



**SOROPTIMIST INTERNATIONAL GREAT BRITAIN AND  
IRELAND (SIGBI) LIMITED**

Company No: 07058666

**AGENDA**

**SIGBI LIMITED VIRTUAL GENERAL MEETING**

**FRIDAY, 29 OCTOBER 2021**

# AGENDA

**Start Time 17.20 hrs** (please note this time may be subject to change)

1. Chairman's Report – Chairman of the Board of Directors, Cathy Cottridge
2. Director of Finance's Report - Ruth Healey
3. Resolutions
4. Resolutions of Urgency
5. Announcement of Federation Officers 2021-2022

## RESOLUTIONS

### Resolution 1

***Soroptimist International Great Britain and Ireland (SIGBI) Limited in Conference, moves that:***

Clause 11.1 of the current SIGBI Byelaws (dated 25 October 2019), be amended to read:

*The terms of office for President and President Elect are two years each. The President Elect proceeds to the post of President, without the need for further election.*

To come into effect immediately after the results of the Club Ballot

#### **Explanatory Note:**

The current Clause 11.1 of the SIGBI Byelaws states that the SIGBI President and President Elect currently serve for one year. We are seeking to extend the term of office to two years.

SIGBI was registered as a Charity in 2018 and consequently, the structure of the Board was reviewed to bring it into line with the recommendations of the Charities Commission, the aim being to create a smaller, skills-based Board that was sustainable and would ensure the viability of the organisation.

The Charity Commission advocates that the President, the Chairman of the Board, should serve more than one year. In view of this, it is proposed to increase the term of office for both the President and the President Elect from one to two years. The President Elect automatically proceeds to the role of President without further election.

Prior to 2019, the SIGBI Board structure consisted of twelve Directors. At the 2019 General Meeting a Resolution was proposed to reduce the Board size to six Directors, together with an increase in the President and the President Elect's Term of Office from one year to two years. Subsequently, an amendment was proposed to create a seventh post, that of Governance Director, which was carried at the 2019 General Meeting.

The two- year terms were introduced as the proposed restructured Board did not include the post of Vice President or Immediate Past President and it was felt that, in line with Charity Commission recommendations, the four- year overall term should be maintained for continuity reasons.

A later amendment from the floor at the 2019 General meeting removed the proposed change in the President and President Elect's term of office, thus breaking up the whole intention of the restructured Board. This left SIGBI with no Vice President or Immediate Past President, as that was approved, but not the 2-year Presidential term which was an inherent part of the entire proposition.

The result of this decision has left SIGBI in a greatly reduced situation where continuity in the Board has been damaged rather than strengthened leaving the organisation open to the risk of poor governance.

Proposer to sign: *Cathy Cottridge* Director – SIGBI Ltd 31 March 2021

Seconder to sign: *Ruth Healey* Director – SIGBI Ltd 31 March 2021

**Resolution 1 will require a 75% vote in favour for the Resolution to be carried.**

#### **Please note:**

The accompanying document for Resolution 1 (Appendix A) was circulated to Clubs in a Club Mailing dated 4 June 2021.

**Amendment 1 to Resolution 1:**

***Soroptimist International Great Britain and Ireland (SIGBI) Limited in Conference, moves that:***

Resolution 1 be amended as follows:

That the sentence ‘*The President Elect proceeds to the post of President, without the need for further election*’ be removed.

(The substantive Resolution will then read ‘*The terms of office for President and President Elect are two years each.*’)

**Explanatory Note:**

Clause 10.3 of the Byelaws states:

*‘Election of Federation Directors (including President and President Elect) shall be by ballot of Clubs’*

Removal of the second sentence of Clause 11.1 makes it consistent with the wording of Clause 10.3

The restructuring of the Board was intended to create a smaller, skills-based Board and one where Directors’ terms of Office reflected the recommendations of the Charities Commission. Removing the second sentence from Resolution 1 achieves fairness and equity by ensuring that all Federation Directors are subject to ballot of Clubs after 2 years in office.

Proposed by: *Deena Irving*                      President, SI Haverfordwest & District                      9 July 2021

Seconded by: *Lesley Morgan*                      Secretary, SI Abergavenny & District                      9 July 2021

