

## **Explanatory Note**

**The arrangements for General Meetings are governed by:**

- **The relevant Company Articles**
- **The Regulations (Part R) - General Meetings**
- **The Standing Orders**

**These arrangements used to be set out in different documents and some of the standing orders repeated the provisions of the Articles in slightly different words. This document brings them all together in one place and the duplication has been removed.**

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*This document cancels and replaces the issue dated 3/9/24*

*The following Company Articles apply to General Meetings:*

### **11 Company Members' reserve power**

- 11.1 *The Company Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.*
- 11.2 *No such special resolution invalidates anything which the Board has done before the passing of the resolution.*

### **37 General Meetings**

- 37.1 *A general meeting of the Company shall be held during June or July in every calendar year as its Annual General Meeting at such time and place as the Board shall appoint.*
- 37.2 *At the Annual General Meeting in every year the Board shall lay before the Company an income and expenditure account for the period since the preceding account made up to date not more than six months before such meeting. A balance sheet, as at the date to which income and expenditure account is made up, shall be made out and laid before the Company at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. A copy of every balance sheet together with a copy of the Auditor's report, shall, twenty-one clear days before such meeting, be sent to the Auditor and every Company Member entitled to receive notices of general meetings.*
- 37.3 *An Extraordinary General Meeting may be called at any time by the directors, and one shall be called at the request of Company Members who represent at least 5% of the total voting rights of all Company Members having a right to vote at general meetings.*
- 37.4 *All Company Members (or their proxies) and Affiliated Members shall be entitled to attend General Meetings; Company Members (or their proxies) shall have the right to speak and vote and Affiliated Members may speak with the permission of the chairman of the meeting.*
- 37.5 *The chairman of the meeting may permit other persons who are not Company Members to attend and speak at a general meeting.*
- 37.6 *Any person present at a general meeting having a financial interest in a subject to be discussed must declare that interest and may be debarred from participation in the discussion of that subject if a simple majority of the Company Members present so resolve but they shall not be debarred from being present during the discussion nor, if they are a Company Member, from voting.*

- 37.7 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 37.8 A person is able to exercise the right to vote at a general meeting when:
- 37.8.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 37.8.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 37.9 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 37.10 In determining attendance at a general meeting, it is immaterial whether any two or more Company Members attending it are in the same place as each other.
- 37.11 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 38 Quorum for general meetings**
- 38.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 38.2 The quorum for a general meeting may be fixed from time to time by a decision of the Company, but it must never be less than ten and unless otherwise fixed it is ten.
- 39 Chairing general meetings**
- 39.1 The Chairman shall chair general meetings if present and willing to do so.
- 39.2 If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the directors present, or (if no directors are present), the meeting must appoint a director or Company Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 39.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".
- 40 Adjournment**
- 40.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 40.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 40.2.1 the meeting consents to an adjournment, or
- 40.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 40.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the

meeting.

- 40.4 When adjourning a general meeting, the chairman of the meeting must:
- 40.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- 40.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 40.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 40.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 40.5.2 containing the same information which such notice is required to contain.
- 40.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **41 Voting: general**

- 41.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 41.2 On a show of hands, every person present as a Company Member or a Proxy shall have 1 vote.
- 41.3 On a poll the vote of a Company Member shall count as the following number of vote units:
- 41.3.1 Director Company Member: 1 vote unit.
- 41.3.2 League Representative Company Member: 1 vote unit for each player registered to take part in the league competition of the Local League by which he is appointed.
- 41.3.3 County Representative Company Member: 1 vote unit for each vote unit held by the League Representative Company Members appointed by Local Leagues affiliated to the County Association by which he is appointed.
- 41.4 In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall fail.

