetings held in the previous year;
- (b) to consider and adopt the Society's Annual Reports;
- (c) to consider and approve the Society's financial statements;
- (d) to elect Members to the Board;
- (e) to approve an auditor, if desired or required under Rule 17;
- (f) to consider and vote on any motions of which notice has been given;
- (g) to approve a budget for the next financial year;
- (h) to determine the appropriate membership fees to be paid for the next financial year, if any;
- (i) to specify the proportion of each subscription to be transferred by the Society to each Branch;
- (j) to approve the sum of the honorarium, if any, to be paid to the members of the Board; and
- (k) general business.

14.3 **Special General Meetings:**

(a) A Special General Meeting of the Society may be called by the Board at any time it deems necessary.



- (b) The Board must call a Special General Meeting within 30 days of receiving a written request to do so from ten or more Members, stating the purpose for which the meeting is required.
- 14.4 **Proceedings at General Meetings:** Schedule 2 of this Constitution governs the proceedings at General Meetings.

15. **MINUTES**

The Secretary is to ensure that a written record is kept of all General Meetings and Board meetings.

16. **FUNDS AND BANKING**

- **Bank account:** The Treasurer is to ensure that all monies received by or on behalf of the Society are paid into the Society's bank account.
- 16.2 **Signing authority:** All payments shall be made by order of the Board by cheque, signed by two members of the Board whose signatures appear in the signing authority for the bank account or by online banking provided that all transactions made by online banking require the approval of two members of the Board whose signatures appear in the signing authority for the bank account.
- 16.3 **Financial Statements:** The Treasurer is to ensure that the Society:
 - (a) prepares;
 - (b) submits to the Members at the Annual General Meeting; and
 - (c) delivers to the Registrar,

its financial statements and report in accordance with the Society's statutory and regulatory obligations.

17. **AUDIT**

If required under the Act or any other enactment or if the Board considers it desirable, an auditor shall be appointed at the Annual General Meeting to audit the Society's annual financial statements.

18. **COMMON SEAL**

18.1 **Common Seal:** The Society may have a Common Seal.



- 18.2 **Safe custody:** The Board is to keep the Society's common seal in safe custody.
- 18.3 **Authority to use:** The Board may authorise the use of the Society's common seal as that use may be required or permitted by the Act.
- 18.4 **Witness:** Any two members of the Board or any two persons authorised by a resolution of the Board are to witness the affixing of the Common Seal.

19. ALTERATION OF CONSTITUTION

- 19.1 **Resolution:** This Constitution may be altered by a resolution passed by a two-thirds majority at a General Meeting provided that no alterations shall be made which would prejudice the charitable registration of the Society.
- 19.2 **Notice:** Notice of the General Meeting at which the alteration of this Constitution is to be considered must include a copy of the proposed alteration of this Constitution.
- 19.3 **Amendments must not contravene Act**: Any amendment to this Constitution which contravenes the Act shall be invalid.
- 19.4 **Registrar:** If this Constitution is amended in accordance with this Rule 19, the Board is, in accordance with the Act, to provide copies of the alteration to the Registrar for registration under the Act.

20. **LIQUIDATION OF SOCIETY**

- **Vote:** The Society may, by a majority vote at a Special General Meeting called for the purpose, resolve to terminate its existence and to liquidate the Society.
- 20.2 **Distribution:** If, upon the liquidation of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Society, but shall be given or distributed to some other charitable organisation registered under the Charities Act 2005, either having objects similar to the objects of the Society or some other charitable purpose, within New Zealand.

21. **REGISTERED OFFICE**

The Board is:

(a) from time to time, to determine the location of the Society's registered office to which all communications may be addressed; and



(b) in accordance with the Act, to notify the Registrar of each change to the Society's registered office.

22. INTERPRETATION OF CONSTITUTION

Subject to:

- (a) any law to the contrary;
- (b) this Constitution; and
- (c) the resolutions of General Meetings,

the Board's decisions about the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution is to be final and binding on all Members.



