RULES FOR THE CONDUCT OF THE GENERAL MEETING OF SIGBI LIMITED

1. The Federation President (hereafter called ‘the Chairman’), or in her absence, the Federation President Elect, or in her absence, the Immediate Past President, shall chair the General Meeting and conduct the business of 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 approve

    provided 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:-

<table>
<thead>
<tr>
<th>Description</th>
<th>Time</th>
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<tbody>
<tr>
<td>The Proposer of a Resolution</td>
<td>3 Minutes</td>
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<tr>
<td>The Seconder of a Resolution</td>
<td>30 Seconds</td>
</tr>
<tr>
<td>Right of reply – Proposer of Resolution</td>
<td>2 Minutes</td>
</tr>
</tbody>
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The Proposer of an Amendment: 2 Minutes
The Seconder 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

The Chairman may extend the time at her discretion.