#### **42 Errors and disputes**

- 42.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 42.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

#### **43 Poll votes**

- 43.1 A poll on a resolution may be demanded:
- 43.1.1 in advance of the general meeting where it is to be put to the vote, or
- 43.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 43.2 A poll may be demanded by:
- 43.2.1 the chairman of the meeting;

- 43.2.2 *the directors;*
- 43.2.3 *two or more persons having the right to vote on the resolution; or*
- 43.2.4 *a person or persons representing not less than one tenth of the total voting rights of all the Company Members having the right to vote on the resolution.*
- 43.3 *A demand for a poll may be withdrawn if:*
  - 43.3.1 *the poll has not yet been taken, and*
  - 43.3.2 *the chairman of the meeting consents to the withdrawal.*
- 43.4 *A poll must be taken immediately and in such manner as the chairman of the meeting directs.*

#### **44 Content of proxy notices**

- 44.1 *A proxy may validly be appointed only by a notice in writing (a "proxy notice") which:*
  - 44.1.1 *states the name and address of the Company Member appointing the proxy;*
  - 44.1.2 *identifies the person appointed to be that Company Member's proxy and the general meeting in relation to which that person is appointed;*
  - 44.1.3 *is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the directors may determine; and*
  - 44.1.4 *is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates.*
- 44.2 *The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.*
- 44.3 *Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.*
- 44.4 *Unless a proxy notice indicates otherwise, it must be treated as:*
  - 44.4.1 *allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and*
  - 44.4.2 *appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.*

#### **45 Delivery of proxy notices**

- 45.1 *A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.*
- 45.2 *An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.*
- 45.3 *A notice revoking a proxy appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.*
- 45.4 *If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.*

**46 Resolutions and Amendments**

- 46.1 *Resolutions to be considered by an Annual General Meeting, and amendments thereto, may be submitted by the Board or by any Company Member; the dates for the submission of resolutions and amendments shall be set by the Board.*
- 46.2 *In accordance with the Companies Act 2006, changes to the Articles may be made only by special resolution; unless specified otherwise, any other resolutions for a general meeting shall be ordinary resolutions.*
- 46.3 *A special resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution, if:*
- 46.3.1 *the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and*
- 46.3.2 *the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.*
- 46.4 *An ordinary resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution if:*
- 46.4.1 *notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and*
- 46.4.2 *the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.*
- 46.5 *If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.*

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## THE REGULATIONS (PART R) – GENERAL MEETINGS

**1 AGENDA**

- 1.1 The Board is responsible for ensuring that the agenda for a General Meeting complies with the Companies Acts and the Articles.

**2 ARTICLES AND REGULATIONS COMMITTEE**

- 2.1 The Articles and Regulations Committee shall:
- 2.1.1 Advise the Board on the application of the Articles and regulations as requested by the Board or the chair of the meeting.
- 2.1.2 Advise and assist the Board on the agenda and the drafting of resolutions.
- 2.1.3 Advise and assist Company Members, if requested, on the drafting of resolutions
- 2.1.4 Advise the proposer and the Board if a resolution or amendment does not comply with the Companies Acts, the Articles or these regulations, and, if appropriate, recommend that the Board takes separate advice.
- 2.1.5 Advise the General Meeting, if requested, on the effect of a resolution if passed.
- 2.1.6 Recommend standing orders where the procedure is not specified by the Companies Act or the Articles.

2.1.7 Give advice on the procedure at the meeting if requested by the Board or the chair of the meeting.

### **3 RESOLUTIONS AND AMENDMENTS**

3.1 A resolution or amendment may be included in the agenda only if it complies with Company Law, the Articles, these regulations and the mandatory requirements of the Code for Sports Governance.

3.2 A proposal to amend the Articles, give a binding direction to the Board, terminate an honorary appointment or alter the Laws of Table Tennis is a special resolution, which requires a majority of not less than 75% (ignoring abstentions) to pass; other proposals are ordinary resolutions, which require a simple majority.

**Note:** *These requirements derive from sections 21, 282 and 283 of the Companies Act 2006 and Articles 11, 33, 46 and 50.*

3.3 A resolution must state whether it is an ordinary resolution or special resolution and must be worded such that it clearly conforms to the requirements of that type.

3.4 A resolution takes effect on the day following the General Meeting at which it is approved unless it states it is to take effect from some other date.

3.5 The proposer of a resolution or amendment may submit a rationale stating its purpose in not more than 250 words for circulation with the agenda.