SCHEDULE 1 – PROCEEDINGS AT MEETINGS OF THE BOARD

- 1 **Chair:** All Board meetings shall be chaired by:
 - (a) the President; or
 - (b) in the President's absence, the Vice President; or
 - (c) in the Vice President's absence, another member of the Board elected for that purpose by the members of the Board present at the meeting,

and such chairperson shall have a deliberative and casting vote.

- **Quorum:** The quorum for Board meetings is at least half the number of the members of the Board.
- **Attendance:** Only members of the Board who are present in person or by telephone or video conference shall be:
 - (a) counted in the quorum; and
 - (b) entitled to vote.
- 4 **Written resolution:** The Board may act by resolution approved by not less than two-thirds of the members of the Board through a written ballot conducted by mail, facsimile or email.
- 5 **Self-regulation:** Other than as prescribed by:
 - (a) statute; or
 - (b) this Constitution,

the Board may regulate its proceedings as it thinks fit.

- **Decision making:** Decision making at Board meetings is to be by consensus but, failing a consensus, decisions are, unless otherwise specified, to be by simple majority.
- 7 **Interested Board Members**: As soon as a member of the Board becomes aware that he or she is interested in a transaction or proposed transaction with the Society then that member of the Board must as soon as practicable disclose that interest to the Board. Where a member of the Board has a financial



interest in a transaction or proposed transaction with the Society then he or she may not vote on a matter relating to that transaction or proposed transaction. However, that member of the Board may attend a meeting of the Board at which a matter relating to the transaction arises, and be included among the members present at the meeting for the purpose of a quorum. However, if more than half of the members of the Board have a financial interest in a transaction or proposed transaction, a Special General Meeting must be called to consider and determine the matter.



SCHEDULE 2 - PROCEEDINGS AT GENERAL MEETINGS

1 Notice procedures for Annual General Meetings

- (a) Not less than 60 days before the Annual General Meeting, the Board is to send a notice (calling for nominations for appointment to the Board, notices of motion and items to be included in the agenda) by mail, facsimile or email addressed to the last known address of each Member.
- (b) Not less than 30 days before the date of the Annual General Meeting, any nominations, notices of motion, and items to be included in the agenda should be received by the Board. The Board may accept nominations, notices of motion, and items to be included in the agenda after that date.
- (c) Not less than 21 days before the date of the Annual General Meeting, the Board is to send the agenda and any related material by mail, facsimile or email addressed to the last known address of each Member.

2 Notice procedures for Special General Meetings

- (a) The Board shall give notice of the time, place and intended purpose of the meeting to all Members.
- (b) Notice of a Special General Meeting shall be as provided for an Annual General Meeting in this Schedule 2 except that the period of notice may be reduced to not less than 14 days.

3 Quorum

The quorum for General Meetings is at least 10 Members present in person or by proxy or a majority of Members.

4 **Decision Making:**

- (a) Decision making at General Meetings is to be by simple majority.
- (b) Each Member is entitled to one vote.
- (c) At every General Meeting, voting shall be by show of hands and declaration by the Chairman of electronic votes if applicable, except when a secret ballot is requested by one Member in which case the voting shall be by way of secret ballot of those present.
- (d) All General Meetings shall be chaired by:
 - (i) the President; or
 - (ii) in the President's absence, the Vice President; or



(iii) in the Vice President's absence, another Board member elected for that purpose by the Board.

Electronic Voting

- (a) The Board may decide that electronic voting (including voting by email) be allowed at a General Meeting where in the Board's opinion it is in the interests of Members to do so.
- (b) Any decision made under Rule 5(a) of this Schedule 2 must be notified to Members together with any notice of a meeting given under this Schedule 2.
- (c) The notice of a meeting at which Members are entitled to cast an electronic vote must specify the email address to which Members can send their vote.
- (d) Electronic votes must be received at the address specified in the notice of meeting at least three days prior to the commencement of the General Meeting.