**Amendment 1 to Resolution 1 will require a 75% vote in favour for the Resolution to be carried.**

## **RULES FOR THE CONDUCT OF THE GENERAL MEETING OF SIGBI LIMITED 2021**

1. The Federation President (hereafter called ‘the Chairman’), or in her absence, the Federation President Elect, shall chair the General Meeting and conduct the business of the General Meeting. If neither the President nor the President Elect is present and willing to act within 15 minutes from the time of the General Meeting, the Company Members present must choose one of the other Directors of the Board or, in default, another of their number to chair the General Meeting.
2. The business of the General Meeting shall be contained in the General Meeting Agenda.
3. The General Meeting Agenda shall contain an item to adopt these Rules of Conduct.
4. Once the Rules of Conduct have been adopted, the Chairman, at any time during the General Meeting, may propose the suspension of any one or more of the Rules of Conduct to facilitate the efficient running of the meeting. A simple majority vote of the Voting Delegates (including Proxies) present and voting will carry this proposal.
5. Proxy voting is permitted and a Club may appoint any person to act as their proxy. Clubs wishing to vote by proxy must ensure that the form appointing the proxy is delivered to the Company Secretary, or her appointed substitute, at least 24 hours prior to the General Meeting. Their authorised proxy shall be given their voting cards.
6. Voting shall be by a show of hands, cards, or by electronic means.
7. If a voting result is queried and a poll is called for, a paper ballot of the Voting Delegates (including Proxies), present and voting, shall be undertaken.
8. Resolutions are defined as Ordinary Resolutions, Special Resolutions and Resolutions of Urgency.
9. All Resolutions on the Agenda shall have been received by the Company Secretary by the fixed published date. Amendments to Resolutions on the Agenda shall also have been received by the Company Secretary by the fixed published date.
10. An Amendment to a Resolution may be:
  - a) to leave out words
  - b) to insert or add words
  - c) to leave out words and insert or add others
  - d) in such form as the Chairman shall approveprovided that the Amendment is relevant to the Resolution and not equivalent to its direct negative.
11. An Ordinary Resolution refers to a standard resolution put to a General Meeting and requires a simple majority vote of the Voting Delegates (including Proxies) present and voting for it to be carried. Ordinary Resolutions include:
  - a) Acceptance of Rules for the Conduct of the General Meeting
  - b) Adoption of GM Minutes
  - c) Receipt of the Annual Report
  - d) Receipt of Annual Accounts
12. A Special Resolution may be submitted by Directors and Clubs to a General Meeting if it is a matter of policy, name change, change in capitation fee or refers to a change to the Company Articles, Byelaws or Constitutions. A Special Resolution requires a majority vote of 75% of the Voting Delegates (including Proxies) present and voting for it to be carried.
13. Resolutions of Urgency shall be submitted in writing, signed by the proposer and seconder, and lodged with the Company Secretary by 5pm on the day prior to the General Meeting.

14. The Chairman shall propose the Resolution of Urgency is placed onto the Agenda of the General Meeting. A simple majority vote of the Voting Delegates (including Proxies) present and voting will carry this proposal.

15. A Resolution of Urgency may refer to any matter which, because of its nature and content, could not have been included as an item on the General Meeting Agenda in accordance with the rules laid down, or could not be dealt with elsewhere in Conference, or cannot be dealt with by a Committee of Soroptimist International Great Britain and Ireland (SIGBI) Limited.

Such a Resolution, in the opinion of the Federation Management Board must be on a matter of importance, having regard to the objects of Soroptimism or the interests of the Federation. However, matters which are required to be considered as Special Resolutions cannot be considered as Resolutions of Urgency. Resolutions of Urgency shall require a simple majority of the Voting Delegates (including Proxies) present and voting to be carried.

16. When a Resolution is presented to the General Meeting, the proposer, or someone acting on her behalf, shall propose the Resolution which is then debated. Any Amendment to a Resolution is then proposed, seconded and debated and put to the vote. Whenever an Amendment is made to any Resolution no further Amendment shall be considered until that Amendment is disposed of.

17. Voting Delegates (including Proxies) may propose or second a Resolution. Club members (those who are not Voting Delegates or Proxies) may propose or second a Resolution with the consent of the Chairman. Voting Delegates (including Proxies) and Club members may take part in debate.

18. Directors of SIGBI Limited may propose or second a Resolution and may take part in debate.

19. To facilitate the conduct of the meeting, the Chairman may propose a Resolution. No seconder is required for a Resolution proposed by the Chairman.

20. A Resolution may be withdrawn at a General Meeting at the request of the proposer (before the vote has taken place) and shall require a simple majority vote of the Voting Delegates (including Proxies) present and voting for it to be withdrawn.

21. A Club member shall, if possible, stand and give her name and Club when speaking at a General Meeting.

22. A Club member shall direct her speech strictly to the Resolution or Amendment under discussion. A Club member may only speak once in any one debate, unless she seeks a point of clarification, responds to a point of clarification or is given longer time, at the discretion of the Chairman.

23. The Chairman has power to select from concurrent Amendments and to determine the order in which Amendments shall be taken.

24. An Amendment to a Resolution may be withdrawn at the request of the proposer (before the vote has taken place) and shall require a simple majority vote of the Voting Delegates (including Proxies) present and voting for it to be withdrawn.

25. An Amendment to a Resolution may be taken during the General Meeting with the consent of the Chairman, if the intention of the Amendment is to secure a compromise agreement.

26. The proposer of the original Resolution has the right of reply before the final vote is taken and may exercise that right at any point in the debate but may not exercise it more than once. However, the Proposer may respond to requests for clarification from the Chairman, Voting Delegates or Club members.

27. The proposer of an Amendment has the right of reply before the vote is taken on that Amendment.

28. On the conclusion of the debate on a Resolution, the Chairman may read out the Resolution either in its original form or in its amended form, as the case requires, and then the vote shall be taken.

29. If it is proposed and seconded that the General Meeting is adjourned or that the General Meeting proceeds to the next business or that the debate is adjourned, then that shall become the only question before the meeting and all speeches shall be directed to this question only until the vote on it is taken. A similar Resolution cannot be made within the next period of half an hour unless in the opinion of the Chairman the circumstances have materially altered.

30. The maximum time allowed for speakers to Resolutions and Amendments shall be:-

The Proposer of a Resolution	3 Minutes
The Secunder of a Resolution	30 Seconds
Right of reply – Proposer of Resolution	2 Minutes

The Proposer of an Amendment	2 Minutes
The Secunder of an Amendment	30 Seconds
Right of reply – Proposer of Amendment	1 Minute

Asking for a point of clarification	1 Minute
Responding to a point of clarification	1 Minute

Other speakers (For/Against/)	2 Minutes
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The Chairman may extend the time at her discretion.