3.6 The Board may circulate advice with the agenda of its view about a resolution.

3.7 The Articles and Regulations Committee may circulate advice with the agenda explaining the effect of a special resolution to amend the Articles.

3.8 Where two or more resolutions are submitted on substantially the same topic the Articles and Regulations Committee must, before the publication of the final agenda, discuss with the proposers whether they are agreeable to replace them by a composite resolution in the names of all the proposers. Where agreement cannot be reached on a composite resolution, the resolutions shall be discussed together at the General Meeting but voted on separately.

3.9 If two or more resolutions are incompatible then, after they have been discussed, the meeting shall first decide the order in which they shall be put to the vote. The meeting shall then vote on the resolutions in that order. If a resolution is passed, those that are incompatible with it shall then fall.

3.10 An amendment to a resolution must state the words proposed to be added to and/or deleted from the resolution.

3.11 An amendment to an ordinary resolution shall be voted upon ahead of the original resolution, and if it is carried, then the original resolution as amended shall be voted upon. If the amendment fails, then the unamended original resolution shall be voted on.

**Note:** *Amendments are not normally permitted to special resolutions (See Article 46.3).*

3.12 A proposal to amend the Articles may be included in the agenda only if it is formatted such that:

3.12.1 it states the Articles concerned and words to be added and/or deleted;

3.12.2 it makes the amended Articles clear and unambiguous;

3.12.3 it makes provision for any transitional issues which will or may arise.

*Note: The Articles and Regulations Committee will advise the proposer of a resolution on a suitable format.*

#### 4. VOTING

4.1 Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has been carried or carried by a particular majority or has been lost or has failed to obtain a particular majority, confirmed by an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the proposal.

*Note: This provision derives from section 320 of the Companies Act 2006.*

4.2 The Returning Officer must retain a record of the votes cast in a poll by each Company Member for at least six months after a General Meeting. During this period the General Secretary of a County Association or a Local League may apply to the Returning Officer as to how their Company Member voted in those polls.

#### 5 STANDING ORDERS

5.1 The meeting shall be conducted in accordance with Standing Orders set out in Annex A.

### Annex A – The Standing Orders

#### SO 1 Conduct of Debate

- 1.1 Members wishing to speak on any resolution should add their name, who they represent and whether they wish to speak for or against the resolution, to the electronic box provided, which will be monitored to try and enable the Chair to achieve a balanced discussion. All questions or contributions should be made verbally, and the box should not be used to type questions or comments.
- 1.2 Every speaker shall address the chair of the meeting once invited to speak. They shall first state their name and the organisation (if any) on behalf of which they are speaking.
- 1.3 The speech of the proposer of a resolution or of any subsequent speaker thereon shall not exceed four minutes in length, except by the consent of the meeting which shall be ascertained without debate. When an extension of time is allowed it shall not be for more than four minutes at a time.
- 1.4 No person shall address the meeting more than once on any one resolution or amendment but, if directed by the chair, they may reply to questions or give further information.
- 1.5 Exceptionally, a Company Member shall be entitled to ask more than one question on the Accounts, provided that the questions relate to different sections of the Accounts, or the subjects of the questions are, in the view of the chair of the meeting, not intricately connected.
- 1.6 The proposer of an unamended original resolution may speak for four minutes in reply at the end of the debate. If the proposer of the original resolution is not present, and following any debate, the resolution shall be put forthwith.
- 1.7 Except by leave of the chair of the meeting, the right of reply shall not extend to the proposer of an amendment that, having been carried, has become a substantive resolution.

1.8 After the reply, the question shall be put forthwith.

**SO 2 Poll**

2.1 The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

2.2 Poll votes will be counted electronically and overseen by the Returning Officer.

**SO 3 Suspension of Standing Orders**

3.1 Provided the Articles are not contravened, any of these Standing Orders may be suspended without previous notice if a proposal to suspend a specified Standing Order(s) be carried by the affirmative vote of not less than two thirds of the Company Members present and voting ignoring abstentions.

**SO 4 Chair's Authority**

4.1 The decision of the chair on any point shall be final and any person disobeying the ruling of the chair may be suspended from participation in the business of the meeting by ordinary resolution of the meeting.