

Standing Orders For Meetings

1. The Calling of Meetings and Adoption of Standing Orders

General Meetings

- 1.1. IHE shall call an Annual General Meeting (AGM) once a year, and the Directors may call any number of Extraordinary General Meetings (EGMs).
- 1.2. An EGM shall also be called by the Company Secretary within 90 days of the receipt of a written requisition signed by 20 Members or by 10% of the Members of the Company (whichever is the lesser number).

Notice

- 1.3. Members and Directors shall be given at least twenty one clear days' notice of AGMs and of EGMs called for the passing of a Special Resolution. Fourteen clear days' notice may be given for other EGMs.
- 1.4. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.

Adoption of Standing Orders

- 1.5. At any General Meeting, prior to any discussion, the Chair shall propose to the meeting to adopt these Standing Orders. A Motion to amend Standing Orders, duly proposed and seconded, shall be carried by a simple majority of Members present, but no Motion may amend Standing Orders in a way which would conflict with the Articles of Association.

2. Agendas and quorum

- 2.1. All General Meetings shall have a formal agenda, which shall form the business of the meeting in question.
- 2.2. The agenda shall be prepared by the date of the meeting. Notice of any Ordinary or Special Resolutions to be included on the agenda shall be given in advance, as provided for in paragraphs 4.5 and 4.6.
- 2.3. The inclusion of items on an agenda and the order in which they are presented is the responsibility of the Chair of IHE (or the appointed Chair of the meeting, if different) and the Chief Executive.
- 2.4. Where a meeting adopts minutes or reports of previous meetings, there will be an agenda item dealing with matters arising from the minutes, if any. Where such matters arising are also listed as main agenda items, they will be deferred until the Chair calls them.
- 2.5. No business shall be transacted at any General Meeting unless a quorum is present.
- 2.6. The quorum for a General Meeting shall be 20 Members or 10% of the membership, whichever is the lesser number at the time. Other meetings shall not be the subject of quorum restrictions.

3. Chairing General Meetings

Chairs

- 3.1. All General Meetings shall be conducted by a Chair, who shall normally be the Chair, or in their absence the Vice-Chair, of the Board of Directors. In the absence of the Chair and Vice-Chair, another member of the Board shall be appointed to chair the meeting. If no other member of the Board is present, the Members present shall appoint one of their number to chair the meeting. If there is no member willing, it shall be chaired by the Company Secretary.

Objections to Chairs

- 3.2. Objections to the nomination of a Chair, other than the Chair or Vice-Chair of the Board, must be made at the time of the appointment and before the business of the agenda has begun.

Duties and Powers of Chairs

- 3.3. The Chair of a meeting shall have the authority to conduct a meeting according to the Articles and rules or, in the absence of prescription, according to their view of the proper conduct of meetings. In this, the Chair's interpretation is final. Points of Order may be used to bring to the Chair's attention matters relating to the conduct of business. The Chair may temporarily adjourn a meeting for consultation with individuals or groups on matters relating to the proper conduct of meetings, but having consulted, shall have the right to decide the issue without further challenge.
- 3.4. The decision of the Chair shall be challenged only by a Resolution 'That the Chair do leave the chair'. This Resolution, properly seconded, may be passed if two thirds of the voters present support it. If this Resolution is passed the Chair shall adjourn the meeting and leave the chair and business may not proceed until those present have properly installed another Chair. This Resolution, if applied to the Chair of the Board, applies only to a given meeting and does not oblige them to demit office. This does not debar members from raising points of order relating to the conduct of meetings.
- 3.5. All matters of Resolution, amendment or discussion and all other relevant business shall be addressed to the Chair and shall be put to the meeting through the Chair.

4. Resolutions and voting

Entitlement to vote and speak at General Meetings

- 4.1. Only Heads of Member institutions in good standing, or their properly Nominated Representatives or proxies, may vote, speak or take part in debate, or otherwise participate in General Meetings.
- 4.2. A Member institution in good standing is one without overdue subscriptions on their account, and not under suspension at the time of the Meeting.
- 4.3. Every Member in good standing shall have one vote.
- 4.4. If there is an equality of votes, the Chair of the meeting shall have the casting vote in addition to any other vote they may have.
- 4.5. A ballot of all Members may be carried out by electronic means on any issue which the Board deems significant enough to require a decision by Members between

General Meetings, including the election of Directors. The result of such a ballot shall constitute a decision by the Membership on an Ordinary Resolution or a Special Resolution, and shall be recorded as being the equivalent of a decision by the Members in General Meeting.

Resolutions

- 4.6. Resolutions (as considered in the Companies Act 2006) for General Meetings will be given to Members at least twenty-one days before the date of the meeting in the case of special business (and fourteen days in the case of ordinary business).
- 4.7. A Special Resolution must be in correct form and proposed by 20 Members, or 10% of the membership, whichever is the lesser number; or by a majority of the Board as the directors of the company.
- 4.8. Notwithstanding the provisions of paragraphs 4.5 and 4.6, Resolutions in the form specified in paragraphs 3.4 and 6.1 shall be permitted as set out therein.

Motions

- 4.9. A Motion is any proposal that is not a Resolution which may be put before the Meeting for discussion. The purpose of a Motion is to air in debate any matter within IHE's Objects on which Members have a view, and to convey to the Board the views of Members. A Motion requires a simple majority to be carried as a Resolution, but such Resolutions are not binding upon the Board or Members.
- 4.10. A Motion which is intended to result in a binding Resolution should adhere to the notice requirements for Resolutions in paragraphs 4.5 and 4.6.

Debate

- 4.11. Once proposed, a Resolution or a Motion may be formally seconded and opened to the floor for debate. A Member who formally seconds a Resolution or Motion may reserve their right to speak later in the debate. A Resolution or Motion which does not find a seconder shall not be discussed.
- 4.12. A Member moving a Motion, Resolution or amendment may speak for no more than five minutes in support of it and after debate has the right to reply to questions or objections raised, strictly limiting his points to answering issues raised and introducing no new matters.
- 4.13. As a general rule no participant in debate except the proposer shall take up more than two minutes in speaking in support of any proposal, except with the special consent of the Chair.
- 4.14. As a general rule no Member may speak more than twice in the debate of any given point of business, except to raise points of order.
- 4.15. On the conclusion of discussion, the Chair shall read the Resolution or Motion in its final form and proceed to a vote.
- 4.16. A Resolution or Motion 'That the question now be put' or 'That the meeting move to next business' may be put by any Member who has not spoken in the discussion. It is at the discretion of the Chair to allow such Resolutions, provided that a reasonable time has been given to consideration of the existing business. Such a Resolution requires seconding, but it is not subject to amendment or debate. If either of these

Resolutions is rejected, no further Resolution of this sort may be raised in relation to the business in hand.

Amendments

- 4.17. An Ordinary Resolution may be amended by sending notice of the proposed amendment to IHE in writing by a person entitled to vote, not less than 48 hours before the meeting is to take place, and the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the Resolution.
- 4.18. A Special Resolution may be amended by Ordinary Resolution if the Chair of the meeting proposes the amendment, and the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the Resolution.
- 4.19. If the Chair of the meeting, acting in good faith, wrongly decides that an amendment is out of order, the Chair's error does not invalidate the vote on that Resolution.
- 4.20. A Motion, properly seconded, may be the subject of amendment after introduction by the proposer. A Motion of Amendment must be proposed and duly seconded. A proposed and seconded Motion of Amendment must be debated and voted upon before the business in hand may proceed.
- 4.21. Such Motions of amendment must be in written form, and deemed by the Chair to be relevant to the Motion under discussion. The Chair may adjourn debate on an amendment while copies are made available to Members.
- 4.22. If such a Motion of amendment fails, the original Resolution or Motion shall be the main business of the meeting. If such a Motion is passed, the amended Resolution becomes the main business of the meeting, and the proposer of the amendment becomes the proposer of the substantive Resolution or Motion.
- 4.23. Motions of Amendment may not themselves be the subject of further Motions of Amendment.

5. The Reporting of Meetings

- 5.1. The Secretary (or their nominee) shall write the minutes of each AGM, or an EGM convened for the passing of a Special Resolution.
- 5.2. A copy of the minutes will be sent to each Member as soon as practicable after the meeting.
- 5.3. The minutes of General Meetings will be put to the next General Meeting and the Members will be asked to agree the minutes, which will then be signed by the Chair as a correct record of the meeting.
- 5.4. Any Member who was present at the General Meeting in question and who seeks to amend the minutes on the grounds that they contain an inaccuracy or a serious omission should raise the matter with the Chief Executive as soon as possible after the minutes have been circulated. The Chief Executive may consult the Chair and any other person who was present at the meeting and may discuss the amendment with the Member who proposed it.
- 5.5. Before the next General Meeting, any amendment that has been proposed shall be circulated to all Members, together with a brief explanatory note from the Member

proposing the amendment and the comments of the Chief Executive or Chair, either stating that they agree that the minutes should be so amended or giving reasons why, in their opinion, the amendment should not be made. At the meeting, each proposed amendment will be put to Members for acceptance or rejection, but no debate will be permitted. No amendments may be considered other than those already notified and circulated. The meeting will then be asked to agree to the minutes, or the minutes as amended.

6. Suspension of Standing Orders

- 6.1. The Chair may give permission for a Resolution 'That Standing Orders be suspended'. If, after being seconded this Resolution is passed by two thirds of those voting, the Chair shall suspend Standing Orders for a single item of business only.
- 6.2. Any Motion or Resolution passed during the suspension of Standing Orders shall not be binding. For a Motion or Resolution to be binding, it must be considered while the Standing Orders are in force. The Chair will announce to the Meeting when the suspension of Standing Orders ceases and Standing Orders come back in force.

7. General Prescription

- 7.1. No interpretation of the above Standing Orders shall be made which is contrary to the rules contained in the Articles of Association of IHE, nor which would bring the Association into breach of the Companies Acts (1985 or 2006) or any other part of the civil or criminal law of England.